

Danaher Announces Plan To Spin Off Dental Business Into An Independent, Publicly Traded Company

WASHINGTON, July 19, 2018 /[PRNewswire](#)/ -- Danaher Corporation (NYSE: [DHR](#)) today announced its intention to spin off its Dental segment into an independent, publicly-traded company ("DentalCo"). The transaction is intended to be tax-free to Danaher shareholders and expected to be completed in the second half of 2019.

"This is an important step towards realizing even greater potential for both Danaher and our Dental business," said Thomas P. Joyce, Jr., President & Chief Executive Officer. "Today's announcement demonstrates our commitment to maximizing long-term value for all of our shareholders, customers and associates. We believe that our Dental business can be more effective as a standalone company, with greater focus around both organic and inorganic investment opportunities."

Joyce continued, "Through recent growth investments and productivity initiatives, combined with the team's strong commitment to continuous improvement and the Danaher Business System, the Dental segment is in a better position today to accelerate its growth trajectory, drive continued margin expansion, and pursue M&A opportunities. We believe this is an impactful combination that will support an attractive earnings growth profile going forward."

Amir Aghdaei will become President and Chief Executive Officer of DentalCo upon completion of the transaction, and will join DentalCo's Board of Directors. Mr. Aghdaei joined Danaher in 2008 and currently serves as Group Executive with responsibility for the Dental segment.

Two other Danaher leaders will join Mr. Aghdaei on DentalCo's Board of Directors while retaining their roles at Danaher: Dan Daniel, Executive Vice President, and Daniel Raskas, Senior Vice President, Corporate Development. In addition, Dan Comas, Danaher's Executive Vice President and Chief Financial Officer, will serve as a special advisor to DentalCo post-spin.

Mr. Aghdaei stated, "I am incredibly honored and excited to lead our Dental business as a standalone public company. Our team's commitment to execution and continuous improvement provide a strong foundation for meaningful value creation going forward. We intend to build upon and reinforce our common culture — the Danaher Business System — and will continue to deliver world-class innovation, service and solutions for our customers. This is a tremendous opportunity to enhance our strategic position, and I look forward to leading the team through this important milestone."

DENTALCO

DentalCo will be a premier global partner for the dental community, with industry-leading positions and brands providing world-class innovation, service and solutions for customers. DentalCo will be comprised of Danaher's current Dental segment operating companies: Nobel Biocare, Ormco, and KaVo Kerr. The segment generated revenue of nearly \$3 billion in 2017, and is expected to have an investment-grade credit rating and a global team of approximately 12,000 associates.

TRANSACTION DETAILS

Danaher is targeting to complete the spin-off in the second half of 2019, subject to the satisfaction of closing 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.

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 some of the most demanding and attractive industries, including health care, environmental and industrial. With more than 20 operating companies, Danaher's globally diverse team of approximately 67,000 associates is united by a common culture and operating system, the Danaher Business System. 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 spin-off of Danaher's Dental business, the expected timetable for completing the transaction, future organic and inorganic investment opportunities for DentalCo, DentalCo's anticipated future growth, margin expansion and other financial and operating performance, DentalCo's anticipated leadership, anticipated benefits and synergies of the transaction, DentalCo's strategic and competitive advantages 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 DentalCo and realize the anticipated benefits from the separation (including consummating the transaction on a basis that is tax-free to shareholders), DentalCo'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, developments and uncertainties in U.S. policy stemming from the current administration, such as changes in U.S. trade and tariff policies and the reaction of other countries thereto, contractions or growth rates and cyclicalities 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 regulations relating to medical devices and the health care industry), 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 benefits of such acquisitions, contingent liabilities relating to acquisitions, investments and divestitures (including tax-related and other contingent liabilities relating to past and future 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, the impact of our debt obligations on our operations and liquidity, 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, labor matters, international economic, political, legal, compliance and business factors (including the impact of the United Kingdom's decision to leave the EU), disruptions relating to man-made and natural disasters, 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 2017 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the second quarter of 2018. 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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