

Danaher Announces Closing Of Common Stock Offering And Mandatory Convertible Preferred Stock Offering

WASHINGTON, May 12, 2020 /PRNewswire/ -- Danaher Corporation (NYSE: DHR) ("Danaher") announced today that it has closed concurrent offerings of 9,509,203 shares of common stock at a price to the public of \$163.00 per share and 1,717,500 shares of 5.00% Series B Mandatory Convertible Preferred Stock at a price to the public of \$1,000 per share (the "offerings"). These offerings were made by means of separate prospectus supplements and were not contingent on each other. The shares of Series B Mandatory Convertible Preferred Stock sold include 167,500 shares issued pursuant to the exercise in full of the separate option granted to the underwriters in the Series B Mandatory Convertible Preferred Stock offering to purchase additional shares. The option granted to the underwriters to purchase an additional 1,426,379 shares of common stock in the common stock offering was exercised in full on May 12, 2020 and is anticipated to close on or about May 14, 2020.

The net proceeds from the common stock offering and the Series B Mandatory Convertible Preferred Stock offering were approximately \$1.50 billion and \$1.67 billion, respectively, which includes the proceeds of the exercise in full of the underwriters' option to purchase additional Series B Mandatory Convertible Preferred Stock, in each case after deducting issuance costs and discounts. The net proceeds from the closing of the option to purchase the additional 1,426,379 shares is anticipated to be approximately \$225.5 million.

Danaher anticipates using the net proceeds for general corporate purposes, which may include, without limitation and in our sole discretion, funding potential future acquisitions and investments, working capital, capital expenditures, investments in or loans to our subsidiaries, refinancing of outstanding indebtedness, refinancing of outstanding capital securities, share repurchases (including, but not limited to, repurchases of our common stock), dividends and satisfaction of other obligations.

Goldman Sachs & Co. LLC, J.P. Morgan, Citigroup and Evercore acted as representatives of the underwriters and joint book-running managers for the offerings. Credit Suisse also served as a joint book-running manager for the offerings and BTIG, COMMERZBANK, Mizuho Securities, MUFG, Raymond James, RBC Capital Markets, Scotiabank, SMBC, TD Securities, US Bancorp and Wells Fargo Securities served as co-managers for the offerings.

The offerings were made pursuant to an effective shelf registration statement on file with the U.S. Securities and Exchange Commission. Each offering was made only by means of a prospectus supplement relating to such offering and the accompanying base prospectus. An electronic copy of each prospectus supplement, together with the accompanying prospectus, is available on the SEC's website at www.sec.gov. Alternatively, copies of each prospectus supplement and accompanying prospectus relating to either offering can be obtained by contacting: Goldman Sachs & Co. LLC,

Attention: Prospectus Department, 200 West Street, New York, New York 10282, Telephone: 1-866-471-2526, Email: prospectus-ny@ny.email.gs.com; J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, Telephone: (866) 803-9204, Email: prospectus-eq_fi@jpmchase.com; Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, Telephone: 1-800-831-9146; and Evercore Group L.L.C., Attention: Equity Capital Markets, 55 East 52nd Street, 36th Floor, New York, NY 10055, Telephone: 888-474-0200, Email: ecm.prospectus@evercore.com.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, the common stock, the Series B Mandatory Convertible Preferred Stock or any other securities, nor shall there be any offer, solicitation or sale of any security mentioned in this press release in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ABOUT DANAHER

Danaher is a global science and technology innovator committed to helping its customers solve complex challenges and improving quality of life around the world. Its family of world class brands has leadership positions in the demanding and attractive health care, environmental and applied end-markets. With more than 20 operating companies, Danaher's globally diverse team of approximately 67,000 associates is united by a common culture and operating system, the Danaher Business System, and its Shared Purpose, *Helping Realize Life's Potential*.

FORWARD-LOOKING STATEMENTS

Statements in this release that are not strictly historical, including the anticipated use of proceeds and any other statements regarding events or developments that we believe or anticipate will or may occur in the future, may be "forward-looking statements" within the meaning of the federal securities laws. There are a number of important factors that could cause actual events to differ materially from those suggested or indicated by such forward-looking statements and you should not place undue reliance on any such forward-looking statements. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in the prospectus supplements and accompanying prospectus related to the offerings and in Danaher's other SEC filings, including Danaher's 2019 Annual Report on Form 10-K and its Quarterly Report on Form 10-Q for the quarter ended April 3, 2020. These forward-looking statements speak only as of the date of this release and except as required by law, Danaher does not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise.

SOURCE Danaher Corporation

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