

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

**Composition of the Committee.**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of IDEX Corporation (the “Company”) shall consist of at least two directors, each of whom: (i) is an “independent director” as such term is defined by the New York Stock Exchange (“NYSE”), (ii) is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended (“Section 162(m)”). Committee members shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation, removal or death. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee; provided, that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

**Operations.**

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 present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for the transaction of business. The Committee shall keep a separate book of minutes of their proceedings and actions.

**Delegation of Authority.**

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee; provided, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

**Reporting to the Board; Annual Performance Review.**

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, as administered by the Nominating and Corporate Governance Committee. In conducting this review, the Committee shall evaluate whether this charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance.

**Outside Advisers.**

The Committee has the authority and right, in its sole discretion and at the expense of the Company, to retain or obtain the advice of a compensation consultant, independent legal counsel, accountant or any other consultant or adviser (each, an “Adviser” and, collectively, “Advisers”) in connection with the Committee’s functions and responsibilities. The Committee shall be directly

responsible for the appointment, compensation, oversight of the work and termination of any Adviser retained by the Committee. The Committee shall have the sole authority to approve the fees and other retention terms of such Advisers. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee and ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions and responsibilities. The Committee may retain or obtain advice from an Adviser only after taking into consideration all factors relevant to the Adviser's independence from management in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") and the listing standards of the NYSE, including:

1. The provision of other services to the Company by the person that employs the Adviser;
2. The amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
3. The policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the Adviser with a member of the Committee;
5. Any stock of the Company owned by the Adviser; and
6. Any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any Adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any Adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of SEC Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Adviser, and about which the Adviser does not provide advice.

Nothing herein requires an Adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from an Adviser. The Committee may select or receive advice from any Adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of any Adviser; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

### **Purpose and Responsibilities.**

The Committee's primary purpose and responsibilities shall be:

1. To establish the Company's compensation philosophy and structure the Company's compensation programs to be consistent with that philosophy;

2. To develop and recommend to the Board for approval the compensation of the Chief Executive Officer;
3. To approve the compensation of the executive officers of the Company other than the Chief Executive Officer, the Chief Executive Officer's direct reports and selected other managers identified by the Committee from time to time (collectively, "the Company's senior officers"), and communicate all such compensation decisions to the Board;
4. To develop and recommend to the Board for approval the compensation of the Board;
5. To review and recommend to the Board the Company's compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC;
6. To produce a Compensation Committee Report on Executive Compensation included in the Company's proxy statement or annual report on Form 10-K; and
7. To perform such further functions as may be consistent with this charter or assigned by applicable law, the Company's charter or bylaws or the Board.

#### **Duties.**

To fulfill its purpose and responsibilities, the Committee shall:

1. Obtain through discussions with management of the Company a general understanding of compensation design throughout the entire Company.
2. Recommend to the Board the total compensation package provided to the Chief Executive Officer of the Company. Specifically, the Committee shall recommend the goals and objectives relevant to the Chief Executive Officer's compensation; evaluate the Chief Executive Officer's performance in light of those goals and objectives; and recommend the Chief Executive Officer's compensation level based on this evaluation. The Committee shall also recommend to the Board for approval the stock ownership guidelines applicable to the Chief Executive Officer.
3. Approve the annual compensation, including salary, bonus, incentive and equity compensation, for the Company's senior officers; approve any employment agreements, severance agreements or change-of-control agreements between the Company and the Chief Executive Officer and/or the Company's senior officers; approve stock ownership guidelines applicable to the Company's senior officers; and communicate all such compensation decisions to the Board.
4. Review and recommend to the Board the creation and/or revision of incentive-compensation and equity-based plans affecting the Chief Executive Officer and the Company's senior officers. Administer all incentive compensation and equity-based plans, including all plans that require "disinterested administration" under Rule 16b-3 of the Exchange Act.
5. Review and recommend to the Board for approval the total compensation of the Company's directors, and recommend stock ownership guidelines applicable to the Company's directors.

6. Review and approve the design of the benefit plans which pertain to the Chief Executive Officer and the Company's senior officers, including oversight of Section 162(m) plans.
7. To the extent it deems necessary, review and approve the terms of any compensation "clawback" or similar policy or agreement between the Company and its executive officers.
8. Review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
9. Consider the results of the most recent shareholder advisory vote on executive compensation, as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
10. Draft and approve the Compensation Committee Report on Executive Compensation included in the Company's proxy statement or annual report on Form 10-K and generally oversee compliance with the compensation reporting requirements of the SEC.
11. Review and discuss the CD&A with management and, based on such review and discussions, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
12. Assess and monitor the independence of the Committee's compensation consultant.
13. Perform such other functions as assigned by law, the Company's charter or bylaws or the Board.

Notwithstanding anything to the contrary in this charter, the Committee shall have sole discretion and authority with respect to any action regarding compensation payable to the Chief Executive Officer or the Company's senior officers that the Committee intends to constitute "qualified performance-based compensation" for purposes of Section 162(m) and the Treasury regulations promulgated thereunder.

*Last revised by the Board of Directors on February 19, 2016.*