

DANAHER DECLARES PRO RATA DIVIDEND OF VERALTO COMMON STOCK AND ANNOUNCES EXPECTED "WHEN-ISSUED" TRADING OF VERALTO COMMON STOCK

WASHINGTON, Aug. 25, 2023 /PRNewswire/ -- Danaher Corporation (NYSE: DHR) today announced that it expects to complete the previously announced separation of Veralto Corporation on September 30, 2023, the first day of Danaher's fiscal fourth quarter. The Danaher Board of Directors has declared a pro rata dividend of all of the common stock of Veralto Corporation to Danaher stockholders of record as of the close of business on September 13, 2023 (the "Record Date"). The dividend is payable on September 30, 2023 ("Distribution Date") in connection with the previously announced separation of Danaher's existing Environmental and Applied Solutions segment through the planned spin-off of Veralto. As a result of the dividend, Danaher stockholders will receive one share of Veralto common stock for every three shares of Danaher common stock they hold on the Record Date.

Fractional shares of Veralto common stock will not be distributed to Danaher stockholders. Instead, the fractional shares of Veralto common stock will be aggregated and sold in the open market, with the net proceeds distributed pro rata in cash payments to the Danaher stockholders who otherwise would have received fractional shares of Veralto common stock.

No action is required by Danaher stockholders to receive the distributed shares of Veralto common stock. Danaher stockholders who hold Danaher common stock on the Record Date will receive a book-entry account statement reflecting their ownership of Veralto common stock or their brokerage account will be credited with Veralto shares. Because September 30, 2023 is a Saturday and not a business day, the shares are expected to be credited to "street name" stockholders through the Depository Trust Corporation (DTC) on the first trading day thereafter, October 2, 2023.

An Information Statement containing details regarding the distribution of Veralto common stock and Veralto's business and management following the consummation of the distribution will be mailed to Danaher stockholders prior to the Distribution Date. The distribution of Veralto common stock remains subject to the satisfaction or waiver of customary conditions, as described in the Information Statement.

Danaher also announced that it expects "when-issued" trading of Veralto common stock to begin on September 27, 2023, on the New York Stock Exchange ("NYSE"), under the symbol "VLTO WI." "Regular-way" trading of Veralto common stock is expected to begin on the NYSE on October 2, 2023, under the symbol "VLTO." The "when-issued" trading market is a market for Veralto common stock that will be distributed to holders of Danaher common stock prior to the opening of the NYSE on October 2, 2023. Stockholders who own Danaher common stock at the close of business on the Record Date will be entitled to Veralto common stock distributed pursuant to the distribution and may trade this entitlement to shares of Veralto common stock, without Danaher common stock they own, on the "when-issued" market.

Shares of Danaher common stock will continue to trade "regular way" on the NYSE under the symbol "DHR" through and after the Distribution Date. Danaher expects that beginning September 27, 2023 there will be

two markets in Danaher common stock on the NYSE: "regular-way" under the symbol "DHR" and "ex distribution" under the symbol "DHR WI." Prior to the Distribution Date, shares of Danaher common stock that trade in the "regular-way" market will trade with the right to receive shares of Veralto common stock on the Distribution Date. Shares of Danaher common stock that trade in the "ex-distribution" market will trade without the right to receive shares of Veralto common stock on the Distribution Date. Holders of Danaher common stock are encouraged to consult with their financial advisor regarding the specific implications of selling Danaher common stock on or before the Distribution Date.

For U.S. federal income tax purposes, Danaher's U.S. stockholders (other than those subject to special rules) generally should not recognize gain or loss as a result of the distribution, except with respect to cash received in lieu of fractional shares of Veralto common stock. Danaher stockholders are urged to consult with their tax advisors with respect to the U.S. federal, state and local or foreign tax consequences, as applicable, of the distribution.

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 81,000 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.

ABOUT VERALTO

With annual sales of nearly \$5 billion, Veralto is a global leader in essential technology solutions with a proven track record of solving some of the most complex challenges we face as a society. Our industry-leading companies with globally recognized brands are building on a long-established legacy of innovation and customer trust to create a safer, cleaner, more vibrant future. Headquartered in Waltham, Massachusetts our global team of 16,000 associates is committed to making an enduring positive impact on our world and united by a powerful purpose: Safeguarding the World's Most Vital Resources™.

FORWARD-LOOKING STATEMENTS

Statements in this release that are not strictly historical, including the statements regarding Danaher's anticipated spin-off of Veralto and the timing thereof, the anticipated "when issued" trading of Veralto common stock, the anticipated "ex distribution" trading of Danaher common stock, the anticipated U.S. federal income tax treatment of the distribution 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 ability to satisfy the conditions to, and complete, the transaction on a timely basis or at all, including the ability to obtain regulatory approvals, the ability of Danaher or Veralto to realize the benefits of the transaction, potential future, adverse impacts on our business, results of operations and financial condition related to the COVID-19 pandemic, the impact of our debt obligations on our operations and liquidity, deterioration of or instability in the economy, the markets we

serve and the financial markets, uncertainties relating to national laws or policies, including laws or policies to protect or promote domestic interests and/or address foreign competition, 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 with respect to our production capacity in times of national emergency or with respect to intellectual property/production capacity developed using government funding, risks relating to product, service or software defects, product liability and recalls, risks relating to fluctuations in the cost and availability of the supplies we use (including commodities) and labor we need for our operations, our relationships with and the performance of our channel partners, uncertainties relating to collaboration arrangements with third-parties, the impact of deregulation on demand for our products and services, the impact of climate change, legal or regulatory measures to address climate change and our ability to address stakeholder expectations relating to climate change, labor matters and our ability to recruit, retain and motivate talented employees representing diverse backgrounds, experiences and skill sets, non-U.S. economic, political, legal, compliance, social and business factors (including the impact of the military conflict between Russia and Ukraine), disruptions relating to man-made and natural disasters, pension plan and healthcare costs, inflation and the impact of our By-law exclusive forum provisions. 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 2022 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the second quarter of 2023. 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.

NOT AN OFFER

This announcement is for informational purposes only and shall not constitute, or form a part of, an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities.

SOURCE Danaher Corporation

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<https://investors.danaher.com/2023-08-25-Danaher-Declares-pro-Rata-Dividend-of-Veralto-Common-Stock-and-Announces-Expected-When-issued-Trading-of-Veralto-Common-Stock>