

## **ROPER INDUSTRIES, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

The following Corporate Governance Guidelines have been adopted by the Board of Directors to assist the Board in the exercise of its responsibilities. These guidelines reflect the Board's commitment to monitor the effectiveness of the functioning of the Board and its Committees. The guidelines are subject to modification from time to time by the Board.

1. Director Responsibilities. The responsibility of the Directors is to provide direction and oversight and to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation consistent with their fiduciary duties to shareholders, Directors are entitled to rely on the honesty and integrity of the Company's executives and its outside advisors and auditors. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities with due care. Directors are expected to review in advance any information distributed before meetings.

The Board performs a number of specific functions, including:

- a. selecting the Chief Executive Officer (CEO) and providing policies regarding succession for the CEO;
- b. providing counsel and guidance on the selection, evaluation and compensation of executive officers;
- c. reviewing, approving and monitoring key financial and business strategies and major corporate actions;
- d. assessing major risks and opportunities facing the Company, and reviewing options for their mitigation or enhancement;
- e. reviewing and approving a Business Code of Ethics and Standards of Conduct for Directors, officers and employees.

2. Chairman of the Board. The Board does not have a policy on whether the role of the Chief Executive Officer and the Chairman should be separate. When the Chief Executive Officer holds the position of Chairman of the Board, an outside Director shall chair the executive sessions of the Board which are not attended by the Chief Executive Officer. The non-management Directors will meet in executive session as frequently as they wish, but at least quarterly. The Director who presides at these meetings will be chosen by the non-management directors, and that role will be rotated.

3. Director Qualifications. The Corporate Governance and Nominating Committee is responsible for reviewing with the Board, at least annually, the requisite balance of skills and areas of expertise and other appropriate qualification standards of its individual directors as well as the composition of the Board as a whole. The Corporate Governance and Nominating Committee will review each Director's qualifications for renomination for continued service on the Board.

This assessment will include, but not be limited to, the following director qualification factors:

- a. the highest personal and professional ethics, integrity and values;
- b. understanding the Company's business environment;
- c. ability to make independent analytical inquiries and judgments;
- d. skills and experience in the context of the needs of the Board; and
- e. diversity, depth and breadth of business and organizational skills, background and experience.
- f. "independence" as contemplated by applicable legal and regulatory requirements.

The mandatory retirement age for a Director is attained at the age of 74. The Board will diligently strive to fill vacancies as soon as practicable following retirements. A Director who has attained the age of 74 may continue to serve his or her current term until the next Annual Meeting of Shareholders following the attainment of age 74.

4. Director Selection Process. In order to fill any positions resulting from vacancies or expansion, the Corporate Governance and Nominating Committee is responsible for seeking and recommending candidates to the entire Board for membership. The entire Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The invitation to join the Board will be extended by the Chairman of the Board.

5. Size and Independence of the Board. The Board believes its size should be subject to adjustment from time to time to facilitate its effective functioning in view of the nature of the Company's business and considering applicable legal and regulatory requirements. As of August 2010, the Board has 8 members and believes a number in this range is appropriate.

The Board shall have a majority of Directors who meet the criteria for independence as defined by the New York Stock Exchange standards.

6. Evaluations of the Board. The Corporate Governance and Nominating Committee will annually facilitate the conduct and review of a self-evaluation of the effectiveness of the Board, and its committees.

7. Orientation and Continuing Education. The Company will provide an orientation program for each new Director to include a review of the Company's history and current operations, its strategic plans, its financial statements and auditing process, and its key policies and procedures. Additionally, the Company will periodically provide to all Directors materials and briefing sessions on subjects that would assist them in discharging their duties.

8. Director Access to Management and Independent Advisors. Non-employee Directors shall have complete access to management. The Board encourages the direct participation at Board meetings of executives who can provide additional insight concerning items being discussed.

The Board and its committees shall have the right to retain independent financial, legal or other advisors, at the expense of the Company.

9. Compensation of the Board. The Compensation Committee is responsible for evaluating and recommending to the Board compensation and benefits for non-employee Directors. The Board believes that Director compensation should be commensurate with the work required and responsibilities undertaken, and should serve to align directors' interests with the long-term interests of stockholders. Generally, such compensation should be a combination of cash and Company stock or other equity-based compensation.

10. Board Committees. The Board has established the following Committees:

- a. Audit;
- b. Compensation;
- c. Corporate Governance and Nominating, and
- d. Executive.

The responsibilities and duties of each of the Audit, Compensation and Corporate Governance and Nominating Committees is outlined in its respective Committee charter which has been approved by the full Board. From time to time, the Board may provide for such other or special committees as may be necessary to carry out its responsibilities.

The Committee chairs report the highlights of their respective meetings at the succeeding Board meeting, or as soon as practicable on a timely basis for Directors to make informed judgments.

11. Meetings. The Board shall meet as frequently as is necessary to effectively carry out its responsibilities and expects not less than 4 regularly scheduled meetings of the Board each year. One meeting shall be devoted primarily to long-term strategic planning.

For each Board meeting, the Chairman drafts the agenda, incorporating suggested items from Directors, and distributes it to Directors in advance. Information and data that is important to the Board's understanding of the business of the Company, as well as materials on specific subjects to be covered during the meeting, is sent to Directors in advance.