



## **SUPPLIER CODE OF CONDUCT**

**Revised September 2021**

**1. Introduction.** Danaher Corporation (including all of its directly and indirectly controlled subsidiaries, “Danaher” or the “Company”) is a global science and technology innovator committed to helping its customers solve complex challenges and improving quality of life around the world. Our Shared Purpose - Helping Realize Life’s Potential - gives direction and meaning to the work we do every day. Our Shared Purpose is rooted in Danaher’s five Core Values:

- The Best Team Wins.
- Customers Talk, We Listen.
- Kaizen Is Our Way of Life.
- Innovation Defines Our Future.
- We Compete for Shareholders.

Danaher’s Sustainability Mission Statement reflects our Shared Purpose and our Core Values by emphasizing that “We drive and sustain sustainability improvements throughout our areas of impact, including with our customers (through our products, services and solutions) and in our commercial organization, supply chain, operations, workplace, communities and environment.” As the Mission Statement highlights, we expect our suppliers to share our commitment to compliance, ethics, integrity and all of our other sustainability values. While recognizing differences in laws, customs and acceptable practices around the world, we believe shared values are the cornerstone of supplier relationships. In addition, Danaher and its supply chain partners are subject to certain U.S. legal standards by virtue of Danaher's presence in the U.S. and its listing of common stock in the U.S.

All Danaher suppliers, defined as third parties with whom Danaher has active commercial relationships for the supply of goods or services (each, a “Supplier”), are required to adhere to the standards set forth in this Supplier Code of Conduct (the “Code”). The Code is informed by, among other things, Danaher’s legal obligations as well as the Universal Declaration of Human Rights; the International Covenant on Civil and Political Rights; the International Covenant on Economic, Social and Cultural Rights; and the International Labor Organization’s (ILO’s) Declaration on Fundamental Principles and Rights at Work.

### **GENERAL**

While conducting business with Danaher, its customers, or otherwise for, on behalf of or in connection with Danaher business, each Supplier shall comply with all laws and regulations applicable to its business and all contractual obligations applicable to such Supplier.

### **COMPLIANCE, ETHICS AND INTEGRITY; RESPONSIBLE BUSINESS PRACTICES**

Each Supplier must be committed to the highest standards of compliance, ethics and integrity in conducting its business. Specifically:

- Corruption, Extortion or Embezzlement; Improper Advantage. No Supplier will engage in corruption, extortion, embezzlement or money laundering in any form, offer or accept bribes or employ any other means to obtain an undue or improper advantage in the conduct of their business. Each Supplier must comply with all applicable anti-corruption, anti-bribery and anti-money laundering laws and regulations, including the U.S. Foreign Corrupt Practices Act and the UK Anti-Bribery Act. Additionally, no Supplier may bribe or provide kickbacks or any other improper payments or improper gifts to any director, employee, representative or agent of Danaher, or seek any such bribe or kickback from Danaher or any other party. Each Supplier must immediately report to Danaher (through [www.danaherintegrity.com](http://www.danaherintegrity.com)) any circumstance where any director, employee, representative or agent of Danaher has made any improper request or demand of such Supplier.
- Accounting Records. Each Supplier's accounting records must (1) be kept and presented according to all applicable laws and regulations, (2) in reasonable detail, accurately and fairly reflect transactions, assets, liabilities, revenues and expenses, and (3) not contain any false or misleading entries. Each Supplier must also have robust processes to prevent and promptly identify fraud.
- Business Integrity and Fair Competition. Each Supplier shall conduct its business in a manner consistent with fair and vigorous competition and in compliance with all applicable laws and regulations relating to antitrust, unfair competition, unfair/deceptive trade practices and accurate and truthful advertising. These laws, among other things, prohibit or restrict activities related to fixing, coordinating or controlling prices and allocating or dividing customers, territories or markets.
- Conflicts of Interest. Each Supplier must immediately report to Danaher (through [www.danaherintegrity.com](http://www.danaherintegrity.com)) any "conflict of interest" of which it becomes aware. A "conflict of interest" is any circumstance, transaction or relationship directly or indirectly involving the Supplier in which the private interest of any director, employee, representative or agent of Danaher, or of the Supplier, improperly interferes, or appears to improperly interfere, with the interests of Danaher. This would include any situation where a Danaher associate, director, representative or agent (or any relative thereof) is an owner, investor, partner, or employee of Supplier, or has any personal business arrangement with Supplier.
- Confidentiality and Privacy. With respect to all confidential information Supplier receives or has access to in connection with or as a result of any Danaher business, Supplier shall (1) safeguard such confidential information, (2) only use such confidential information to the extent permitted under the applicable contract (but notwithstanding the foregoing shall not use any such confidential information in any way that violates applicable law or regulation), and (3) ensure that Danaher and individual privacy rights are protected. Each Supplier shall also comply with all applicable data privacy and data protection laws and regulations.

- Intellectual Property. Each Supplier shall comply with all applicable laws and regulations relating to intellectual property and will not violate, misappropriate or infringe upon the intellectual property rights of any person or entity, including intellectual property rights of Danaher, its customers or other business partners. Each Supplier will only (1) use information technology, software and similar rights that have been legitimately acquired and licensed, and (2) use lawful methods of gathering competitive intelligence about products and services that compete with Danaher.
- International Trade. As a U.S.-based company with common stock listed in the U.S., Danaher is required to comply with U.S. trade sanctions and export control laws and regulations that restrict where and with whom it can do business, including indirectly through Suppliers. Danaher is also required to comply with similar laws and regulations in the other jurisdictions in which it operates. It is therefore important for Danaher to know where and by whom its products and services are being accessed, and where its raw materials, components and technology are sourced from. Each Supplier shall comply with all applicable international trade laws and regulations, including applicable laws and regulations relating to imports, exports, sanctions and boycotts, and no Supplier shall cause Danaher to be in breach of any such laws or regulations.
- Insider Trading. Each Supplier who obtains material, nonpublic information about Danaher or any other public company as a result of such Supplier's relationship with Danaher is prohibited by law and Danaher policy from (1) buying or selling securities of Danaher or of any other public company on the basis of such information, and (2) communicating ("tipping") such information to others who might trade on the basis of that information. Each Supplier shall also comply with all other requirements of applicable insider trading laws and regulations.
- Animal Welfare. Animals shall be treated humanely and reasonable alternatives to animal testing should be used wherever these are scientifically valid and acceptable to regulators.
- Conflict Minerals. Danaher supports responsible sourcing practices, which includes compliance with the Conflict Minerals provision of the U.S. Dodd-Frank Act. As a result, each Supplier must (with respect to smelters and refiners ("smelters") in Danaher's supply chain that source from the Democratic Republic of the Congo or adjoining countries) commit to sourcing only from smelters that have obtained a "conflict-free" designation from an independent, third-party auditor. In addition, each Supplier is required to provide to Danaher completed Responsible Minerals Initiative Conflict Minerals Reporting Template declarations on an annual basis and evidence Supplier's commitment to the foregoing and to documenting countries of origin for the tin, tantalum, tungsten, and gold that it purchases.
- Business Continuity. Each Supplier is responsible for the development and implementation of appropriate business continuity plans to ensure the continued supply of products and services to Danaher and the continued performance of Supplier's operations supporting Danaher.

## LABOR, EMPLOYMENT AND HUMAN RIGHTS

Each Supplier must provide (and shall ensure that its suppliers and partners provide) a safe and healthy work environment, fully compliant with all applicable human rights, labor, employment and immigration laws and regulations. Specifically:

- Compensation. Each Supplier must comply with all applicable wage and hour laws and regulations, including those relating to minimum wage, overtime, and other elements of compensation, and must provide all legally mandated benefits.
- Hours of Work. Each Supplier must maintain work hours in compliance with all applicable laws and regulations. No Supplier will require employees to work more than any limits on regular and overtime hours allowed under applicable law or regulation.
- Forced Labor / Prison Labor, Human Trafficking, and Slavery.
  - No Supplier may use any form of forced or trafficked labor anywhere in their operations or supply chain. This prohibition applies to forced, bonded and indentured labor, involuntary prison labor and slave labor. Employment must be freely chosen.
  - Each Supplier shall comply with all applicable labor laws and regulations forbidding the solicitation, facilitation, or any other use of slavery, servitude, forced or compulsory labor or human trafficking, or sex trafficking, including complying with the California Transparency in Supply Chains Act of 2010, California Civil Code, section 1714.43 and the UK Modern Slavery Act 2015.
  - No Supplier may retain or withhold any employee's original identity documents or restrict access to such documents.
  - No person shall be required to pay any monetary deposits for the purpose of obtaining employment with Supplier.
- Child Labor. No Supplier will employ under-aged labor. The minimum age for full-time employment must be the higher of (1) 15, or (2) the legal minimum age for employment under applicable local laws and regulations. No Supplier may hire any individuals under 18 years of age for any position in which hazardous work is required.
- Fair Treatment. Consistent with applicable employment and labor laws, each Supplier will treat its employees with dignity and respect, and will not threaten any employee with or subject any employee to harsh or inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse.
- Discrimination. Danaher is committed to diversity and inclusion and we expect our Suppliers to share this commitment. Each Supplier's employment-related decisions must be based on job-related qualifications, without regard to legally protected characteristics (which depending on the jurisdiction include race, color, national origin, religion, sex, gender, age, marital status, disability, veteran status, citizenship status, sexual orientation, gender identity and gender expression).
- Freedom of Association. Each Supplier shall respect the rights of employees, as set forth in applicable laws and regulations, to associate freely, join or not join labor unions, seek representation and have and participate in employee representative bodies.

## **ENVIRONMENTAL, HEALTH AND SAFETY**

- General. Each Supplier must comply with all applicable environmental, health and safety laws and regulations, including obtaining and complying with all required environmental permits, licenses and registrations.
- Workplace Safety & Emergency Planning. As noted above, each Supplier must provide a safe and healthy workplace for its employees in compliance with applicable laws and regulations. Each Supplier must also have procedures in place to detect and manage potential risks to employees, including appropriate emergency response plans, and must make appropriate safety information relating to hazardous materials available to employees.
- Environmental Protection. Each Supplier shall operate in an environmentally responsible manner and shall take reasonable actions to minimize adverse impacts on the environment. Supplier shall have systems in place to (1) ensure the safe handling, movement, storage, recycling, reuse or management of waste, air emissions and wastewater discharges, and (2) prevent and mitigate accidental spills and releases to the environment.

## **OTHER TOPICAL AREAS**

- Healthcare and Medical Devices. Each Supplier in the healthcare or medical device industry must comply with all applicable laws and regulations relating to healthcare or medical devices, including the regulations administered by the U.S. Food and Drug Administration and by comparable regulators outside the U.S. Healthcare and medical device laws and regulations include those relating to the design, development, research, preclinical and clinical testing, introduction, manufacture, advertising, labeling, packaging, marketing, distribution, import, export and record keeping of medical devices, as well as those relating to fraud and abuse, research and development, pricing and sales and marketing practices, and the privacy and security of health information.
- Government Contracting. Each Supplier engaged in government contracting, or in the government supply chain, must comply with all applicable government contracting laws and regulations.

## **MANAGEMENT SYSTEMS; MONITORING COMPLIANCE; REPORTING**

- Management System; Communication of Code; Resourcing. Each Supplier must:
  - establish and maintain a management system reasonably designed to (1) ensure compliance with, and mitigate the risks identified in, this Code and applicable laws, and (2) facilitate continuous improvement with respect thereto;
  - demonstrate commitment to the concepts described in this Code by allocating appropriate resources thereto;
  - ensure that the principles set out in this Code are appropriately communicated to all of its employees, subcontractors and sub-suppliers engaged in the

provision of products or services to Danaher; and

- ensure that its employees seek guidance on compliance issues as they arise, and immediately report suspected or actual violations of this Code or of applicable laws or regulations to Danaher at [www.danaherintegrity.com](http://www.danaherintegrity.com).
- Internal Reporting of Violations; Non-Retaliation. Each Supplier must have a policy prohibiting unlawful conduct and inappropriate conduct, a procedure that gives employees a way to raise concerns and a process for investigating and resolving incidents. Unlawful retaliation against employees reporting violations or cooperating in investigations is prohibited.
- Flow-Through to Subcontractors and Sub-Suppliers. Each Supplier shall have a program to conduct due diligence and monitor its own sub-suppliers and subcontractors who directly or indirectly provide products or services (or components thereof) to Danaher, to help ensure that such sub-suppliers and subcontractors meet expectations consistent with those set out in this Code. No Supplier shall ever engage a subcontractor or sub-supplier to undertake (or knowingly allow any subcontractor or sub-supplier to undertake) any activity that would be prohibited by this Code or applicable law if undertaken by the Supplier or its employees.
- Documentation of Compliance; Auditing and Monitoring Rights. Each Supplier must maintain all documentation necessary to demonstrate its compliance with this Code. To confirm whether a Supplier is in compliance with this Code, Danaher reserves the right to require any Supplier to complete self-assessments, disclose relevant documentation, participate in and provide information to any ESG assessment/rating platform engaged by Danaher or to be subject to announced and unannounced on-site direct and/or third-party audits or evaluations of the Supplier's facilities, records and operations. Each Supplier shall make its employees, facilities and documentation available to Danaher or its representatives as may be requested in connection with any such audit.
- Consequences of Violation. Danaher, in its sole discretion, reserves the right to not initiate a relationship, or to suspend or to terminate any existing relationship, with any Supplier who does not comply with this Code.
- Reporting to Danaher. Each Supplier must immediately notify Danaher through [www.danaherintegrity.com](http://www.danaherintegrity.com) upon learning of any known or suspected (1) improper or illegal behavior by any directors, employees, agents or representatives of Danaher, (2) improper or illegal behavior by such Supplier, any subcontractor or sub-supplier or anyone else providing goods or services to Danaher, (3) debarment or suspension (or proposed debarment or suspension) from government contracting of such Supplier, any subcontractor or sub-supplier or anyone else conducting business with Danaher, or (4) matter or legal violation that may affect Danaher or Supplier's provision of goods and/or services to Danaher.
- Supporting Danaher Legal Compliance. Upon request by Danaher, each Supplier shall promptly provide to Danaher any and all information or material required for Danaher or its customers to comply with all applicable laws and regulations.