

ROPER INDUSTRIES, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. Policy Statement

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Roper Industries, Inc. (the “Company”) is to assist the Board in (1) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (2) determining the size and composition of the Board and its committees, (3) developing, recommending to the Board and implementing the Company’s corporate governance guidelines, (4) evaluating the overall effectiveness of the Board and its committees.

2. Organization and Meetings

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion.

Each member of the Committee shall satisfy the independence and other applicable requirements of the New York Stock Exchange listing standards, as may be in effect from time to time, as determined by the Board. The Committee shall consist of at least two members, the exact number to be determined by the Board from time to time. The Board shall select the Committee chairperson.

The Committee shall meet at least twice annually, and the chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting or consent necessary or desirable. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda. A majority of the Committee members shall constitute a quorum and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.

The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.

The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) through the Nominating

and Governance Committee conduct and present to the Board a self-evaluation of the Committee.

3. Resources

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside firms or advisors employed by the Committee.

4. Authority and Responsibilities

The Committee shall have the authority and responsibility to:

- Lead the search for individuals qualified to become members of the Board, consistent with criteria approved by the Board.
- Identify and make recommendations to the Board regarding (1) all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders, or for any director nominees to be elected by the Board to fill director vacancies, including vacancies arising from increases in the size of the Board, and (2) the removal of a director, when appropriate.
- Review and consider candidates for election as director submitted by shareholders, in accordance with guidelines established by the Committee.
- Review the committee structure of the Board and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- Develop and recommend to the Board for its approval a set of corporate governance guidelines, and to review such guidelines on an annual basis, or more frequency if appropriate, and recommend changes to the Board as necessary.
- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, and to administer and oversee this process.
- Annually review and concur in a management succession plan, developed by the Chief Executive Officer ("CEO"), to ensure continuity of executive management. This plan shall address: CEO succession and succession for other members of executive management.
- Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-Laws and applicable law, as the Committee deems appropriate or as requested by the Board.