

## **ROPER INDUSTRIES, INC.**

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

#### **1. Statement of Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Roper Industries, Inc. (the “Company”) shall review, approve and report to the Board regarding the Company’s executive compensation programs to ensure the attraction, retention and appropriate reward of senior corporate executives, to motivate performance in the achievement of the Company’s business objectives, and to align their interests with the long-term interests of the Company’s shareholders. The Committee shall discharge the Board’s responsibilities relating to the evaluation of the Company’s management and the compensation of the Company’s senior corporate executives, and shall review and approve the Compensation Discussion and Analysis that Securities and Exchange Commission rules require to be included in the Company’s annual proxy statement. The Committee shall also be responsible for reviewing and determining Director compensation as delegated by the Board.

#### **2. Organization and Meetings**

The Committee shall consist of at least two members, the exact number to be determined by the Board from time to time. Each member of the Committee shall (1) meet the independence and other applicable requirements of applicable law and the New York Stock Exchange, (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 Members of the Committee shall be appointed and replaced by the Board. The Board will appoint a Committee Chairperson.

The Committee shall meet as often as is required to discharge its responsibilities under this charter. The Committee will meet from time to time in executive sessions without management participation. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

#### **3. Outside Advisors**

The Committee has the authority to retain and terminate, and shall have sole authority over, any independent legal, financial or other advisors as it may consider necessary to carry out its responsibilities under this Charter, without conferring with or obtaining the approval of management or the full Board. This authority shall include the sole authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of Chief Executive Officer (CEO) or other senior corporate executive compensation, including sole authority to approve all such compensation consultant’s fees and other retention terms.

#### 4. Duties and Responsibilities

The Committee shall:

- Annually review and approve corporate goals and objectives relevant to the CEO's compensation, 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 and incentive and equity compensation;
- Annually review the performance of, and review and approve the annual compensation (including salary, bonus, incentive and equity compensation) for, the Company's executive officers and other direct reports of the CEO;
- Periodically review the Company's policies with regard to employee compensation and benefits generally, review and assess the effectiveness of the Company's plans in implementing those policies, and make recommendations to the Board regarding compensation generally, including with respect to the adoption, amendment and termination of stock option, retirement, deferred compensation and incentive compensation plans;
- Review the Company's compensation arrangements to confirm that such arrangements are not reasonably likely to have a material adverse effect on the Company;
- Make grants of stock options and other awards under and otherwise make determinations under the Company's stock option, retirement, deferred compensation and incentive-compensation plans, to the extent provided in 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;
- Periodically review and determine the form and amounts of Director compensation as delegated by the Board;
- Review and discuss with management the Company's compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement filed with the Securities and Exchange Commission ("SEC") and produce a report of the Committee on executive compensation for inclusion in the Company's annual proxy statement and incorporated by reference in the Company's annual report on Form 10-K in accordance with applicable SEC rules and regulations;
- At least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- Perform an annual self-evaluation of its performance;
- Report regularly to the Board on its activities; and

- 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.

In fulfilling his or her responsibility, each member of the Committee is entitled to rely in good faith upon the Company's records and upon information, opinions, reports or statements presented by any of the Company's officers or employees, or by any other person as to matters the member reasonably believes are within such other persons professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. Each member of the Committee also may rely in good faith upon actions taken by other committees of the Board of Directors as committed to such committees under the resolutions and other directives of the Board.

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