

# Danaher Corporation Announces Definitive Agreement to Acquire Visual Networks, Inc.

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WASHINGTON

Danaher Corporation announced today that its wholly-owned subsidiary Fluke Electronics Corporation has entered into a definitive agreement to purchase Visual Networks, Inc. for \$1.83 per share. This represents a 25% premium to Visual Networks' closing share price on December 1, 2005, and a total purchase price of approximately \$75 million in cash, including transaction costs and net of estimated cash to be acquired. With 2004 revenues of approximately \$53 million, Visual Networks, headquartered in Rockville, Maryland, is a leading provider of network test and application performance management solutions and will become a part of Danaher's Fluke Networks business. The merger agreement, which has been unanimously approved by the board of directors of Visual Networks, is subject to Visual Networks shareholder approval, regulatory approvals and other customary conditions. Certain institutional investors, including Special Situations Fund III, L.P. and certain of its affiliates, and certain directors of Visual Networks, together holding in the aggregate shares representing approximately 11.2% of the votes to be cast on the merger, have entered into agreements to vote in favor of the transaction.

Danaher Corporation is a leading manufacturer of Professional Instrumentation, Industrial Technologies, and Tools and Components. (<http://www.danaher.com/>)

## IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

Visual Networks plans to file with the SEC and mail to its stockholders a Proxy Statement in connection with the transaction. The Proxy Statement will contain important information about Visual Networks, the transaction and related matters. Investors and security holders are urged to read the Proxy Statement carefully when it is available.

Investors and security holders will be able to obtain free copies of the Proxy Statement and other documents filed with the SEC through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov).

In addition, investors and security holders will be able to obtain free copies of the Proxy Statement from Visual Networks by calling 301.296.2300.

Danaher Corporation and Visual Networks, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the transactions contemplated by the merger agreement. Information regarding Danaher's directors and executive officers is contained in Danaher's Form 10-K for the year ended December 31, 2004 and its proxy statement dated March 25, 2005. Information regarding Visual Networks' directors and executive officers is contained in Visual Networks' Form 10-K for the year ended December 31, 2004 and its proxy statement

dated April 23, 2005 which are filed with the SEC. As of December 1, 2005, Visual Network's directors and executive officers beneficially owned approximately 206,096 shares, or less than 1%, of Visual Networks' common stock. All outstanding options for Visual Networks common stock, whether or not vested, including those held by current directors and executive officers, will be cashed out in the merger based on the \$1.83 per share purchase price. In addition, Danaher's subsidiary, Fluke Electronics Corporation, has also entered into employment agreements with Lawrence S. Barker and Donald Clarke, effective upon the closing of the merger. A more complete description will be available in the Proxy Statement.

Statements in this document regarding the proposed acquisition of Visual Networks, the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about Danaher or Visual Networks' managements' future expectations, beliefs, goals, plans or prospects constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "will," "plans," "anticipates," "expects" and similar expressions) should also be considered to be forward looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward looking statements, including: the ability to consummate the transaction, the ability of Danaher to successfully integrate Visual Networks' operations and employees; the ability to realize anticipated synergies and cost savings; and the other factors described in Danaher's Annual Report on Form 10-K for the year ended December 31, 2004 and most recent quarterly report filed with the SEC and in Visual Networks' Annual Report on Form 10-K for the year ended December 31, 2004 and its most recent quarterly report filed with the SEC. Danaher disclaims any intention or obligation to update any forward looking statements as a result of developments occurring after the date of this document.

SOURCE: Danaher Corporation

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