

# DOVER CORPORATION

## CORPORATE GOVERNANCE GUIDELINES

### I. RESPONSIBILITIES OF THE BOARD

The primary responsibilities of the Board of Directors are (i) selection and evaluation of the chief executive officer (the “**CEO**”) and evaluation of the CEO’s management team, and (ii) oversight of management’s long-term strategy and planning.

The basic responsibility of the individual directors is to perform their duties in good faith in a manner they reasonably believe to be in the best interests of Dover Corporation (“**Dover**” or the “**Company**”) and its shareholders and with the care and attention a person in a like position would reasonably believe appropriate under similar circumstances. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of Dover’s senior executives and outside advisors and auditors. It is the sense of the Board that the Board members should have thorough insight into Dover and the evolution of its management philosophy; they should oversee the evolution of that philosophy without becoming involved in the management implementation of it; and they should ensure that management is working to serve the Company’s shareholders.

Directors are expected to attend and participate in Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting will generally be distributed in writing to the directors before the meeting, and directors are expected to review these materials in advance of the meeting.

### II. DIRECTOR QUALIFICATIONS AND COMPOSITION OF THE BOARD

At least two thirds of the members of Dover’s Board shall be directors who meet all applicable criteria for independence (“**independent directors**”) established by the New York Stock Exchange (the “**NYSE**”) and the United States Securities and Exchange Commission (the “**SEC**”). The Board annually shall make a determination as to the independence of each nominee for director prior to his or her nomination for (re)election. No director shall be deemed independent unless the Board affirmatively determines that the director has no material relationship with Dover directly or as an officer, shareholder or partner of an organization that has a material relationship with the Company. In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to Dover which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member.

It is the sense of the Board that to provide the depth and breadth of wisdom and experience desirable for Dover and to staff committees adequately while at the same time maintaining close working relationships and avoiding excessive and unnecessary formality, the Board usually should consist of between nine (9) and twelve (12) members, but may from time to time temporarily number outside this range.

Subject to such exceptions as may be necessary or appropriate from time to time, the Board anticipates having at least eight (8) independent directors who will bring varied but relevant experience, wisdom and judgment to the Board and offer a sounding board for the CEO on planning and policy. In addition, the Board believes that it is desirable to have on the Board one (1) active management representative, which number may, as deemed appropriate under the circumstances, be increased to two (2) from time to time.

The Governance and Nominating Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of nominees to the Board as well as the composition of the Board as a whole. This assessment will include members' qualifications as independent, the financial literacy requirement for members of the Audit Committee and the qualification of at least one member of the Audit Committee as an "audit committee financial expert" pursuant to SEC and NYSE rules, as well as considerations of diversity, skills, background and experience in the context of the needs of the Board. Nominees for director shall be individuals who have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders. Proposed nominees for directors will be selected by the Governance and Nominating Committee in accordance with the policies and principles in its charter, and recommended to the Board for nomination for election at the next shareholders' meeting or for filling any vacancy in accordance with the Company's by-laws.

The Company's by-laws provide that, in uncontested elections, directors shall be elected by a majority of the votes cast. The by-laws also provide that, in order for an incumbent director to become a nominee for further service on the Board, he or she shall submit an irrevocable resignation contingent on (1) his or her not receiving a majority of the votes cast in an uncontested election and (2) the Board's acceptance of the resignation. If an incumbent director fails to receive a majority of the votes cast in an uncontested election, the Governance and Nominating Committee, or such other committee designated by the Board pursuant to the by-laws, shall make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director or whether other action should be taken. The Board shall act on the resignation, taking into account the committee's recommendation, and publicly announce its decision (by a press release and, if necessary, filing an appropriate disclosure with the SEC) regarding the resignation and, if such resignation is rejected, the rationale behind the decision, within 90 days following certification of the election results. The committee in making its recommendation and the Board in making its decision each may consider any factors and other information that they consider appropriate and relevant, including but not limited to: (i) any stated reasons why shareholders voted against such director, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications, (v) the director's past and expected future contributions to the Company, and (vi) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable requirements of the SEC or the NYSE. A director whose resignation is being considered shall remain active and engaged in the activities of the Board while his or her resignation is under consideration, provided that he or she shall not participate in the

recommendation of the committee or the decision of the Board with respect to his or her resignation.

The Board is aware that limits on service on the Board may help ensure that fresh ideas and viewpoints are available to the Board, but such limits may also force the Company to lose the contribution of directors who, over time, have developed valuable insight into Dover's business and operations. In order to balance these considerations, the Board has adopted the following policies.

- The Governance and Nominating Committee will evaluate the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term.
- The Board will not nominate a person for election as a director at an Annual Meeting of Shareholders if that person's 75th birthday will occur before such Annual Meeting. Exceptions to this policy may be recommended by the Governance & Nominating Committee and approved by the Board.
- The Board will implement a process of individual director evaluations, with the purpose of assisting each director to be a more effective member of the Board. One third of the directors will be evaluated each year.

Dover does not place a specific limitation on the number of directorships or committee memberships an individual member of the Board may hold. In selecting nominees for membership, the Governance and Nominating Committee takes into account the other demands on the time of a candidate and, with respect to current members of the Board, their attendance at, preparedness for and participation in Board and committee meetings. Directors should advise the Chair of the Board and the Chair of the Governance and Nominating Committee in advance of accepting an invitation to serve on the board or on a board committee of another public company. A member of Dover's audit committee may not serve on the audit committees of more than two other public companies unless the Dover Board has determined that such service will not impair the ability of that director to effectively serve on Dover's audit committee, which determination will be disclosed in Dover's proxy statement.

Directors are expected to inform the Governance and Nominating Committee timely of any material changes in their circumstances or relationships that may impact their designation as "independent".

In addition, Directors shall notify the Chair of the Board and the Chair of the Governance and Nominating Committee of any occurrence or change in circumstances that could adversely affect their service on the Board, such as a change in primary occupation, or any event or circumstance that could cause appreciable harm to Dover or its reputation.

It is the Company's policy that Directors hold at any time at least the aggregate number of shares they became entitled to as the stock portion of their annual retainer during the past five years, net of an assumed 30% withholding tax.

### **III. BOARD MEETINGS**

The Chairman, with the assistance of senior management, will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review Dover's long-term strategic plans and the principal financial, accounting and risk management issues facing Dover during at least one (1) Board meeting each year.

The Board will hold regular meetings four (4) times a year on a quarterly basis. The Board shall hold such additional, special meetings as deemed advisable.

At the invitation of the Board, members of Dover's senior management will participate in Board meetings. Notwithstanding the participation of senior management in Board meetings, there will be an executive session of the Board at the beginning and/or end of each Board meeting, as deemed appropriate by the Board, during which session only members of the Board will be present, together with any of the Company's or the Board's outside advisers as the Board deems appropriate. At such executive session, the Board will discuss management's performance as and when deemed necessary, discuss and vote on any proposals brought to the Board it chooses to discuss, and hold any other discussions the Board deems necessary or desirable.

Each quarter there will be a separate meeting in executive session of the independent directors. The Chair of the Governance and Nominating Committee will preside at any of these meetings at which the Chairman of the Board is not present, and the name of this Chair will be disclosed in the annual proxy statement.

Directors are expected to bring to the attention of the General Counsel any actual or potential material conflict of interest of which they are aware related to Company affairs. Any person, including a director, providing information on a matter to the Board has an affirmative obligation to disclose to the Board any actual or potential material conflict of interest that he or she may have at the time the matter is presented to the Board.

### **IV. BOARD COMMITTEES**

The Board will have, at all times, an Audit Committee, a Compensation Committee and a Governance and Nominating Committee. Each member of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee will be an independent director meeting all applicable criteria established by the NYSE and the SEC. The Board will appoint committee members and the Chair of each committee upon the recommendation of the Governance and Nominating Committee, taking into consideration the preferences of individual directors.

The Audit Committee will consist of at least three (3) members, all of whom shall be independent and meet the financial literacy requirements of the NYSE and at least one of whom shall be an "audit committee financial expert" in accordance with the requirements of the SEC and NYSE. The Audit Committee will have such responsibilities as are set forth herein and in its charter.

The Compensation Committee will consist of at least three (3) members, all of whom shall be independent. The Compensation Committee will have such responsibilities as are set forth herein and in its charter.

The Governance and Nominating Committee will consist of at least three (3) members, all of whom shall be independent. The Governance and Nominating Committee will have such responsibilities as are set forth herein and in its charter.

A majority of the members shall constitute the quorum required for each of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee to conduct business.

Each of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee will have its own charter. The charter of each committee will set forth the purposes and responsibilities of the committee as well as the qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charter of each will also provide that the committee will annually evaluate its performance.

The chair of each committee, in consultation with the committee members, will 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 senior management, will develop the committee's agenda for each meeting. At the beginning of the year, each committee will establish a schedule for general agenda subjects to be discussed during the year, subject to modification as appropriate throughout the year. Such schedule of each committee will be furnished to all directors.

The Board and each of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee will have the power to hire independent legal, financial or other advisors as they may deem necessary and to approve each such advisor's fees and other retention terms without consulting or obtaining the approval of any officer of the Company.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

## **V. DIRECTOR COMPENSATION**

The Board will determine the form and amount of director compensation in accordance with the general principles set forth herein. The Compensation Committee will conduct a review of director compensation periodically and recommend to the Board any changes in director compensation levels and practices.

It is the sense of the Board that compensation of the Board members for their services as such and for services on Board committees should mirror the Dover compensation objectives for its senior management. Accordingly, it is the sense of the Board that, except pursuant to exceptional circumstances, the Board compensation should be competitive with the compensation of directors of other companies of similar

size and business, with the division of such compensation between cash and Dover stock to be weighted more toward stock than that of such other companies in order to encourage directors to have a financial stake in the Company. Directors who are executives of Dover will receive no additional compensation for service on the Board or on a committee of the Board.

Generally, it is expected that non-management directors will receive no direct or indirect compensation from the Company other than that described above. If a director anticipates receipt of any form of compensation from the Company other than that described above and such compensation raises any question regarding that director's independence under SEC or NYSE rules, the arrangements related to such compensation shall be fully disclosed to all members of the Board and executive management in advance and approved by the full Board of Directors in advance.

## **VI. DIRECTOR ACCESS TO OFFICERS AND EMPLOYEES**

Directors will have full and free access to officers and employees of Dover. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of Dover.

## **VII. BOARD COMMUNICATION WITH OUTSIDE PERSONS**

The Board believes that Dover's management speaks for the Company, and in general the Chairman of the Board or the CEO shall be the spokesperson for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with Dover. However, it is expected that Board members would do this with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management and with the express advanced approval of the Board.

## **VIII. COMMUNICATIONS WITH AUDIT COMMITTEE, NON-MANAGEMENT DIRECTORS OR THE BOARD OF DIRECTORS**

Anyone who has a concern or complaint regarding accounting, internal accounting controls or auditing matters at the Company may communicate that concern or complaint directly to the Audit Committee. Such communications may be confidential or anonymous, and may be sent by mail, e-mail, fax or phone to the special addresses or toll-free numbers of the Company's service provider that are published on the Company's website. Communications may be sent to the non-management directors or the Board of Directors using the same procedures. These methods of communication are in addition to other procedures described in the Company's Code of Business Conduct and Ethics. Dover prohibits retaliation against any employee who communicates any concern or complaint in good faith.

## **IX. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Board may provide for each new director to participate in an orientation program, which will take place within a reasonable time after such director is first elected. Orientation will include presentations by senior management to familiarize new directors

with Dover's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its code of ethics for the chief executive officer and senior financial officers, these Corporate Governance Guidelines, its principal officers and its independent auditors. The orientation program may include visits to Dover headquarters, a segment office or a significant operating company. All other directors are also invited to attend the orientation program.

At least annually the General Counsel will initiate a review by the directors of Dover's compliance programs, its code of business conduct and ethics, its code of ethics for the chief executive officer and senior financial officers, these Corporate Governance Guidelines and the duties of directors under applicable laws, regulations and rules. The directors are encouraged to undertake such other educational efforts as they deem appropriate.

## **X. ANNUAL PERFORMANCE EVALUATION**

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Chairman of the Board will obtain comments from all directors and will report annually to the Board with an assessment of the Board's performance. Such assessment will be discussed with the full Board. The assessment will focus on the Board's contribution to Dover and specifically focus on areas in which the Board or management believes that the Board could improve.

## **XI. CEO EVALUATION AND MANAGEMENT SUCCESSION**

The Board should regularly and fairly appraise the CEO, including the CEO's effectiveness in managing the business and strategy of the Company and protecting the interests of the Company's shareholders. The Governance and Nominating Committee, in consultation with the Compensation Committee, shall establish procedures for evaluation of the CEO and senior management. The Compensation Committee will conduct a review, at least annually and preferably semi-annually, of the CEO's performance, in order to ensure that the CEO is providing the best leadership for the Company in the long and short term. The Governance and Nominating Committee shall oversee the processes by which the CEO and executive management are evaluated.

The Governance and Nominating Committee, with the assistance of the CEO, shall prepare and recommend to the Board a description of the ideal experience and qualities of a CEO of the Company. The Committee should also prepare policies and procedures for the selection of a new CEO in the event of an emergency or the retirement of the CEO. The Committee shall also propose revisions to these documents from time to time as it deems appropriate.

At least once per year, the Board shall have a discussion of management succession. This discussion shall follow or be accompanied by a report by the Compensation Committee on this subject and a report by the CEO of his or her recommendations and evaluations of potential CEO successors and any development plans recommended for such individuals. In selecting a successor CEO, the entire Board

will work with the Compensation Committee to identify, evaluate, and recommend to the Board potential successors to the CEO.

## **XII. RELATED PERSON TRANSACTIONS**

The Board, acting through its Governance and Nominating Committee, shall review and may approve or ratify related person transactions in keeping with a Related Person Transactions Policy.

## **XIII. INSURANCE AND INDEMNIFICATION**

The directors will be entitled to have Dover purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law in Dover's charter, by-laws and any indemnification agreements, and to exculpation as provided by state law and Dover's charter.

## **XIV. PERIODIC REVIEW AND PUBLICATION**

The Governance and Nominating Committee will review these Guidelines annually (and more often if it deems necessary) and will report to the Board any recommendation that it may have regarding modification of these Guidelines. The Board may modify, suspend or rescind all or part of these Guidelines as it considers appropriate.

The Company's Corporate Governance Guidelines and the charters of its Audit, Compensation, and Governance and Nominating Committee shall be made publicly available on the Company's website, <http://www.dovercorporation.com>.

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