

## DANAHER CORPORATION

### CHARTER OF THE SCIENCE AND TECHNOLOGY COMMITTEE OF THE BOARD OF DIRECTORS

#### 1. Policy Statement

The purpose of the Science and Technology Committee (the "Committee") of the Board of Directors (the "Board") of Danaher Corporation (the "Company") is to assist the Board in its oversight of strategic matters of science and technology.

#### 2. Organization and Meetings

a. *Appointments and Removals.* The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion. The Board shall select the Committee chairperson.

b. *Size.* The Committee shall consist of at least two and no more than six members, the exact number to be determined by the Board from time to time.

c. *Subcommittees.* The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

d. *Meetings and Consents.* The Committee shall meet at least twice annually and may also act by written consent. The chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting or consent necessary or desirable. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda. A majority of the Committee members shall constitute a quorum and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee.

e. *Investigations.* The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.

f. *Reports to the Board.* The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.

g. *Annual Review and Self-Assessment.* The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) conduct and present to the Board a self-evaluation of the Committee.

#### 3. Resources

The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain outside firms or advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside firms or advisors employed by the Committee.

#### **4. Authority and Responsibilities**

The Committee shall have the authority and responsibility to assist the Board in its oversight of matters of science and technology, including:

- reviewing and assessing the Company's science and technology innovation strategy and priorities, including with respect to capital allocation, organizational structure, talent acquisition/development and the development of other science and technology capabilities;
- assessing the competitive position of the Company's portfolio and the overall effectiveness of the Company's research, development and intellectual property procurement efforts;
- reviewing with management key programs, processes and organizational structures related to innovation, research and development and the commercialization of technology; and
- assessing, and advising the Board with respect to, potentially disruptive science and technology trends, opportunities and risks.