

Danaher Announces Intention to Separate Environmental & Applied Solutions Segment to Create an Independent, Publicly Traded Company

WASHINGTON, Sept. 14, 2022 /PRNewswire/ -- Danaher Corporation (NYSE: DHR) today announced its intention to separate its Environmental & Applied Solutions segment to create an independent, publicly traded company. The new company will be comprised of Danaher's Water Quality and Product Identification businesses and will be referred to as "EAS" until it is named at a later date. The transaction is intended to be tax-free to Danaher shareholders and expected to be completed in the fourth quarter of 2023.

"With today's announcement, Danaher will become a more focused science and technology leader committed to innovation and making a profound impact on human health," said Rainer M. Blair, President and Chief Executive Officer.

"We believe that EAS will be advantaged as a standalone company with greater opportunities to pursue high-impact organic and inorganic investments," Mr. Blair continued. "The combination of a resilient business model—with more than 50% recurring revenue—and a talented team with a foundation built on the Danaher Business System will position EAS to continue delivering the same outstanding results it has as part of Danaher."

Mr. Blair concluded, "This is an important milestone for both Danaher and EAS and demonstrates our commitment to maximizing long-term value for all of our stakeholders."

Jennifer L. Honeycutt will become President and Chief Executive Officer of EAS upon completion of the transaction. Ms. Honeycutt joined Danaher in 1999 via the acquisition of Hach and she currently serves as a Danaher Executive Vice President with responsibility for the Environmental & Applied Solutions segment. Ms. Honeycutt has extensive mergers and acquisitions experience and brings a strong operational track record to EAS, having overseen accelerated business performance at several Danaher operating companies.

"I am honored and humbled to be selected to lead EAS as a standalone public company," said Ms. Honeycutt. "As a leading water quality and product identification franchise we will be well-positioned to pursue our strategic priorities and create long-term value for our shareholders, customers and associates. We have an outstanding team that is committed to executing with the Danaher Business System and building upon our culture of continuous improvement. I look forward to leading the team through this transition and toward our opportunities ahead."

TRANSACTION DETAILS

Danaher is targeting to complete the separation in the fourth quarter of 2023, subject to

the satisfaction of customary conditions, including obtaining final approval from the Danaher Board of Directors, satisfactory completion of financing, receipt of tax opinions, receipt of favorable rulings from the Internal Revenue Service and receipt of other regulatory approvals. Additional details regarding the anticipated separation of EAS have been posted to the "Investors" section of Danaher's public website, www.danaher.com.

EAS

EAS will have leading positions and outstanding brands in the areas of water quality and product identification. EAS will be comprised of Danaher's current Environmental & Applied Solutions segment operating companies including Hach, ChemTreat, Trojan, OTT, and McCrometer in Water Quality and Videojet, X-Rite Pantone, Esko and Linx in Product Identification. The segment generated revenue of approximately \$4.7 billion in 2021 and has a global team of approximately 16,000 associates united by a common culture and operating system, with the Danaher Business System as its foundation. As a standalone entity EAS is expected to have an investment-grade credit rating.

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 80,000 associates is united by a common culture and operating system, the Danaher Business System, and its Shared Purpose, *Helping Realize Life's Potential*. For more information, please visit www.danaher.com.

FORWARD-LOOKING STATEMENTS

Statements in this release that are not strictly historical, including the statements regarding the anticipated separation of Danaher's Environmental and Applied Solutions segment, the expected timetable for completing the transaction, EAS advantages as a standalone company, future organic and inorganic investment opportunities for EAS, EAS's future growth prospects, positioning and financial and operating performance, anticipated value-creation opportunities for Danaher's and EAS's stakeholders, EAS's anticipated leadership, anticipated benefits and synergies of the transaction (including the anticipated tax treatment of the transaction) and any other statements regarding events or developments that we believe or anticipate will or may occur in the future are "forward-looking" statements within the meaning of the federal securities laws. There are a number of important factors that could cause actual results, developments and business decisions 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. These factors include, among other things, the uncertainty of regulatory approvals, Danaher's ability to satisfy the necessary conditions to consummate the transaction on a timely basis or at all, Danaher's ability to successfully separate EAS and realize the anticipated benefits from the separation (including consummating the transaction on a basis that is tax-free to shareholders), EAS's ability

to succeed as a stand-alone, publicly traded company, deterioration of or instability in the economy, the markets we serve and the financial markets, uncertainties relating to U.S. laws or policies, including potential changes in U.S. policies and tariffs and the reaction of other countries thereto, contractions or growth rates and cyclicity of markets we serve, competition, our ability to develop and successfully market new products and technologies and expand into new markets, the potential for improper conduct by our employees, agents or business partners, our compliance with applicable laws and regulations (including rules relating to off-label marketing and other regulations relating to medical devices and the health care industry), the results of our clinical trials and perceptions thereof, our ability to effectively address cost reductions and other changes in the health care industry, our ability to successfully identify and consummate appropriate acquisitions and strategic investments and successfully complete divestitures and other dispositions, our ability to integrate the businesses we acquire and achieve the anticipated growth, synergies and other benefits of such acquisitions, contingent liabilities and other risks relating to acquisitions, investments, strategic relationships and divestitures (including tax-related and other contingent liabilities relating to past and future IPOs, split-offs or spin-offs), security breaches or other disruptions of our information technology systems or violations of data privacy laws, the impact of our restructuring activities on our ability to grow, risks relating to potential impairment of goodwill and other intangible assets, currency exchange rates, tax audits and changes in our tax rate and income tax liabilities, changes in tax laws applicable to multinational companies, litigation and other contingent liabilities including intellectual property and environmental, health and safety matters, the rights of the United States government to use, disclose and license certain intellectual property we license if we fail to commercialize it, risks relating to product, service or software defects, product liability and recalls, risks relating to product manufacturing, our relationships with and the performance of our channel partners, uncertainties relating to collaboration arrangements with third-parties, commodity costs and surcharges, our ability to adjust purchases and manufacturing capacity to reflect market conditions, reliance on sole sources of supply, the impact of deregulation on demand for our products and services, the impact of climate change, or legal or regulatory measures to address climate change, labor matters and our ability to recruit, retain and motivate talented employees, international economic, political, legal, compliance, social and business factors (including the impact of the military conflict between Russia and Ukraine and the United Kingdom's separation from the EU), disruptions relating to man-made and natural disasters (including pandemics such as COVID-19), and pension plan costs. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in our SEC filings, including our 2021 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the second quarter of 2022. These forward-looking statements speak only as of the date of this release and except to the extent required by applicable law, the Company 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.

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