

**IDEX CORPORATION**  
**CHARTER OF THE COMPENSATION COMMITTEE**

**Organization**

The Compensation Committee of IDEX Corporation (the "Company") shall consist of at least two directors, each of whom: (i) is independent as such term is defined by the New York Stock Exchange, (ii) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. 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 Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. 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 may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including compensation consultants, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

**Purpose and Responsibilities**

The Compensation Committee's primary purpose and responsibilities shall be:

- Establish the compensation of the Chief Executive Officer and other senior officers of the Company;
- To develop and recommend to the Board total compensation for the Board; and
- To produce a compensation committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement.

**Duties**

To fulfill its purpose and responsibilities, the Compensation Committee shall:

1. Establish the total compensation package provided to the Chief Executive Officer and other senior officers of the Company. Specifically as to the Chief Executive Officer, review and approve the goals and objectives relevant to the Chief Executive Officer's compensation, and in consultation with the Nominating and Corporate Governance Committee, evaluate the Chief Executive Officer's performance in light of those goals and objectives and set the Chief Executive's compensation level based on this evaluation.
2. Review and approve any employment agreements, severance agreements or change of control agreements between the Company and its senior executive officers.

3. Review and recommend to the Board the creation and/or revision of incentive-compensation plans and equity-based plans affecting Company officers.
4. Review and recommend to the Board the total compensation for the Directors of the Company and set the amount of capital stock in the Company that Directors must hold.
5. Review and approve the design of the benefit plans (other than group pension or retirement plans) which pertain to Directors, the Chief Executive Officer and other senior officers who report directly to the Chief Executive Officer, including oversight of Rule 162(m) plans.
6. Draft and approve the Compensation Committee Report on Executive Compensation included in the Company's proxy statements and generally oversee compliance with the compensation reporting requirements of the SEC.
7. Obtain through discussions with management of the Company a general understanding of compensation design throughout the entire Company.
8. Administer all plans that require "disinterested administration" under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, including all stock option, restricted stock and deferred stock plans.
9. Approve the establishment, amendment and termination of all retirement plans of the Company.
10. Appoint and remove trustees and investment managers for pension fund assets.
11. Appoint members of the Pension and Retirement Committee.