

DANAHER CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES
AND SUPPLEMENTAL FORWARD-LOOKING INFORMATION
THREE AND SIX-MONTH PERIODS ENDED JUNE 28, 2024 AND JUNE 30, 2023

TABLE OF CONTENTS

Page	
1	Sales (Decline) Growth by Segment and Core Sales (Decline) Growth by Segment
1	Forecasted Core Sales Decline and Adjusted Operating Profit Margin
2	Segment Sales, Operating Profit and Adjusted Operating Profit
3	Non-GAAP Profitability Measures
7	Other Non-GAAP Adjusted P&L Measures
12	Average and Adjusted Average Common Stock and Common Equivalent Diluted Shares Outstanding
13	Operating Profit Margins and Year-Over-Year Core Operating Profit Margin Changes
14	Cash Flow from Continuing Operations, Free Cash Flow from Continuing Operations, Operating Cash Flow from Continuing Operations to Net Earnings from Continuing Operations Ratio and Free Cash Flow from Continuing Operations to Net Earnings from Continuing Operations Conversion Ratio
15	Statement Regarding Non-GAAP Measures

FORWARD-LOOKING STATEMENTS DISCLOSURE

Statements in this document that are not strictly historical, including any 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: unanticipated, further declines in demand for our COVID-19 related products, the impact of global health crises, the impact of our debt obligations on our operations and liquidity, deterioration of or instability in the global economy, the markets we serve and the financial markets, uncertainties with respect to the development, deployment, and use of artificial intelligence in our business and products, 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 cyclicality 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, 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 our manufacturing operations and 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 military conflicts), disruptions relating to man-made and natural disasters, 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 2023 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the second quarter of 2024. These forward-looking statements speak only as of the date of this document (July 22, 2024) 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.

Sales (Decline) Growth by Segment and Core Sales (Decline) Growth by Segment

	% Change Three-Month Period Ended June 28, 2024 vs. Comparable 2023 Period			
		Segments		
	Total Company	Biotechnology	Life Sciences	Diagnostics
Total sales (decline) growth (GAAP)	(3.0)%	(9.0)%	(1.5)%	1.5 %
Impact of:				
Acquisitions	(2.0)%	— %	(6.0)%	— %
Currency exchange rates	1.5 %	2.0 %	2.0 %	1.5 %
Core sales (decline) growth (non-GAAP)	(3.5)%	(7.0)%	(5.5)%	3.0 %

	% Change Six-Month Period Ended June 28, 2024 vs. Comparable 2023 Period			
		Segments		
	Total Company	Biotechnology	Life Sciences	Diagnostics
Total sales (decline) growth (GAAP)	(2.5)%	(13.5)%	0.5 %	4.0 %
Impact of:				
Acquisitions/divestitures	(2.0)%	— %	(6.5)%	— %
Currency exchange rates	1.0 %	1.5 %	1.5 %	1.0 %
Core sales (decline) growth (non-GAAP)	(3.5)%	(12.0)%	(4.5)%	5.0 %

Forecasted Core Sales Decline and Adjusted Operating Profit Margin

The Company provides forecasted sales only on a non-GAAP core revenue basis because of the difficulty in estimating the other components of GAAP revenue, such as currency translation, acquisitions and divested product lines. Additionally, we do not reconcile forecasted adjusted operating profit margin (or components thereof) to the comparable GAAP measures because of the difficulty in estimating the other components (in addition to items identified in the prior sentence) such as investment gains and losses and impairments, which would be reflected in any forecasted GAAP operating profit.

	% Change Three-Month Period Ending September 27, 2024 vs. Comparable 2023 Period	% Change Year Ending December 31, 2024 vs. Comparable 2023 Period
Core sales decline (non-GAAP)	-Low-single digit	-Low-single digit

	Three-Month Period Ending September 27, 2024	Year Ending December 31, 2024
Adjusted operating profit margin (non-GAAP)	~26.0%	~29.0%

Segment Sales, Operating Profit and Adjusted Operating Profit
($ in millions)

	Three-Month Period Ended		Six-Month Period Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Sales (GAAP)				
Biotechnology	$ 1,713	$ 1,885	$ 3,237	$ 3,749
Life Sciences	1,770	1,796	3,515	3,505
Diagnostics	2,260	2,231	4,787	4,607
Total Company	$ 5,743	$ 5,912	$ 11,539	$ 11,861
Operating Profit (GAAP)				
Biotechnology	$ 462	$ 480	$ 787	$ 1,076
Life Sciences	233	340	468	661
Diagnostics	556	424	1,386	1,101
Other	(83)	(81)	(161)	(158)
Total Company	$ 1,168	$ 1,163	$ 2,480	$ 2,680
Amortization of Intangible Assets (GAAP)				
Biotechnology	$ 214	$ 218	$ 432	$ 435
Life Sciences	140	104	281	209
Diagnostics	48	50	96	100
Total Company	$ 402	$ 372	$ 809	$ 744
Other Operating Profit Adjustments [1]				
Biotechnology	$ —	$ 42	$ —	$ 42
Life Sciences	—	—	25	—
Diagnostics	—	—	—	—
Other	—	—	—	—
Total Company	$ —	$ 42	$ 25	$ 42
Adjusted Operating Profit (non-GAAP) [2]				
Biotechnology	$ 676	$ 740	$ 1,219	$ 1,553
Life Sciences	373	444	774	870
Diagnostics	604	474	1,482	1,201
Other	(83)	(81)	(161)	(158)
Total Company	$ 1,570	$ 1,577	$ 3,314	$ 3,466

[1] Refer to the Reconciliation of GAAP to Adjusted P&L Measures for a description of the components of Other Operating Profit Adjustments.
[2] Adjusted Operating Profit (non-GAAP) is defined as Operating Profit (GAAP) plus amortization of intangible assets (GAAP) plus (minus) Other Operating Profit Adjustments (as defined).

Non-GAAP Profitability Measures
($ in millions)

	Three-Month Period Ended June 28, 2024				
	Biotechnology	Life Sciences	Diagnostics	Other	Total Company
Net Earnings from Continuing Operations (GAAP)					$ 907
Interest, Net					26
Other Nonoperating (Income) Expense					59
Income Taxes					176
Operating Profit (GAAP)	$ 462	$ 233	$ 556	$ (83)	$ 1,168
Other Operating Profit Adjustments [1]	—	—	—	—	—
Amortization of Intangible Assets	214	140	48	—	402
Adjusted Operating Profit (Non-GAAP)	676	373	604	(83)	1,570
Depreciation	35	41	100	2	178
Adjusted EBITDA (Non-GAAP)	$ 711	$ 414	$ 704	$ (81)	$ 1,748
Interest, Net					(26)
Other Nonoperating Income (Expense)					(59)
Income Taxes					(176)
Other Operating Profit Adjustments [1]					—
Depreciation					(178)
Amortization of Intangible Assets					(402)
Net Earnings from Continuing Operations (GAAP)					$ 907
Sales (GAAP)	$ 1,713	$ 1,770	$ 2,260		$ 5,743
Net Earnings from Continuing Operations Margin (GAAP)					15.8 %
Operating Profit Margin (GAAP)	27.0 %	13.2 %	24.6 %		20.3 %
Adjusted Operating Profit Margin (Non-GAAP) [3]	39.5 %	21.1 %	26.7 %		27.3 %
Adjusted EBITDA Margin (Non-GAAP) [4]	41.5 %	23.4 %	31.2 %		30.4 %

[1] Refer to the Reconciliation of GAAP to Adjusted P&L Measures for a description of the components of Other Operating Profit Adjustments.
[3] Adjusted Operating Profit Margin (Non-GAAP) is defined as Adjusted Operating Profit (Non-GAAP) divided by Sales (GAAP).
[4] Adjusted EBITDA Margin (Non-GAAP) is defined as Adjusted EBITDA (Non-GAAP) divided by Sales (GAAP).

Non-GAAP Profitability Measures
($ in millions)

	Three-Month Period Ended June 30, 2023				
	Biotechnology	Life Sciences	Diagnostics	Other	Total Company
Net Earnings from Continuing Operations (GAAP)					$ 920
Interest, Net					6
Other Nonoperating (Income) Expense					15
Income Taxes					222
Operating Profit (GAAP)	$ 480	$ 340	$ 424	$ (81)	$ 1,163
Other Operating Profit Adjustments [1]	42	—	—	—	42
Amortization of Intangible Assets	218	104	50	—	372
Adjusted Operating Profit (Non-GAAP)	740	444	474	(81)	1,577
Depreciation	39	32	96	1	168
Adjusted EBITDA (Non-GAAP)	$ 779	$ 476	$ 570	$ (80)	$ 1,745
Interest, Net					(6)
Other Nonoperating Income (Expense)					(15)
Income Taxes					(222)
Other Operating Profit Adjustments [1]					(42)
Depreciation					(168)
Amortization of Intangible Assets					(372)
Net Earnings from Continuing Operations (GAAP)					$ 920
Sales (GAAP)	$ 1,885	$ 1,796	$ 2,231		$ 5,912
Net Earnings from Continuing Operations Margin (GAAP)					15.6 %
Operating Profit Margin (GAAP)	25.5 %	18.9 %	19.0 %		19.7 %
Adjusted Operating Profit Margin (Non-GAAP) [3]	39.3 %	24.7 %	21.2 %		26.7 %
Adjusted EBITDA Margin (Non-GAAP) [4]	41.3 %	26.5 %	25.5 %		29.5 %

[1] Refer to the Reconciliation of GAAP to Adjusted P&L Measures for a description of the components of Other Operating Profit Adjustments.
[3] Adjusted Operating Profit Margin (Non-GAAP) is defined as Adjusted Operating Profit (Non-GAAP) divided by Sales (GAAP).
[4] Adjusted EBITDA Margin (Non-GAAP) is defined as Adjusted EBITDA (Non-GAAP) divided by Sales (GAAP).

Non-GAAP Profitability Measures
($ in millions)

	Six-Month Period Ended June 28, 2024				
	Biotechnology	Life Sciences	Diagnostics	Other	Total Company
Net Earnings from Continuing Operations (GAAP)					$ 1,995
Interest, Net					31
Other Nonoperating (Income) Expense					95
Income Taxes					359
Operating Profit (GAAP)	$ 787	$ 468	$ 1,386	$ (161)	$ 2,480
Other Operating Profit Adjustments [1]	—	25	—	—	25
Amortization of Intangible Assets	432	281	96	—	809
Adjusted Operating Profit (Non-GAAP)	1,219	774	1,482	(161)	3,314
Depreciation	77	79	197	4	357
Adjusted EBITDA (Non-GAAP)	$ 1,296	$ 853	$ 1,679	$ (157)	$ 3,671
Interest, Net					(31)
Other Nonoperating Income (Expense)					(95)
Income Taxes					(359)
Other Operating Profit Adjustments [1]					(25)
Depreciation					(357)
Amortization of Intangible Assets					(809)
Net Earnings from Continuing Operations (GAAP)					$ 1,995
Sales (GAAP)	$ 3,237	$ 3,515	$ 4,787		$ 11,539
Net Earnings from Continuing Operations Margin (GAAP)					17.3 %
Operating Profit Margin (GAAP)	24.3 %	13.3 %	29.0 %		21.5 %
Adjusted Operating Profit Margin (Non-GAAP) [3]	37.7 %	22.0 %	31.0 %		28.7 %
Adjusted EBITDA Margin (Non-GAAP) [4]	40.0 %	24.3 %	35.1 %		31.8 %

[1] Refer to the Reconciliation of GAAP to Adjusted P&L Measures for a description of the components of Other Operating Profit Adjustments.
[3] Adjusted Operating Profit Margin (Non-GAAP) is defined as Adjusted Operating Profit (Non-GAAP) divided by Sales (GAAP).
[4] Adjusted EBITDA Margin (Non-GAAP) is defined as Adjusted EBITDA (Non-GAAP) divided by Sales (GAAP).

Non-GAAP Profitability Measures
($ in millions)

	Six-Month Period Ended June 30, 2023				
	Biotechnology	Life Sciences	Diagnostics	Other	Total Company
Net Earnings from Continuing Operations (GAAP)					$ 2,160
Interest, Net					24
Other Nonoperating (Income) Expense					(9)
Income Taxes					505
Operating Profit (GAAP)	$ 1,076	$ 661	$ 1,101	$ (158)	$ 2,680
Other Operating Profit Adjustments [1]	42	—	—	—	42
Amortization of Intangible Assets	435	209	100	—	744
Adjusted Operating Profit (Non-GAAP)	1,553	870	1,201	(158)	3,466
Depreciation	79	61	189	2	331
Adjusted EBITDA (Non-GAAP)	$ 1,632	$ 931	$ 1,390	$ (156)	$ 3,797
Interest, Net					(24)
Other Nonoperating Income (Expense)					9
Income Taxes					(505)
Other Operating Profit Adjustments [1]					(42)
Depreciation					(331)
Amortization of Intangible Assets					(744)
Net Earnings from Continuing Operations (GAAP)					$ 2,160
Sales (GAAP)	$ 3,749	$ 3,505	$ 4,607		$ 11,861
Net Earnings from Continuing Operations Margin (GAAP)					18.2 %
Operating Profit Margin (GAAP)	28.7 %	18.9 %	23.9 %		22.6 %
Adjusted Operating Profit Margin (Non-GAAP) [3]	41.4 %	24.8 %	26.1 %		29.2 %
Adjusted EBITDA Margin (Non-GAAP) [4]	43.5 %	26.6 %	30.2 %		32.0 %

[1] Refer to the Reconciliation of GAAP to Adjusted P&L Measures for a description of the components of Other Operating Profit Adjustments.
[3] Adjusted Operating Profit Margin (Non-GAAP) is defined as Adjusted Operating Profit (Non-GAAP) divided by Sales (GAAP).
[4] Adjusted EBITDA Margin (Non-GAAP) is defined as Adjusted EBITDA (Non-GAAP) divided by Sales (GAAP).

Other Non-GAAP Adjusted P&L Measures
($ in millions, except per share data)

Three-Month Period Ended June 28, 2024

	Sales	Cost of sales	Gross profit margin	Operating profit	Operating profit margin	Earnings from continuing operations before income taxes	Income taxes	Net earnings from continuing operations for calculation of diluted earnings per common share	Diluted net earnings per common share from continuing operations
Reported (GAAP)	$ 5,743	$ (2,315)	59.7 %	$ 1,168	20.3 %	$ 1,083	$ (176)	$ 907 [H]	$ 1.22
Amortization of acquisition-related intangible assets [A]	—	—	—	402	7.0	402		402	0.54
Fair value net (gains) losses on investments [B]	—	—	—	—	—	59		59	0.08
Tax effect of the above adjustments [E]							(85)	(85)	(0.11)
Discrete tax adjustments [F]							(9)	(9)	(0.01)
Adjusted (Non-GAAP)	$ 5,743	$ (2,315)	59.7 %	$ 1,570	27.3 %	$ 1,544	$ (270)	$ 1,274	$ 1.72

Three-Month Period Ended June 28, 2024

	Sales	Selling, general and administrative expenses	Selling, general and administrative expenses as a % of sales	Research and development expenses	Research and development expenses as a % of sales	Nonoperating income (expense), net (excluding interest)	Interest income (expense), net
Reported (GAAP)	$ 5,743	$ (1,869)	(32.5)%	$ (391)	(6.8)%	$ (59)	$ (26)
Amortization of acquisition-related intangible assets [A]	—	402	7.0	—	—	—	—
Fair value net (gains) losses on investments [B]	—	—	—	—	—	59	—
Adjusted (Non-GAAP)	$ 5,743	$ (1,467)	(25.5)%	$ (391)	(6.8)%	$ —	$ (26)

Other Non-GAAP Adjusted P&L Measures
($ in millions, except per share data)

Three-Month Period Ended June 30, 2023

	Sales	Cost of sales	Gross profit margin	Operating profit	Operating profit margin	Earnings from continuing operations before income taxes	Income taxes	Net earnings from continuing operations for calculation of diluted earnings per common share	Diluted net earnings per common share from continuing operations
Reported (GAAP)	$ 5,912	$ (2,594)	56.1 %	$ 1,163	19.7 %	$ 1,142	$ (222)	$ 920 [H]	$ 1.24
Amortization of acquisition-related intangible assets [A]	—	—	—	372	6.3	372		372	0.50
Fair value net (gains) losses on investments [B]	—	—	—	—	—	17		17	0.02
Impairments [D]	—	14	0.2	42	0.7	42		42	0.06
Tax effect of the above adjustments [E]							(82)	(82)	(0.11)
Discrete tax adjustments [F]							19	19	0.03
Rounding	—	—	0.1	—	—	—	—	—	(0.01)
Adjusted (Non-GAAP)	$ 5,912	$ (2,580)	56.4 %	$ 1,577	26.7 %	$ 1,573	$ (285)	$ 1,288	$ 1.73

Three-Month Period Ended June 30, 2023

	Sales	Selling, general and administrative expenses	Selling, general and administrative expenses as a % of sales	Research and development expenses	Research and development expenses as a % of sales	Nonoperating income (expense), net (excluding interest)	Interest income (expense), net
Reported (GAAP)	$ 5,912	$ (1,794)	(30.3)%	$ (361)	(6.1)%	$ (15)	$ (6)
Amortization of acquisition-related intangible assets [A]	—	372	6.3	—	—	—	—
Fair value net (gains) losses on investments [B]	—	—	—	—	—	17	—
Impairments [D]	—	28	0.5	—	—	—	—
Rounding	—	—	(0.1)	—	—	—	—
Adjusted (Non-GAAP)	$ 5,912	$ (1,394)	(23.6)%	$ (361)	(6.1)%	$ 2	$ (6)

Other Non-GAAP Adjusted P&L Measures
($ in millions, except per share data)

Six-Month Period Ended June 28, 2024

	Sales	Cost of sales	Gross profit margin	Operating profit	Operating profit margin	Earnings from continuing operations before income taxes	Income taxes	Net earnings from continuing operations for calculation of diluted earnings per common share	Diluted net earnings per common share from continuing operations[5]
Reported (GAAP)	$ 11,539	$ (4,624)	59.9 %	$ 2,480	21.5 %	$ 2,354	$ (359)	$ 1,995 [H]	$ 2.68
Amortization of acquisition-related intangible assets[A]	—	—	—	809	7.0	809		809	1.09
Fair value net (gains) losses on investments[B]	—	—	—	—	—	96		96	0.13
Acquisition-related items[C]	—	25	0.2	25	0.2	25		25	0.03
Tax effect of the above adjustments[E]							(171)	(171)	(0.23)
Discrete tax adjustments[F]							(45)	(45)	(0.06)
Rounding	—	—	—	—	—	—	—	—	(0.01)
Adjusted (Non-GAAP)	$ 11,539	$ (4,599)	60.1 %	$ 3,314	28.7 %	$ 3,284	$ (575)	$ 2,709	$ 3.63

Six-Month Period Ended June 28, 2024

	Sales	Selling, general and administrative expenses	Selling, general and administrative expenses as a % of sales	Research and development expenses	Research and development expenses as a % of sales	Nonoperating income (expense), net (excluding interest)	Interest income (expense), net
Reported (GAAP)	$ 11,539	$ (3,676)	(31.9)%	$ (759)	(6.6)%	$ (95)	$ (31)
Amortization of acquisition-related intangible assets[A]	—	809	7.0	—	—	—	—
Fair value net (gains) losses on investments[B]	—	—	—	—	—	96	—
Rounding	—	—	0.1	—	—	—	—
Adjusted (Non-GAAP)	$ 11,539	$ (2,867)	(24.8)%	$ (759)	(6.6)%	$ 1	$ (31)

[5] For the six-month period ended June 30, 2023, each of the per share amounts above have been calculated assuming the Mandatory Convertible Preferred Stock ("MCPS") had been converted into shares of common stock prior to their conversion on April 17, 2023. Net earnings from continuing operations per diluted common share for the relevant three-month periods may not add to the year-to-date amounts due to rounding.

Other Non-GAAP Adjusted P&L Measures
($ in millions, except per share data)

Six-Month Period Ended June 30, 2023

	Sales	Cost of sales	Gross profit margin	Operating profit	Operating profit margin	Earnings from continuing operations before income taxes	Income taxes	Net earnings from continuing operations for calculation of diluted earnings per common share	Diluted net earnings per common share from continuing operations[5]
Reported (GAAP)	$ 11,861	$ (4,881)	58.8 %	$ 2,680	22.6 %	$ 2,665	$ (505)	$ 2,139 [H]	$ 2.89
Amortization of acquisition-related intangible assets[A]	—	—	—	744	6.3	744		744	1.00
Fair value net (gains) losses on investments[B]	—	—	—	—	—	(5)		(5)	(0.01)
Impairments[D]	—	14	0.1	42	0.4	42		42	0.06
Tax effect of the above adjustments[E]							(145)	(145)	(0.19)
Discrete tax adjustments[F]							19	19	0.03
MCPS "as if converted"[G]	—	—	—	—	—	—	—	21	—
Rounding	—	—	0.1	—	(0.1)	—	—	—	—
Adjusted (Non-GAAP)	$ 11,861	$ (4,867)	59.0 %	$ 3,466	29.2 %	$ 3,446	$ (631)	$ 2,815	$ 3.78

Six-Month Period Ended June 30, 2023

	Sales	Selling, general and administrative expenses	Selling, general and administrative expenses as a % of sales	Research and development expenses	Research and development expenses as a % of sales	Nonoperating income (expense), net (excluding interest)	Interest income (expense), net
Reported (GAAP)	$ 11,861	$ (3,566)	(30.1)%	$ (734)	(6.2)%	$ 9	$ (24)
Amortization of acquisition-related intangible assets[A]	—	744	6.3	—	—	—	—
Fair value net (gains) losses on investments[B]	—	—	—	—	—	(5)	—
Impairments[D]	—	28	0.2	—	—	—	—
Adjusted (Non-GAAP)	$ 11,861	$ (2,794)	(23.6)%	$ (734)	(6.2)%	$ 4	$ (24)

[5] For the six-month period ended June 30, 2023, each of the per share amounts above have been calculated assuming the Mandatory Convertible Preferred Stock ("MCPS") had been converted into shares of common stock prior to their conversion on April 17, 2023. Net earnings from continuing operations per diluted common share for the relevant three-month periods may not add to the year-to-date amounts due to rounding.

Other Non-GAAP Adjusted P&L Measures

($ in millions, except per share data)

A Amortization of acquisition-related intangible assets in the following historical periods (only the pretax amounts set forth below are reflected in the amortization line item above):

	Three-Month Period Ended		Six-Month Period Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Pretax	$ 402	$ 372	$ 809	$ 744
After-tax	331	304	667	608

B Net (gains) losses on the Company's equity and limited partnership investments recorded in the following historical periods (only the pretax amounts set forth below are reflected in the fair value net (gains) losses on investments line above):

	Three-Month Period Ended		Six-Month Period Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Pretax	$ 59	$ 17	$ 96	$ (5)
After-tax	45	13	73	(4)

C Costs incurred for the fair value adjustment to inventory related to the acquisition of Abcam plc (“Abcam”) for the six-month period ended June 28, 2024 ($25 million pretax as reported in this line item, $19 million after-tax).

D Impairment charges related to technology and other assets in the Biotechnology segment recorded in the three and six-month periods ended June 30, 2023 ($42 million pretax as reported in this line item, $32 million after-tax).

E This line item reflects the aggregate tax effect of all nontax adjustments reflected in the preceding line items of the table. In addition, the footnotes above indicate the after-tax amount of each individual adjustment item. Danaher estimates the tax effect of each adjustment item by applying Danaher’s overall estimated effective tax rate to the pretax amount, unless the nature of the item and/or the tax jurisdiction in which the item has been recorded requires application of a specific tax rate or tax treatment, in which case the tax effect of such item is estimated by applying such specific tax rate or tax treatment. The MCPS dividends are not tax deductible and therefore the tax effect of the adjustments does not include any tax impact of the MCPS dividends.

F Discrete tax adjustments and other tax-related adjustments for the three-month period ended June 28, 2024, include the impact of net discrete tax benefits of $9 million due principally to excess tax benefits from stock-based compensation. Discrete tax adjustments and other tax-related adjustments for the six-month period ended June 28, 2024, include net discrete tax benefits of $45 million related primarily to excess tax benefits from stock-based compensation, release of reserves for uncertain tax positions due to the expiration of statutes of limitation and changes in estimates associated with prior period uncertain tax positions. Discrete tax adjustments and other tax-related adjustments for the three-month period ended June 30, 2023, include the impact of a net discrete tax loss of $19 million due principally to tax costs related to the separation of the Environmental & Applied Solutions business, tax costs related to legal and operational actions taken to realign certain businesses and changes in estimates associated with prior period uncertain tax positions, partially offset by interest on prior year tax refunds. Discrete tax adjustments and other tax-related adjustments for the six-month period ended June 30, 2023, include the impact of a net discrete tax loss of $19 million due principally to tax costs related to the separation of the Environmental & Applied Solutions business, tax costs related to legal and operational actions taken to realign certain businesses and changes in estimates associated with prior period uncertain tax positions, partially offset by excess tax benefits from stock-based compensation and interest on prior year tax refunds.

Other Non-GAAP Adjusted P&L Measures

($ in millions, except per share data)

G In May 2020, the Company issued $1.72 billion in aggregate liquidation preference of 5.0% MCPS. Dividends on the MCPS were payable on a cumulative basis at an annual rate of 5.0% on the liquidation preference of $1,000 per share. Each share of MCPS converted on April 17, 2023 into 5.0175 shares of Danaher's common stock. For the calculation of net earnings per common share from continuing operations, the impact of the dilutive MCPS is calculated under the "if-converted" method and the related MCPS dividends are excluded. For the purposes of calculating adjusted earnings per common share from continuing operations, the Company has excluded the paid MCPS cash dividends and assumed the "if-converted" method of share dilution (the incremental shares of common stock deemed outstanding applying the "if-converted" method of calculating share dilution only with respect to any MCPS the conversion of which would be dilutive in the particular period are referred to as the "Converted Shares") for any MCPS that were anti-dilutive for the given period. For additional information about the impact of the MCPS on the calculation of diluted EPS, see note 6 in the Average and Adjusted Average Common Stock and Common Equivalent Diluted Shares Outstanding table below.

H Net earnings from continuing operations for calculation of diluted earnings per common share from continuing operations is summarized as follows:

	Three-Month Period Ended		Six-Month Period Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Net earnings from continuing operations	$ 907	$ 920	$ 1,995	$ 2,160
MCPS dividends	—	—	—	(21)
Net earnings from continuing operations attributable to common stockholders for Basic and Diluted EPS	$ 907	$ 920	$ 1,995	$ 2,139

Average and Adjusted Average Common Stock and Common Equivalent Diluted Shares Outstanding

(shares in millions)

	Three-Month Period Ended		Six-Month Period Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Average common stock and common equivalent shares outstanding - diluted (GAAP)[6]	742.4	744.7	745.5	740.2
Converted shares[7]	—	—	—	5.1
Adjusted average common stock and common equivalent shares outstanding - diluted (non-GAAP)	742.4	744.7	745.5	745.3

[6] The impact of the MCPS calculated under the if-converted method was dilutive for the three-month period ended June 30, 2023, and as such 1.5 million shares underlying the MCPS were included in the calculation of diluted EPS in the three-month period. The impact of the MCPS calculated under the if-converted method was anti-dilutive for the six-month period ended June 30, 2023, and as such, 5.1 million shares underlying the MCPS were excluded from the calculation of diluted EPS and the related MCPS dividends of $21 million were included in the calculation of net earnings for diluted EPS. There were no MCPS dividends declared in the second quarter of 2023 prior to their conversion. As of April 17, 2023, all outstanding shares of the MCPS converted into 8.6 million shares of the Company's common stock.

[7] The number of converted shares assumes the conversion of all MCPS and issuance of the underlying shares applying the "if-converted" method of accounting and using the actual conversion rates as of June 30, 2023.

Operating Profit Margins and Year-Over-Year Core Operating Profit Margin Changes

		Segments		
	Total Company	Biotechnology	Life Sciences	Diagnostics
Three-Month Period Ended June 30, 2023 Operating Profit Margins from Continuing Operations (GAAP)	**19.70 %**	**25.50 %**	**18.90 %**	**19.00 %**
Second quarter 2024 impact from operating profit margin of businesses that has been owned for less than one year	(0.85)	—	(2.30)	—
Second quarter 2023 impairment charges related to technology and other assets in the Biotechnology segment	0.70	2.20	—	—
Year-over-year core operating profit margin changes for the second quarter 2024 (defined as all year-over-year operating profit margin changes other than the changes identified in the line items above) (non-GAAP)	**0.75**	**(0.70)**	**(3.40)**	**5.60**
Three-Month Period Ended June 28, 2024 Operating Profit Margins from Continuing Operations (GAAP)	20.30 %	27.00%	13.20 %	24.60 %

		Segments		
	Total Company	Biotechnology	Life Sciences	Diagnostics
Six-Month Period Ended June 30, 2023 Operating Profit Margins from Continuing Operations (GAAP)	**22.60 %**	**28.70 %**	**18.90 %**	**23.90 %**
First half of 2024 impact from operating profit margins of businesses that have been owned for less than one year	(0.80)	—	(2.30)	—
First half of 2024 acquisition-related fair value adjustment to inventory related to the acquisition of Abcam	(0.20)	—	(0.70)	—
Second quarter 2023 impairment charges related to technology and other assets in the Biotechnology segment	0.35	1.10	—	—
Year-over-year core operating profit margin changes for first half of 2024 (defined as all year-over-year operating profit margin changes other than the changes identified in the line items above) (non-GAAP)	**(0.45)**	**(5.50)**	**(2.60)**	**5.10**
Six-Month Period Ended June 28, 2024 Operating Profit Margins from Continuing Operations (GAAP)	21.50 %	24.30 %	13.30 %	29.00 %

Cash Flow from Continuing Operations, Free Cash Flow from Continuing Operations, Operating Cash Flow from Continuing Operations to Net Earnings from Continuing Operations Ratio and Free Cash Flow from Continuing Operations to Net Earnings from Continuing Operations Conversion Ratio
($ in millions)

	Three-Month Period Ended		Year-over-Year Change	Six-Month Period Ended		Year-over-Year Change
	June 28, 2024	June 30, 2023		June 28, 2024	June 30, 2023	
Total Cash Flow from Continuing Operations:						
Net cash provided by operating activities from continuing operations (GAAP)	$ 1,417	$ 1,646		$ 3,156	$ 3,452	
Total cash used in investing activities from continuing operations (GAAP)	$ (360)	$ (421)		$ (681)	$ (716)	
Total cash used in financing activities from continuing operations (GAAP)	$ (5,715)	$ (208)		$ (5,848)	$ (470)	
Free Cash Flow from Continuing Operations:						
Net cash provided by operating activities from continuing operations (GAAP)	$ 1,417	$ 1,646	~ (14.0)%	$ 3,156	$ 3,452	~ (8.5)%
Less: payments for additions to property, plant & equipment (capital expenditures) from continuing operations (GAAP)	(287)	(329)		(578)	(595)	
Plus: proceeds from sales of property, plant & equipment (capital disposals) from continuing operations (GAAP)	1	2		1	2	
Free cash flow from continuing operations (non-GAAP)	$ 1,131	$ 1,319	~ (14.5)%	$ 2,579	$ 2,859	~ (10.0)%
Operating Cash Flow from Continuing Operations to Net Earnings from Continuing Operations Ratio (GAAP)						
Net cash provided by operating activities from continuing operations (GAAP)	$ 1,417	$ 1,646		$ 3,156	$ 3,452	
Net earnings from continuing operations (GAAP)	907	920		1,995	2,160	
Operating cash flow from continuing operations to net earnings from continuing operations conversion ratio	1.56	1.79		1.58	1.60	
Free Cash Flow from Continuing Operations to Net Earnings from Continuing Operations Conversion Ratio:						
Free cash flow from continuing operations from above (non-GAAP)	$ 1,131	$ 1,319		$ 2,579	$ 2,859	
Net earnings from continuing operations (GAAP)	907	920		1,995	2,160	
Free cash flow from continuing operations to net earnings from continuing operations conversion ratio (non-GAAP)	1.25	1.43		1.29	1.32	

We define free cash flow from continuing operations as operating cash flows from continuing operations, less payments for additions to property, plant and equipment from continuing operations ("capital expenditures") plus the proceeds from sales of plant, property and equipment from continuing operations ("capital disposals").

Statement Regarding Non-GAAP Measures

Each of the non-GAAP measures set forth above should be considered in addition to, and not as a replacement for or superior to, the comparable GAAP measure, and may not be comparable to similarly titled measures reported by other companies. Management believes that these measures provide useful information to investors by offering additional ways of viewing Danaher Corporation's ("Danaher" or the "Company") results that, when reconciled to the corresponding GAAP measure, help our investors:

- with respect to the profitability-related non-GAAP measures, understand the long-term profitability trends of our business and compare our profitability to prior and future periods and to our peers;
- with respect to core sales, identify underlying growth trends in our business and compare our sales performance with prior and future periods and to our peers; and
- with respect to free cash flow from continuing operations and related non-GAAP cash flow measures (the "FCF Measure"), understand Danaher's ability to generate cash without external financings, strengthen its balance sheet, invest in its business and grow its business through acquisitions and other strategic opportunities (although a limitation of free cash flow is that it does not take into account the Company's debt service requirements and other non-discretionary expenditures, and as a result the entire free cash flow amount is not necessarily available for discretionary expenditures).

Management uses the non-GAAP measures referenced above to measure the Company's operating and financial performance, and uses core sales and non-GAAP measures similar to Adjusted Diluted Net Earnings Per Common Share from Continuing Operations and the FCF Measure in the Company's executive compensation program.

- The items excluded from the non-GAAP measures set forth above have been excluded for the following reasons:
  - Amortization of Intangible Assets: We exclude the amortization of acquisition-related intangible assets because the amount and timing of such charges are significantly impacted by the timing, size, number and nature of the acquisitions we consummate. While we have a history of significant acquisition activity we do not acquire businesses on a predictable cycle, and the amount of an acquisition's purchase price allocated to intangible assets and related amortization term are unique to each acquisition and can vary significantly from acquisition to acquisition. Exclusion of this amortization expense facilitates more consistent comparisons of operating results over time between our newly acquired and long-held businesses, and with both acquisitive and non-acquisitive peer companies. We believe however that it is important for investors to understand that such intangible assets contribute to sales generation and that intangible asset amortization related to past acquisitions will recur in future periods until such intangible assets have been fully amortized.
  - Restructuring Charges: We exclude costs incurred pursuant to discrete restructuring plans that are fundamentally different (in terms of the size, strategic nature and planning requirements, as well as the inconsistent frequency, of such plans) from the ongoing productivity improvements that result from application of the Danaher Business System. Because these restructuring plans are incremental to the core activities that arise in the ordinary course of our business and we believe are not indicative of Danaher's ongoing operating costs in a given period, we exclude these costs to facilitate a more consistent comparison of operating results over time.
  - Other Adjustments: With respect to the other items excluded from Adjusted Diluted Net Earnings Per Common Share from Continuing Operations, we exclude these items because they are of a nature and/or size that occur with inconsistent frequency, occur for reasons that may be unrelated to Danaher's commercial performance during the period and/or we believe that such items may obscure underlying business trends and make comparisons of long-term performance difficult.
- With respect to adjusted average common stock and common equivalent shares outstanding, Danaher's MCPS mandatorily converted into Danaher common stock on the mandatory conversion date of April 17, 2023 (unless converted or redeemed earlier in accordance with the terms of the applicable certificate of designations). With respect to the calculation of Adjusted Diluted Net Earnings Per Common Share from Continuing Operations, we apply the "if converted" method of share dilution to the MCPS in all applicable periods irrespective of whether such preferred shares would be dilutive or anti-dilutive in the period. We believe this presentation provides useful information to investors by helping them understand the net impact on Danaher's earnings per share-related measures irrespective of the period.

Statement Regarding Non-GAAP Measures

- With respect to core operating profit margin changes, in addition to the explanation set forth in the bullets above relating to "restructuring charges" and "other adjustments", we exclude the impact of businesses owned for less than one year (or disposed of during such period and not treated as discontinued operations) because the timing, size, number and nature of such transactions can vary significantly from period to period and may obscure underlying business trends and make comparisons of long-term performance difficult.
- We calculate adjusted EBITDA by adding to operating profit amounts equal to depreciation and amortization and making the other adjustments reflected in the applicable tables above, which allows us to calculate and disclose such measure by segment. Given Danaher's diversification, we believe this helps our investors compare the profitability of our individual segments to peer companies with like business lines.
- With respect to core sales, (1) we exclude the impact of currency translation because it is not under management's control, is subject to volatility and can obscure underlying business trends, and (2) we exclude the effect of acquisitions and divested product lines because the timing, size, number and nature of such transactions can vary significantly from period-to-period and between us and our peers, which we believe may obscure underlying business trends and make comparisons of long-term performance difficult.
- With respect to the FCF Measure, we exclude payments for additions to property, plant and equipment (net of the proceeds from capital disposals) to demonstrate the amount of operating cash flow for the period that remains after accounting for the Company's capital expenditure requirements.

The Company provides forecasted sales only on a non-GAAP core revenue basis because of the difficulty in estimating the other components of GAAP revenue, such as currency translation, acquisitions and divested product lines. Additionally, we do not reconcile forecasted adjusted operating profit margin (or components thereof) to the comparable GAAP measures because of the difficulty in estimating the other components (in addition to items identified in the prior sentence) such as investment gains and losses and impairments, which would be reflected in any forecasted GAAP operating profit.


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