

IDEX CORPORATION
CHARTER OF AUDIT COMMITTEE

Organization

The Audit Committee of IDEX Corporation (the "Company") shall have at least three members, comprised solely of independent directors as such term is defined by the New York Stock Exchange. The members of the Audit Committee shall also satisfy any financial literacy requirements of the New York Stock Exchange. At least one member of the Audit Committee shall have the accounting or related financial management expertise as determined by the Board of Directors. Committee members shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of their proceedings and actions.

The Audit Committee shall meet at least six times each year, or more frequently as circumstances dictate. To foster open communication, the Audit Committee should meet at least annually with management and the internal audit staff and the independent auditor in separate sessions. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee, as administered by the Nominating and Corporate Governance Committee. The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditor as well as anyone in the organization. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Purpose

The Committee's primary duties and responsibilities shall be:

- To monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting and legal compliance;
- To monitor the independence and performance of the Company's independent auditor and monitor the performance of the Company's internal audit function;
- To hire and fire the Company's auditor and approve any audit and non-audit work performed by the independent auditor;
- To provide an avenue of communication among the independent auditor, management and the Board of Directors; and
- To prepare the report that SEC rules require to be included in the Company's annual proxy statement;

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Committee to

conduct general investigations or to assure compliance with laws and regulations and the Company's compliance policies.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Review Procedures

1. Review and reassess the adequacy of this Charter at least annually. Submit this Charter to the Board for approval and have the document published at least every three years in accordance with regulations promulgated by the SEC and New York Stock Exchange rules.
2. Review the Company's annual audited financial statements and quarterly financial statements prior to filing with the SEC or distribution to stockholders and the public. Review should include discussion with management and the independent auditor of significant issues regarding accounting principles, practices and judgments, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Based on review and discussions, recommend to the Board whether the Company's annual financial statements should be filed with the SEC.
3. Discuss earnings press releases generally, including the use of "pro forma" or "adjusted" non-GAAP presentations, as well as financial information and earnings guidance provided to analysts and ratings agencies.

Independent Auditor

1. Appoint and retain or replace the independent auditor (subject, if applicable, to stockholder ratification), and approve all audit plans, engagement fees and terms (including providing comfort letters in connection with securities underwritings) and all significant non-audit engagements with the independent auditor. The Audit Committee may consult with management but shall not delegate these responsibilities. Ensure the rotation of the lead audit partner as required by law and consider whether to rotate the audit firm itself.
2. Establish and observe pre-approval policies and procedures for the engagement of the independent auditor to provide permitted audit and non-audit services.
3. On an annual basis, review, assess and discuss with the independent auditor all relationships they have with the Company that could impair the auditor's independence. Except to the extent permitted by applicable law, the Company's independent auditor may not perform the following services for the Company:
 - accounting or bookkeeping services;
 - internal audit services related to accounting controls, financial systems or financial statements;
 - financial information systems design implementation;
 - broker, dealer, investment banking or investment adviser services;
 - appraisal or valuation services;

- actuarial services;
 - management services or human resource functions; and
 - legal or other expert services.
4. Review the independent auditor's audit plan. Discuss scope, staffing, locations, reliance upon management and general audit approach. Review with the independent auditor any problems or difficulties the auditor may have encountered in the conduct of the audit and resolve any disagreements between the auditors and management.
 5. Develop and recommend to the Board objective policies for the Company's hiring of employees or former employees of the independent auditor with due regard for the continuing independence of such auditor.
 6. Obtain and review a report by the independent auditor describing the auditor's internal quality-control procedures and all material issues raised by the most recent internal quality-control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and all steps to deal with such issues.

Financial Reporting Process

1. Discuss matters required to be communicated to audit committees in accordance with Statement on Auditing Standards No. 61, including such things as management judgments and accounting estimates, significant changes in the Company's accounting practices, significant audit adjustments, disagreements with management and difficulties encountered in performing the audit.
2. Consider the independent auditor's judgments about the quality (not just the acceptability) and appropriateness of the Company's accounting principles as applied in financial accounting. Inquire as to the independent auditor's views about whether management's choices of accounting principles appear reasonable from the perspective of income, asset and liability recognition, and whether those principles are common practices or minority practices.
3. In consultation with management and the independent auditor, consider the integrity of the Company's financial reporting processes and controls, both external and internal. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures, including the Company's risk assessment and risk management policies. Review significant findings prepared by the independent auditor together with management's responses, including the status of previous recommendations.
4. Review (a) the accounting treatment accorded significant transactions, (b) any significant accounting issues, including any second opinions sought by management on accounting issues, (c) the development, selection and disclosure of critical accounting estimates and analyses of the effects of alternative GAAP methods, regulatory and accounting initiatives, and off-balance sheet structures on the financial statements of the Company and (d) the Company's use of reserves and accruals, as reported by management and the independent auditor.

Internal Controls and Legal Compliance

1. Review the budget, plan, changes in plan, activities, organizational structure and qualifications of the director of the internal audit department's office and internal audit group, as needed. Review significant reports prepared by the director of the internal audit department's office and internal audit group, together with management's response and follow-up to these reports.
2. Review the appointment, performance and replacement of the director of the internal audit department and any other senior personnel responsible for financial reporting.
3. Evaluate whether management is setting the appropriate tone at the top by communicating the importance of internal controls and evaluate whether the appropriate individuals possess an understanding of their roles and responsibilities with respect to internal controls.
4. Consider and review with management, the internal audit group and the independent auditor the effectiveness or weakness of the Company's internal controls. Develop in consultation with management a timetable for implementing recommendations to correct identified weaknesses.
5. Review the coordination between the independent auditor and internal auditor; the risk assessment processes, scopes and procedures of the Company's internal audit work; whether such risk assessment processes, scopes and procedures are adequate to attain the internal audit objectives as determined by the Company's management and approved by the Committee; and the standards for determining the quality and composition of the Company's internal audit staff.
6. Review management's monitoring of the Company's compliance with laws and the Company's Code of Business Conduct and Ethics and ensure the management has proper review systems in place to ensure that the Company's financial statements, reports and other information disseminated to governmental organizations, and the public, satisfy legal requirements.
7. On at least an annual basis, review with the Company's general counsel the Company's compliance with applicable laws and regulations, and inquiries received from regulators on governmental agencies.
8. Establish and maintain procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls and auditing matters and (b) the confidential and anonymous submission by employees of the Company of concerns with questionable accounting or auditing matters.
9. Request and obtain from the independent auditor assurance that Section 10A (audit requirements) of the Securities Exchange Act of 1934 has not been implicated.
10. Request and receive reports on the design and implementation of internal controls. Monitor significant changes in internal controls and address any known weaknesses.

Miscellaneous

1. Annually prepare and cause to be filed in the Company's annual proxy statement a report to stockholders as required by the SEC.
2. The Audit Committee may perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Audit Committee deems appropriate or necessary.