

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

WASHINGTON, Feb. 26, 2019 /PRNewswire/ -- Danaher Corporation (NYSE:DHR) ("Danaher") announced today that it has priced concurrent offerings of 11,000,000 shares of common stock at a price to the public of \$123.00 per share and 1,500,000 shares of 4.75% Series A Mandatory Convertible Preferred Stock at a price to the public of \$1,000 per share (the offerings). The underwriters have separate 30-day options to purchase up to an additional 1,100,000 shares of common stock, and up to an additional 150,000 shares of mandatory convertible preferred stock. The offerings are scheduled to be completed on March 1, 2019, subject to customary closing conditions.

The net proceeds from the common stock offering and the mandatory convertible preferred stock offering will be approximately \$1.31 billion and \$1.45 billion, respectively (or approximately \$1.44 billion and \$1.60 billion, respectively, if the underwriters exercise their options in full), in each case after deducting issuance costs and discounts.

Danaher intends to use the net proceeds from the offerings to fund a portion of the purchase price of its pending acquisition of the Biopharma business of GE Life Sciences and to pay related fees and expenses. The offerings are being made by means of separate preliminary prospectus supplements and are not contingent upon each other, nor are they contingent upon the consummation of the acquisition. If for any reason the acquisition is not completed, Danaher expects to use the net proceeds from the offerings for general corporate purposes.

Barclays and Goldman Sachs & Co. LLC are acting as representatives of the underwriters and joint book-running managers for the offerings. Credit Suisse and HSBC are also serving as joint book-running managers for the offerings.

Unless earlier converted or redeemed, each share of mandatory convertible preferred stock will automatically convert on April 15, 2022 (subject to postponement for certain market disruption or other events) into between 6.6368 and 8.1300 shares of Danaher's common stock, subject to certain customary anti-dilution adjustments.

Dividends on the mandatory convertible preferred stock will be payable on a cumulative basis when, as and if declared by Danaher's board of directors, at an annual rate of 4.75% on the liquidation preference of \$1,000 per share. If declared, these dividends will be paid in cash or, subject to certain limitations, in shares of Danaher's common stock or in a combination of cash and shares of Danaher's common stock, at Danaher's election, on January 15, April 15, July 15 and October 15 of each year, commencing on July 15, 2019, and continuing to, and including, April 15, 2022.

The offerings are being made pursuant to an effective shelf registration statement on file with the U.S. Securities and Exchange Commission. Each offering is being 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, will be 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: Barclays Capital Inc. c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, 1-888-603-5847, Barclaysprospectus@broadridge.com; or Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: (212) 902-1171, facsimile: (212) 902-9316, email: prospectus-ny@ny.email.gs.com; or Credit Suisse Securities (USA) LLC, Attn: Prospectus Department, Eleven Madison Avenue, 3rd floor, New York, NY 10010, tel: 1-800-221-1037, e-mail: usa.prospectus@credit-suisse.com; or HSBC Securities (USA) Inc., 452 Fifth Avenue, New York, NY, USA 10018, Attention: Prospectus Department, toll-free: 877-429-7459, email: ny.equity.syndicate@us.hsbc.com.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, the common stock, the 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 71,000 associates is united by a common culture and operating system, the Danaher Business System, and our Shared Purpose, *Helping Realize Life's Potential*.

Forward-Looking Statements

Statements in this release that are not strictly historical, including the statements regarding the completion and timing of the offerings and the proposed acquisition, 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. The offerings are subject to market and other conditions and there can be no assurance as to whether or when the offerings or the acquisition will be completed. 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 related to the offerings and in Danaher's SEC filings, including Danaher's 2018 Annual Report on Form 10-K. 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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