



CHANNEL PARTNER CODE OF CONDUCT

Contents

Introduction	3
Integrity and Compliance at Danaher	4
Labor Standards	6
Healthcare Compliance	7
Environmental Standards	8
Accountability and Monitoring	8
Reporting Issues and Suspected Violations	9

Introduction

A Message from Mary Britton to Danaher's Channel Partners

Danaher continues to grow - evolving and innovating as a leading science and technology firm to meet the diverse needs of our customers. As we grow, one thing that will never change is our commitment to integrity and operating with the highest ethical standards.

This commitment is embodied in [Our Shared Purpose and Core Values](#), which capture our conviction that through teamwork, innovation, and listening to our customers, we can accomplish great things and make a positive difference around the world. The Danaher Corporation is fortunate to have outstanding Associates and third-party providers throughout our organization. We know we can count on each of you to use good judgment and when in doubt to ask for help.

As a resource for our Channel Partners, we have created this *Channel Partner Code of Conduct*. It provides you with guidance on our ethics and compliance standards and aligns with the Danaher *Standards of Conduct* which applies to our Associates. The quality of our business partners, and our commitment to Our Shared Purpose and Core Values is integral to how we do business. Working together we will not only accomplish our goals, we will be proud of how we achieve success.

Thank you for your continued hard work and dedication to Our Shared Purpose – *Helping Realize Life's Potential*.

Mary Britton
Vice President, Global Compliance Leader & Chief Litigation Counsel
Danaher Corporation

Integrity and Compliance at Danaher

Danaher takes great pride in our reputation for complying with the laws in all countries in which Danaher conducts business, whether directly or indirectly, and in acting in an ethical manner even when not strictly required by law. As a resource for our Channel Partners, this *Channel Partner Code of Conduct* identifies our expectations in areas including anti-corruption, conflicts of interest, data privacy, corporate gifts, competition and import and export controls.

Who Must Follow This Code?

Danaher requires its business partners, joint venture partners, agents, contractors, distributors, consultants, and any other third-party representatives that act on behalf of the Company (collectively, “**Channel Partners**”) to meet the same high level of integrity that Danaher demands of itself.

This Channel Partner Code applies to all Channel Partners worldwide and defines the minimum standards that Danaher expects from its partners. In the case where applicable laws and regulations are more restrictive, Channel Partners must comply with them as well.

Integrity and Compliance Standards

Anti-Corruption

Danaher is committed to conducting its business free from corruption, coercion, bribery, and all other unlawful, unethical, or fraudulent activity. Channel Partners must not offer, give, promise, or authorize any bribe, gift, loan, fee, reward, or other advantage to any government official or employee, any customer, any Danaher Associate, or any other person to obtain any business advantage or to improperly influence any action or decision.

Channel Partners must comply with the local, national, and other laws and regulations of all jurisdictions globally relating to anti-corruption, anti-bribery, extortion, kickbacks, or similar matters, which are applicable to the Channel Partner’s business activities in connection with its relationship with Danaher, including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA) of 1977, as amended, the U.K. Bribery Act 2010, and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, signed December 17, 1997 (collectively, “**Anti-Corruption Laws**”).

Conflicts of Interest

Channel Partners must avoid any situation or relationship that may involve a conflict or the appearance of a conflict with the interests of Danaher. Channel Partners must not offer or provide excessive gifts, hospitality, or entertainment to any Danaher Associate or family member of Danaher Associates. Neither employees of Channel Partners nor family members of Channel Partner employees may have a significant economic interest (i.e. ownership of more than 5 percent of any business enterprise, general or limited partnership, or business association of any kind) in any entity that does business with Danaher or is in competition with Danaher.

A family member includes but is not limited to:

- (i) spouses and domestic partners;
- (ii) any other individual who shares the same household;
- (iii) grandparents, parents, siblings, children, nieces, nephews, aunts, uncles, first cousins and the spouse or domestic partner of any of the foregoing; and
- (iv) spouse’s/domestic partner’s grandparents, parents, siblings, children, nieces, nephews, aunts, uncles, and first cousins.

Insider Trading

Employees of Channel Partners who have access to, or knowledge of, material nonpublic information from or about Danaher are prohibited from buying, selling, or otherwise trading in Danaher securities. “Material nonpublic information” includes any information, positive or negative, that has not yet been made available or disclosed to the public and that might be of

significance to an investor, as part of a total mix of information, in deciding whether to buy or sell securities. Employees of Channel Partners with such material nonpublic information are also prohibited from giving “tips” (i.e., directly or indirectly disclosing such information to any person so that they may trade in Danaher securities). Furthermore, if during a Channel Partner’s relationship with Danaher, employees of that Channel Partner acquire material nonpublic information about another company, such employees may not trade in the securities of that company nor may such employees provide any tips regarding that information.

Intellectual Property

The intellectual property of Danaher is a valuable business asset. Danaher owns all inventions, discoveries, ideas, and trade secrets (collectively “**Intellectual Property**”) created by Danaher Associates on the job or produced by or using Danaher’s resources. Channel Partners must use Danaher’s Intellectual Property only in a manner that is permitted under their contracts with Danaher. Further, they may not misappropriate, misuse, or infringe upon the Intellectual Property of others. Channel Partners also may not disclose such information to unauthorized third parties. Channel Partners must notify Danaher of any unauthorized use of Danaher’s Intellectual Property by any third party.

Confidential Information

Danaher’s confidential information is an asset. Danaher’s confidential information includes but is not limited to non-public information concerning business opportunities and market conditions, our list of customer contacts; names and lists of vendors, contractors, suppliers, and Associates; and financial information of the company and its business partners. This information is the property of Danaher and may be protected by patent, trademark, copyright, and trade secrets laws. All confidential information may be used for Danaher business purposes only. Channel Partners must safeguard Danaher’s information; it should not be disclosed to any unauthorized third party. Channel Partners must notify Danaher of any unauthorized disclosure or use of Danaher’s confidential information.

Business Records and Disclosures

Channel Partners are expected to record information regarding regulated business activities, labor, health, safety and environmental practices as required by law. These records must be accurate and honest and disclosed, without falsification or misrepresentation, as required.

Export Controls, Economic Sanctions, and Import Laws

Channel Partners must comply with all local, national, and other laws and regulations of all jurisdictions globally relating to import regulations, customs measures, export controls, economic sanctions, and similar matters which are applicable to the Channel Partners’ business activities with Danaher including, but not limited to, the laws/measures of the United Nations, United States (e.g., the Export Administration Regulations administered by the United States Commerce Department’s Bureau of Industry and Security, the International Traffic in Arms Regulations, and the regulations and sanctions administered by the United States Treasury Department’s Office of Foreign Assets Control), Member States of the European Union, United Kingdom, China, and Singapore (collectively, “**International Trade Laws**”).

Channel Partners must also strictly comply with all export and re-export restrictions reflected in relevant licenses and distribution agreements. Further, Channel Partners must take no action that will cause Danaher to violate International Trade Laws.

Money Laundering

It is important that our Channel Partners know and comply with all laws and regulations intended to prevent money laundering. This means making and receiving payments for goods and services only via approved and documented payment practices, and at all times being vigilant and exercising good judgment when dealing with unusual customer transactions including requests from a potential customer or supplier for cash payments or other unusual payment terms. If you suspect money laundering activities, notify Danaher immediately as outlined in the [Reporting Issues and Suspected Violations section of this code](#).

Competition

Channel Partners must comply with all applicable antitrust/competition laws at all times and must not at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied, with any of Channel Partner's competitors concerning the prices or resale prices of Danaher products, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid, or even discuss or exchange information on these subjects with Channel Partner's competitors.

Bidding/Tendering

Danaher follows specific procedures to ensure that contracts are awarded fairly and that we are in compliance with all relevant bidding, tendering and contract requirements. Our Channel Partners are expected to always be open and honest in their dealings with us and other business partners. In addition, Channel Partners are required to meet the following requirements:

- All information related to bidding and tendering must be complete and accurate and provided in compliance with Danaher policies;
- With respect to any tender, Channel Partners cannot collaborate or collude with other bidders in any manner that is intended to manipulate, fix or rig the result;
- Never offer, give or authorize any item of value, gift or money to a government employee for the purpose of gaining an inappropriate business advantage;
- Do not share or obtain prior, during, or after a bid any confidential information associated with that bid in violation of applicable tendering rules and procedures;
- Never agree with an affiliate of any Channel Partner, Danaher Associate, a competitor or business partner to submit a non-competitive bid.

Honest and Accurate Dealings

Channel Partners must not make any false representations about their relationships with Danaher including, but not limited to, oral misrepresentations of fact; the promotion or utilization of false documentation such as non-genuine customer purchase orders, fraudulent or forged contracts; forged letters of intent; and other false or inaccurate records.

Labor Standards

Danaher expects our Channel Partners to treat their own employees fairly and in accordance with local laws, regulations, and standards regarding labor and employment.

No Involuntary Labor

Employment with Channel Partners must be an expression of free choice. There may be no forced, bonded, or involuntary labor. Channel Partners must allow employees to discontinue their employment upon reasonable notice.

No Child Labor

Danaher Channel Partners must not use child labor. Danaher Channel Partners will adopt procedures to verify and maintain documentation that no workers are younger than the local legal age for employment. Danaher Channel Partners must follow all applicable local laws, regulations and standards concerning working hours and conditions for all workers. In keeping with applicable law, the term "child" generally refers to any person who is (i) under the age of 14, (ii) under the age for completing compulsory education, or (iii) under the minimum age for employment in any county or countries where the Channel Partner conducts business.

Lawful Employment

Channel Partners must, prior to employing any employee, validate and review all relevant documentation to ensure that such employee has the legal right to work in that jurisdiction.

No Harassment or Discrimination

Danaher is committed to the principle of equal employment opportunity and respects the diversity of our workforce. As such, all Channel Partners must comply with all applicable laws, regulations, and policies relating to equal employment opportunity, and non-discrimination in all of our personnel actions. These actions include recruiting, hiring, layoffs, benefits, transfers, terminations, compensation, corrective action, and promotions. Employment opportunities will be extended without regard to race, color, religion, national origin, gender, age, disability, marital status, veteran status, or any other protected status as defined by applicable laws. Examples of inappropriate behavior include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

Danaher does not tolerate harassment of any kind. Although legal definitions of harassment may differ from country to country, “harassment” at Danaher includes any unwelcome conduct toward another person that creates an intimidating, hostile or offensive work environment. Channel Partners are expected to maintain a working relationship with Danaher Associates and others that is always courteous, professional and free from harassment.

Collective Bargaining and Alignment with Local Laws

Channel Partners must respect the legal rights of employees to join or to refrain from joining worker organizations, including trade unions. Channel Partners have the right to establish favorable employment conditions and to maintain effective employee communication programs as a means of promoting positive employee relations that make employees view third-party representation as unnecessary.

Safe Conditions

Danaher Channel Partners must provide a safe and hygienic working environment for workers and provide appropriate safety equipment and training. Employees of Channel Partners should report to work in condition to perform their duties, free from the influence of illegal or impairing drugs or alcohol. The use of alcohol or illegal drugs in the workplace will not be tolerated.

Working Hours

Channel Partners must afford employees working hours that comply with applicable laws, regulations, and industry standards.

Wages and Benefits

Channel Partners must provide wages and benefits that comply with all applicable wage and hour laws and regulations including those relating to minimum wages, overtime hours, piece rates, and other elements of compensation. Channel Partners must also provide legally mandated benefits.

Healthcare Compliance

Some Channel Partners are involved in Danaher’s medical products businesses. These Channel Partners must follow all laws and regulatory requirements governing the development, manufacture, distribution, marketing, government contracting, sale and promotion of medical products. . If Danaher and/or Danaher Operating Companies adopt regional and country-specific trade associations standards of conduct (e.g. The AdvaMed Code on Interactions with Healthcare Professionals and The MedTech Europe Code of Ethical Business Practice), then Channel Partners operating in the covered geography are also required to comply with applicable association standards of conduct. If you have questions about whether or which industry code may apply, or how to interpret any industry code of conduct, please contact your Danaher representative.

Environmental Standards

Channel Partners must comply with all applicable laws and regulations relating to the impact of their business on the environment. Compliance with environmental standards must include compliance with all international and applicable local laws affecting the source of materials and processes used to manufacture products.

Waste Management

Channel Partners should take steps to ensure that waste is minimized and that items are recycled whenever practicable.

Packing and Paper

Channel Partners should avoid undue and unnecessary use of materials and utilize recycled materials whenever appropriate.

Conservation

Channel Partners should monitor and modify processes and activities as necessary to ensure conservation of scarce resources, including water and productive land in certain situations.

Energy Use

Channel Partners should adapt efficient production and delivery processes to maximize efficient energy use and to minimize harmful carbon emissions.

Accountability and Monitoring

Accountability

Channel Partners' compliance with this Code will be reviewed when considering business relationships and future procurement decisions. Compliance violations may lead to disqualification from future opportunities with Danaher and may even result in the termination of the relationship.

Channel Partners are expected to have in place sufficient ethics and compliance-related controls and management oversight—consistent with their respective industry standards—appropriate for their size, complexity and exposure to ethics and compliance risks. These controls need not constitute a formal ethics and compliance program, but they should be sufficient to prevent and detect violations of law and the provisions of this Code.

Auditing and Monitoring

Danaher may periodically audit a Channel Partner's compliance with this Channel Partner Code. Any violations will be reported to the Channel Partner's management for their attention and, if appropriate, corrective action. It is the intention of Danaher to discontinue its relationship with any Channel Partner that does not comply with this Channel Partner Code or, upon discovery of noncompliance, does not commit to a specific remediation plan to achieve compliance.

Channel Partners must provide reasonable assistance to any investigation by Danaher of a violation of this Channel Partner Code or of a violation by a Danaher Associate of Danaher's Standards of Conduct if related to the Channel Partner's business and allow Danaher reasonable access to related documentation.

Failure to cooperate with the Channel Partner Code of Conduct or a violation of this code may result in disciplinary action, up to and including the termination of the agreement between Danaher and the Channel Partner.

Certification

Where required, each employee of a Channel Partner covered by the Channel Partner Code of Conduct will have to certify that he or she has: (i) reviewed the Channel Partner Code; (ii) understands it; (iii) and commits to abide by its standards.

Reporting Issues and Suspected Violations

Channel Partners must report any conduct which they believe to be a violation or an apparent violation of this Code, law, or any other Danaher Policy to the Danaher Integrity & Compliance Helpline at www.danaherintegrity.com. The Danaher Speak Up! Program is in place for you to report your concerns confidentially.

Channel Partners are encouraged to work with their employees to resolve their internal organizational integrity and compliance concerns. However, as it relates to the relationship with Danaher, if a Channel Partner has any reason to believe that a Danaher Associate has not acted ethically, or has acted in a manner inconsistent with Danaher's Core Values, the Standards of Conduct, or this Code, this should also be promptly reported.

In bringing questions or violations to management's attention, Channel Partners are helping to ensure that Danaher achieves and sustains the highest levels of ethics and compliance, and are helping build the foundation of our future success!

As such, Channel Partners are required to use Speak Up! to report:

- Accounting, record keeping and auditing irregularities
- Expense reporting fraud or irregularities
- Bribery, corruption or illegal payments
- Inaccurate Financial records (or the intention to file
- inaccurate or irregular financial records)
- Criminal conduct
- Violations of law
- Discrimination and Workplace harassment
- Product quality issues
- Violation of (or the non-adherence to) Environmental, Health and Safety (EHS) standards
- Conflicts of interest
- Theft or fraud
- Workplace violence
- Substance Abuse

Please note that, to preserve the confidentiality of reports, our Speak Up! Program is administered by an external party and NOT by Danaher. Speak Up! phone numbers are subject to change without prior notice, but the most current information can be found at www.danaherintegrity.com.

Retaliation

Danaher does not tolerate retaliation against anyone raising a concern in good faith. Under no circumstances must the good faith reporting of any violation or suspected violation serve as the basis for any retaliatory actions to be taken against any individual making such a report.