

*Adopted as of January 6, 2004; revised as of May 15, 2007; May 7, 2013*

## **DANAHER CORPORATION**

### **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

#### **1. Policy Statement**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Danaher Corporation (the "Company") is to discharge the Board's responsibilities relating to compensation of the Company's executive officers and any other responsibilities delegated to the Committee by the Board.

#### **2. Organization and Meetings**

(a) Appointment and Qualifications. 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. Each member of the Committee shall (1) satisfy the independence and other applicable requirements of the New York Stock Exchange listing standards, as may be in effect from time to time, as determined by the Board, (2) be a "non-employee director" as that term is defined under Rule 16b-3 promulgated under the Securities and Exchange Act of 1934 (the "Exchange Act"), and (3) be an "outside director" as that term is defined for purposes of Section 162(m) of the Internal Revenue Code. The Committee shall consist of not less than two nor more than six members, the exact number to be determined by the Board from time to time. The Board shall select the Committee chair. The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

(b) Meetings and Actions of the Committee. The Committee shall meet at least twice annually, and the chair 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 chair, 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. The Committee may also act by unanimous written consent.

(c) Reports to the Board. The Committee chair shall report matters considered and acted upon by the Committee to the full Board at the next regularly scheduled Board meeting.

(d) Review of Charter; Self-Evaluation. 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) through the Nominating and Governance Committee conduct and present to the Board a self-evaluation of the Committee.

#### **3. Retention of Advisors**

(a) Authority. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser that it retains.

(b) Funding. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

(c) Consideration of Independence and Conflicts of Interest. Except with respect to in-house legal counsel and any compensation consultant, legal counsel or other adviser whose role is limited to activities for which no disclosure would be required under Item 407(e)(3)(iii) of the Exchange Act (or any successor provision(s)), the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser only after taking into consideration the following factors, as well as all other factors relevant to that person's independence from Company management:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

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

The Committee shall:

- review and approve corporate goals and objectives with respect to the compensation of the CEO and the other executive officers; annually evaluate the performance of the CEO and the other executive officers in light of these goals and objectives and communicate such evaluation to the CEO; and based on this evaluation, determine and approve the annual compensation for the CEO and the other executive officers, including without limitation salary, bonus, incentive and equity compensation;
- advise on the setting of compensation for other management personnel whose compensation is not otherwise set by the Committee, as the Committee deems appropriate or as requested by the Board;
- monitor compliance by directors and executive officers with the Company's stock ownership requirements;
- review and discuss with Company management the Compensation Discussion & Analysis (CD&A) to be included in the Company's annual proxy statement and

- determine whether to recommend to the Board that the CD&A be included in the annual proxy statement;
- be responsible for the oversight of risks associated with the company's compensation policies and practices, and in accordance with Item 402(s) of Regulation S-K, annually review whether such policies and practices are reasonably likely to have a material adverse effect on the Company;
  - review the results of any advisory stockholder votes on executive compensation ("say-on-pay votes") and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes;
  - provide for inclusion in the Company's annual proxy statement a Compensation Committee Report that complies with the rules and regulations of the Securities and Exchange Commission;
  - review and make recommendations to the Board with respect to the adoption, amendment and termination of all executive officer incentive compensation plans and all equity compensation plans, and exercise all authority of the Board (and all Committee responsibilities) with respect to the administration of such plans;
  - for incentive plans complying with or intended to comply with Section 162(m) of the Internal Revenue Code, determine the performance goals under which compensation is to be paid and certify whether the performance goals and other material terms have been satisfied;
  - perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board; and
  - investigate any matter within its scope of responsibilities (with full access to all Company books, records, facilities and personnel), as the Committee deems appropriate or as requested by the Board.

Nothing in this charter should be construed as precluding discussion of CEO or other executive officer compensation with the Board generally.