

**CHARTER**  
**of the**  
**GOVERNANCE AND NOMINATING COMMITTEE**  
**of**  
**DOVER CORPORATION**

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

**1. Purpose**

The purpose of the Governance and Nominating Committee (the “**Committee**”) shall be to assist the Board of Directors (the “**Board**”) in establishing and managing governance standards, determining criteria for the composition of the Board and its committees, developing and monitoring a process to assess the effectiveness of the Board and its committees, and identifying individuals qualified to become Board members.

**2. Organization**

The Committee shall consist of at least three (3) members, all of whom shall be “independent directors”, as defined by The New York Stock Exchange, Inc. (the “**NYSE**”) and any other applicable regulatory standards.

The Committee shall recommend to the Board the members and the Chair of the Committee. The Board shall appoint the members and the Chair of the Committee, who shall serve at the pleasure of the Board.

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

The Committee may form and delegate authority to subcommittees as it deems appropriate, as permitted by applicable law and the rules of the NYSE and the Securities and Exchange Commission (the “**SEC**”).

**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 of items to be addressed at each meeting.

**4. Goals and Responsibilities**

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

- (1) To develop and recommend to the Board:

- (a) a set of Corporate Governance Guidelines applicable to the Company;  
and
- (b) a Code of Business Conduct and Ethics applicable to the Board, management and employees.

The Committee shall review such Guidelines and Code annually, or more frequently if appropriate, and recommend to the Board any changes deemed appropriate.

- (2) To make recommendations to the Board regarding the size and composition of the Board and qualifications for Board membership. The Committee shall at least annually review and assess the independence of each director and make recommendations to the Board on all determinations regarding director independence.
- (3) To lead the search for individuals qualified to become members of the Board, and to recommend to the Board director nominees, consistent with criteria approved by the Board, to be presented for shareholder approval at the next annual meeting and to fill vacancies on the Board in accordance with the Company's By-Laws. The Committee shall select individuals as director nominees who, in the opinion of the Committee, shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders, and who meet any other criteria set forth in the Corporate Governance Guidelines.
- (4) To adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.
- (5) To consider questions of possible conflicts of interest of the Board members. To develop, adopt, administer and periodically review and, if considered appropriate, revise a policy and procedures applicable to the Company, its directors, nominees for director, executive officers and others for the review and approval, rejection or ratification of related person transactions.
- (6) To advise the Board on the following matters related to all standing Board committees: (a) committee member qualifications, including independence and the Audit Committee's process of determining financial literacy and expertise, (b) committee member and chair appointments and removals, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- (7) To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee such annual self-evaluations.
- (8) To establish and oversee procedures for shareholder communications with the Board.
- (9) In consultation with the Compensation Committee, to establish procedures for evaluation of the CEO and senior management.
- (10) To oversee the process by which the CEO and executive management are evaluated.

- (11) With the assistance of the CEO, to prepare and recommend to the Board a description of the ideal experience and qualities of a CEO of the Company.
- (12) To prepare policies and procedures for the selection of a new CEO in the event of an emergency or the retirement of the CEO.
- (13) Generally to consider and advise the Board as a whole on corporate governance matters.

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 its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee.

The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **6. Committee Resources**

The Committee shall have sole authority to retain and terminate any search firm to be used to assist in identifying director candidates, and any legal, financial or other advisors as it deems necessary, including sole authority to approve the search firm's or other advisor's fees and other retention terms.

## **7. Disclosure of Charter**

This Charter will be made available on the Company's website at [www.dovercorporation.com](http://www.dovercorporation.com).

*[As last reviewed by the Governance and Nominating Committee on November 2, 2017]*