

## **DANAHER CORPORATION ANTI-CORRUPTION POLICY**

### **I. PURPOSE**

Corruption is prohibited by the laws of almost every jurisdiction in the world. Danaher Corporation (“Danaher”) is committed to obeying the laws in all countries where Danaher does business. This policy sets forth Danaher’s commitment to ensure that Danaher and its subsidiaries abide by the anti-bribery and anti-corruption laws of the countries in which we operate, including in particular the U.S. Foreign Corrupt Practices Act (“FCPA”), since we are a U.S.-based and incorporated company. To follow the laws of all the countries in which we operate, we prohibit corrupt and other improper payments in the conduct of Danaher’s business globally.

Generally speaking, anti-bribery and anti-corruption laws globally prohibit bribery of government and political party employees and officials – that is, payments made improperly to affect a decision or secure an advantage in order to obtain or retain business. These laws often apply even to small or immaterial payments of cash or other things of value, and to payments made directly or indirectly by a corporation or its agents or other business partners, including joint ventures. Danaher is committed to compliance with all anti-bribery and anti-corruption laws globally, and this policy is designed to help fulfill that commitment.

### **II. STATEMENT OF POLICY**

Unless expressly permitted in this policy and approved in advance in writing in accordance with the procedures set forth in this policy, no director, officer or associate of Danaher or any of its direct or indirect controlled subsidiaries shall make, provide, offer, authorize or reimburse the cost of making or providing, any payment, gift or thing of value to any Government Official (defined below) or to any private person. Danaher associates are prohibited from giving or accepting bribes, and may only give or accept business courtesies in strict compliance with the gift policy in Danaher’s Standards of Conduct and any other applicable Danaher policies. Associates should never give or accept a business courtesy that will compromise the associate’s judgment, inappropriately influence others, or reflect negatively on Danaher.

This policy also prohibits corrupt payments made by third party representatives of Danaher or any of its direct or indirect controlled subsidiaries. Payments, gifts and things of value may not be provided, offered, authorized or reimbursed, directly or indirectly through any third party acting as an agent or representative of, or independent contractor working for, or otherwise on behalf of Danaher or any of its direct or indirect controlled subsidiaries.

Under this Policy, the term “Government Official” means:

- Anyone who works for any government or for any government agency or department;

- Any person acting in an official capacity on behalf of a government or any department or agency;
- Any person who works for any company that is owned or controlled by any government or government department or agency (remember that in many countries many of our customers fit this description, e.g., hospitals, research institutes, or government owned companies);
- Any officer or employee of a public international organization such as the World Bank or the United Nations;
- Any political party or any official thereof; or
- Any candidate for political office.

For the avoidance of doubt, the term Government Official includes elected officials, civil servants and military personnel, as well as employees of government-owned businesses. The term also includes family members of any of these individuals (“family member” includes the person’s spouse or domestic partner and the person’s and the person’s spouse’s grandparents, parents, siblings, children, nieces, nephews, aunts, uncles and first cousins, the spouse or domestic partner of any of these people, and any other individual who shares the same household with the person).

Under this policy, the term “payments, gifts and things of value” includes the following (note that these are just examples; this is not intended to be a complete list):

Cash payments (never allowed), goods, services, favors, benefits, tickets to entertainment, membership in social organizations, seasonal gifts, conference fees, honoraria, loans, charitable contributions, special discounts, hotel rooms, transportation, job offers, political contributions, gifts (no matter how small), interests in business, and any and all other things that have value to the recipient or that have value to people the recipient cares about (like family, friends and business associates).

### **III. SCOPE**

This policy applies to all directors, officers and associates of Danaher and Danaher’s direct and indirect controlled subsidiaries globally. This policy supplements, but does not supersede, the FCPA and other provisions in the Danaher Standards of Conduct.

This policy applies to improper payments of any type offered, made, or received, whether involving government employees and/or officials and/or private parties, and whether in the United States or in any other country in which Danaher does business. This policy applies to all improper payments, whether made directly or indirectly through subsidiaries, third party agents, independent contractors or otherwise. Remember, even though the FCPA and similar laws prohibit improper payments to government employees

and officials, this policy prohibits all improper payments, even to persons completely unrelated to any government.

#### **IV. LIMITED EXCEPTIONS**

The following activities are permitted under this policy only pursuant to prior review and approval in writing as indicated below:

1) Provision of non-cash gifts and hospitality that are given in good faith and without improper intent in connection with Danaher's legitimate marketing and sales activities, after completion of the below approval process (cash gifts are never permitted).

**APPROVAL PROCESS:** As provided in the Danaher Standards of Conduct, p. 15 (gift policy) or for gifts to Government Officials or private persons in China, as provided in the China Gift Policy.

2) Provision of travel and lodging directly related to the promotion, demonstration, or explanation of Danaher's products or services, after completion of the below approval process.

**APPROVAL PROCESS:** As provided in the Danaher Customer Trips and Entertainment Policy and Procedure.

Under no circumstances shall any officer, director or associate of Danaher or of any direct or indirect controlled subsidiary of Danaher or any third party who conducts business as an agent or representative of, works as an independent contractor for, or otherwise acts on behalf of Danaher or any Danaher affiliate, promise, attempt to make or make any payment to a Government Official or a private person under one of the limited exceptions set forth above without first strictly complying with the applicable approval process referenced above.

#### **V. ACCURATE BOOKS AND RECORDS & INTERNAL CONTROLS**

The FCPA and other laws impose accounting and record-keeping requirements intended to ensure that companies maintain accurate books and records, as well as appropriate internal controls. Accordingly, all payments made by Danaher or any direct or indirect controlled subsidiary, or made by any person and reimbursed by Danaher or any direct or indirect controlled subsidiary, must be accurately recorded in Danaher's corporate books, records and accounts in a timely manner and in reasonable detail. False, misleading, incomplete, inaccurate or artificial entries in the books and records of any Danaher company are strictly prohibited. It is never allowed to mischaracterize an improper payment as a proper one, or to bury an improper payment in a larger line item of proper payments. In addition, each Danaher reporting entity is required to maintain an internal control environment designed to prevent improper payments.

## **VI. THIRD PARTY REPRESENTATIVES**

Before any Danaher company hires or enters into a contract or business relationship with any agent, reseller, distributor, consultant, or other representative to perform work that (i) will or may involve transacting business with a government official, or (ii) that will or may involve making sales of Danaher company products to others, Danaher requires that due diligence be conducted and proper authorization be obtained prior to commencing the relationship with the representative. The purpose of the due diligence is to establish whether the representative is a legitimate business that will not make corrupt payments; to establish whether it is a government-related entity or person; and whether it has any reputation for (or history of) making corrupt payments. All Danaher subsidiaries must follow the guidelines in the Danaher Distributor Toolkit in order to comply with this policy with respect to such third parties.

## **VII. MERGERS, ACQUISITIONS, AND JOINT VENTURES**

Any agreement by a Danaher company to merge, acquire, or enter into a joint venture with a non-Danaher entity requires advance approval from the Danaher Legal Department. In situations where Danaher or a subsidiary will merge with, acquire a majority stake or operational control in, or acquire all or substantially all of the assets of a non-Danaher entity, Danaher must properly guard against legal, financial, and reputational risks related to potential corruption issues arising from those transactions.

## **VIII. COMPLIANCE AND PENALTIES**

Management and the financial and legal staff of each Danaher business unit are responsible for compliance with and implementation of this policy. Failure to comply with this policy will be grounds for disciplinary action up to and including termination. In addition, individuals violating anti-bribery laws may be fined and imprisoned as the result of criminal prosecution.

## **IX. TRAINING**

All Danaher salaried associates must participate in FCPA training or Global Bribery and Corruption training every year, and must also review this policy. Wherever permitted by local law and applicable labor agreements, all salaried associates must certify annually as part of their certification as to the Danaher Standards of Conduct that they have complied with Danaher's policies relating to anti-bribery and anti-corruption.

## **X. REPORTING AND NON-RETALIATION**

Directors, officers and associates must report any conduct which they believe in good faith to be a violation or apparent violation of this policy to supervisors, higher management or the Danaher Integrity & Compliance Helpline, [www.danaherintegrity.com](http://www.danaherintegrity.com) (for associates in European Union countries where local implementation of the EU

Data Privacy Directive requires special handling, [www.danaherintegrityeu.com](http://www.danaherintegrityeu.com)). Any such reports shall be treated as confidential to the extent allowed by law and consistent with appropriate investigation. Danaher prohibits retaliation for good faith reports of suspected misconduct.

If any Danaher company associate is unsure about whether they are being asked to make an improper payment, they should not make the payment. They should consult with their supervisor, higher management, their operating company's legal support or the Danaher Legal Department (or if greater confidentiality is desired, by making a report to the Danaher Integrity & Compliance Helpline, [www.danaherintegrity.com](http://www.danaherintegrity.com) or [www.danaherintegrityeu.com](http://www.danaherintegrityeu.com)), and obtain advice before making or helping any other person to make any payment.

Any questions concerning this policy or the approval processes required by this policy may be addressed to the Danaher Legal Department.