

Adopted as of January 6, 2004

DANAHER CORPORATION

**CHARTER OF THE COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS**

1. Policy Statement

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Danaher Corporation (the "Company") is to (1) assist the Board in discharging the Board's responsibilities relating to compensation of the Company's executives and the Company's overall compensation and benefits structure, and (2) produce an annual report on executive compensation for inclusion in the Company's annual meeting proxy statement in accordance with applicable rules and regulations.

2. Organization and Meetings

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion.

Each member of the Committee shall (1) satisfy the independence and other applicable requirements of the New York Stock Exchange listing standards, as may be in effect from time to time, as determined by the Board, (2) be a "non-employee director" as that term is defined under Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, and (3) be an "outside director" as that term is defined for purposes of Section 162(m) of the Internal Revenue Code. The Committee shall consist of at least two and no more than six members, the exact number to be determined by the Board from time to time. The Board shall select the Committee chairperson.

The Committee shall meet at least twice annually, and the chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting or consent necessary or desirable. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda. A majority of the Committee members shall constitute a quorum and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.

The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.

The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) through the Nominating and Governance Committee conduct and present to the Board a self-evaluation of the Committee.

3. Resources

The Committee shall have the sole authority to retain and terminate any compensation consultant to assist in the evaluation of Chief Executive Officer ("CEO") or executive compensation and shall have sole authority to approve the compensation consultant's fees and retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside consultants or advisors employed by the Committee.

4. Authority and Responsibilities

The Committee shall have the authority and responsibility to:

- review and approve corporate goals and objectives with respect to the CEO's compensation; annually evaluate the CEO's performance in light of these goals and objectives and communicate such evaluation to the CEO; and based on this evaluation, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's annual compensation, including salary, bonus, incentive and equity compensation;
- oversee the evaluation of, and review and approve the annual compensation (including salary, bonus, incentive and equity compensation) for, the Company's executive officers;
- review and make recommendations to the Board with respect to the adoption, amendment and termination of incentive-compensation and equity-compensation plans (other than qualified plans under Section 401(a) of the Internal Revenue Code, except as those plans specifically provide or as the Board specifically delegates to the Committee), oversee the administration of such plans and discharge any responsibilities imposed on the Committee under any such plans;
- for incentive plans complying with or intended to comply with Section 162(m) of the Internal Revenue Code, determine the performance goals under which compensation is to be paid and certify whether the performance goals and other material terms have been satisfied;
- perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board; and
- produce an annual report on executive compensation for inclusion in the Company's annual meeting proxy statement in accordance with applicable rules and regulations.

Nothing in this charter should be construed as precluding discussion of CEO or other executive officer compensation with the Board generally.