

**IDEX CORPORATION**  
**CHARTER OF THE**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**Organization**

The Nominating and Corporate Governance Committee of IDEX Corporation (the "Company") shall consist of at least two directors, each of whom shall be independent as such term is defined by the New York Stock Exchange. Committee members shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal, with or without cause, by the Board of Directors. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chair of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee. All meetings shall be at the call of the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. 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 of the Committee. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

**Purpose and Responsibilities**

The Nominating and Corporate Governance Committee's primary purpose and responsibilities shall be:

- To develop and recommend to the Board corporate governance principles and a Code of Business Conduct and Ethics.
- To develop and recommend criteria for selecting new directors, identify individuals qualified to become Board members consistent with criteria approved by the Board, and recommend that the Board select such individuals as nominees for election to the Board;
- To 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 approve; and
- To oversee evaluations of the Board, individual Board members and the Board committees.

## **Duties**

To fulfill its purpose and responsibilities, the Nominating and Corporate Governance Committee shall:

1. Develop and recommend to the Board a set of Corporate Governance Guidelines, monitor compliance with the guidelines, and make recommendations to the Board for changes as deemed appropriate.
2. Review and recommend to the Board a Code of Business Conduct and Ethics for directors, officers and employees, and make recommendations to the Board for changes as deemed appropriate.
3. Develop and recommend criteria for selecting nominees for director, which shall include those qualities set forth from time to time in the Company's Corporate Governance Guidelines.
4. Identify and screen individuals qualified to become directors and to ensure that the Board has the requisite expertise and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of the stockholders.
5. Identify, screen and recommend to the Board candidates for Chief Executive Officer in the event of a vacancy and for other senior executive officers of the Company whom the Committee may wish to approve.
6. Establish procedures for and administer annual performance evaluations of the Board, individual Board members and its committees by their membership, which will include an annual performance review of this Committee by its members.
7. Review periodically the makeup of the Board committees and recommend, as appropriate, changes in the number, function or membership.
8. Make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.
9. Periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

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