

**CHARTER**  
**of the**  
**COMPENSATION COMMITTEE**  
**of**  
**DOVER CORPORATION**

The Board of Directors (the “**Board**”) of Dover Corporation (the “**Company**”) has adopted and approved this Charter, setting forth the purpose, responsibilities, activities and membership requirements of its Compensation Committee.

**1. Purpose**

The purpose of the Compensation Committee (the “**Committee**”) is to discharge the responsibilities set forth below relating to compensation of the Company’s directors and officers.

**2. Organization**

The Committee shall be comprised of not less than three members of the Board, the exact number to be determined by the Board. Each member of the Committee shall be (a) “independent” as defined from time to time under The New York Stock Exchange, Inc. (the “**NYSE**”) listing standards and any other applicable regulatory standards, (b) a “non-employee director” as that term is defined under Securities and Exchange Commission (the “**SEC**”) Rule 16b-3 and any other applicable SEC or NYSE regulation, and (c) an “outside director” as that term is defined for the purpose of Internal Revenue Code Section 162(m).

The members and the Chair of the Committee will be recommended for appointment by the Governance and Nominating Committee and appointed by the Board of Directors. Committee members and the Chair serve at the pleasure of the Board of Directors.

A majority of the members of the Committee shall be a quorum to transact business.

**3. Structure and Meetings**

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities, but no less frequently than annually.

The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda for each meeting.

The Committee may, in its discretion, form and delegate all or a portion of its authority and responsibilities to a subcommittee of the Committee when appropriate, as permitted by applicable law and the rules of the SEC and NYSE.

**4. Authority and Responsibilities**

The Committee shall have the following authority and direct responsibilities:

- At least annually, to review the Company’s compensation philosophy.

- At least annually, to review and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives and, together with the other independent directors, determine and approve the CEO's compensation level based on this evaluation. The Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar awards to CEOs at comparative companies, and awards given to the Company's CEO in prior years.
- To review and approve the compensation levels for the senior executives who report directly to the CEO. In reviewing and approving such other senior executives' compensation, members of the Committee should take into account (but shall not be bound by) recommendations made by the CEO.
- To make recommendations to the Board with respect to incentive-compensation plans and equity-based plans. To oversee the administration of the compensation, incentive and equity-based benefit plans of the Company which have been, or may in the future be, adopted by the Board and, in connection therewith, to approve grants, awards and payouts under the Company's stock option plan and cash performance program.
- To review periodically, and approve or recommend for Board approval (as applicable) any changes to, the Company's incentive, stock-based and other compensation plans.
- With the assistance of counsel, to produce a Committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement.
- To review periodically director compensation levels and practices and recommend to the Board changes in such compensation levels and practices in accordance with the principles set forth in the Company's Corporate Governance Guidelines.

The Committee may perform any other activities consistent with this Charter, the Company's by-laws, the Corporate Governance Guidelines and governing law as the Committee or the Board deems appropriate.

## **5. Reports to the Board; Performance Evaluation**

The Committee shall report periodically to the Board at regularly scheduled Board meetings.

The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.

The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **6. Committee Resources**

The Committee shall have the sole authority on behalf of the Company to retain and terminate any compensation consultant to be used to assist the Committee in the evaluation of director, CEO or other executive officer compensation, and to determine the compensation and other terms of engagement of any such compensation consultant.

## **7. Disclosure of Charter**

This Charter will be made available on the Company's website at "www.dovercorporation.com".

*[As last amended by the Board of Directors on November 3, 2005]*