

**IDEX CORPORATION**  
**CORPORATE GOVERNANCE GUIDELINES**

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of IDEX Corporation (the “Company”) to assist the Board in the exercise of its responsibilities. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations, and should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable law and regulations.

The most important corporate objective of the Company is to conduct business activities so as to enhance the value of the enterprise. The Directors of the Company are elected by the stockholders with the responsibility to oversee and direct management to achieve this objective. The Board’s responsibilities require regularly monitoring the effectiveness of management policies and decisions, including execution of its strategies, and holding senior management accountable for the pursuit of the corporate objective.

**Composition of Board of Directors**

*Size of the Board.* The Board’s optimal size is approximately six to nine members. Currently, the Board is classified into three classes of approximately equal size. Each year one class of Directors is nominated for election for a three-year term or until their successors qualify and are elected by the stockholders. The Nominating and Corporate Governance Committee may make recommendations to the Board from time to time concerning the composition of the Board, including its size and qualifications for membership.

*Director Resignation Policy.* Any nominee for Director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee within 90 days from the date of the election, and shall recuse himself or herself from all deliberations on his or her resignation. The Nominating and Corporate Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. To the extent that any resignation is accepted, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

*Mix of Employee and Independent Directors.* As a matter of policy, a majority of the Directors shall be independent in accordance with New York Stock Exchange listing standards. The determination that a Director is independent shall be made by the Board following a review of all relevant information and a recommendation by the Nominating and Corporate Governance Committee. Only independent Directors may serve on the Audit, Compensation and Nominating and Corporate Governance Committees. Independence is determined in accordance with the standards of the New York Stock Exchange and the Company’s categorical independence standards. Audit Committee and Compensation Committee members must also satisfy the independence standards established by the New York Stock Exchange and the Securities and Exchange Commission.

The Company shall discuss its determination of Director “independence” in its annual proxy statement.

Only those Directors who the Board affirmatively determines have no direct or indirect material relationship with the Company (directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered independent Directors, subject to any additional qualifications prescribed under the listing standards of the New York Stock Exchange. A material relationship is one that would interfere with the Director's exercise of independent judgment in carrying out his or her duties and responsibilities as a Director.

In accordance with the Sarbanes-Oxley Act, the Company will not make any personal loans or extensions of credit to Directors or executive officers.

*Term Limits and Retirement.* The Board has not established term limits, but on a regular basis the Nominating and Corporate Governance Committee shall review each Director's continuation on the Board. A Director must retire by the end of the term following such Director's 70<sup>th</sup> birthday. However, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, may waive the requirement in any particular case or change the retirement age if it is in the Company's best interest.

### **Board Membership Criteria**

The Board believes that maintaining a diverse membership with varying backgrounds, skills, expertise and other differentiating personal characteristics promotes inclusiveness, enhances the Board's deliberations and enables the Board to better represent all of the Company's constituents. Accordingly, the Board is committed to seeking out highly qualified women and minority candidates, as well as candidates with diverse backgrounds, skills and experiences as part of each Board search the Company undertakes. The Board considers the following in selecting candidates for membership on the Board:

*Experience* (in one or more of the following):

- high level leadership experience in business or administrative activities;
- specialized expertise in the industry;
- financial expertise;
- breadth of knowledge about issues affecting the Company;
- ability and willingness to contribute special competencies to Board activities; and
- expertise and experience that is useful to the Company and complementary to the background and experience of other Board members, so that an optimal balance and diversity of Board members may be achieved and maintained.

*Personal attributes and characteristics:*

- personal integrity;
- loyalty to the Company and concern for its success and welfare and willingness to apply sound independent business judgment;
- awareness of a Director's vital part in the Company's good corporate citizenship and corporate image;
- time available for meetings and consultation on Company matters; and
- willingness to assume fiduciary responsibilities.

Qualified candidates for membership on the Board shall not be discriminated against with regard to age, race, color, religion, sex, ancestry, national origin, sexual orientation or disability.

Annually, the Nominating and Corporate Governance Committee shall review the qualifications and backgrounds of the Directors, as well as the overall composition of the Board, and recommend to the full Board the slate of Directors to be nominated for election at the annual meeting of stockholders. Nominations to the Board may also be submitted to the Nominating and Corporate Governance Committee by the Company's stockholders in accordance with procedures set forth in the Company's bylaws. The Chair of the Nominating and Corporate Governance Committee, acting on behalf of the full Board, shall extend the formal invitation to become a member of the Board of Directors.

### **Role of the Board of Directors**

The Board of Directors of the Company performs, among others, the following principal functions (some of which may be delegated to one or more committees):

- reviews and approves a Code of Business Conduct and Ethics for Directors, officers and employees;
- selects, evaluates and compensates the Chief Executive Officer and other Company senior officers;
- plans for senior management succession;
- reviews and approves management's strategic and business plans, including developing a depth of knowledge of the business, understanding and questioning the assumptions upon which such plans are based, and reaching an independent judgment as to the probability that the plans can be realized; monitors corporate performance against the strategic and business plans, including overseeing the operating results on a regular basis to evaluate whether the business is being properly managed; and reviews such performance in relation to the performance of peer companies and the industry as a whole;
- monitors ethical behavior and compliance with laws and regulations, the Company's Code of Business Conduct and Ethics, auditing and accounting principles and the governing documents; assesses its own effectiveness in fulfilling these and other Board responsibilities and performs such other functions as are prescribed by law, or assigned to the Board in the Company's governing documents; and
- oversees the procedures in place to ensure the integrity of the Company's financial statements.

In general, the Board of Directors oversees all major actions proposed to be taken by management and reviews corporate policy regarding authorizations and approvals that commit the Company to a significant course of action.

### **Director Confidentiality**

Pursuant to his or her fiduciary duties of loyalty and care, each Director is required to protect and hold confidential all non-public information obtained due to his or her directorship position absent the express or implied permission of the Board of Directors to disclose such information.

Accordingly,

- no Director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- no Director shall disclose Confidential Information outside the Company (which prohibits a Director designated by any other person or entity from disclosing

Confidential Information to such person or entity), either during or after his or her service as a Director of the Company, except with authorization of the Board of Directors or as may be otherwise required by law (in which event a Director shall promptly advise the Chairman or Lead Director, as the case may be, of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information).

“Confidential Information” is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. In addition to information regarding Board of Directors’ meetings or deliberations, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as:

- non-public information about the Company’s financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;
- non-public information concerning possible transactions with other companies or information about the Company’s customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors.

### **Director Compensation**

The Compensation Committee is responsible for recommending to the full Board Director compensation. Non-employee Directors receive cash compensation and participate in the Company’s Incentive Award Plan that provides initial and annual equity grants. Management reviews with the Compensation Committee on at least a biennial basis the status of Board compensation relative to a peer industry survey group. Director compensation shall be in an amount which is competitive with the market and geared toward attracting and retaining qualified Directors. Directors who are employees of the Company shall receive no additional compensation for serving as Directors.

### **Share Ownership of Directors**

The Board believes that Directors should be stockholders and have a financial stake in the Company. In order to more closely align the economic interests of Directors and stockholders, Directors must hold a specified amount of common stock in the Company (and/or common stock-equivalent units in the Company’s Directors Deferred Compensation Plan) as provided in the Company’s Amended and Restated Non-Employee Director Compensation Policy.

### **Affiliations and Conflicts of Directors**

It is the responsibility of each Director to advise the Chairman of the Board and the Nominating and Corporate Governance Committee through its Chair of any circumstance that may create an actual or potential conflict of interest (including as a result of any affiliation with public or privately held businesses or enterprises), potential embarrassment to the Company or possible inconsistency with Company policies or values. The Company annually solicits information from Directors in order to monitor potential conflicts of interest and Directors are expected to be mindful of their fiduciary obligations to the Company. The Board expects each Director, as well as officers and employees of the

Company, to acknowledge their adherence to the policies comprising the Company's Code of Business Conduct and Ethics.

There is no limit on the number of other board memberships Directors may hold (subject to New York Stock Exchange rules regarding membership on audit committees), but such number is considered when evaluating the candidate for nomination to the Board. A Director should advise the Chairman of the Board, the Chair of the Nominating and Corporate Governance Committee and the Company's General Counsel in advance of accepting an invitation to serve on another public company board.

Any Director who experiences a significant change in such Director's principal business, occupation or position is expected to consult with the Nominating and Corporate Governance Committee on the potential impact, if any, the change may have on continued Board service, and offer to resign from the Board. The Nominating and Corporate Governance Committee will make a recommendation as to the continued Board service of such Director under such circumstances.

### **Chairman of the Board/Lead Director**

The Board does not have a formal policy on whether the role of the Chief Executive Officer and the Chairman should be separate. If the Chairman of the Board is not the Chief Executive Officer, and is an independent Director, there shall be no Lead Director. If the Chairman of the Board is the Chief Executive Officer or is not an independent Director, the independent Directors shall elect an independent Lead Director. The responsibilities of the Lead Director include, among others:

- coordinating the activities of the independent Directors;
- reviewing the Board meeting agendas and providing the Chairman with input on the agendas;
- preparing the agendas for executive session of the independent Directors and chairing those sessions;
- facilitating communications between the Chairman and other members of the Board; and
- coordinating the performance evaluation of the Chief Executive Officer.

The Lead Director may be removed or replaced at any time with or without cause by a majority vote of the independent Directors.

### **New Director Orientation and Continuing Education**

All new Directors must participate in the Company's orientation program, which shall be conducted in a timely manner after the election of a new Director. This orientation shall include background materials, meetings with senior management to familiarize new Directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. In addition, the orientation program shall include visits to Company headquarters and certain of the Company's significant facilities. Management shall develop continuing education programs for the Directors which shall provide for regular exposure to various aspects of the Company.

### **Board Meetings**

*Number of Meetings.* The Board meets at regularly scheduled meetings approximately six times a year.

*Location of Meetings.* Meetings shall generally take place at the Company's headquarters; however, to provide Directors with first-hand knowledge to make strategic decisions and for their continuing education about the environment in which the Company operates and competes, meetings are occasionally held at locations other than the corporate headquarters.

*Board Agenda and Materials.* While the Board believes that a carefully planned agenda is important for effective Board meetings, the agenda is flexible enough to accommodate unexpected developments.

- The items on the agenda are typically determined by the Chairman or Lead Director, as the case may be, in consultation with the Board. Any Director may request that an item be included on the agenda and may raise at any Board meeting subjects that are not on the agenda for that meeting.
- At Board meetings, ample time is scheduled to allow full discussion of important matters. Management presentations are scheduled to permit an appropriate portion of Board meeting time to be available for discussion and comments.
- It is important for Directors to receive information sufficiently in advance of Board meetings so they have an opportunity to prepare for discussion of the items at the meeting. At each meeting any written materials not available in advance shall be provided to each Director. On those occasions when it may not be appropriate or practical to put the subject matter in writing, it shall be presented and sufficiently discussed at the meeting. Significant items requiring Board approval may be reviewed in one or more meetings and voted upon in subsequent meetings, with the intervening time being used for clarification and discussion of relevant issues.

The foregoing guidelines are equally applicable to Committee meetings.

*Executive Sessions.* Executive sessions are those sessions including only the independent Directors and should be called and presided over by the Chairman of the Board if he or she is not the Chief Executive Officer, or the Lead Director if the Chairman of the Board is the Chief Executive Officer. These meetings should generally occur at each in-person meeting of the Board.

*Regular Attendance.* Directors are expected to attend the annual meeting of stockholders, all Board meetings and all meetings of the committees of which they are members, unless prevented by unavoidable circumstances. The Chairman designates the management and guest attendees at any Board meeting who are present for the purpose of making presentations, responding to questions by the Directors, or providing counsel on specific matters within their areas of expertise. Such persons do not attend executive sessions unless their presence is requested.

### **Corporate Support and Access to Management**

The Corporate Secretary serves as secretary to the Board and the Nominating and Corporate Governance Committee and, at the request of the Chairman or the Lead Director, arranges meetings, suggests meeting agendas and facilitates the preparation and distribution of materials presented to the Board and the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board a member of management to serve as secretary to each of the Audit Committee and the Compensation Committee after considering the desires of each such committee. Directors shall have access to other members of management and Company employees as desired.

## **Board Committees**

*Number of Committees.* The Board currently is organized into three committees: Nominating and Corporate Governance, Audit and Compensation. The Nominating and Corporate Governance, Audit and Compensation Committees shall each have their own charters, and all members of these Committees shall be independent Directors under standards established by the New York Stock Exchange and the Securities and Exchange Commission. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

*Nominating and Corporate Governance Committee.* The Nominating and Corporate Governance Committee's primary purpose and responsibilities are to: develop and recommend to the Board corporate governance principles and a code of business conduct and ethics; develop and recommend criteria for selecting new directors; identify individuals qualified to become directors consistent with criteria approved by the Board, and recommend that the Board select such individuals as nominees for election to the Board; screen and recommend to the Board individuals qualified to become Chief Executive Officer in the event of a vacancy and any other senior officer whom the committee may wish to screen; and oversee evaluations of the Board, individual Board members and Board committees.

*Audit Committee.* The Audit Committee's primary duties and responsibilities are to: monitor the integrity of the Company's financial statements, financial reporting process and systems of internal control regarding finance, accounting, legal and regulatory compliance; monitor the independence and performance of the Company's independent registered public accounting firm and monitor the performance of the Company's internal audit function; hire and fire the Company's independent registered public accounting firm and approve any audit and non-audit work performed by the independent registered public accounting firm; provide an avenue of communication among the independent registered public accounting firm, management and the Board; prepare the report that the rules of the Securities and Exchange Commission require to be included in the Company's annual proxy statement; and administer the Company's Related Person Transactions Policy.

*Compensation Committee.* The Compensation Committee's primary duties and responsibilities are to: establish the Company's compensation philosophy and structure the Company's compensation programs to be consistent with that philosophy; develop and recommend to the Board for approval the compensation of the Chief Executive Officer and approve the compensation of other senior officers of the Company; develop and recommend to the Board for approval the compensation of the Board; and review and recommend to the Board the Company's compensation discussion and analysis, and produce the compensation committee report on executive compensation, the rules of the Securities and Exchange Commission require to be included in the Company's annual proxy statement or annual report on Form 10-K.

*Committee Assignments and Rotation.* The Nominating and Corporate Governance Committee, after considering to the extent practicable the desires of Board members, recommends committee assignments to the full Board for approval. These assignments are made not less frequently than once a year generally following the annual meeting of stockholders. Rotation of committee members and chairs should occur only if rotation is likely to enhance committee performance or facilitate its work.

*Frequency of Committee Meetings and Committee Agendas.* The chair of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the appropriate members of the committee and management, shall develop the committee's agenda. At the beginning of the year, each committee shall establish a schedule

of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee shall be furnished to all Directors.

*Report of Committee Meetings.* Each committee shall periodically report to the Board on its activities and make such recommendations and findings as it deems appropriate.

### **Evaluations and Other Matters**

*Assessing the Board, Committee and Individual Performance.* The Board of Directors and each committee shall conduct an annual self-evaluation to determine whether each is functioning effectively. The Chair of the Nominating and Corporate Governance Committee shall receive comments from all Directors and report annually to the Board with an assessment of the Board's performance. The chair of each committee shall receive comments from all of its members and report annually to such members, as well as the full Board, with an assessment of the committee's performance. These assessments, which will be discussed following the end of each fiscal year, will focus on the Board's and each committee's contributions to the Company and specifically focus on areas of improvement for the Board and the committees. As part of this annual process, the Chair of the Nominating and Governance Committee shall conduct interviews of each Director and report the general results of the interviews to the full Board and coordinate with the Lead Director to provide any recommended feedback to individual Directors.

*Formal Evaluation of the Chief Executive Officer.* The Board evaluates the Chief Executive Officer annually. The Board communicates its views to the Chief Executive Officer through the Chairman of the Board if he or she is not the Chief Executive Officer, or the Lead Director if the Chairman of the Board is the Chief Executive Officer.

*Succession Planning.* The Chief Executive Officer shall confer periodically with the Board on succession plans for senior management, including development of plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence.

*Management Development.* The Chief Executive Officer shall report regularly to the Board on management development activities.

*Securities Laws.* Each Director is required to complete a Directors' Questionnaire in the form distributed by the Company in preparation for the annual proxy statement filed with the SEC and distributed to stockholders. This questionnaire may also be circulated before the Company files any registration statement with the Securities and Exchange Commission. Each Director is expected to comply with the Company's policies on insider trading and reporting.

*Board Interaction with Institutional Investors, the Press, Customers, Etc.* The Board looks to management to speak for the Company but recognizes that individual Directors may sometimes communicate with third parties on matters affecting the Company. Before doing so, to the extent feasible, Directors are encouraged to consult with management.

*Board Access to Independent Advisors and Consultants.* The Board and its committees shall have the right at any time to retain independent outside accounting, financial, legal or other advisors or consultants.

*Charitable Contributions.* The Company may on occasion make contributions to charitable organizations with which a Director is affiliated. All such contributions shall be reasonable in amount.



No contribution shall be made if to do so would cause the Director to no longer be considered an “independent director” within the meaning of the listing standards of the New York Stock Exchange.

The Board of Directors believes that corporate governance is an evolving process and periodically reviews and updates these Guidelines. For the most recent Guidelines, please see the Company’s website at [www.idexcorp.com](http://www.idexcorp.com).

*Last revised by the Board of Directors on February 22, 2018.*