

## AUDIT COMMITTEE CHARTER

- I. Composition of the Audit Committee:** The Audit Committee of Roper Industries, Inc. (the “Company”) shall be comprised of at least three directors, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc. and the Securities and Exchange Commission (the “SEC”). The Board shall also determine that each member is “financially literate”, and that one member of the Audit Committee has “accounting or related financial management expertise”, as such qualifications are interpreted by the Board of Directors in its business judgment.

No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies, unless the Board of Directors determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee, and discloses this determination in the Company’s annual proxy statement. No member of the Audit Committee may be an affiliated person of the Company or receive any compensation from the Company other than (i) director’s fees, which may be received in cash, stock options or other in-kind consideration ordinarily available to directors; (ii) a pension or other deferred compensation for prior service that is not contingent on future service; and (iii) any other regular benefits that other directors receive.

Members shall be appointed by the Board based on nominations recommended by the Corporate Governance and Nominating Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

- II. Purposes of the Audit Committee:** The purposes of the Audit Committee are to:

1. assist the Board in oversight of (i) the quality or integrity of the Company’s financial statements, (ii) the Company’s structure for compliance with legal and regulatory requirements, (iii) the performance and independence of the Company’s independent auditors, and (iv) the performance of the Company’s internal audit function; and
2. prepare the report required to be prepared by the Audit Committee pursuant to the SEC’s proxy rules for inclusion in the Company’s annual proxy statement.

The function of the Audit Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements. Management and the internal auditing department are responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company’s annual financial statements, reviews of the Company’s quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession or experts in the field of accounting or auditing including in respect of auditor independence. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The independent auditors for the Company are accountable to the Board and the Audit Committee, as representatives of the shareholders. The Company's independent auditors shall report directly to the Audit Committee.

At least annually, the Audit Committee shall obtain and review a report by the independent auditors (the "Auditors' Statement") describing: the auditors' internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, 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 independent auditors, and any steps taken to deal with any such issues; and (in order to assess the auditors' independence) all relationships between the independent auditors and the Company, including, at a minimum, each non-audit service provided to the Company and the matters set forth in Independence Standards Board No. 1.

The independent auditors shall also submit to the Company annually a formal written statement of the aggregate fees billed for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company's annual financial statements for the most recent fiscal year, the review of the financial statements included in the Company's Quarterly Reports on Form 10-Q for that fiscal year and services provided in connection with statutory and regulatory filings or engagements for that fiscal year; (ii) services for the most recent fiscal year reasonably related to the performance of the audit or review of the financial statements, other than those stated under category (i) above (separately identifying the nature of the services comprising these fees); (iii) professional services for tax compliance, tax advice, and tax planning (separately identifying the nature of the services comprising these fees); and (iv) all other products and services provided by the independent auditors for the most recent fiscal year, in the aggregate and by each service.

**III. Meetings of the Audit Committee:** The Audit Committee shall meet once every fiscal quarter, or more frequently if circumstances dictate, (i) to discuss with management and the independent auditors the annual audited financial statements and quarterly financial statements, (including the Company's disclosures under) Management's Discussion and Analysis of Financial Condition and Results of Operations, and (ii) to discuss the Company's earnings press releases and financial information and earnings guidance provided to analysts, rating agencies and other third parties. Discussions of earnings press releases, financial information and earnings guidance referred to in clause (ii) may be done on a general basis (for example, by discussing the types of information to be disclosed and the type of presentations to be made), rather than by discussing in advance specific releases and communications. In such discussions, the Audit Committee shall pay particular attention to any use of "pro-forma" or "adjusted" non-GAAP information. Periodically the Audit Committee should meet separately with management, the director of the internal auditing department (or other personnel for the internal auditing function) and the independent auditors to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. Members of the Audit Committee may participate in a meeting of the Audit Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**IV. Duties and Powers of the Audit Committee:** To carry out its purposes, the Audit Committee shall have the following duties and powers:

1. with respect to the independent auditor,
  - (i) to appoint, compensate, retain and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing any audit report or performing other audit, review or attest services for the Company, including resolution of any disagreements between management and the auditors regarding financial reporting;
  - (ii) to approve all audit engagement fees and terms, as well as pre-approval of all non-audit engagements;
  - (iii) to ensure that the independent auditors prepare and deliver annually an Auditors' Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of the Auditors' Statement), and to discuss with the independent auditors any relationships or services disclosed in the Auditors' Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors ;
  - (iv) if applicable, to consider whether the independent auditors' provision of (a) audit-related services, (b) tax compliance, tax advisory or tax planning services, or (c) other non-audit services to the Company is compatible with maintaining the independence of the independent auditors;
  - (v) after reviewing the Auditors' Statement and the independent auditor's work throughout the year, evaluate the qualifications, performance and independence of the independent auditors (or other personnel responsible for the internal audit function);
  - (vi) in making the evaluations described in (v) above, to ensure the rotation of the lead audit partner and the reviewing partner as required by law, discuss with management the timing and process for implementing the rotation, and consider whether there should be a regular rotation of the audit firm itself;
  - (vii) to take into account the opinions of management and the Company's internal auditors in assessing the independent auditors' qualifications, performance and independence;
  - (viii) to instruct the independent auditors that the independent auditors are ultimately accountable to Audit Committee, as representatives of the shareholders; and
  - (ix) to present the Audit Committee's conclusions with respect to the independent auditor to the full Board;
2. with respect to the internal auditing department,
  - (i) to review the appointment and replacement of the director of the internal auditing department; and

- (ii) to advise the director of the internal auditing department that he or she is expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports to management prepared by the internal auditing department and management's responses thereto;
3. with respect to financial reporting principles and policies, internal audit controls and procedures, and the other matters referred to below:
- (i) to advise management, the internal auditing department and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant financial reporting issues and practices;
- (ii) to consider any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Audit Committee by the independent auditors required by or referred to in SAS 61 (as codified by AU Section 380), as may be modified or supplemented, including reports and communications related to:
- deficiencies noted in the audit in the design or operation of internal controls;
  - consideration of fraud in a financial statement audit;
  - detection of illegal acts;
  - the independent auditors' responsibility under generally accepted auditing standards;
  - any restrictions on the scope of the independent auditor's activities or on access to information;
  - significant accounting policies;
  - auditing or accounting issues discussed by the independent auditors with that firm's national office with respect to the engagement;
  - management judgments and accounting estimates;
  - accounting adjustments arising from the audit, including those that were proposed by the independent auditor but were "passed" (as immaterial or otherwise);
  - the responsibility of the independent auditors for other information in documents containing audited financial statements;
  - disagreements with management;
  - consultation by management with other accountants;
  - major issues discussed with management prior to retention of the independent auditors;

- difficulties encountered with management in performing the audit;
  - the independent auditors' judgments about the quality of the entity's accounting principles;
  - any "management" or "internal control" letter issued or proposed to be issued by the independent auditors to the Company; and
  - reviews of interim financial information conducted by the independent auditors;
- (iii) to meet with management, the independent auditors and, if appropriate, the director of the internal auditing department or other personnel responsible for the internal auditing function:
- to discuss the scope of the annual audit;
  - to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
  - to discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies; provided, however, that these discussions may be held generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and the Audit Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
  - to discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the internal auditing department or the independent auditors, relating to the Company's financial statements;
  - review with the independent auditors any problems or difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities or access to requested information and any significant disagreements with management, and management's response;
  - review with the independent auditors any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), any communications between the audit team and their national office with respect to auditing or accounting issues presented by the engagement, any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company and the responsibilities, budget and staffing of the Company's internal audit function;
  - to review the form of opinion the independent auditors propose to render to the Board of Directors and shareholders;

- to discuss any significant changes to the Company’s auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the independent auditors, the internal auditing department or management;
  - review, as appropriate: (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles, and major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements including analyses of the effects of alternative GAAP methods on the financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and
  - to inquire about significant risks and exposures, if any, and the steps taken to monitor and minimize such risks;
- (iv) to discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company’s exposure to risk, and to discuss the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures;
- (v) to obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934;
- (vi) to discuss with the Company’s General Counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company’s business, financial statement or compliance policies, including material notices to or inquiries received from governmental agencies;
- (vii) to establish hiring policies for employees or former employees of the independent auditors; and
- (viii) to establish procedures for:
- the receipt, retention, treatment, investigation and resolution of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

4. with respect to reporting and recommendations,
  - (i) to prepare any report or other disclosures, including any recommendation of the Audit Committee, required by the rules of the SEC to be included in the Company's annual proxy statement;
  - (ii) to review this Charter at least annually and recommend any changes to the full Board of Directors;
  - (iii) to report its activities to the full Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate; and
  - (iv) to prepare and review with the Board an annual performance evaluation of the Audit Committee, which evaluation must compare the performance of the Audit Committee with the requirements of this charter. The performance evaluation by the Audit Committee shall be conducted in such manner as the Audit Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Audit Committee or any other member of the Audit Committee designated by the Audit Committee to make this report.

V. **Resources and Authority of the Audit Committee:** The Audit Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to select, engage, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other advisers, as it deems necessary to carry out its duties, without seeking approval of the Board or management. The Company will provide for appropriate funding, as determined by the Audit Committee, for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensations to any advisors employed by the Audit Committee under the preceding sentence; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or, appropriate in carrying out its duties.

VI. **Delegation to Subcommittee:** The Audit Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Audit Committee.