



CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Statement of Purpose

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Roper Technologies, Inc. (the "Company") shall serve in an advisory capacity to the Board on the governance structure and conduct of the Board and shall develop and recommend to the Board the Corporate Governance Guidelines of the Company (which shall be periodically reviewed by the Committee and updated by the full Board). The Committee shall also: (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board Director nominees for election at the next annual or special meeting of shareholders at which Directors are to be elected or to fill any vacancies or newly created Directorships that may occur between such meetings, (2) assist the Board in determining the size and composition of the Board and its committees, and (3) oversee the evaluation of the Board and its committees and of Company management. The Committee shall also advise the Board on matters of diversity and to recommend, as necessary, measures contributing to a Board that, as a whole, reflect a range of viewpoints, backgrounds, skills, experiences, and expertise.

Organization and Meetings

The Committee shall consist of at least two members, each of whom shall qualify under the independence and experience requirements of applicable law and the Nasdaq Stock Market LLC. The members of the Committee shall be appointed and replaced by the Board. The Board shall appoint the Chair of the Committee.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Committee will meet from time to time in executive sessions without management participation. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may, in its discretion delegate its duties and responsibilities to a subcommittee of the Committee or to the Chair of the Committee.

Outside Advisors

The Committee has the authority to retain and terminate, and shall have sole authority over any independent legal, financial, or other advisors as it may consider necessary to carry out its responsibilities under this Charter, without conferring with or obtaining the approval of management or the full Board. This authority shall include the sole authority to retain and terminate any search firm used to identify Director candidates and sole authority to approve the search firm's fees and other retention terms.

Duties and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall:

- Seek individuals qualified to become Board members, including evaluating persons suggested by management and/or shareholders;
- Evaluate a candidate's qualification for the Board based on a variety of factors, including such candidate's integrity, reputation, judgment, knowledge, and diversity (including gender and ethnicity as well as background and experiences) as well as Board needs;
- Identify and make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders, or for any director nominees to be elected by the Board to fill director vacancies, including vacancies arising from increases in the size of the Board;
- Consider director nominations properly submitted by the Company's shareholders in accordance with the procedures set forth in the Company's By-laws or determined by the Committee from time to time;
- Periodically review the size and responsibilities of the Board and its Committees and recommend any proposed changes to the Board;
- Evaluate the independence of each Director on an annual basis, and shall report such evaluation to the Board;
- Recommend to the Board Directors the membership of each committee of the Board. The Committee shall review and recommend committee slates annually and shall recommend additional committee members as needed;
- Develop and recommend to the Board an annual self-evaluation process for the Board and its committees, and administer and oversee the evaluation process, including the evaluation of senior management;
- Annually review and concur in a management succession plan, developed by the Chief Executive Officer, to ensure continuity of management;
- Annually review the Company's Compliance Program and discuss potential revisions to the Company's Code of Conduct;
- At least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- Perform an annual self-evaluation of its performance;
- Periodically review the Company's environmental social and governance ("ESG") strategy, initiatives and policies and receive updates from the Company on significant ESG activities;

- Review the Company's programs for development and management of human capital, including programs for the promotion of diversity and inclusion;
- Report regularly to the Board on its activities; and
- Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and By-Laws, and applicable law, as the Committee deems appropriate or as requested by the Board.