

ROPER INDUSTRIES, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. Statement of Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Roper Industries, Inc. (the “Company”) shall serve in an advisory capacity to the Board on the governance structure and conduct of the Board and shall develop and recommend to the Board the Corporate Governance Guidelines of the Company. The Committee shall also (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board Director nominees for election at the next annual or special meeting of shareholders at which Directors are to be elected or to fill any vacancies or newly created Directorships that may occur between such meetings, (2) assist the Board in determining the size and composition of the Board and its committees, and (3) oversee the evaluation of the Board and its committees and of Company management. The Committee shall also advise the Board on matters of diversity and to recommend, as necessary, measures contributing to a Board that, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise.

2. Organization and Meetings

The Committee shall consist of at least two members, each of whom shall qualify under the independence and experience requirements of applicable law and the New York Stock Exchange. The members of the Committee shall be appointed and replaced by the Board. The Board shall appoint the Chairperson of the Committee.

The Committee shall meet as often as it determines is appropriate to carry out 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 its duties and responsibilities to a subcommittee of the Committee or to the Chairperson 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 search firm used to identify Director candidates and sole authority to approve the search firm’s fees and other retention terms.

4. Duties and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall :

- Seek individuals qualified to become Board members , including evaluating persons suggested by management and/or shareholders;
- Evaluate a candidate's qualification for the Board based on a variety of factors, including such candidate's integrity, reputation, judgment, knowledge, experience and diversity as well as Board needs.
- Identify and make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders, or for any director nominees to be elected by the Board to fill director vacancies, including vacancies arising from increases in the size of the Board;
- Periodically review the size and responsibilities of the Board and its Committees and recommend any proposed changes to the Board;
- Evaluate the independence of each Director on an annual basis, and shall report such evaluation to the Board;
- Recommend to the Board Directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members as needed;
- Develop and recommend to the Board a set of corporate governance guidelines and periodically review and assess such guidelines and recommend any proposed changes to the Board;
- Develop and recommend to the Board an annual self-evaluation process for the Board and its committees, and administer and oversee the evaluation process, including the evaluation of senior management;
- Annually review and concur in a management succession plan, developed by the Chief Executive Officer, to ensure continuity of management;
- 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.