

ROPER INDUSTRIES, INC.

Director Independence Standards

The Board of Directors of Roper Industries, Inc. (the “Company”) has adopted these categorical standards to assist the Board in determining whether a Director is independent. To be determined independent, a Director must be determined, by resolution of the Board as a whole, after due deliberation, to have no material relationship with the Company other than as a Director. In each case, the Board shall broadly consider all relevant facts and circumstances and shall apply the following standards:

1. In no event will a Director be considered “independent” if, within the preceding three years:
 - the Director was employed by the Company or any of its direct or indirect subsidiaries,
 - an immediate family member of the Director was employed by the Company or any of its direct or indirect subsidiaries as an executive officer,
 - the Director or any immediate family member received more than \$120,000 during any twelve-month period in direct compensation from the Company or any of its direct or indirect subsidiaries, other than Director and committee fees and pension or other forms of deferred compensation for prior service (as long as such compensation is not contingent in any way on continued service),
 - the Director was a partner or employee of a firm that is the Company’s present or former independent auditor or internal auditor and personally worked on the Company’s audit,
 - an immediate family member of the Director was a partner or employee of a firm that is the Company’s present or former independent auditor or internal auditor and personally worked on the Company’s audit,
 - an executive officer of the Company was on the compensation committee of the board of directors of a company that employed either the Director or an immediate family member of the Director as an executive officer, or
 - the Director was an executive officer or an employee, or an immediate family member of the Director was an executive officer, of a company that made payments to, or received payments from, the Company for property or services in an amount which, in any single fiscal year, exceeded the greater of \$1 million, or 2% of the other company’s consolidated gross revenues.

2. In no event will a Director be considered “independent” if:
 - the Director is a current partner or employee of a firm that is the Company’s internal or external auditor, or
 - an immediate family member of the Director is a current employee of a firm that is the Company’s internal or external auditor and participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice.

3. The following relationships will not be considered to be material relationships that would impair a Director’s independence:
 - if a Director is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of either company’s indebtedness to the other is less than one percent of the total consolidated assets of the company he or she serves as an executive officer, and
 - if a Director serves as an executive officer, Director or trustee, or an immediate family member of the Director serves as an executive officer, of a charitable organization and the Company’s charitable contributions to the organization in any of the last three fiscal years, in the aggregate, are less than (1) one percent of that organization’s latest publicly available consolidated gross revenues (or annual charitable receipts, if revenue information is not available) or (2) \$50,000 whichever is greater.