UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 1-10235

IDEX CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware	**36-3555336**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
3100 Sanders Road, Suite 301, Northbrook, Illinois	**60062**
(Address of principal executive offices)	*(Zip Code)*

Registrant's telephone number, including area code: (847) 498-7070

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Trading Symbol(s)**	**Name of Each Exchange on Which Registered**
Common Stock, par value $.01 per share	IEX	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☑

Number of shares of common stock of IDEX Corporation outstanding as of October 21, 2022: 75,421,109.

TABLE OF CONTENTS

Part I. Financial Information

Item 1.	Financial Statements	1
	Condensed Consolidated Balance Sheets	1
	Condensed Consolidated Statements of Income	2
	Condensed Consolidated Statements of Comprehensive Income	3
	Condensed Consolidated Statements of Equity	4
	Condensed Consolidated Statements of Cash Flows	6
	Notes to Condensed Consolidated Financial Statements	7
	Note 1. Basis of Presentation and Significant Accounting Policies	7
	Note 2. Acquisitions and Divestitures	7
	Note 3. Business Segments	12
	Note 4. Revenue	13
	Note 5. Earnings Per Common Share	17
	Note 6. Inventories	17
	Note 7. Goodwill and Intangible Assets	18
	Note 8. Accrued Expenses	19
	Note 9. Other Noncurrent Liabilities	19
	Note 10. Borrowings	20
	Note 11. Fair Value Measurements	21
	Note 12. Leases	22
	Note 13. Restructuring Expenses and Asset Impairments	23
	Note 14. Other Comprehensive Loss	26
	Note 15. Share Repurchases	26
	Note 16. Share-Based Compensation	27
	Note 17. Retirement Benefits	31
	Note 18. Legal Proceedings	32
	Note 19. Income Taxes	32
	Note 20. Significant Events	32
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	52
Item 4.	Controls and Procedures	52

Part II. Other Information

Item 1.	Legal Proceedings	53
Item 1A.	Risk Factors	53
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	53
Item 5.	Other Information	53
Item 6.	Exhibits	55
Signatures		56

PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements***

IDEX CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in millions, except per share amounts)
(unaudited)

	September 30, 2022	December 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	$ 680.7	$ 855.4
Receivables, less allowance for doubtful accounts of $8.0 at September 30, 2022 and $7.2 at December 31, 2021	406.1	356.4
Inventories	455.3	370.4
Other current assets	92.9	95.8
Total current assets	1,635.0	1,678.0
Property, plant and equipment - net	303.5	327.3
Goodwill	2,191.2	2,167.7
Intangible assets - net	628.6	597.3
Other noncurrent assets	134.3	146.9
Total assets	$ 4,892.6	$ 4,917.2
LIABILITIES AND EQUITY		
Current liabilities		
Trade accounts payable	$ 196.6	$ 178.8
Accrued expenses	264.6	259.8
Dividends payable	45.3	41.4
Total current liabilities	506.5	480.0
Long-term borrowings	1,191.1	1,190.3
Deferred income taxes	185.7	196.4
Other noncurrent liabilities	206.7	247.4
Total liabilities	2,090.0	2,114.1
Commitments and contingencies		
Shareholders' equity		
Preferred stock:		
Authorized: 5,000,000 shares, $.01 per share par value; Issued: None	—	—
Common stock:		
Authorized: 150,000,000 shares, $.01 per share par value		
Issued: 90,071,346 shares at September 30, 2022 and 90,067,996 shares at December 31, 2021	0.9	0.9
Additional paid-in capital	812.0	795.6
Retained earnings	3,447.1	3,126.5
Treasury stock at cost: 14,543,722 shares at September 30, 2022 and 13,872,555 shares at December 31, 2021	(1,193.1)	(1,050.3)
Accumulated other comprehensive loss	(264.1)	(69.6)
Total shareholders' equity	2,802.8	2,803.1
Noncontrolling interest	(0.2)	—
Total equity	2,802.6	2,803.1
Total liabilities and equity	$ 4,892.6	$ 4,917.2

See Notes to Condensed Consolidated Financial Statements

IDEX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net sales	$ 824.0	$ 712.0	$ 2,371.2	$ 2,050.0
Cost of sales	442.2	400.4	1,290.0	1,139.7
Gross profit	381.8	311.6	1,081.2	910.3
Selling, general and administrative expenses	161.9	147.2	483.7	426.7
Restructuring expenses and asset impairments	17.7	3.2	21.1	8.6
Operating income	202.2	161.2	576.4	475.0
Gain on sale of business	(34.8)	—	(34.8)	—
Other (income) expense - net	(1.0)	0.6	(3.3)	17.0
Interest expense	9.6	9.5	28.6	31.4
Income before income taxes	228.4	151.1	585.9	426.6
Provision for income taxes	49.7	35.4	129.2	96.0
Net income	178.7	115.7	456.7	330.6
Net loss attributable to noncontrolling interest	—	—	0.2	—
Net income attributable to IDEX	$ 178.7	$ 115.7	$ 456.9	$ 330.6
Earnings per common share:				
Basic earnings per common share attributable to IDEX	$ 2.37	$ 1.52	$ 6.02	$ 4.35
Diluted earnings per common share attributable to IDEX	$ 2.36	$ 1.51	$ 6.00	$ 4.33
Share data:				
Basic weighted average common shares outstanding	75.4	76.0	75.8	76.0
Diluted weighted average common shares outstanding	75.8	76.5	76.1	76.4

See Notes to Condensed Consolidated Financial Statements

IDEX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net income	$ 178.7	$ 115.7	$ 456.7	$ 330.6
Other comprehensive loss:				
Reclassification adjustments for derivatives, net of tax	—	—	—	2.5
Pension and other postretirement adjustments, net of tax	0.6	0.8	1.8	10.8
Cumulative translation adjustment	(94.9)	(28.7)	(196.3)	(56.9)
Other comprehensive loss	(94.3)	(27.9)	(194.5)	(43.6)
Comprehensive income	84.4	87.8	262.2	287.0
Comprehensive loss attributable to noncontrolling interest	—	—	0.2	—
Comprehensive income attributable to IDEX	$ 84.4	$ 87.8	$ 262.4	$ 287.0

See Notes to Condensed Consolidated Financial Statements

IDEX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Dollars in millions)
(unaudited)

	Common Stock and Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss: Cumulative Translation Adjustment	Accumulated Other Comprehensive Loss: Retirement Benefits Adjustment	Treasury Stock	Total Shareholders' Equity	Noncontrolling Interest	Total Equity
Balance, December 31, 2021	$ 796.5	$ 3,126.5	$ (62.2)	$ (7.4)	$ (1,050.3)	$ 2,803.1	$ —	$ 2,803.1
Net income (loss)	—	140.0	—	—	—	140.0	(0.1)	139.9
Cumulative translation adjustment	—	—	(19.5)	—	—	(19.5)	—	(19.5)
Net change in retirement obligations (net of tax of $0.2)	—	—	—	0.6	—	0.6	—	0.6
Issuance of 73,755 shares of common stock from issuance of unvested shares, performance share units and exercise of stock options (net of tax of $1.7)	—	—	—	—	1.4	1.4	—	1.4
Repurchase of 147,500 shares of common stock	—	—	—	—	(28.3)	(28.3)		(28.3)
Shares surrendered for tax withholding	—	—	—	—	(4.9)	(4.9)	—	(4.9)
Share-based compensation	6.6	—	—	—	—	6.6	—	6.6
Balance, March 31, 2022	$ 803.1	$ 3,266.5	$ (81.7)	$ (6.8)	$ (1,082.1)	$ 2,899.0	$ (0.1)	$ 2,898.9
Net income (loss)	—	138.2	—	—	—	138.2	(0.1)	138.1
Cumulative translation adjustment	—	—	(81.9)	—	—	(81.9)		(81.9)
Net change in retirement obligations (net of tax of $0.5)	—	—	—	0.6	—	0.6	—	0.6
Issuance of 42,408 shares of common stock from issuance of unvested shares, performance share units and exercise of stock options (net of tax of $0.4)	—	—	—	—	3.8	3.8	—	3.8
Repurchase of 474,690 shares of common stock	—	—	—	—	(87.5)	(87.5)	—	(87.5)
Share-based compensation	6.9	—	—	—	—	6.9	—	6.9
Cash dividends declared - $1.20 per common share outstanding	—	(90.9)	—	—	—	(90.9)	—	(90.9)
Balance, June 30, 2022	$ 810.0	$ 3,313.8	$ (163.6)	$ (6.2)	$ (1,165.8)	$ 2,788.2	$ (0.2)	$ 2,788.0
Net income	—	178.7	—	—	—	178.7	—	$ 178.7
Cumulative translation adjustment	—	—	(94.9)	—	—	(94.9)		(94.9)
Net change in retirement obligations (net of tax of $—)	—	—	—	0.6	—	0.6	—	0.6
Issuance of 28,152 shares of common stock from issuance of unvested shares, performance share units and exercise of stock options (net of tax of $0.4)	—	—	—	—	3.8	3.8	—	3.8
Repurchase of 166,433 shares of common stock	—	—	—	—	(30.9)	(30.9)	—	(30.9)
Shares surrendered for tax withholding	—	—	—	—	(0.2)	(0.2)	—	(0.2)
Share-based compensation	2.9	—	—	—	—	2.9	—	2.9
Cash dividends declared - $0.60 per common share outstanding	—	(45.4)	—	—	—	(45.4)	—	(45.4)
Balance, September 30, 2022	$ 812.9	$ 3,447.1	$ (258.5)	$ (5.6)	$ (1,193.1)	$ 2,802.8	$ (0.2)	$ 2,802.6

IDEX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (continued)
(Dollars in millions)
(unaudited)

			Accumulated Other Comprehensive Loss						
	Common Stock and Additional Paid-In Capital	Retained Earnings	Cumulative Translation Adjustment	Retirement Benefits Adjustment	Cumulative Unrealized Gain (Loss) on Derivatives	Treasury Stock	Total Shareholders' Equity	Noncontrolling Interest	Total Equity
Balance, December 31, 2020	$ 776.1	$ 2,841.5	$ 13.4	$ (24.4)	$ (2.5)	$ (1,063.9)	$ 2,540.2	$ 0.1	$ 2,540.3
Net income	—	112.7	—	—	—	—	112.7	—	112.7
Cumulative translation adjustment	—	—	(48.5)	—	—	—	(48.5)	—	(48.5)
Net change in retirement obligations (net of tax of $0.3)	—	—	—	0.8	—	—	0.8	—	0.8
Net change on derivatives designated as cash flow hedges (net of tax of $0.2)	—	—	—	—	0.7	—	0.7	—	0.7
Issuance of 106,122 shares of common stock from issuance of unvested shares, performance share units and exercise of stock options (net of tax of $1.9)	—	—	—	—	—	3.2	3.2	—	3.2
Shares surrendered for tax withholding	—	—	—	—	—	(5.4)	(5.4)	—	(5.4)
Share-based compensation	6.2	—	—	—	—	—	6.2	—	6.2
Balance, March 31, 2021	$ 782.3	$ 2,954.2	$ (35.1)	$ (23.6)	$ (1.8)	$ (1,066.1)	$ 2,609.9	$ 0.1	$ 2,610.0
Net income	—	102.2	—	—	—	—	102.2	—	102.2
Cumulative translation adjustment	—	—	20.3	—	—	—	20.3	—	20.3
Net change in retirement obligations (net of tax of $2.8)	—	—	—	9.2	—	—	9.2	—	9.2
Net change on derivatives designated as cash flow hedges (net of tax of $0.5)	—	—	—	—	1.8	—	1.8	—	1.8
Issuance of 67,476 shares of common stock from issuance of unvested shares, performance share units and exercise of stock options (net of tax of $0.6)	—	—	—	—	—	7.5	7.5	—	7.5
Shares surrendered for tax withholding	—	—	—	—	—	(0.1)	(0.1)	—	(0.1)
Share-based compensation	4.3	—	—	—	—	—	4.3	—	4.3
Cash dividends declared - $1.08 per common share outstanding	—	(82.3)	—	—	—	—	(82.3)	—	(82.3)
Balance, June 30, 2021	$ 786.6	$ 2,974.1	$ (14.8)	$ (14.4)	$ —	$ (1,058.7)	$ 2,672.8	$ 0.1	$ 2,672.9
Net income	—	115.7	—	—	—	—	115.7		115.7
Cumulative translation adjustment	—	—	(28.7)	—	—	—	(28.7)	—	(28.7)
Net change in retirement obligations (net of tax of $0.3)	—	—	—	0.8	—	—	0.8	—	0.8
Issuance of 34,390 shares of common stock from issuance of unvested shares, performance share units and exercise of stock options (net of tax of $0.2)	—	—	—	—	—	1.8	1.8	—	1.8
Shares surrendered for tax withholding	—	—	—	—	—	(0.1)	(0.1)	—	(0.1)
Share-based compensation	4.9	—	—	—	—	—	4.9	—	4.9
Cash dividends declared - $0.54 per common share outstanding	—	(41.0)	—	—	—	—	(41.0)	—	(41.0)
Balance, September 30, 2021	$ 791.5	$ 3,048.8	$ (43.5)	$ (13.6)	$ —	$ (1,057.0)	$ 2,726.2	$ 0.1	$ 2,726.3

See Notes to Condensed Consolidated Financial Statements

IDEX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(unaudited)

	Nine Months Ended September 30,	
	2022	**2021**
Cash flows from operating activities		
Net income	$ 456.7	$ 330.6
Adjustments to reconcile net income to net cash provided by operating activities:		
Gains on sales of assets	(3.0)	—
Gain on sale of business	(34.8)	—
Asset impairments	17.0	0.8
Depreciation and amortization	37.0	32.3
Amortization of intangible assets	49.2	40.7
Amortization of debt issuance expenses	1.2	1.4
Share-based compensation expense	16.4	15.4
Deferred income taxes	0.2	(7.1)
Non-cash interest expense associated with forward starting swaps	—	3.3
Termination of the U.S. pension plan	—	9.7
Changes in (net of the effect from acquisitions/divestitures and foreign exchange):		
Receivables	(62.5)	(59.2)
Inventories	(99.6)	(28.1)
Other current assets	(4.8)	6.0
Trade accounts payable	25.6	21.0
Deferred revenue	(24.7)	14.8
Accrued expenses	13.1	18.9
Other - net	3.1	1.7
Net cash flows provided by operating activities	390.1	402.2
Cash flows from investing activities		
Purchases of property, plant and equipment	(48.0)	(45.5)
Acquisition of businesses, net of cash acquired	(232.6)	(575.6)
Note receivable from collaborative partner	—	(4.2)
Proceeds from disposal of fixed assets	7.0	0.2
Proceeds from sale of business, net of cash remitted	49.4	—
Other - net	(0.2)	0.9
Net cash flows used in investing activities	(224.4)	(624.2)
Cash flows from financing activities		
Borrowings under revolving credit facilities	40.0	—
Payments under revolving credit facilities	(40.0)	—
Proceeds from issuance of long-term borrowings	—	499.4
Payment of long-term borrowings	—	(350.0)
Payment of make-whole redemption premium	—	(6.7)
Debt issuance costs	—	(4.6)
Dividends paid	(132.2)	(120.3)
Proceeds from stock option exercises	9.0	12.5
Repurchases of common stock	(146.3)	—
Shares surrendered for tax withholding	(5.1)	(5.6)
Other - net	—	(0.1)
Net cash flows (used in) provided by financing activities	(274.6)	24.6
Effect of exchange rate changes on cash and cash equivalents	(65.8)	(22.0)
Net decrease in cash	(174.7)	(219.4)
Cash and cash equivalents at beginning of year	855.4	1,025.9
Cash and cash equivalents at end of period	$ 680.7	$ 806.5
Supplemental cash flow information		
Cash paid for:		
Interest	$ 18.9	$ 17.8
Income taxes	129.5	93.9

See Notes to Condensed Consolidated Financial Statements

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

1. Basis of Presentation and Significant Accounting Policies

The Condensed Consolidated Financial Statements of IDEX Corporation ("IDEX" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") applicable to interim financial information and the instructions to Form 10-Q under the Securities Exchange Act of 1934, as amended. The statements are unaudited but include all adjustments, consisting only of recurring items, except as noted, that the Company considers necessary for a fair presentation of the information set forth herein. The results of operations for the three and nine months ended September 30, 2022 are not necessarily indicative of the results to be expected for the entire year.

The Condensed Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in this report should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

Recently Issued Accounting Standards

In October 2021, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which adds contract assets and contract liabilities to the list of exceptions to the recognition and measurement principles that apply to business combinations and requires that an acquirer recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with revenue recognition guidance. ASU 2021-08 is effective for annual periods beginning after December 15, 2022 and interim periods therein. Early adoption is permitted. Entities should apply the ASU's provisions prospectively to business combinations occurring on or after the effective date of the amendments. The adoption of this standard is not expected to have a material impact on the Company's Condensed Consolidated Financial Statements.

In November 2021, the FASB issued ASU 2021-10, *Government Assistance (Accounting Standards Codification ("ASC") 832): Disclosures by Business Entities about Government Assistance*, which requires entities to provide certain annual disclosures when they (1) have received government assistance and (2) use a grant or contribution accounting model by analogy to other accounting guidance. ASU 2021-10 is effective for annual periods beginning after December 15, 2021. Early adoption is permitted, and entities may apply the ASU's provisions prospectively or retrospectively. The adoption of this standard is not expected to have a material impact on the Company's Condensed Consolidated Financial Statements.

2. Acquisitions and Divestitures

All of the Company's acquisitions of businesses have been accounted for under ASC 805, *Business Combinations*. Accordingly, the assets and liabilities of the acquired companies, after adjustments to reflect the fair values assigned to assets and liabilities, have been included in the Company's Condensed Consolidated Financial Statements from their respective dates of acquisition. The results of operations of ABEL Pumps, L.P. and certain of its affiliates ("ABEL"), Airtech Group, Inc., US Valve Corporation and related entities ("Airtech"), Nexsight, LLC and its businesses Envirosight, WinCan, MyTana and Pipeline Renewal Technologies ("Nexsight") and KZ CO. ("KZValve") have been included in the Company's Condensed Consolidated Financial Statements since the dates of acquisition on March 10, 2021, June 14, 2021, February 28, 2022 and May 2, 2022, respectively. The results of operations of Knight LLC ("Knight") have been included in the Company's Condensed Consolidated Financial Statements through the date of disposition on September 9, 2022. Supplemental pro forma information has not been provided as the acquisitions and divestiture did not have a material impact on the Company's Condensed Consolidated Financial Statements individually or in the aggregate.

2022 Acquisitions

Nexsight

On February 28, 2022, the Company acquired Nexsight in a partial stock and asset acquisition. Nexsight complements and creates synergies with the Company's existing iPEK and ADS business units that design and create sewer crawlers, inspection and monitoring systems and software applications that allow teams to identify, anticipate and correct wastewater system issues remotely. Headquartered in Randolph, New Jersey, Nexsight operates in the Company's Water reporting unit within the Fluid

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

& Metering Technologies ("FMT") segment. Nexsight was acquired for cash consideration of $112.5 million. The entire purchase price was funded with cash on hand. Goodwill and intangible assets recognized as part of this transaction were $56.2 million and $49.8 million, respectively. The goodwill is partially deductible for tax purposes.

The Company made a preliminary allocation of the purchase price for the Nexsight acquisition as of the acquisition date based on its understanding of the fair value of the acquired assets and assumed liabilities. These nonrecurring fair value measurements are classified as Level 3 in the fair value hierarchy. As the Company continues to obtain additional information about these assets and liabilities, including intangible asset appraisals, inventory valuation and accrued expenses, and continues to integrate the newly acquired business, the Company will refine the estimates of fair value and more accurately allocate the purchase price. Only items identified as of the acquisition date are considered for subsequent adjustment. The Company will continue to make required adjustments to the purchase price allocation prior to the completion of the measurement period.

The preliminary allocation of the purchase price to the assets acquired and liabilities assumed, based on their estimated fair values at the acquisition date, is as follows:

	Total
Current assets, net of cash acquired	$ 16.6
Property, plant and equipment	2.0
Goodwill	56.2
Intangible assets	49.8
Other noncurrent assets	4.4
Total assets acquired	129.0
Current liabilities	(11.2)
Deferred income taxes	(1.0)
Other noncurrent liabilities	(4.3)
Net assets acquired[1]	$ 112.5

[1] During the third quarter of 2022, the Company obtained additional information about the assets and liabilities acquired that required a $2.2 million adjustment to reduce the purchase price of the Nexsight business.

Acquired intangible assets consist of trade names, customer relationships and software. The goodwill recorded for the acquisition reflects the strategic fit, revenue and earnings growth potential of this business.

The acquired intangible assets and weighted average amortization periods are as follows:

	Total	Weighted Average Life
Trade names	$ 13.5	15
Customer relationships	31.5	10
Software	4.8	5
Acquired intangible assets	$ 49.8	

KZValve

On May 2, 2022, the Company acquired KZValve in an asset acquisition. KZValve is a leading manufacturer of electric valves and controllers used primarily in agricultural applications. KZValve will augment and expand IDEX's agricultural portfolio, complementing Banjo's current fluid management solutions for these applications. Headquartered in Greenwood, Nebraska, KZValve operates in the Company's Agriculture reporting unit within the FMT segment. KZValve was acquired for cash consideration of $120.1 million. The entire purchase was funded with cash on hand. Goodwill and intangible assets recognized as part of this transaction were $56.5 million and $52.0 million, respectively. The goodwill is deductible for tax purposes.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

The Company made a preliminary allocation of the purchase price for the KZValve acquisition as of the acquisition date based on its understanding of the fair value of the acquired assets and assumed liabilities. These nonrecurring fair value measurements are classified as Level 3 in the fair value hierarchy. As the Company continues to obtain additional information about these assets and liabilities, including intangible asset appraisals, inventory valuation and accrued expenses, and continues to integrate the newly acquired business, the Company will refine the estimates of fair value and more accurately allocate the purchase price. Only items identified as of the acquisition date are considered for subsequent adjustment. The Company will continue to make required adjustments to the purchase price allocation prior to the completion of the measurement period.

The preliminary allocation of the purchase price to the assets acquired and liabilities assumed, based on their estimated fair values at the acquisition date, is as follows:

	Total
Current assets, net of cash acquired	$ 9.7
Property, plant and equipment	1.8
Goodwill	56.5
Intangible assets	52.0
Deferred income taxes	0.1
Other noncurrent assets	1.0
Total assets acquired	121.1
Current liabilities	(1.0)
Net assets acquired[(1)]	$ 120.1

[(1)] During the third quarter of 2022, the Company obtained additional information about the assets and liabilities acquired that required a $0.1 million adjustment to reduce the purchase price of the KZValve business.

Acquired intangible assets consist of trade names, customer relationships and unpatented technology. The goodwill recorded for the acquisition reflects the strategic fit, revenue and earnings growth potential of this business.

The acquired intangible assets and weighted average amortization periods are as follows:

	Total	Weighted Average Life
Trade names	$ 7.5	15
Customer relationships	36.0	13
Unpatented technology	8.5	10
Acquired intangible assets	$ 52.0	

The Company incurred $2.7 million and $5.3 million of acquisition-related transaction costs during the three and nine months ended September 30, 2022, respectively. These costs were recorded in Selling, general and administrative expenses and were related to completed transactions, pending transactions and potential transactions, including transactions that ultimately were not completed. The Company also recorded $0.1 million and $0.3 million of fair value inventory step-up charges associated with the completed 2022 acquisitions of Nexsight and KZValve, respectively, in Cost of sales during the nine months ended September 30, 2022.

2021 Acquisitions

ABEL

On March 10, 2021, the Company acquired the stock of ABEL. ABEL designs and manufactures highly engineered reciprocating positive displacement pumps for a variety of end markets, including mining, marine, power, water, wastewater and other general industries. Headquartered in Büchen, Germany, with sales and service locations in Madrid, Spain, and subsequent to the acquisition, with operations in Mansfield, Ohio, ABEL operates in the Company's Pumps reporting unit

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

within the FMT segment. ABEL was acquired for cash consideration of $106.3 million. The entire purchase price was funded with cash on hand. Goodwill and intangible assets recognized as part of this transaction were $42.7 million and $46.0 million, respectively. The goodwill is not deductible for tax purposes.

The Company finalized the allocation of the purchase price for the ABEL acquisition as of the acquisition date based on its understanding of the fair value of the acquired assets and assumed liabilities. These nonrecurring fair value measurements are classified as Level 3 in the fair value hierarchy.

The final allocation of the purchase price to the assets acquired and liabilities assumed, based on their estimated fair values at the acquisition date, is as follows:

	Total
Current assets, net of cash acquired	$ 18.1
Property, plant and equipment	4.0
Goodwill	42.7
Intangible assets	46.0
Deferred income taxes	2.6
Other noncurrent assets	0.1
Total assets acquired	113.5
Current liabilities	(7.1)
Other noncurrent liabilities	(0.1)
Net assets acquired	$ 106.3

Acquired intangible assets consist of trade names, customer relationships and unpatented technology. The goodwill recorded for the acquisition reflects the strategic fit, revenue and earnings growth potential of this business.

The acquired intangible assets and weighted average amortization periods are as follows:

	Total	Weighted Average Life
Trade names	$ 9.0	15
Customer relationships	30.0	13
Unpatented technology	7.0	11
Acquired intangible assets	$ 46.0	

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

Airtech

On June 14, 2021, the Company acquired the stock of Airtech. Airtech designs and manufactures a wide range of highly-engineered pressure technology products, including vacuum pumps, regenerative blowers, compressor systems and valves for a variety of end markets, including alternative energy, food processing, medical, packaging and transportation. Headquartered in Rutherford, New Jersey, with primary manufacturing operations in Werneck, Germany and Shenzhen, China, Airtech operates in the Company's Performance Pneumatic Technologies reporting unit within the Health & Science Technologies ("HST") segment. Airtech was acquired for cash consideration of $471.0 million. The entire purchase price was funded with cash on hand. Goodwill and intangible assets recognized as part of this transaction were $268.5 million and $202.3 million, respectively. The goodwill is not deductible for tax purposes.

The Company finalized the allocation of the purchase price for the Airtech acquisition as of the acquisition date based on its understanding of the fair value of the acquired assets and assumed liabilities. These nonrecurring fair value measurements are classified as Level 3 in the fair value hierarchy.

The final allocation of the purchase price to the assets acquired and liabilities assumed, based on their estimated fair values at the acquisition date, is as follows:

	Total
Current assets, net of cash acquired	$ 45.3
Property, plant and equipment	4.8
Goodwill	268.5
Intangible assets	202.3
Other noncurrent assets	10.2
Total assets acquired	531.1
Current liabilities	(11.8)
Deferred income taxes	(39.9)
Other noncurrent liabilities	$ (8.4)
Net assets acquired	$ 471.0

Acquired intangible assets consist of trade names, customer relationships and unpatented technology. The goodwill recorded for the acquisition reflects the strategic fit, revenue and earnings growth potential of this business.

The acquired intangible assets and weighted average amortization periods are as follows:

	Total	Weighted Average Life
Trade names	$ 15.4	15
Customer relationships	162.9	13
Unpatented technology	24.0	11
Acquired intangible assets	$ 202.3	

The Company incurred $0.7 million and $4.4 million of acquisition-related costs during the three and nine months ended September 30, 2021, respectively. These costs were recorded in Selling, general and administrative expenses and were related to completed transactions, pending transactions and potential transactions, including transactions that ultimately were not completed. The Company also recorded a $2.5 million fair value inventory step-up charge associated with the completed 2021 acquisition of ABEL in Cost of sales during the nine months ended September 30, 2021 and a $9.1 million fair value inventory step-up charge associated with the completed 2021 acquisition of Airtech in Cost of sales during the three and nine months ended September 30, 2021.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

Divestitures

The Company periodically reviews its operations for businesses which may no longer be aligned with its strategic objectives and its focus on core businesses and customers. Any resulting gain or loss recognized due to divestitures is recorded within Gain on sale of business in the Condensed Consolidated Statements of Income.

On September 9, 2022, the Company completed the sale of Knight for proceeds of $49.4 million, net of cash remitted, resulting in a pre-tax gain on the sale of $34.8 million. Additionally, the Company recorded $5.5 million of income tax expense associated with this transaction as Provision for income taxes in the Condensed Consolidated Statements of Income during the three and nine months ended September 30, 2022. The results of Knight were reported within the FMT segment. The Company concluded that this divestiture did not meet the criteria for reporting the results of Knight as a discontinued operation.

3. Business Segments

IDEX has three reportable business segments: Fluid & Metering Technologies ("FMT"), Health & Science Technologies ("HST") and Fire & Safety/Diversified Products ("FSDP").

The FMT segment designs, produces and distributes positive displacement pumps, valves, small volume provers, flow meters, injectors and other fluid-handling pump modules and systems and provides flow monitoring and other services for the food, chemical, general industrial, water and wastewater, agriculture and energy industries.

The HST segment designs, produces and distributes a wide range of precision fluidics, rotary lobe pumps, centrifugal and positive displacement pumps, roll compaction and drying systems, pneumatic components and sealing solutions, high performance molded and extruded sealing components, custom mechanical and shaft seals, engineered hygienic mixers and valves, biocompatible medical devices and implantables, air compressors and blowers, optical components and coatings, laboratory and commercial equipment, precision photonic solutions and precision gear and peristaltic pump technologies. HST serves a variety of end markets, including food and beverage, pharmaceutical and biopharmaceutical, cosmetics, marine, chemical, wastewater and water treatment, life sciences, research and defense markets.

The FSDP segment designs, produces and develops firefighting pumps, valves and controls, rescue tools, lifting bags and other components and systems for the fire and rescue industry, engineered stainless steel banding and clamping devices used in a variety of industrial and commercial applications and precision equipment for dispensing, metering and mixing colorants and paints used in a variety of retail and commercial businesses around the world.

Information on the Company's business segments is presented below based on the nature of the products and services offered. The Company evaluates its performance based on several factors, of which sales, operating income and operating margin are the primary financial measures. Intersegment sales are accounted for at fair value as if the sales were to third parties.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net sales				
Fluid & Metering Technologies				
External customers	$ 307.4	$ 251.3	$ 878.8	$ 745.2
Intersegment sales	0.2	—	0.7	0.7
Total segment sales	307.6	251.3	879.5	745.9
Health & Science Technologies				
External customers	344.3	301.6	984.3	825.4
Intersegment sales	0.7	0.7	1.9	2.3
Total segment sales	345.0	302.3	986.2	827.7
Fire & Safety/Diversified Products				
External customers	172.3	159.1	508.1	479.4
Intersegment sales	0.1	—	0.2	—
Total segment sales	172.4	159.1	508.3	479.4
Intersegment elimination	(1.0)	(0.7)	(2.8)	(3.0)
Total net sales	$ 824.0	$ 712.0	$ 2,371.2	$ 2,050.0
Operating income (loss) [1]				
Fluid & Metering Technologies	$ 94.5	$ 69.0	$ 257.8	$ 195.4
Health & Science Technologies	85.6	70.4	255.7	213.0
Fire & Safety/Diversified Products	43.6	39.1	124.0	126.5
Corporate office and other	(21.5)	(17.3)	(61.1)	(59.9)
Total operating income	$ 202.2	$ 161.2	$ 576.4	$ 475.0

	September 30, 2022	December 31, 2021
Assets		
Fluid & Metering Technologies	$ 1,708.9	$ 1,458.8
Health & Science Technologies	2,069.2	2,138.3
Fire & Safety/Diversified Products	885.1	892.5
Corporate office and other	229.4	427.6
Total assets	$ 4,892.6	$ 4,917.2

[1] Segment operating income (loss) excludes net unallocated corporate operating expenses.

4. Revenue

Disaggregation of Revenue

The Company has a comprehensive offering of products, including technologies, built to customers' specifications that are sold in niche markets throughout the world. The Company disaggregates its revenue from contracts with customers by reporting unit and geographical region for each segment as the Company believes it best depicts how the amount, nature, timing and uncertainty of its revenue and cash flows are affected by economic factors. Revenue was attributed to geographical region based on the location of the customer. The following tables present revenue disaggregated by reporting unit and geographical region.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

Revenue by reporting unit for the three and nine months ended September 30, 2022 and 2021 was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Pumps	$ 102.6	$ 90.0	$ 304.5	$ 261.4
Water	82.1	64.8	228.1	189.0
Energy	51.3	40.5	144.3	125.9
Agriculture	42.1	26.9	112.5	78.0
Valves	29.5	29.1	90.1	91.6
Intersegment elimination	(0.2)	—	(0.7)	(0.7)
Fluid & Metering Technologies	307.4	251.3	878.8	745.2
Scientific Fluidics & Optics[1]	172.4	131.2	462.8	376.0
Sealing Solutions	64.9	67.7	203.1	202.4
Performance Pneumatic Technologies	64.1	62.2	191.2	125.4
Material Processing Technologies	34.6	32.7	103.1	99.1
Micropump	9.0	8.5	26.0	24.8
Intersegment elimination	(0.7)	(0.7)	(1.9)	(2.3)
Health & Science Technologies	344.3	301.6	984.3	825.4
Fire & Safety	100.6	92.3	296.1	287.1
Dispensing	42.8	41.7	128.2	117.5
BAND-IT	29.0	25.1	84.0	74.8
Intersegment elimination	(0.1)	—	(0.2)	—
Fire & Safety/Diversified Products	172.3	159.1	508.1	479.4
Total net sales	$ 824.0	$ 712.0	$ 2,371.2	$ 2,050.0

[1] The three and nine months ended September 30, 2022 include the acceleration of $17.9 million of previously deferred revenue related to a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 for further detail.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

Revenue by geographical region for the three and nine months ended September 30, 2022 and 2021 was as follows:

	Three Months Ended September 30, 2022			
	FMT	HST	FSDP	IDEX
U.S.[1]	$ 178.4	$ 175.0	$ 93.5	$ 446.9
North America, excluding U.S.	20.4	3.3	8.4	32.1
Europe[1]	47.2	93.0	36.8	177.0
Asia	39.1	67.4	25.4	131.9
Other[2]	22.5	6.3	8.3	37.1
Intersegment elimination	(0.2)	(0.7)	(0.1)	(1.0)
Total net sales	$ 307.4	$ 344.3	$ 172.3	$ 824.0

	Three Months Ended September 30, 2021			
	FMT	HST	FSDP	IDEX
U.S.	$ 137.0	$ 148.2	$ 80.0	$ 365.2
North America, excluding U.S.	13.7	5.2	7.2	26.1
Europe	48.8	86.5	39.9	175.2
Asia	36.9	60.0	24.4	121.3
Other[2]	14.9	2.4	7.6	24.9
Intersegment elimination	—	(0.7)	—	(0.7)
Total net sales	$ 251.3	$ 301.6	$ 159.1	$ 712.0

	Nine Months Ended September 30, 2022			
	FMT	HST	FSDP	IDEX
U.S.[1]	$ 498.9	$ 484.7	$ 255.0	$ 1,238.6
North America, excluding U.S.	54.3	20.3	27.8	102.4
Europe[1]	147.7	276.8	123.8	548.3
Asia	116.8	187.0	75.4	379.2
Other[2]	61.8	17.4	26.3	105.5
Intersegment elimination	(0.7)	(1.9)	(0.2)	(2.8)
Total net sales	$ 878.8	$ 984.3	$ 508.1	$ 2,371.2

	Nine Months Ended September 30, 2021			
	FMT	HST	FSDP	IDEX
U.S.	$ 399.1	$ 355.8	$ 227.3	$ 982.2
North America, excluding U.S.	42.6	16.7	22.6	81.9
Europe	150.1	258.8	127.9	536.8
Asia	108.5	179.0	78.1	365.6
Other[2]	45.6	17.4	23.5	86.5
Intersegment elimination	(0.7)	(2.3)	—	(3.0)
Total net sales	$ 745.2	$ 825.4	$ 479.4	$ 2,050.0

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

(1) Includes the acceleration of $17.9 million of previously deferred revenue related to a customer's decision to discontinue further investment in commercializing its COVID-19 testing application, of which $9.5 million was recognized in the U.S. and $8.4 million was recognized in Europe in both the three and nine months ended September 30, 2022. See Note 13 for further detail.

(2) Other includes: South America, Middle East, Australia and Africa.

Performance Obligations

The Company's performance obligations are satisfied either at a point in time or over time as work progresses. Revenue from products and services transferred to customers at a point in time approximated 96% of total revenues in both the three and nine months ended September 30, 2022 and 95% of total revenues in both the three and nine months ended September 30, 2021. Revenue from products and services transferred to customers over time approximated 4% of total revenues in both the three and nine months ended September 30, 2022 and 5% of total revenues in both the three and nine months ended September 30, 2021.

Contract Balances

The timing of revenue recognition, billings and cash collections can result in customer receivables, advance payments or billings in excess of revenue recognized. Customer receivables include both amounts billed and currently due from customers as well as unbilled amounts (contract assets) and are included in Receivables on the Condensed Consolidated Balance Sheets. Amounts are billed in accordance with contractual terms or as work progresses. Unbilled amounts arise when the timing of billing differs from the timing of revenue recognized, such as when contract provisions require specific milestones to be met before a customer can be billed. Unbilled amounts primarily relate to performance obligations satisfied over time when the cost-to-cost method is utilized and the revenue recognized exceeds the amount billed to the customer as there is not yet a right to invoice in accordance with contractual terms. Unbilled amounts are recorded as a contract asset when the revenue associated with the contract is recognized prior to billing and derecognized when billed in accordance with the terms of the contract.

The composition of customer receivables was as follows:

	September 30, 2022	December 31, 2021
Billed receivables	$ 393.0	$ 344.0
Unbilled receivables	9.2	10.9
Total customer receivables	$ 402.2	$ 354.9

Advance payments, deposits and billings in excess of revenue recognized are included in Deferred revenue, which is classified as current or noncurrent based on the timing of when the Company expects to recognize the revenue. The current portion is included in Accrued expenses and the noncurrent portion is included in Other noncurrent liabilities on the Condensed Consolidated Balance Sheets. Advance payments and deposits represent contract liabilities and are recorded when customers remit contractual cash payments in advance of the Company satisfying performance obligations under contractual arrangements, including those with performance obligations satisfied over time. The Company generally receives advance payments from customers related to maintenance services which are recognized ratably over the service term. The Company also receives deposits from customers on certain orders which the Company recognizes as revenue at a point in time. Billings in excess of revenue recognized represent contract liabilities and primarily relate to performance obligations satisfied over time when the cost-to-cost method is utilized and revenue cannot yet be recognized as the Company has not completed the corresponding performance obligation. Contract liabilities are derecognized when revenue is recognized and the performance obligation is satisfied.

The composition of Deferred revenue was as follows:

	September 30, 2022	December 31, 2021
Deferred revenue - current	$ 45.2	$ 49.0
Deferred revenue - noncurrent	14.6	32.2
Total deferred revenue[1]	$ 59.8	$ 81.2

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

(1) The balance as of September 30, 2022 has been reduced by the acceleration of previously deferred revenue of $17.9 million related to a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 for further detail.

5. Earnings Per Common Share

Diluted earnings per common share ("EPS") attributable to IDEX is computed by dividing net income attributable to IDEX by the weighted average number of shares of common stock (basic) plus common stock equivalents outstanding (diluted) during the period. Common stock equivalents consist of stock options, which have been included in the calculation of weighted average shares outstanding using the treasury stock method, restricted stock and performance share units.

ASC 260, *Earnings Per Share,* concludes that all outstanding unvested share-based payment awards that contain rights to non-forfeitable dividends participate in undistributed earnings with common shareholders. If awards are considered participating securities, the Company is required to apply the two-class method of computing basic and diluted earnings per share. The Company has determined that its outstanding shares of restricted stock are participating securities. Accordingly, diluted EPS attributable to IDEX was computed using the two-class method prescribed by ASC 260.

Basic weighted average shares outstanding reconciles to diluted weighted average shares outstanding as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Basic weighted average common shares outstanding	75.4	76.0	75.8	76.0
Dilutive effect of stock options, restricted stock and performance share units	0.4	0.5	0.3	0.4
Diluted weighted average common shares outstanding	75.8	76.5	76.1	76.4

Options to purchase approximately 0.5 million and 0.3 million shares of common stock for the three months ended September 30, 2022 and 2021, respectively, and 0.5 million and 0.3 million shares of common stock for the nine months ended September 30, 2022 and 2021, respectively, were not included in the computation of diluted EPS attributable to IDEX because the effect of their inclusion would have been antidilutive.

6. Inventories

The components of inventories as of September 30, 2022 and December 31, 2021 were:

	September 30, 2022	December 31, 2021
Raw materials and component parts	$ 287.5	$ 229.4
Work in process	49.9	47.4
Finished goods	117.9	93.6
Total inventories	$ 455.3	$ 370.4

Inventories are stated at the lower of cost or net realizable value. Cost, which includes material, labor and overhead, is determined on a first in, first out basis.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

7. Goodwill and Intangible Assets

The changes in the carrying amount of goodwill for the nine months ended September 30, 2022, by reportable business segment, were as follows:

	FMT	HST	FSDP	IDEX
Goodwill	$ 701.7	$ 1,264.3	$ 402.3	$ 2,368.3
Accumulated goodwill impairment losses	(20.7)	(149.8)	(30.1)	(200.6)
Balance at December 31, 2021	681.0	1,114.5	372.2	2,167.7
Foreign currency translation	(18.7)	(45.4)	(20.7)	(84.8)
Acquisitions	112.7	—	—	112.7
Acquisition adjustments	0.3	0.9	—	1.2
Disposition of business	(5.6)	—	—	(5.6)
Balance at September 30, 2022	$ 769.7	$ 1,070.0	$ 351.5	$ 2,191.2

ASC 350, *Goodwill and Other Intangible Assets,* requires that goodwill be tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying value. In the first nine months of 2022, there were no events or circumstances that would have required an interim impairment test. Annually, on October 31, goodwill and other acquired intangible assets with indefinite lives are tested for impairment. Based on the results of the Company's annual impairment test at October 31, 2021, all reporting units had fair values in excess of their carrying values.

The following table provides the gross carrying value and accumulated amortization for each major class of intangible asset at September 30, 2022 and December 31, 2021:

	At September 30, 2022				At December 31, 2021		
	Gross Carrying Amount	Accumulated Amortization	Net	Weighted Average Life	Gross Carrying Amount	Accumulated Amortization	Net
Amortized intangible assets:							
Patents	$ 2.9	$ (1.8)	$ 1.1	10	$ 3.2	$ (2.0)	$ 1.2
Trade names	153.7	(76.8)	76.9	15	140.9	(72.4)	68.5
Customer relationships	541.4	(166.7)	374.7	13	495.9	(144.2)	351.7
Unpatented technology	141.2	(60.3)	80.9	13	143.8	(58.8)	85.0
Software	4.5	(0.4)	4.1	5	—	—	—
Total amortized intangible assets	843.7	(306.0)	537.7		783.8	(277.4)	506.4
Indefinite-lived intangible assets:							
Banjo trade name	62.1	—	62.1		62.1	—	62.1
Akron Brass trade name	28.8	—	28.8		28.8	—	28.8
Total intangible assets	$ 934.6	$ (306.0)	$ 628.6		$ 874.7	$ (277.4)	$ 597.3

The Banjo trade name and the Akron Brass trade name are indefinite-lived intangible assets which are tested for impairment on an annual basis in accordance with ASC 350 or more frequently if events or changes in circumstances indicate that the assets might be impaired. Based on the results of the Company's annual impairment test at October 31, 2021, these indefinite-lived intangible assets had fair values in excess of their carrying values. In the first nine months of 2022, there were no events or circumstances that would have required an interim impairment test on these indefinite-lived intangible assets.

Amortization of intangible assets was $17.0 million and $49.2 million for the three and nine months ended September 30, 2022, respectively. Amortization of intangible assets was $16.2 million and $40.7 million for the three and nine months ended

September 30, 2021, respectively. Based on the intangible asset balances as of September 30, 2022, amortization expense is expected to approximate $16.8 million for the remaining three months of 2022, $64.6 million in 2023, $60.2 million in 2024, $58.7 million in 2025 and $56.8 million in 2026.

8. Accrued Expenses

The components of accrued expenses as of September 30, 2022 and December 31, 2021 were:

	September 30, 2022	December 31, 2021
Payroll and related items	$ 87.1	$ 91.5
Management incentive compensation	22.5	25.0
Income taxes payable	22.1	17.9
Insurance	11.3	11.0
Warranty	8.4	7.6
Deferred revenue[1]	45.2	49.0
Lease liability	18.2	17.6
Restructuring	1.4	2.8
Accrued interest	12.0	3.6
Pension and retiree medical obligations	3.5	3.5
Other	32.9	30.3
Total accrued expenses	$ 264.6	$ 259.8

[1] The balance as of September 30, 2022 has been reduced by the acceleration of previously deferred revenue of $3.2 million related to a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 for further detail.

9. Other Noncurrent Liabilities

The components of other noncurrent liabilities as of September 30, 2022 and December 31, 2021 were:

	September 30, 2022	December 31, 2021
Pension and retiree medical obligations	$ 74.9	$ 82.2
Transition tax payable	9.1	14.1
Deferred revenue[1]	14.6	32.2
Lease liability	89.8	93.4
Other	18.3	25.5
Total other noncurrent liabilities	$ 206.7	$ 247.4

[1] The balance as of September 30, 2022 has been reduced by the acceleration of previously deferred revenue of $14.7 million related to a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 for further detail.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

10. Borrowings

Borrowings at September 30, 2022 and December 31, 2021 consisted of the following:

	September 30, 2022	December 31, 2021
3.20% Senior Notes, due June 2023[1]	$ 100.0	$ 100.0
3.37% Senior Notes, due June 2025	100.0	100.0
3.00% Senior Notes, due May 2030	500.0	500.0
2.625% Senior Notes, due June 2031	500.0	500.0
$800.0 million revolving credit facility, due May 2024 ("Revolving Facility")[2]	—	—
Other borrowings	0.1	0.1
Total borrowings	1,200.1	1,200.1
Less deferred debt issuance costs	7.7	8.4
Less unaccreted debt discount	1.3	1.4
Total long-term borrowings	$ 1,191.1	$ 1,190.3

[1] As of September 30, 2022, the $100.0 million 3.20% Senior Notes, due in June 2023, have not been classified as short-term borrowings on the Condensed Consolidated Balance Sheets as the Company has the ability and intent to either refinance or repay the Notes using the available borrowing capacity of the Revolving Facility, due May 2024. As a result, the 3.20% Senior Notes remain classified as long-term borrowings in the Condensed Consolidated Balance Sheets as of September 30, 2022.

[2] At September 30, 2022, there was no balance outstanding under the Revolving Facility and $6.5 million of outstanding letters of credit, resulting in a net available borrowing capacity under the Revolving Facility at September 30, 2022 of approximately $793.5 million.

At September 30, 2022, the Company was in compliance with covenants contained in the credit agreement associated with the Revolving Facility as well as other long-term debt agreements.

Issuance of 2.625% Senior Notes in 2021

On May 28, 2021, the Company completed a public offering of $500.0 million in aggregate principal amount of 2.625% Senior Notes due June 2031 (the "2.625% Senior Notes"). The net proceeds from the offering were approximately $494.7 million, after deducting the issuance discount of $0.6 million, the underwriting commission of $3.3 million and offering expenses of $1.4 million.

On May 17, 2021, the Company provided notice of its election to redeem early, on June 16, 2021, the $350.0 million aggregate principal amount of its then outstanding 4.20% Senior Notes at a redemption price of $350.0 million plus a make-whole redemption premium of $6.7 million using proceeds from the Company's 2.625% Senior Notes discussed above. In addition, the Company recognized the remaining $1.3 million of the pre-tax amount included in Accumulated other comprehensive loss in shareholders' equity related to the interest rate exchange agreement associated with the 4.20% Senior Notes. The Company wrote off the remaining $0.1 million of deferred issuance costs and $0.1 million of the debt issuance discount associated with the 4.20% Senior Notes as well as $0.4 million of deferred taxes for a total loss on early debt redemption of $8.6 million, which was recorded within Other (income) expense - net in the Condensed Consolidated Statements of Income during the nine months ended September 30, 2021.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

11. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures,* defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow) and the cost approach (cost to replace the service capacity of an asset or replacement cost). The standard utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs, other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The following table summarizes the basis used to measure the Company's financial assets (liabilities) at fair value on a recurring basis in the balance sheets at September 30, 2022 and December 31, 2021:

		Basis of Fair Value Measurements		
	Balance at September 30, 2022	Level 1	Level 2	Level 3
Trading securities - mutual funds held in nonqualified SERP[1]	$ 7.1	$ 7.1	$ —	$ —
Available-for-sale securities - equities[2]	38.8	38.8	—	—

		Basis of Fair Value Measurements		
	Balance at December 31, 2021	Level 1	Level 2	Level 3
Trading securities - mutual funds held in nonqualified SERP[1]	$ 11.6	$ 11.6	$ —	$ —
Available-for-sale securities - equities[2]	45.3	45.3	—	—

[1] The Supplemental Executive Retirement Plan ("SERP") investment assets are offset by a SERP liability which represents the Company's obligation to distribute SERP funds to participants.

[2] At September 30, 2022 and December 31, 2021, the securities are included in Other current assets on the Company's Condensed Consolidated Balance Sheets and are available for overnight cash settlement, if necessary, to fund current operations.

There were no transfers of assets or liabilities between Level 1 and Level 2 during the three and nine months ended September 30, 2022 or the year ended December 31, 2021.

The carrying values of the Company's cash and cash equivalents, accounts receivable, marketable securities, accounts payable and accrued expenses approximate fair value because of the short term nature of these instruments. At September 30, 2022 and December 31, 2021, the fair value of the outstanding indebtedness described in Note 10 based on quoted market prices and current market rates for debt with similar credit risk and maturity was approximately $1,024.2 million and $1,219.9 million, respectively, compared to the carrying value of $1,198.8 million and $1,198.7 million, respectively. These fair value measurements are classified as Level 2 within the fair value hierarchy since they are determined based upon significant inputs observable in the market, including interest rates on recent financing transactions to entities with a credit rating similar to the Company's rating.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

12. Leases

The Company leases certain office facilities, warehouses, manufacturing plants, equipment (which includes both office and plant equipment) and vehicles under operating leases. Leases with an initial term of 12 months or less are not recorded on the balance sheet; the Company recognizes lease expense for these leases on a straight-line basis over the lease term.

Certain leases include one or more options to renew. The exercise of lease renewal options is at the Company's sole discretion. The Company does not include renewal periods in any of the leases' terms until the renewal is executed as they are generally not reasonably certain of being exercised. The Company does not have any material purchase options.

Certain of the Company's lease agreements have rental payments that are adjusted periodically for inflation or that are based on usage. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Supplemental balance sheet information related to leases as of September 30, 2022 and December 31, 2021 was as follows:

	Balance Sheet Caption	September 30, 2022	December 31, 2021
Operating leases:			
Building right-of-use assets - net	Other noncurrent assets	$ 99.0	$ 101.0
Equipment right-of-use assets - net	Other noncurrent assets	4.7	6.2
Total right-of-use assets - net		$ 103.7	$ 107.2
Operating leases:			
Current lease liabilities	Accrued expenses	$ 18.2	$ 17.6
Noncurrent lease liabilities	Other noncurrent liabilities	89.8	93.4
Total lease liabilities		$ 108.0	$ 111.0

The components of lease cost for the three and nine months ended September 30, 2022 and 2021 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Operating lease cost [1]	$ 11.4	$ 9.3	$ 27.8	$ 23.8
Variable lease cost	0.6	0.7	1.8	1.9
Total lease expense	$ 12.0	$ 10.0	$ 29.6	$ 25.7

[1] Includes short-term leases, which are immaterial.

Supplemental cash flow information related to leases for the nine months ended September 30, 2022 and 2021 was as follows:

	Nine Months Ended September 30,	
	2022	2021
Cash paid for amounts included in the measurement of operating lease liabilities	$ 28.1	$ 23.1
Right-of-use assets obtained in exchange for new operating lease liabilities	7.1	13.9

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

Other supplemental information related to leases as of September 30, 2022 and December 31, 2021 was as follows:

Lease Term and Discount Rate	September 30, 2022	December 31, 2021
Weighted-average remaining lease term (years):		
Operating leases - building and equipment	7.78	8.50
Operating leases - vehicles	2.11	2.34
Weighted-average discount rate:		
Operating leases - building and equipment	3.24 %	3.27 %
Operating leases - vehicles	1.16 %	1.08 %

The Company uses its incremental borrowing rate to determine the present value of the lease payments.

Total lease liabilities at September 30, 2022 have scheduled maturities as follows:

Maturity of Lease Liabilities	Operating Leases
2022 (excluding the nine months ended September 30, 2022)	$ 5.3
2023	20.3
2024	17.6
2025	16.1
2026	14.0
Thereafter	49.3
Total lease payments	122.6
Less: Imputed interest	(14.6)
Present value of lease liabilities	$ 108.0

13. Restructuring Expenses and Asset Impairments

During the three and nine months ended September 30, 2022 and 2021, the Company incurred restructuring costs to facilitate long-term sustainable growth through cost reduction actions, consisting of employee reductions, facility rationalization and contract termination costs. Restructuring costs include severance costs, exit costs and asset impairments and are included in Restructuring expenses and asset impairments in the Condensed Consolidated Statements of Income. Severance costs primarily consist of severance benefits through payroll continuation, COBRA subsidies, outplacement services, conditional separation costs and employer tax liabilities, while exit costs primarily consist of lease exit and contract termination costs.

2022 Initiative

During the three and nine months ended September 30, 2022, the restructuring costs incurred by the Company primarily related to asset impairments. In addition, the Company also incurred severance costs related to employee reductions.

In the second quarter of 2020, the Company engaged in the development of a COVID-19 testing application with a customer at one of its businesses in the HST segment. As part of this contract, the customer fully funded the $28.7 million investment needed to complete the development and production of microfluidic cartridges during 2020 and 2021. The costs incurred by the Company were primarily recorded as Property, plant & equipment – net in the Condensed Consolidated Balance Sheets and were being depreciated over the expected life of the assets, while the reimbursement was recorded as Deferred revenue in the Condensed Consolidated Balance Sheets and was being recognized as units were shipped.

In the third quarter of 2022, the Company was informed by the customer of its decision to discontinue further investment in commercializing its COVID-19 testing application. This event was deemed a triggering event, which required an interim impairment test be performed on the Property, plant & equipment related to this contract, resulting in an impairment charge of $16.8 million that was recorded as Restructuring expenses and asset impairments in the Condensed Consolidated Statements of

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

Income during three and nine months ended September 30, 2022. In addition, the Company accelerated previously deferred revenue of $17.9 million related to units that are no longer expected to be shipped and recorded it as Net sales in the Condensed Consolidated Statements of Income during the three and nine months ended September 30, 2022.

Pre-tax restructuring expenses and asset impairments by segment for the three and nine months ended September 30, 2022 were as follows:

	Three Months Ended September 30, 2022			
	Severance Costs	Exit Costs	Asset Impairments	Total
Fluid & Metering Technologies	$ 0.1	$ —	$ —	$ 0.1
Health & Science Technologies	0.4	—	16.8	17.2
Fire & Safety/Diversified Products	0.4	—	—	0.4
Corporate/Other	—	—	—	—
Total restructuring costs	$ 0.9	$ —	$ 16.8	$ 17.7

	Nine Months Ended September 30, 2022			
	Severance Costs	Exit Costs	Asset Impairments	Total
Fluid & Metering Technologies	$ 1.6	$ 0.3	$ 0.2	$ 2.1
Health & Science Technologies	0.6	—	16.8	17.4
Fire & Safety/Diversified Products	1.4	—	—	1.4
Corporate/Other	0.2	—	—	0.2
Total restructuring costs	$ 3.8	$ 0.3	$ 17.0	$ 21.1

2021 Initiative

During the three and nine months ended September 30, 2021, the Company incurred severance costs related to employee reductions. In addition, the Company consolidated certain facilities within the FMT segment, which resulted in impairment charges related to property, plant and equipment that was not relocated to the new locations.

Pre-tax restructuring expenses and asset impairments by segment for the three and nine months ended September 30, 2021 were as follows:

	Three Months Ended September 30, 2021			
	Severance Costs	Exit Costs	Asset Impairment	Total
Fluid & Metering Technologies	$ 1.4	$ —	$ 0.6	$ 2.0
Health & Science Technologies	0.6	—	—	0.6
Fire & Safety/Diversified Products	(0.1)	—	—	(0.1)
Corporate/Other	0.7	—	—	0.7
Total restructuring costs	$ 2.6	$ —	$ 0.6	$ 3.2

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

	Nine Months Ended September 30, 2021			
	Severance Costs	Exit Costs	Asset Impairment	Total
Fluid & Metering Technologies	$ 4.0	$ —	$ 0.8	$ 4.8
Health & Science Technologies	1.7	—	—	1.7
Fire & Safety/Diversified Products	0.1	—	—	0.1
Corporate/Other	2.0	—	—	2.0
Total restructuring costs	$ 7.8	$ —	$ 0.8	$ 8.6

Restructuring accruals reflected in Accrued expenses in the Company's Condensed Consolidated Balance Sheets are as follows:

	Restructuring Initiatives
Balance at January 1, 2022	$ 2.8
Restructuring expenses	4.1
Payments, utilization and other	(5.5)
Balance at September 30, 2022	$ 1.4

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

14. Other Comprehensive Loss

The components of Other comprehensive loss are as follows:

	Three Months Ended September 30, 2022			Three Months Ended September 30, 2021		
	Pre-tax	Tax	Net of tax	Pre-tax	Tax	Net of tax
Cumulative translation adjustment	$ (94.9)	$ —	$ (94.9)	$ (28.7)	$ —	$ (28.7)
Pension and other postretirement adjustments	0.6	—	0.6	1.1	(0.3)	0.8
Total other comprehensive loss	$ (94.3)	$ —	$ (94.3)	$ (27.6)	$ (0.3)	$ (27.9)

	Nine Months Ended September 30, 2022			Nine Months Ended September 30, 2021		
	Pre-tax	Tax	Net of tax	Pre-tax	Tax	Net of tax
Cumulative translation adjustment	$ (196.3)	$ —	$ (196.3)	$ (56.9)	$ —	$ (56.9)
Pension and other postretirement adjustments	2.5	(0.7)	1.8	14.2	(3.4)	10.8
Reclassification adjustments for derivatives	—	—	—	3.2	(0.7)	2.5
Total other comprehensive loss	$ (193.8)	$ (0.7)	$ (194.5)	$ (39.5)	$ (4.1)	$ (43.6)

The amounts reclassified from Accumulated other comprehensive loss to net income during the three and nine months ended September 30, 2022 and 2021 are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2022	2021	2022	2021	Income Statement Caption
Pension and other postretirement plans:					
Amortization of net (gain) loss	$ 0.6	$ 1.1	$ 2.5	$ 14.2	Other (income) expense - net
Total before tax	0.6	1.1	2.5	14.2	
Provision for income taxes	—	(0.3)	(0.7)	(3.4)	
Total net of tax	$ 0.6	$ 0.8	$ 1.8	$ 10.8	
Derivatives:					
Reclassification adjustments	$ —	$ —	$ —	$ 3.2	Interest expense
Total before tax	—	—	—	3.2	
Provision for income taxes	—	—	—	(0.7)	
Total net of tax	$ —	$ —	$ —	$ 2.5	

In conjunction with the early redemption of the 4.20% Senior Notes discussed in Note 10, the Company recognized the remaining $1.3 million of the pre-tax amount included in Accumulated other comprehensive loss in shareholders' equity related to the affiliated interest rate contract in Other (income) expense - net in the Condensed Consolidated Statements of Income during the nine months ended September 30, 2021.

15. Share Repurchases

On March 17, 2020, the Company's Board of Directors approved an increase of $500.0 million in the authorized level of repurchases of common stock. This approval is in addition to the prior repurchase authorization of the Board of Directors of $300.0 million on December 1, 2015. These authorizations have no expiration date. Repurchases under the program will be funded with future cash flow generation or borrowings available under the Revolving Facility. During the nine months ended September 30, 2022, the Company repurchased a total of 788,623 shares at a cost of $146.8 million, of which $0.5 million was settled in October 2022. There were no share repurchases during the nine months ended September 30, 2021. As of September 30, 2022, the amount of share repurchase authorization remaining was $565.2 million.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

16. Share-Based Compensation

The Company typically grants equity awards annually at its regularly scheduled first quarter meeting of the Board of Directors based on the recommendation from the Compensation Committee.

The Company's policy is to recognize compensation cost on a straight-line basis, assuming forfeitures, over the requisite service period for the entire award. Classification of stock compensation cost within the Condensed Consolidated Statements of Income is consistent with classification of cash compensation for the same employees.

Stock Options

Stock options generally vest ratably over four years, with vesting beginning one year from the date of grant, and generally expire 10 years from the date of grant. The service period for certain retiree eligible participants is accelerated. Weighted average option fair values and assumptions for the periods specified are disclosed below. The fair value of each option grant was estimated on the date of the grant using the Binomial lattice option pricing model (for options granted before March 2021) or the Black Scholes valuation model (for options granted after February 2021). The adoption of the Black Scholes model in 2021 was driven by a review of option exercise history, which more closely aligned with the methodology of the Black Scholes model.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Weighted average fair value of grants	$52.91	$45.44	$41.90	$38.86
Dividend yield	1.16%	0.96%	1.14%	1.01%
Volatility	25.99%	24.60%	25.16%	23.77%
Risk-free interest rate	3.35%	0.71% - 0.82%	1.87%	0.12% - 1.54%
Expected life (in years)	4.90	4.90	4.90	5.70

Total compensation cost for stock options is recorded in the Condensed Consolidated Statements of Income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cost of goods sold	$ 0.1	$ 0.1	$ 0.4	$ 0.4
Selling, general and administrative expenses	0.7	1.8	6.6	6.3
Total expense before income taxes	0.8	1.9	7.0	6.7
Income tax benefit	(0.1)	(0.2)	(0.6)	(0.6)
Total expense after income taxes	$ 0.7	$ 1.7	$ 6.4	$ 6.1

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

A summary of the Company's stock option activity as of September 30, 2022 and changes during the nine months ended September 30, 2022 are presented in the following table:

Stock Options	Shares	Weighted Average Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
		(Dollars in millions except weighted average price)		
Outstanding at January 1, 2022	1,008,586	$ 147.60	6.97	$ 89.5
Granted	272,530	189.64		
Exercised	(75,104)	120.41		
Forfeited	(85,764)	183.32		
Outstanding at September 30, 2022	1,120,248	$ 156.92	6.95	$ 48.4
Vested and expected to vest as of September 30, 2022	1,080,032	$ 155.67	6.88	$ 48.0
Exercisable at September 30, 2022	560,148	$ 127.47	5.34	$ 40.6

As of September 30, 2022, there was $11.0 million of total unrecognized compensation cost related to stock options that is expected to be recognized over a weighted-average period of 0.9 years.

Restricted Stock

Restricted stock awards generally cliff vest after three years for employees and non-employee directors. The service period for certain retiree eligible participants is accelerated. Unvested restricted stock carries dividend and voting rights and the sale of the shares is restricted prior to the date of vesting. Dividends are paid on restricted stock awards and their fair value is equal to the market price of the Company's stock at the date of the grant. A summary of the Company's restricted stock activity as of September 30, 2022 and changes during the nine months ended September 30, 2022 are presented in the following table:

Restricted Stock	Shares	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2022	107,475	$ 169.58
Granted	43,180	189.44
Vested	(26,684)	153.41
Forfeited	(13,147)	179.66
Unvested at September 30, 2022	110,824	$ 180.01

Total compensation cost for restricted stock is recorded in the Condensed Consolidated Statements of Income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cost of goods sold	$ —	$ 0.1	$ 0.2	$ 0.3
Selling, general and administrative expenses	2.2	1.3	5.4	3.9
Total expense before income taxes	2.2	1.4	5.6	4.2
Income tax benefit	(0.4)	(0.3)	(1.0)	(0.9)
Total expense after income taxes	$ 1.8	$ 1.1	$ 4.6	$ 3.3

As of September 30, 2022, there was $7.0 million of total unrecognized compensation cost related to restricted stock that is expected to be recognized over a weighted-average period of 1.0 year.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

Cash-Settled Restricted Stock

The Company also maintains a cash-settled share-based compensation plan for certain employees. Cash-settled restricted stock awards generally cliff vest after three years. The service period for certain retiree eligible participants is accelerated. Cash-settled restricted stock awards are recorded at fair value on a quarterly basis using the market price of the Company's stock on the last day of the quarter. Dividend equivalents are paid on certain cash-settled restricted stock awards. A summary of the Company's unvested cash-settled restricted stock activity as of September 30, 2022 and changes during the nine months ended September 30, 2022 are presented in the following table:

Cash-Settled Restricted Stock	Shares	Weighted-Average Fair Value
Unvested at January 1, 2022	57,949	$ 236.32
Granted	23,070	189.41
Vested	(20,676)	190.67
Forfeited	(5,762)	199.85
Unvested at September 30, 2022	54,581	$ 199.85

Total compensation (benefit) cost for cash-settled restricted stock is recorded in the Condensed Consolidated Statements of Income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cost of goods sold	$ —	$ —	$ —	$ 0.4
Selling, general and administrative expenses	1.1	0.4	1.1	2.7
Total expense before income taxes[1]	1.1	0.4	1.1	3.1
Income tax benefit	—	—	—	(0.2)
Total expense after income taxes	$ 1.1	$ 0.4	$ 1.1	$ 2.9

[1] The three and nine months ended September 30, 2021 amount was previously included in Share-based compensation expense on the Condensed Consolidated Statements of Cash Flows. This amount has been reclassified to Accrued expenses and Other-net such that the amount presented in Share-based compensation expense on the Condensed Consolidated Statements of Cash Flows relates solely to non-cash awards for both periods presented. There was no change to the reported amount of net cash flows provided by operating activities for three and nine months ended September 30, 2021 as a result of the reclassification.

As of September 30, 2022, there was $4.1 million of total unrecognized compensation cost related to cash-settled restricted shares that is expected to be recognized over a weighted-average period of 1.0 year.

Performance Share Units

Weighted average performance share unit fair values and assumptions for the period specified are disclosed below. The performance share units are market condition awards and have been assessed at fair value on the date of grant using a Monte Carlo simulation model.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

	Nine Months Ended September 30,	
	2022	2021
Weighted average fair value of grants	$235.54	$247.49
Dividend yield	—%	—%
Volatility	28.09%	28.6%
Risk-free interest rate	1.73%	0.33%
Expected life (in years)	2.93	2.93

A summary of the Company's performance share unit activity as of September 30, 2022 and changes during the nine months ended September 30, 2022 are presented in the following table:

Performance Share Units	Shares	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2022	52,025	$ 236.75
Granted	31,370	235.54
Vested	—	—
Forfeited	(12,240)	235.90
Unvested at September 30, 2022	71,155	$ 236.66

On December 31, 2021, 29,840 performance share units vested. Based on the Company's relative total shareholder return rank during the three year period ended December 31, 2021, the Company achieved a 143% payout factor and issued 42,688 common shares in February 2022 for awards that vested in 2021.

Total compensation cost for performance share units is recorded in the Condensed Consolidated Statements of Income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cost of goods sold	$ —	$ —	$ —	$ —
Selling, general and administrative expenses	0.2	1.7	4.0	4.6
Total expense before income taxes	0.2	1.7	4.0	4.6
Income tax benefit	—	(0.1)	(0.1)	(0.2)
Total expense after income taxes	$ 0.2	$ 1.6	$ 3.9	$ 4.4

As of September 30, 2022, there was $5.3 million of total unrecognized compensation cost related to performance share units that is expected to be recognized over a weighted-average period of 0.8 years.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

17. Retirement Benefits

The Company sponsors several qualified and nonqualified defined benefit and defined contribution pension plans as well as other post-retirement plans for its employees. The following tables provide the components of net periodic benefit cost for its major defined benefit plans and its other postretirement plans.

	Pension Benefits			
	Three Months Ended September 30,			
	2022		2021	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	$ —	$ 0.5	$ —	$ 0.5
Interest cost	0.1	0.2	—	0.2
Expected return on plan assets	(0.1)	(0.4)	—	(0.2)
Settlement loss recognized	—	—	—	—
Net amortization	0.1	0.2	0.1	0.5
Net periodic cost	$ 0.1	$ 0.5	$ 0.1	$ 1.0

	Pension Benefits			
	Nine Months Ended September 30,			
	2022		2021	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	$ 0.1	$ 1.4	$ 0.1	$ 1.5
Interest cost	0.2	0.7	0.2	0.6
Expected return on plan assets	(0.2)	(1.0)	(0.8)	(0.7)
Settlement loss recognized	—	—	10.5	—
Net amortization	0.2	0.6	0.3	1.6
Net periodic (benefit) cost	$ 0.3	$ 1.7	$ 10.3	$ 3.0

	Other Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Service cost	$ 0.2	$ 0.2	$ 0.5	$ 0.5
Interest cost	0.1	0.1	0.4	0.3
Net amortization	(0.1)	(0.2)	(0.3)	(0.5)
Net periodic cost	$ 0.2	$ 0.1	$ 0.6	$ 0.3

The Company expects to contribute approximately $4.0 million to its defined benefit plans and $1.2 million to its other post-retirement benefit plans in 2022. During the first nine months of 2022, the Company contributed a total of $3.9 million to fund these plans.

The IDEX Corporation Retirement Plan (“Plan”), a U.S. defined benefit plan, was terminated in May 2020. During the nine months ended September 30, 2021, the Company settled its remaining obligations under the Plan. The Company recognized a net loss of $9.7 million, which was recorded within Other expense (income) - net. The net loss consisted of $10.7 million related to previously deferred pension related costs, partially offset by $1.0 million related to an increase in plan assets remaining after the settlement. As of September 30, 2022, the Company has $0.8 million of surplus assets from the Plan included in Other current assets on the Company’s Condensed Consolidated Balance Sheets all of which will be used to fund the Company’s other retirement benefit plans over the next quarter.

IDEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share amounts)
(unaudited)

18. Legal Proceedings

The Company and certain of its subsidiaries are involved in pending and threatened legal, regulatory and other proceedings arising in the ordinary course of business. These proceedings may pertain to matters such as product liability or contract disputes, and may also involve governmental inquiries, inspections, audits or investigations relating to issues such as tax matters, intellectual property, environmental, health and safety issues, governmental regulations, employment and other matters. Although the results of such legal proceedings cannot be predicted with certainty, the Company believes that the ultimate disposition of these matters will not have a material adverse effect, individually or in the aggregate, on the Company's business, financial condition, results of operations or cash flows.

19. Income Taxes

The Company's provision for income taxes is based upon estimated annual tax rates for the year applied to federal, state and foreign income. The provision for income taxes increased to $49.7 million for the three months ended September 30, 2022 from $35.4 million during the same period in 2021. The effective tax rate decreased to 21.8% for the three months ended September 30, 2022 from 23.4% during the same period in 2021 primarily due to the release of the valuation allowance on a capital loss carryforward that may now be realized as a result of the sale of Knight.

The provision for income taxes increased to $129.2 million for the nine months ended September 30, 2022 from $96.0 million during the same period in 2021. The effective tax rate decreased to 22.1% for the nine months ended September 30, 2022 from 22.5% during the same period in 2021 primarily due to the release of the valuation allowance on a capital loss carryforward that may now be realized as a result of the sale of Knight.

20. Significant Events

On September 13, 2022, the Company entered into a definitive agreement to acquire Muon B.V. and its subsidiaries ("Muon Group") for cash consideration of €700.0 million, subject to customary post-closing adjustments. Muon Group, based in the Netherlands, manufactures highly precise flow paths in a variety of materials that enable the movement of various liquids and gases in critical applications for medical, semiconductor, food processing, digital printing and filtration technologies. Muon Group will expand upon the Company's growing platform of precision technology businesses in the HST segment with its unique technology and product solutions for similar end-customers. With annual sales of approximately €140.0 million, Muon Group will be part of the Company's Scientific Fluidics & Optics reporting unit within the HST segment. The Company expects to close the transaction by the end of the fourth quarter of 2022, subject to regulatory approvals and customary closing conditions.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the Company's Condensed Consolidated Financial Statements and related notes in this quarterly report. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. The Company's actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of several factors, including those set forth under Item 1A, "Risk Factors" in the Company's most recent annual report on Form 10-K and under the heading "Cautionary Statement Under the Private Securities Litigation Reform Act" discussed elsewhere in this quarterly report.

This discussion also includes certain non-GAAP financial measures that have been defined and reconciled to their most directly comparable U.S. GAAP measures later in this Item under the headings "Non-GAAP Disclosures" and "Free Cash Flow." This discussion also includes Operating working capital, which has been defined later in this Item under the heading "Cash Flow Summary." The non-GAAP financial measures disclosed by the Company should not be considered a substitute for, or superior to, financial measures prepared in accordance with U.S. GAAP. The financial results prepared in accordance with U.S. GAAP and the reconciliations from these results should be carefully evaluated.

Overview

IDEX is an applied solutions company specializing in the manufacture of fluid and metering technologies, health and science technologies and fire, safety and other diversified products built to customers' specifications. IDEX's products are sold in niche markets across a wide range of industries throughout the world. Accordingly, IDEX's businesses are affected by levels of industrial activity and economic conditions in the U.S. and in other countries where it does business and by the relationship of the U.S. dollar to other currencies. Levels of capacity utilization and capital spending in certain industries and overall industrial activity are important factors that influence the demand for IDEX's products.

During the nine months ended September 30, 2022, the Company achieved record sales driven by robust demand. Teams continued to navigate the difficult economic environment arising from material availability and logistical challenges in order to deliver for customers. The Company expanded operating margin as its highly differentiated product portfolio enabled strong price capture amid inflation pressures and the Company's focus on execution drove record EPS. Finally, the Company deployed additional capital, both within its existing portfolio and with the acquisitions of Nexsight and KZValve to the IDEX family of businesses as well as through share repurchases.

Select key financial results for the three months ended September 30, 2022 when compared to the same period in the prior year are as follows:

- Sales of $824.0 million increased 16%; organic sales (which excludes acquisitions/divestitures, the impact from the exit of a COVID-19 testing application and foreign currency translation) were up 15%.
- Operating income of $202.2 million increased 25%. Adjusted operating income increased 16% to $201.1 million.
- Operating margin of 24.5% was up 190 basis points. Adjusted operating margin increased 60 basis points to 24.9%.
- Net income attributable to IDEX of $178.7 million increased 54%. Adjusted net income attributable to IDEX increased 18% to $161.9 million.
- Adjusted EBITDA of $231.4 million increased 16% and was 28.7% of adjusted net sales, up 70 basis points.
- Diluted EPS attributable to IDEX of $2.36 increased $0.85, or 56%. Adjusted diluted EPS attributable to IDEX of $2.14 increased $0.35, or 20%.

Select key financial results for the nine months ended September 30, 2022 when compared to the same period in the prior year are as follows:

- Sales of $2.4 billion increased 16%; organic sales (which excludes acquisitions/divestitures, the impact from the exit of a COVID-19 testing application and foreign currency translation) were up 13%.
- Operating income of $576.4 million increased 21%. Adjusted operating income increased 16% to $578.5 million.
- Operating margin of 24.3% was up 110 basis points. Adjusted operating margin increased 30 basis points to 24.6%.
- Net income attributable to IDEX of $456.9 million increased 38%. Adjusted net income attributable to IDEX increased 18% to $465.3 million.
- Adjusted EBITDA of $665.3 million increased 16% and was 28.3% of adjusted net sales, up 40 basis points.
- Diluted EPS attributable to IDEX of $6.00 increased $1.67, or 39%. Adjusted diluted EPS attributable to IDEX of $6.12 increased $0.96, or 19%.

- Cash flows provided by operating activities of $390.1 million were down due to increases in working capital, partially offset by higher earnings. Free cash flow of $342.1 million was 74% of adjusted net income attributable to IDEX.

Results of Operations

The following is a discussion and analysis of the Company's results of operations for the three and nine months ended September 30, 2022 compared with the three and nine months ended September 30, 2021.

Performance for the Three and Nine Months Ended September 30, 2022 Compared with the Same Periods in 2021

	Three Months Ended September 30,			Nine Months Ended September 30,		
(Dollars in millions, except per share amounts)	**2022**	**2021**	**% / bps Change**	**2022**	**2021**	**% / bps Change**
Net sales	**$ 824.0**	**$ 712.0**	**16 %**	**$ 2,371.2**	**$ 2,050.0**	**16 %**
Cost of sales	442.2	400.4	10 %	1,290.0	1,139.7	13 %
Gross profit	**381.8**	**311.6**	**23 %**	**1,081.2**	**910.3**	**19 %**
Gross margin	***46.3 %***	***43.8 %***	***250 bps***	***45.6 %***	***44.4 %***	***120 bps***
Selling, general and administrative expenses	161.9	147.2	10 %	483.7	426.7	13 %
Restructuring expenses and asset impairments	17.7	3.2	453 %	21.1	8.6	145 %
Operating income	**202.2**	**161.2**	**25 %**	**576.4**	**475.0**	**21 %**
Operating margin	***24.5 %***	***22.6 %***	***190 bps***	***24.3 %***	***23.2 %***	***110 bps***
Gain on sale of business	(34.8)	—	100 %	(34.8)	—	100 %
Other (income) expense - net	(1.0)	0.6	267 %	(3.3)	17.0	119 %
Interest expense	9.6	9.5	1 %	28.6	31.4	(9 %)
Income before income taxes	228.4	151.1	51 %	585.9	426.6	37 %
Provision for income taxes	49.7	35.4	40 %	129.2	96.0	35 %
Effective tax rate	*21.8 %*	*23.4 %*	*(160) bps*	*22.1 %*	*22.5 %*	*(40) bps*
Net income attributable to IDEX	**$ 178.7**	**$ 115.7**	**54 %**	**$ 456.9**	**$ 330.6**	**38 %**
Diluted earnings per common share attributable to IDEX	**$ 2.36**	**$ 1.51**	**56 %**	**$ 6.00**	**$ 4.33**	**39 %**

Net Sales

Sales in the third quarter of 2022 increased 16%, reflecting a 15% increase in organic sales, a 3% increase from acquisitions (KZValve - May 2022 and Nexsight - February 2022) net of divestitures (Knight - September 2022), a 3% increase from the acceleration of previously deferred revenue related to the exit of a COVID-19 testing application (see Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail) and a 5% unfavorable impact from foreign currency translation. Sales increased 22% domestically and 9% internationally, and sales to customers outside the U.S. were approximately 46% of total sales in the third quarter of 2022 compared with 49% during the same period in 2021.

Sales in the first nine months of 2022 increased 16%, reflecting a 13% increase in organic sales, a 5% increase from acquisitions (KZValve - May 2022, Nexsight - February 2022, Airtech - June 2021 and ABEL - March 2021) net of divestitures (Knight - September 2022), a 1% increase from the acceleration of previously deferred revenue related to the exit of a COVID-19 testing application and a 3% unfavorable impact from foreign currency translation. Sales increased 26% domestically and 6% internationally, and sales to customers outside the U.S. were approximately 48% of total sales in the first nine months of 2022 compared with 52% during the same period in 2021.

Cost of Sales and Gross Margin

Cost of sales in both the three and nine months ended September 30, 2022 increased due to higher sales volume, inflation and acquisitions. Both gross profit and gross margin increased primarily due to higher volume leverage, favorable price/cost, the acceleration of previously deferred revenue related to the exit of a COVID-19 testing application and lower fair value inventory step-up charges in 2022, partially offset by higher employee-related costs. Gross profit also increased as a result of acquisitions, net of the Knight divestiture, partially offset by an unfavorable impact from foreign currency translation.

Selling, General and Administrative Expenses

Selling, general and administrative expenses in both the three and nine months ended September 30, 2022 increased primarily due to the impact from acquisitions, including amortization, as well as higher discretionary spending, resource investments and employee-related costs compared with the same periods in 2021. Additionally, the nine months ended September 30, 2021 included the $3.5 million impact of a settlement for a Corporate transaction indemnity that did not reoccur in 2022.

Restructuring Expenses and Asset Impairments

Restructuring expenses and asset impairments increased in both the three and nine months ended September 30, 2022 primarily due to an asset impairment related to the exit of a COVID-19 testing application, partially offset by lower severance costs in the three and nine months ended September 30, 2022. See Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail.

Operating Income

Operating income for the third quarter of 2022 increased 25%, reflecting a 25% increase in organic operating income, a 2% increase from acquisitions (KZValve - May 2022 and Nexsight - February 2022) net of divestitures (Knight - September 2022) and a 3% favorable impact from lower restructuring costs which includes the net impact from the exit of a COVID-19 testing application, partially offset by a 5% unfavorable impact from foreign currency translation. The increase in organic operating income is attributable to higher volume leverage, favorable price/cost and the $9.1 million fair value inventory step-up charge related to the Airtech acquisition in the prior year period that did not reoccur in 2022, partially offset by increases in employee-related costs, discretionary spending and resource investments.

Operating income for the first nine months of 2022 increased 21%, reflecting a 19% increase in organic operating income, a 4% increase from acquisitions (KZValve - May 2022, Nexsight - February 2022, Airtech - June 2021 and ABEL - March 2021) net of divestitures (Knight - September 2022) and a 1% favorable impact from lower restructuring costs which includes the net impact from the exit of a COVID-19 testing application, partially offset by a 3% unfavorable impact from foreign currency translation. The increase in organic operating income is attributable to higher volume leverage, favorable price/cost, operational productivity and lower fair value inventory step-up charges in 2022, partially offset by increases in employee-related costs, discretionary spending and resource investments.

Operating Margin

Operating margin for the third quarter of 2022 increased 190 basis points, reflecting a 230 basis point increase in organic operating margin, partially offset by a 30 basis point decrease due to acquisitions primarily driven by higher amortization and a 10 basis point unfavorable impact from the exit of a COVID-19 testing application net of lower severance costs. The increase in organic operating margin is primarily due to higher volume leverage, favorable price/cost and the $9.1 million fair value inventory step-up charge related to the Airtech acquisition in the prior year period that did not reoccur in 2022, partially offset by higher employee-related costs, discretionary spending and resource investments.

Operating margin for the first nine months of 2022 increased 110 basis points, reflecting a 150 basis point increase in organic operating margin, partially offset by a 40 basis point decrease due to acquisitions primarily driven by higher amortization. The increase in organic operating margin is primarily due to higher volume leverage, favorable price/cost, operational productivity and lower fair value inventory step-up charges in 2022, partially offset by higher employee-related costs, discretionary spending and resource investments.

Gain on Sale of Business

In the third quarter of 2022, the Company completed the sale of Knight for proceeds of $49.4 million, net of cash remitted, resulting in a pre-tax gain on the sale of $34.8 million. The Company recorded $5.5 million of income tax expense associated with this transaction as Provision for income taxes in the Condensed Consolidated Statements of Income during the three and nine months ended September 30, 2022.

Other (Income) Expense - Net

Other (income) expense - net increased to $1.0 million of income in the third quarter of 2022 compared to $0.6 million of expense during the same period in 2021, primarily due to foreign currency transaction gains.

Other (income) expense - net increased to $3.3 million of income for the nine months ended September 30, 2022 compared to $17.0 million of expense during the same period in 2021. The nine months ended September 30, 2021 included a $9.7 million noncash loss related to the termination of the U.S. pension plan and an $8.6 million loss on early debt redemption. Additionally, the first nine months of 2022 included foreign currency transaction gains and $3.0 million of gains on the sale of assets, partially offset by $4.1 million of losses on trading securities.

Interest Expense

Interest expense for the three months ended September 30, 2022 was flat compared to the same period in 2021. Interest expense decreased in the nine months ended September 30, 2022 primarily due to lower interest rates on the Company's indebtedness, partially offset by an increase in the amount of debt outstanding compared with the same periods in 2021.

Income Taxes

The provision for income taxes increased in both the three and nine months ended September 30, 2022 compared with the same periods in 2021 primarily due to higher earnings. The effective tax rate decreased to 21.8% and 22.1% for the three and nine months ended September 30, 2022, respectively, compared with 23.4% and 22.5% during the same periods in 2021. The decrease in both periods is primarily due to the release of the valuation allowance on a capital loss carryforward that may now be realized as a result of the sale of Knight.

Results of Reportable Business Segments

The Company has three reportable segments: Fluid & Metering Technologies ("FMT"), Health & Science Technologies ("HST") and Fire & Safety/Diversified Products ("FSDP").

- The FMT segment designs, produces and distributes positive displacement pumps, valves, small volume provers, flow meters, injectors and other fluid-handling pump modules and systems and provides flow monitoring and other services for the food, chemical, general industrial, water and wastewater, agriculture and energy industries.
- The HST segment designs, produces and distributes a wide range of precision fluidics, rotary lobe pumps, centrifugal and positive displacement pumps, roll compaction and drying systems, pneumatic components and sealing solutions, high performance molded and extruded sealing components, custom mechanical and shaft seals, engineered hygienic mixers and valves, biocompatible medical devices and implantables, air compressors and blowers, optical components and coatings, laboratory and commercial equipment, precision photonic solutions and precision gear and peristaltic pump technologies. HST serves a variety of end markets, including food and beverage, pharmaceutical and biopharmaceutical, cosmetics, marine, chemical, wastewater and water treatment, life sciences, research and defense markets.
- The FSDP segment designs, produces and distributes firefighting pumps, valves and controls, rescue tools, lifting bags, other components and systems for the fire and rescue industry, engineered stainless steel banding and clamping devices used in a variety of industrial and commercial applications and precision equipment for dispensing, metering and mixing colorants and paints used in a variety of retail and commercial businesses around the world.

Within its three reportable segments, the Company maintains 13 reporting units where the Company focuses on organic growth and strategic acquisitions. Management's primary measurements of segment performance are sales, operating income and operating margin. The table below illustrates the three reportable segments and the reporting units within each segment.

FMT	HST	FSDP
Pumps	Scientific Fluidics & Optics	Fire & Safety
Water	Sealing Solutions	Dispensing
Energy	Performance Pneumatic Technologies	BAND-IT
Valves	Material Processing Technologies	
Agriculture	Micropump	

The table below illustrates the percentages of the share of sales and operating income contributed by each segment on the basis of total segments (not total Company) for the three and nine months ended September 30, 2022.

	Three Months Ended September 30, 2022				Nine Months Ended September 30, 2022			
	FMT	HST	FSDP	IDEX	FMT	HST	FSDP	IDEX
Sales	37 %	42 %	21 %	100 %	37 %	42 %	21 %	100 %
Operating Income[1]	42 %	38 %	20 %	100 %	41 %	40 %	19 %	100 %

[1] Segment operating income excludes unallocated corporate operating expenses of $21.5 million and $61.1 million for the three and nine months ended September 30, 2022, respectively.

Fluid & Metering Technologies Segment

	Three Months Ended September 30,			Components of Change				
(Dollars in millions)	2022	2021	Change	Organic	Acq/Div[1]	Restructuring	Foreign Currency	Total
Net sales	$ 307.6	$ 251.3	22%	17%	9%	—	(4%)	22%
Operating income	94.5	69.0	37%	31%	6%	4%	(4%)	37%
Operating margin	30.7 %	27.5 %	320 bps	370 bps	(120) bps	70 bps	—	320 bps

	Nine Months Ended September 30,			Components of Change				
(Dollars in millions)	2022	2021	Change	Organic	Acq/Div[1][2]	Restructuring	Foreign Currency	Total
Net sales	$ 879.5	$ 745.9	18%	14%	7%	—	(3%)	18%
Operating income	257.8	195.4	32%	29%	3%	2%	(2%)	32%
Operating margin	29.3 %	26.2 %	310 bps	380 bps	(100) bps	30 bps	—	310 bps

[1] Acquisitions included KZValve - May 2022 and Nexsight - February 2022. Divestitures included Knight - September 2022.
[2] Based on the timing of its acquisition, ABEL results for the first two months of 2022 are reflected in the acquisitions/divestitures column while the remaining year-over-year impact is included in the organic column.

- Sales in the third quarter of 2022 increased 30% domestically and 13% internationally. Sales to customers outside the U.S. were approximately 42% of total segment sales in the third quarter of 2022 compared with 46% during the same period in 2021.
- Sales in the first nine months of 2022 increased 25% domestically and 10% internationally. Sales to customers outside the U.S. were approximately 43% of total segment sales in the first nine months of 2022 compared with 47% during the same period in 2021.
- The change in organic sales for both the three and nine months ended September 30, 2022 was primarily attributed to increases in the Pumps reporting unit due to continued favorable demand in the industrial and energy markets as well as strong price capture. Additionally, there were increases in the Energy reporting unit driven by a continued rebound in the refined fuel, liquefied petroleum gas and aviation markets as well as improved operational performance and increases in the Agriculture reporting unit driven by strong market performance due to favorable commodity prices and global demand.

- Operating margin of 30.7% for the third quarter of 2022 increased 320 basis points compared with 27.5% during the same period in 2021. The change in operating margin was attributed to the following:
  - Organic operating margin increased 370 basis points due to favorable price/cost, strong operational productivity and higher volume leverage, partially offset by increases in employee-related costs, discretionary spending and resource investments.
  - Acquisitions and divestitures negatively impacted operating margin by 120 basis points primarily due to:
    - Incremental intangible asset amortization of $2.3 million related to the Nexsight and KZValve acquisitions, which unfavorably impacted operating margin by 80 basis points; and
    - The dilutive impact from the Nexsight and KZValve acquisitions on overall FMT operating margin.
  - Lower restructuring costs favorably impacted operating margin by 70 basis points.
- Operating margin of 29.3% for the first nine months of 2022 increased 310 basis points compared with 26.2% during the same period in 2021. The change in operating margin was attributed to the following:
  - Organic operating margin increased 380 basis points due to strong operational productivity, favorable price/cost, higher volume leverage and positive mix, partially offset by increases in employee-related costs, discretionary spending and resource investments. Additionally, the prior year period was unfavorably impacted by the fair value inventory step-up charge related to the ABEL acquisition.
  - Acquisitions and divestitures negatively impacted operating margin by 100 basis points primarily due to:
    - Incremental intangible asset amortization of $4.9 million related to the ABEL, Nexsight and KZValve acquisitions, which unfavorably impacted operating margin by 50 basis points; and
    - The dilutive impact from the ABEL, Nexsight and KZValve acquisitions on overall FMT operating margin.
  - Lower restructuring costs favorably impacted operating margin by 30 basis points.

Health & Science Technologies Segment

	Three Months Ended September 30,			Components of Change				
(Dollars in millions)	2022	2021	Change	Organic	Acq/Div	Restructuring[2]	Foreign Currency	Total
Net sales	$ 345.0	$ 302.3	14%	13%	—%	6%	(5%)	14%
Operating income	85.6	70.4	22%	24%	—%	2%	(4%)	22%
Operating margin	24.8 %	23.3 %	150 bps	220 bps	0 bps	(90) bps	20 bps	150 bps

	Nine Months Ended September 30,			Components of Change				
(Dollars in millions)	2022	2021	Change	Organic	Acq/Div[1]	Restructuring[2]	Foreign Currency	Total
Net sales	$ 986.2	$ 827.7	19%	13%	7%	2%	(3%)	19%
Operating income	255.7	213.0	20%	16%	5%	1%	(2%)	20%
Operating margin	25.9 %	25.7 %	20 bps	70 bps	(40) bps	(30) bps	20 bps	20 bps

[1] Based on the timing of its acquisition, Airtech results for the first six months of 2022 are reflected in the acquisitions/ divestitures column while the remaining year-over-year impact is included in the organic column.

[2] Includes restructuring expenses as well as the net impact of the acceleration of previously deferred revenue of $17.9 million and an impairment charge of $16.8 million as a result of a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail.

- Sales in the third quarter of 2022 increased 18% domestically and 10% internationally. Sales to customers outside the U.S. were approximately 49% of total segment sales in the third quarter of 2022 compared with 51% during the same period in 2021.
- Sales in the first nine months of 2022 increased 36% domestically and 6% internationally. Sales to customers outside the U.S. were approximately 51% of total segment sales in the first nine months of 2022 compared with 57% during the same period in 2021.
- The change in organic sales for both the three and nine months ended September 30, 2022 was primarily attributed to increases in the Scientific Fluidics & Optics reporting unit due to strong demand across the analytical instrumentation, life sciences and semiconductor markets as well as targeted growth initiatives tied to Next Gen Sequencing and

satellite broadband. Additionally, there were increases in the Sealing Solutions reporting unit driven by favorable performance in the oil and gas, automotive and industrial markets which more than offset customer supply chain driven softness in the semiconductor market and increases in the Performance Pneumatics Technologies reporting unit driven by strength in the industrial market, price capture and targeted growth initiatives tied to fuel cells.

- Operating margin of 24.8% for the third quarter of 2022 increased 150 basis points compared with 23.3% during the same period in 2021. The change in operating margin was attributed to the following:
  - Organic operating margin increased 220 basis points primarily due to the $9.1 million fair value inventory step-up charge related to the Airtech acquisition in the prior year period that did not reoccur in 2022. Additionally, higher volume leverage and favorable price/cost were more than offset by lower productivity and increases in employee-related costs, discretionary spending and resource investments.
  - Restructuring, which includes the dilutive impact of the exit of a COVID-19 testing application net of lower severance costs, unfavorably impacted operating margin by 90 basis points.
  - Foreign currency translation favorably impacted operating margin by 20 basis points.
- Operating margin of 25.9% for the first nine months of 2022 increased 20 basis points compared with 25.7% during the same period in 2021. The change in operating margin was attributed to the following:
  - Organic operating margin increased 70 basis points primarily due to higher volume leverage, favorable price/cost and the $9.1 million fair value inventory step-up charge related to the Airtech acquisition in the prior year period that did not reoccur in 2022 which were more than offset by lower productivity and increases in employee-related costs, discretionary spending and resource investments.
  - Acquisitions negatively impacted operating margin by 40 basis points as the contributions of the Airtech business were more than offset by incremental intangible asset amortization of $7.9 million, which unfavorably impacted operating margin by 80 basis points.
  - Restructuring, which includes the dilutive impact of the exit of a COVID-19 testing application net of lower severance costs, unfavorably impacted operating margin by 30 basis points.
  - Foreign currency translation favorably impacted operating margin by 20 basis points.

Fire & Safety/Diversified Products Segment

	Three Months Ended September 30,			Components of Change				
(Dollars in millions)	2022	2021	Change	Organic	Acq/Div	Restructuring	Foreign Currency	Total
Net sales	$ 172.4	$ 159.1	8%	14%	—	—	(6%)	8%
Operating income	43.6	39.1	12%	19%	—	(1%)	(6%)	12%
Operating margin	25.3 %	24.6 %	70 bps	110 bps	—	(20) bps	(20) bps	70 bps

	Nine Months Ended September 30,			Components of Change				
(Dollars in millions)	2022	2021	Change	Organic	Acq/Div	Restructuring	Foreign Currency	Total
Net sales	$ 508.3	$ 479.4	6%	10%	—	—	(4%)	6%
Operating income	124.0	126.5	(2%)	4%	—	(1%)	(5%)	(2%)
Operating margin	24.4 %	26.4 %	(200) bps	(170) bps	—	(20) bps	(10) bps	(200) bps

- Sales in the third quarter of 2022 increased 17% domestically and were flat internationally. Sales to customers outside the U.S. were approximately 46% of total segment sales in the third quarter of 2022 compared with 50% during the same period in 2021.
- Sales in the first nine months of 2022 increased 12% domestically and 1% internationally. Sales to customers outside the U.S. were approximately 50% of total segment sales in the first nine months of 2022 compared with 53% during the same period in 2021.
- The change in organic sales for both the three and nine months ended September 30, 2022 was driven by increases in the Fire & Safety reporting unit due to price realization, backlog execution and strong acceptance of targeted growth initiatives. Additionally, increases in the Dispensing reporting unit were due to North American project volume and strong demand in the paint market as well as strong performance in India and increases in the BAND-IT reporting unit were due to strength in the energy market as a result of increases in oil prices as well as favorable performance in the automotive and industrial markets.

- Operating margin of 25.3% for the third quarter of 2022 increased 70 basis points compared with 24.6% during the same period in 2021. The change in operating margin was attributed to the following:
  - Organic operating margin increased 110 basis points due to higher volume, partially offset by higher employee-related costs and unfavorable price/cost due to long-term original equipment manufacturer contracts.
  - Higher restructuring costs unfavorably impacted operating margin by 20 basis points.
  - Foreign currency translation unfavorably impacted operating margin by 20 basis points.
- Operating margin of 24.4% for the first nine months of 2022 decreased 200 basis points compared with 26.4% during the same period in 2021. The change in operating margin was attributed to the following:
  - Organic operating margin decreased 170 basis points driven by unfavorable price/cost due to long-term original equipment manufacturer contracts as well as higher discretionary spending and employee-related costs, partially offset by higher volume.
  - Higher restructuring costs unfavorably impacted operating margin by 20 basis points.
  - Foreign currency translation unfavorably impacted operating margin by 10 basis points.

Liquidity and Capital Resources

Liquidity

Although the COVID-19 pandemic (including the emergence of variant strains) has impacted and may continue to impact the Company's operating cash flows, based on management's current expectations and currently available information, the Company believes current cash, cash from operations and cash available under the Revolving Facility will be sufficient to meet its operating cash requirements, planned capital expenditures, interest and principal payments on all borrowings, pension and postretirement funding requirements, share repurchases and quarterly dividend payments to holders of the Company's common stock for the foreseeable future. Additionally, in the event that suitable businesses are available for acquisition upon acceptable terms, the Company may obtain all or a portion of the financing for these acquisitions through the incurrence of additional borrowings.

At September 30, 2022, working capital was $1,128.5 million and the Company's current ratio was 3.2 to 1. At September 30, 2022, the Company's cash and cash equivalents totaled $680.7 million, of which $497.4 million was held outside of the United States. As of September 30, 2022, there was no balance outstanding under the Revolving Facility and $6.5 million of outstanding letters of credit, resulting in a net available borrowing capacity under the Revolving Facility of $793.5 million. The Company believes that additional borrowings through various financing alternatives remain available, if required.

Cash Flow Summary

The following table is derived from the Condensed Consolidated Statements of Cash Flows:

	Nine Months Ended September 30,	
(In millions)	**2022**	**2021**
Net cash flows provided by (used in):		
Operating activities	$ 390.1	$ 402.2
Investing activities	(224.4)	(624.2)
Financing activities	(274.6)	24.6

Operating Activities

Cash flows provided by operating activities decreased $12.1 million to $390.1 million, primarily due to increases in working capital discussed below, partially offset by higher earnings.

Operating working capital, calculated as accounts receivable plus inventory minus accounts payable, is used by management as a measurement of operational results as well as the short-term liquidity of the Company. The following table details operating working capital as of September 30, 2022 and December 31, 2021:

(In millions)	September 30, 2022	December 31, 2021
Receivables - net	$ 406.1	$ 356.4
Inventories	455.3	370.4
Less: Trade accounts payable	196.6	178.8
Operating working capital	$ 664.8	$ 548.0

Operating working capital increased $116.8 million to $664.8 million at September 30, 2022. Accounts receivable increased $59.4 million as a result of higher volume; inventories increased $99.3 million to support production amid supply chain challenges; and trade accounts payable increased $23.0 million due to higher inventory purchases. These increases were partially offset by an $18.9 million decrease from acquisitions, divestitures and foreign currency translation.

Investing Activities

Cash flows used in investing activities decreased $399.8 million to $224.4 million, primarily due to lower cash outflows for acquisitions with the addition of KZValve and Nexsight in 2022 compared to Airtech and ABEL in 2021, proceeds from the sale of Knight in 2022 and higher proceeds from asset sales in 2022 compared to 2021.

Financing Activities

Cash flows used in financing activities in the nine months ended September 30, 2022 were $274.6 million compared to cash flows provided by financing activities of $24.6 million in the prior year period. During 2022, the Company repurchased 788,623 shares at a cost of $146.8 million, of which $0.5 million did not settle until October, paid $132.2 million in dividends and borrowed and repaid $40.0 million under the Revolving Facility. During 2021, the Company issued $500.0 million of 2.625% Senior Notes, redeemed $350.0 million of 4.20% Senior Notes and paid $120.3 million in dividends.

Free Cash Flow

The Company believes free cash flow, a non-GAAP measure, is an important measure of performance because it provides a measurement of cash generated from operations that is available for payment obligations such as operating cash requirements, planned capital expenditures, interest and principal payments on all borrowings, pension and postretirement funding requirements and quarterly dividend payments to holders of the Company's common stock as well as for funding acquisitions and share repurchases. Free cash flow is calculated as cash flows provided by operating activities less capital expenditures.

The following table reconciles free cash flow to cash flows provided by operating activities:

	Nine Months Ended September 30,	
(Dollars in millions)	2022	2021
Cash flows provided by operating activities	$ 390.1	$ 402.2
Less: Capital expenditures	(48.0)	(45.5)
Free cash flow	$ 342.1	$ 356.7
Free cash flow as a percent of adjusted net income attributable to IDEX[(1)]	73.5 %	90.4 %

[(1)] Free cash flow as a percent of adjusted net income attributable to IDEX reflects the impact of excluding acquisition-related intangible asset amortization, net of related taxes, from adjusted net income attributable to IDEX in both periods presented.

The decrease in free cash flow as compared to 2021 is due to the increases in working capital discussed above, which more than offset higher earnings.

Cash Requirements

Pending Acquisitions

On September 13, 2022, the Company entered into a definitive agreement to acquire Muon Group for cash consideration of €700.0 million, which is expected to be funded with $350.0 million of cash on hand, $150.0 million from the Company's

Revolving Facility and $200.0 million of proceeds from a new debt issuance. The Company expects to close the transaction by the end of the fourth quarter of 2022, subject to regulatory approvals and customary closing conditions.

Capital Expenditures

Capital expenditures are generally expenditures for machinery and equipment that support growth and improved productivity, tooling, business system technology, replacement of equipment and investments in new facilities. Cash flows from operations were more than adequate to fund capital expenditures of $48.0 million and $45.5 million in the first nine months of 2022 and 2021, respectively. The Company believes it has sufficient operating cash flow to continue to meet current obligations and invest in planned capital expenditures.

Debt Repayment

As of September 30, 2022, the Company has $100.0 million of 3.20% Senior Notes due June 2023. The Company expects to either refinance or repay the Notes using the available borrowing capacity of the Revolving Facility, due May 2024.

Share Repurchases

During the nine months ended September 30, 2022, the Company repurchased 788,623 shares at a cost of $146.8 million, of which $0.5 million did not settle until October. There were no share repurchases during the nine months ended September 30, 2021. As of September 30, 2022, the amount of share repurchase authorization remaining was $565.2 million. For additional information regarding the Company's share repurchase program, refer to Note 15 in the Notes to Condensed Consolidated Financial Statements.

Subsequent to September 30, 2022 and through October 21, 2022, the Company has repurchased 6,800 shares at a cost of $1.4 million.

Covenants

There are two key financial covenants that the Company is required to maintain in connection with the Revolving Facility, the 3.20% Senior Notes and the 3.37% Senior Notes, a minimum interest coverage ratio of 3.0 to 1 and a maximum leverage ratio of 3.50 to 1. At September 30, 2022, the Company was in compliance with both of these financial covenants, as the Company's interest coverage ratio was 24.27 to 1 for covenant calculation purposes and the leverage ratio was 1.35 to 1. There are no financial covenants relating to the 2.625% Senior Notes or the 3.00% Senior Notes; however, both are subject to cross-default provisions.

Credit Ratings

The Company's credit ratings, which were independently developed by the following credit agencies, are detailed below:

- S&P Global Ratings affirmed the Company's corporate credit rating of BBB (stable outlook) in August 2022.
- Moody's Investors Service affirmed the Company's corporate credit rating of Baa2 (stable outlook) in December 2021.
- Fitch Ratings reaffirmed the Company's corporate credit rating of BBB+ (stable outlook) in March 2022.

Critical Accounting Estimates

As discussed in the Annual Report on Form 10-K for the year ended December 31, 2021, the preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and judgments that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities, and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. There have been no changes to the Company's critical accounting estimates described in the Annual Report on Form 10-K for the year ended December 31, 2021.

Non-GAAP Disclosures

Set forth below are reconciliations of each of Organic sales, Adjusted net sales, Adjusted gross profit (and Adjusted gross margin), Adjusted operating income (and Adjusted operating margin), Adjusted net income attributable to IDEX, Adjusted diluted earnings per share ("EPS") attributable to IDEX, Earnings before interest, income taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA to its respective most directly comparable U.S. GAAP measure. Management uses these metrics to measure performance of the Company since they exclude items that are not reflective of ongoing operations, such as fair value inventory step-up charges, restructuring expenses and asset impairments, the impact from the exit of a COVID-19 testing application, gain on sale of a business, gains on sales of assets, the impact of a settlement for a Corporate transaction indemnity, the loss on early debt redemption and the noncash loss related to the termination of the U.S. pension plan. Adjusted net income attributable to IDEX and Adjusted diluted EPS attributable to IDEX also exclude acquisition-related intangible asset amortization. Management also supplements its U.S. GAAP financial statements with adjusted information to provide investors with greater insight, transparency and a more comprehensive understanding of the information used by management in its financial and operational decision making. The reconciliation of segment EBITDA and Adjusted segment EBITDA to net income was performed on a consolidated basis due to the fact that the Company does not allocate consolidated interest expense or the consolidated provision for income taxes to its segments.

This report references organic sales and organic operating income, non-GAAP measures, that exclude (1) the impact of foreign currency translation (2) sales and operating income, respectively, from acquired or divested businesses during the first 12 months of ownership or prior to divestiture and (3) the impact from the exit of a COVID-19 testing application. The portion of sales and operating income attributable to foreign currency translation is calculated as the difference between (a) the period-to-period change in organic sales and organic operating income, respectively, and (b) the period-to-period change in organic sales and organic operating income, respectively, after applying prior period foreign exchange rates to the current year period. Management believes that reporting organic sales and organic operating income provides useful information to investors by helping to identify underlying growth trends in the Company's business and facilitating easier comparisons of the Company's revenue and operating performance with prior and future periods and to its peers. The Company excludes the effect of foreign currency translation from organic sales and organic operating income because foreign currency translation is not under management's control, is subject to volatility and can obscure underlying business trends. The Company excludes the effect of acquisitions and divestitures because they can obscure underlying business trends and make comparisons of long-term performance difficult due to the varying nature, size and number of transactions from period to period and between the Company and its peers. The Company excludes the impact from the exit of a COVID-19 testing application because it is not reflective of ongoing operations and can obscure underlying business trends.

Given the acquisitive nature of the Company, which results in a higher level of amortization expense from recently acquired businesses, management uses EBITDA as an internal operating metric to provide another representation of the businesses' performance across the Company's three segments and for enterprise valuation purposes. Management believes that EBITDA is useful to investors as an indicator of the strength and performance of the Company and a way to evaluate and compare operating performance and value companies within the Company's industry. Management believes that EBITDA margin is useful for the same reason as EBITDA. EBITDA is also used to calculate certain financial covenants such as EBITDA interest coverage, which is EBITDA divided by consolidated interest expense. In addition, this report presents Adjusted EBITDA, which is EBITDA adjusted for items that are not reflective of ongoing operations as discussed above and Adjusted EBITDA interest coverage, which is Adjusted EBITDA divided by consolidated interest expense. Management believes that Adjusted EBITDA is useful as a performance indicator of ongoing operations. The Company believes that Adjusted EBITDA is also useful to some investors as an indicator of the strength and performance of the Company and its segments' ongoing business operations and a way to evaluate and compare operating performance and value companies within the Company's industry. The definition of Adjusted EBITDA used here may differ from that used by other companies.

This report also references free cash flow. This non-GAAP measure is discussed and reconciled to its most directly comparable U.S. GAAP measure in the section above titled "Cash Flow Summary."

The non-GAAP financial measures disclosed by the Company should not be considered a substitute for, or superior to, financial measures prepared in accordance with U.S. GAAP. Due to rounding, numbers presented throughout this and other documents may not add up or recalculate precisely. The financial results prepared in accordance with U.S. GAAP and the reconciliations from these results should be carefully evaluated.

1. Reconciliations of the Change in Net Sales to Organic Net Sales

	Three Months Ended September 30, 2022			
	FMT	HST	FSDP	IDEX
Change in net sales	22 %	14 %	8 %	16 %
- Net impact from acquisitions/divestitures	9 %	—	—	3 %
- Impact from foreign currency	(4 %)	(5 %)	(6 %)	(5 %)
- Impact from the exit of a COVID-19 testing application[1]	—	6 %	—	3 %
Change in organic net sales	17 %	13 %	14 %	15 %

	Nine Months Ended September 30, 2022			
	FMT	HST	FSDP	IDEX
Change in net sales	18 %	19 %	6 %	16 %
- Net impact from acquisitions/divestitures	7 %	7 %	—	5 %
- Impact from foreign currency	(3 %)	(3 %)	(4 %)	(3 %)
- Impact from the exit of a COVID-19 testing application[1]	—	2 %	—	1 %
Change in organic net sales	14 %	13 %	10 %	13 %

(1) Represents the acceleration of previously deferred revenue of $17.9 million as a result of a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail.

2. Reconciliations of Reported-to-Adjusted Gross Profit and Margin and Net Sales to Adjusted Net Sales

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Gross profit	$ 381.8	$ 311.6	$ 1,081.2	$ 910.3
- Impact from the exit of a COVID-19 testing application[1]	(17.9)	—	(17.9)	—
+ Fair value inventory step-up charges	—	9.1	0.4	11.6
Adjusted gross profit	$ 363.9	$ 320.7	$ 1,063.7	$ 921.9
Net sales	$ 824.0	$ 712.0	$ 2,371.2	$ 2,050.0
- Impact from the exit of a COVID-19 testing application[1]	(17.9)	—	(17.9)	—
Adjusted net sales	806.1	712.0	2,353.3	2,050.0
Gross margin	46.3 %	43.8 %	45.6 %	44.4 %
Adjusted gross margin	45.1 %	45.0 %	45.2 %	45.0 %

(1) Represents the acceleration of previously deferred revenue of $17.9 million as a result of a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail.

3. Reconciliations of Reported-to-Adjusted Operating Income and Margin and Net Sales to Adjusted Net Sales

	Three Months Ended September 30,									
	2022					2021				
	FMT	HST	FSDP	Corporate	IDEX	FMT	HST	FSDP	Corporate	IDEX
Reported operating income (loss)	$ 94.5	$ 85.6	$ 43.6	$ (21.5)	$ 202.2	$ 69.0	$ 70.4	$ 39.1	$ (17.3)	$ 161.2
+ Fair value inventory step-up charges	—	—	—	—	—	—	9.1	—	—	9.1
+ Restructuring expenses and asset impairments	—	—	—	—	—	2.0	0.6	(0.1)	0.7	3.2
- Net impact from the exit of a COVID-19 testing application[1]	—	(1.1)	—	—	(1.1)	—	—	—	—	—
+ Corporate transaction indemnity	—	—	—	—	—	—	—	—	(0.4)	(0.4)
Adjusted operating income (loss)	$ 94.5	$ 84.5	$ 43.6	$ (21.5)	$ 201.1	$ 71.0	$ 80.1	$ 39.0	$ (17.0)	$ 173.1
Net sales (eliminations)	$ 307.6	$ 345.0	$ 172.4	$ (1.0)	$ 824.0	$ 251.3	$ 302.3	$ 159.1	$ (0.7)	$ 712.0
- Impact from the exit of a COVID-19 testing application[1]	—	(17.9)	—	—	(17.9)	—	—	—	—	—
Adjusted net sales (eliminations)	307.6	327.1	172.4	(1.0)	806.1	251.3	302.3	159.1	(0.7)	712.0
Reported operating margin	30.7 %	24.8 %	25.3 %	n/m	24.5 %	27.5 %	23.3 %	24.6 %	n/m	22.6 %
Adjusted operating margin	30.7 %	25.8 %	25.3 %	n/m	24.9 %	28.2 %	26.5 %	24.6 %	n/m	24.3 %

	Nine Months Ended September 30,									
	2022					2021				
	FMT	HST	FSDP	Corporate	IDEX	FMT	HST	FSDP	Corporate	IDEX
Reported operating income (loss)	$ 257.8	$ 255.7	$ 124.0	$ (61.1)	$ 576.4	$ 195.4	$ 213.0	$ 126.5	$ (59.9)	$ 475.0
+ Fair value inventory step-up charges	0.4	—	—	—	0.4	2.5	9.1	—	—	11.6
+ Restructuring expenses and asset impairments	1.7	0.1	1.0	—	2.8	4.8	1.7	0.1	2.0	8.6
- Net impact from the exit of a COVID-19 testing application[1]	—	(1.1)	—	—	(1.1)	—	—	—	—	—
+ Corporate transaction indemnity	—	—	—	—	—	—	—	—	3.5	3.5
Adjusted operating income (loss)	$ 259.9	$ 254.7	$ 125.0	$ (61.1)	$ 578.5	$ 202.7	$ 223.8	$ 126.6	$ (54.4)	$ 498.7
Net sales (eliminations)	$ 879.5	$ 986.2	$ 508.3	$ (2.8)	$ 2,371.2	$ 745.9	$ 827.7	$ 479.4	$ (3.0)	$ 2,050.0
- Impact from the exit of a COVID-19 testing application[1]	—	(17.9)	—	—	(17.9)	—	—	—	—	—
Adjusted net sales (eliminations)	879.5	968.3	508.3	(2.8)	2,353.3	745.9	827.7	479.4	(3.0)	2,050.0
Reported operating margin	29.3 %	25.9 %	24.4 %	n/m	24.3 %	26.2 %	25.7 %	26.4 %	n/m	23.2 %
Adjusted operating margin	29.6 %	26.3 %	24.6 %	n/m	24.6 %	27.2 %	27.0 %	26.4 %	n/m	24.3 %

(1) Represents the net impact of the acceleration of previously deferred revenue of $17.9 million and an impairment charge of $16.8 million as a result of a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail.

4. Reconciliations of Reported-to-Adjusted Net Income and Diluted EPS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Reported net income attributable to IDEX	$ 178.7	$ 115.7	$ 456.9	$ 330.6
+ Restructuring expenses and asset impairments	—	3.2	2.8	8.6
+ Tax impact on restructuring expenses and asset impairments	—	(0.7)	(0.7)	(2.1)
+ Fair value inventory step-up charges	—	9.1	0.4	11.6
+ Tax impact on fair value inventory step-up charges	—	(2.0)	(0.1)	(2.7)
- Net impact from the exit of a COVID-19 testing application[(1)]	(1.1)	—	(1.1)	—
+ Tax impact on the exit of a COVID-19 testing application	0.3	—	0.3	—
- Gain on sale of business	(34.8)	—	(34.8)	—
+ Tax impact on gain on sale of business	5.5	—	5.5	—
- Gains on sales of assets	—	—	(2.7)	—
+ Tax impact on gains on sales of assets	—	—	0.6	—
+ Corporate transaction indemnity	—	(0.4)	—	3.5
+ Tax impact on Corporate transaction indemnity	—	0.1	—	(0.8)
+ Loss on early debt redemption	—	—	—	8.6
+ Tax impact on loss on early debt redemption	—	—	—	(1.8)
+ Termination of the U.S. pension plan	—	—	—	9.7
+ Tax impact on termination of the U.S. pension plan	—	—	—	(2.1)
+ Acquisition-related intangible asset amortization	17.0	16.2	49.2	40.7
+ Tax impact on acquisition-related intangible asset amortization	(3.7)	(3.7)	(11.0)	(9.3)
Adjusted net income attributable to IDEX	$ 161.9	$ 137.5	$ 465.3	$ 394.5

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Reported diluted EPS attributable to IDEX	$ 2.36	$ 1.51	$ 6.00	$ 4.33
+ Restructuring expenses and asset impairments	—	0.04	0.04	0.11
+ Tax impact on restructuring expenses and asset impairments	—	(0.01)	(0.01)	(0.03)
+ Fair value inventory step-up charges	—	0.12	—	0.15
+ Tax impact on fair value inventory step-up charges	—	(0.03)	—	(0.04)
- Net impact from the exit of a COVID-19 testing application[(1)]	(0.01)	—	(0.01)	—
+ Tax impact on the exit of a COVID-19 testing application	—	—	—	—
- Gain on sale of business	(0.46)	—	(0.46)	—
+ Tax impact on gain on sale of business	0.07	—	0.07	—
- Gains on sales of assets	—	—	(0.03)	—
+ Tax impact on gains on sales of assets	—	—	0.01	—
+ Corporate transaction indemnity	—	—	—	0.05
+ Tax impact on Corporate transaction indemnity	—	—	—	(0.01)
+ Loss on early debt redemption	—	—	—	0.11
+ Tax impact on loss on early debt redemption	—	—	—	(0.02)
+ Termination of the U.S. pension plan	—	—	—	0.13
+ Tax impact on termination of the U.S. pension plan	—	—	—	(0.03)
+ Acquisition-related intangible asset amortization	0.23	0.21	0.65	0.53
+ Tax impact on acquisition-related intangible asset amortization	(0.05)	(0.05)	(0.14)	(0.12)
Adjusted diluted EPS attributable to IDEX	$ 2.14	$ 1.79	$ 6.12	$ 5.16
Diluted weighted average shares outstanding	75.8	76.5	76.1	76.4

(1) Represents the net impact of the acceleration of previously deferred revenue of $17.9 million and an impairment charge of $16.8 million as a result of a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail.

5. Reconciliations of EBITDA to Net Income

	Three Months Ended September 30,									
	2022					2021				
	FMT	HST	FSDP	Corporate	IDEX	FMT	HST	FSDP	Corporate	IDEX
Reported operating income (loss)	$ 94.5	$ 85.6	$ 43.6	$ (21.5)	$ 202.2	$ 69.0	$ 70.4	$ 39.1	$ (17.3)	$ 161.2
+ Gain on sale of business	—	—	—	34.8	34.8	—	—	—	—	—
+ Other income (expense), net	0.2	1.1	0.5	(0.8)	1.0	(0.4)	0.2	—	(0.4)	(0.6)
+ Depreciation and amortization	9.7	15.8	3.7	0.1	29.3	7.8	15.3	3.8	0.1	27.0
EBITDA	104.4	102.5	47.8	12.6	267.3	76.4	85.9	42.9	(17.6)	187.6
- Interest expense					9.6					9.5
- Provision for income taxes					49.7					35.4
- Depreciation and amortization					29.3					27.0
Reported net income					$ 178.7					$ 115.7
Net sales (eliminations)	$ 307.6	$ 345.0	$ 172.4	$ (1.0)	$ 824.0	$ 251.3	$ 302.3	$ 159.1	$ (0.7)	$ 712.0
Reported operating margin	30.7 %	24.8 %	25.3 %	n/m	24.5 %	27.5 %	23.3 %	24.6 %	n/m	22.6 %
EBITDA margin	33.9 %	29.7 %	27.8 %	n/m	32.4 %	30.4 %	28.4 %	26.9 %	n/m	26.3 %
EBITDA interest coverage					28.1					19.7

	Nine Months Ended September 30,									
	2022					2021				
	FMT	HST	FSDP	Corporate	IDEX	FMT	HST	FSDP	Corporate	IDEX
Reported operating income (loss)	$ 257.8	$ 255.7	$ 124.0	$ (61.1)	$ 576.4	$ 195.4	$ 213.0	$ 126.5	$ (59.9)	$ 475.0
+ Gain on sale of business	—	—	—	34.8	34.8	—	—	—	—	—
+ Other income (expense), net	2.0	2.5	2.6	(3.8)	3.3	(6.0)	0.3	(1.8)	(9.5)	(17.0)
+ Depreciation and amortization	27.1	47.6	11.2	0.3	86.2	22.8	38.4	11.5	0.3	73.0
EBITDA	286.9	305.8	137.8	(29.8)	700.7	212.2	251.7	136.2	(69.1)	531.0
- Interest expense					28.6					31.4
- Provision for income taxes					129.2					96.0
- Depreciation and amortization					86.2					73.0
Reported net income					$ 456.7					$ 330.6
Net sales (eliminations)	$ 879.5	$ 986.2	$ 508.3	$ (2.8)	$ 2,371.2	$ 745.9	$ 827.7	$ 479.4	$ (3.0)	$ 2,050.0
Reported operating margin	29.3 %	25.9 %	24.4 %	n/m	24.3 %	26.2 %	25.7 %	26.4 %	n/m	23.2 %
EBITDA margin	32.6 %	31.0 %	27.1 %	n/m	29.5 %	28.4 %	30.4 %	28.4 %	n/m	25.9 %
EBITDA interest coverage					24.5					16.9

6. Reconciliations of EBITDA to Adjusted EBITDA

	Three Months Ended September 30,									
	2022					2021				
	FMT	HST	FSDP	Corporate	IDEX	FMT	HST	FSDP	Corporate	IDEX
EBITDA[1]	$ 104.4	$ 102.5	$ 47.8	$ 12.6	$ 267.3	$ 76.4	$ 85.9	$ 42.9	$ (17.6)	$ 187.6
+ Fair value inventory step-up charges	—	—	—	—	—	—	9.1	—	—	9.1
+ Restructuring expenses and asset impairments	—	—	—	—	—	2.0	0.6	(0.1)	0.7	3.2
- Net impact from the exit of a COVID-19 testing application[2]	—	(1.1)	—	—	(1.1)	—	—	—	—	—
+ Corporate transaction indemnity	—	—	—	—	—	—	—	—	(0.4)	(0.4)
- Gain on sale of business	—	—	—	(34.8)	(34.8)	—	—	—	—	—
Adjusted EBITDA	$ 104.4	$ 101.4	$ 47.8	$ (22.2)	$ 231.4	$ 78.4	$ 95.6	$ 42.8	$ (17.3)	$ 199.5
Adjusted net sales (eliminations)	$ 307.6	$ 327.1	$ 172.4	$ (1.0)	$ 806.1	$ 251.3	$ 302.3	$ 159.1	$ (0.7)	$712.0
Adjusted EBITDA margin	33.9 %	31.0 %	27.8 %	n/m	28.7 %	31.2 %	31.6 %	26.9 %	n/m	28.0 %
Adjusted EBITDA interest coverage					24.3					21.0

	Nine Months Ended September 30,									
	2022					2021				
	FMT	HST	FSDP	Corporate	IDEX	FMT	HST	FSDP	Corporate	IDEX
EBITDA[1]	$ 286.9	$ 305.8	$ 137.8	$ (29.8)	$ 700.7	$ 212.2	$ 251.7	$ 136.2	$ (69.1)	$ 531.0
+ Fair value inventory step-up charges	0.4	—	—	—	0.4	2.5	9.1	—	—	11.6
+ Restructuring expenses and asset impairments	1.7	0.1	1.0	—	2.8	4.8	1.7	0.1	2.0	8.6
- Net impact from the exit of a COVID-19 testing application[2]	—	(1.1)	—	—	(1.1)	—	—	—	—	—
+ Corporate transaction indemnity	—	—	—	—	—	—	—	—	3.5	3.5
- Gain on sale of business	—	—	—	(34.8)	(34.8)	—	—	—	—	—
- Gains on sales of assets	(1.2)	—	(1.5)	—	(2.7)	—	—	—	—	—
+ Loss on early debt redemption	—	—	—	—	—	—	—	—	8.6	8.6
+ Termination of the U.S. pension plan	—	—	—	—	—	6.3	—	1.8	1.6	9.7
Adjusted EBITDA	$ 287.8	$ 304.8	$ 137.3	$ (64.6)	$ 665.3	$ 225.8	$ 262.5	$ 138.1	$ (53.4)	$ 573.0
Adjusted net sales (eliminations)	$ 879.5	$ 968.3	$ 508.3	$ (2.8)	$ 2,353.3	$ 745.9	$ 827.7	$ 479.4	$ (3.0)	$2,050.0
Adjusted EBITDA margin	32.7 %	31.5 %	27.0 %	n/m	28.3 %	30.3 %	31.7 %	28.8 %	n/m	27.9 %
Adjusted EBITDA interest coverage					23.3					18.2

(1) EBITDA, a non-GAAP financial measure, is reconciled to net income, its most directly comparable U.S. GAAP financial measure, immediately above in Table 5.

(2) Represents the net impact of the acceleration of previously deferred revenue of $17.9 million and an impairment charge of $16.8 million as a result of a customer's decision to discontinue further investment in commercializing its COVID-19 testing application. See Note 13 in the Notes to Condensed Consolidated Financial Statements for further detail.

Cautionary Statement Under the Private Securities Litigation Reform Act

This quarterly report on Form 10-Q, including the "Overview," "Results of Operations" and "Liquidity and Capital Resources" sections of this Management's Discussion and Analysis of Financial Condition and Results of Operations, contains "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. These statements may relate to, among other things, the Company's full year 2022 outlook including expected organic sales growth, expected earnings per share and adjusted earnings per share, and the assumptions underlying these expectations, anticipated future acquisition behavior and capital deployment, availability of cash and financing alternatives, the intent to refinance or repay the Notes using the available borrowing capacity of the Revolving Facility, the anticipated timing of the closing of and the anticipated sources of funding for the Company's acquisition of Muon Group and the anticipated benefits of the Company's acquisitions, including the acquisitions of ABEL, Airtech, Nexsight, KZValve and Muon Group, and are indicated by words or phrases such as "anticipates," "estimates," "plans," "guidance," "expects," "projects," "forecasts," "should," "could," "will," "management believes," "the Company believes," "the Company intends" and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this report. The risks and uncertainties include, but are not limited to, the following: the impact of health epidemics and pandemics, including the COVID-19 pandemic, and the impact of related governmental actions, on the Company's ability to operate its business and facilities, on its customers, on supply chains and on the U.S. and global economy generally; economic and political consequences resulting from terrorist attacks and wars, including Russia's invasion of Ukraine and the global response to this invasion, which, along with the ongoing effects of the COVID-19 pandemic, could have an adverse impact on the Company's business by creating disruptions in the global supply chain and by potentially having an adverse impact on the global economy; levels of industrial activity and economic conditions in the U.S. and other countries around the world, including uncertainties in the financial markets; pricing pressures, including inflation and rising interest rates, and other competitive factors and levels of capital spending in certain industries, all of which could have a material impact on order rates and the Company's results; the Company's ability to make acquisitions and to integrate and operate acquired businesses on a profitable basis; the relationship of the U.S. dollar to other currencies and its impact on pricing and cost competitiveness; political and economic conditions in foreign countries in which the Company operates; developments with respect to trade policy and tariffs; interest rates; capacity utilization and the effect this has on costs; labor markets; supply chain backlogs, including risks affecting component availability, labor inefficiencies and freight logistical challenges; market conditions and material costs; risks related to environmental, social and corporate governance ("ESG") issues, including those related to climate change and sustainability; and developments with respect to contingencies, such as litigation and environmental matters. Additional factors that could cause actual results to differ materially from those reflected in the forward-looking statements include, but are not limited to, the risks discussed in the "Risk Factors" section included in the Company's most recent annual report on Form 10-K and the Company's subsequent quarterly reports filed with the Securities and Exchange Commission ("SEC") and the other risks discussed in the Company's filings with the SEC. The forward-looking statements included here are only made as of the date of this report, and management undertakes no obligation to publicly update them to reflect subsequent events or circumstances, except as may be required by law. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented here.

Item 3. ***Quantitative and Qualitative Disclosures About Market Risk***

The Company is subject to market risk associated with changes in foreign currency exchange rates and interest rates as well as inflationary factors. The Company may, from time to time, enter into foreign currency forward contracts and interest rate swaps on its debt when it believes there is a financial advantage in doing so. A treasury risk management policy, adopted by the Board of Directors, describes the procedures and controls over derivative financial and commodity instruments, including foreign currency forward contracts and interest rate swaps. Under the policy, the Company does not use financial or commodity derivative instruments for trading purposes and the use of these instruments is subject to strict approvals by senior officers. Typically, the use of derivative instruments is limited to foreign currency forward contracts and interest rate swaps on the Company's outstanding long-term debt. As of September 30, 2022, the Company did not have any derivative instruments outstanding.

Foreign Currency Exchange Rates

The Company's foreign currency exchange rate risk is limited principally to the Euro, Swiss Franc, British Pound, Canadian Dollar, Indian Rupee, Chinese Renminbi and Swedish Krona. The Company manages its foreign exchange risk principally through invoicing customers in the same currency as the source of products. Foreign currency transaction gains and losses are reported within Other (income) expense - net in the Condensed Consolidated Statements of Income.

Interest Rate Fluctuations

The Company does not have significant interest rate exposure due to all of the $1,200.1 million of debt outstanding as of September 30, 2022 being fixed rate debt. The Company's Revolving Facility bears interest at either an alternate base rate or adjusted LIBOR plus, in each case, an applicable margin. At September 30, 2022, there was no balance outstanding under the Revolving Facility; however, as discussed above in the "Liquidity and Capital Resources" section of this Management's Discussion and Analysis of Financial Condition and Results of Operations, the Company expects to fund the recently announced acquisition of the Muon Group with $150.0 million from the Company's Revolving Facility and $200.0 million of proceeds from a new debt issuance, which would be subject to interest rate fluctuations.

Inflation Risk

We source a wide variety of materials and components from a network of global suppliers. While such materials are typically available from numerous suppliers, they are subject to price fluctuations, which could have a negative impact on our results. We seek to minimize the effects of inflation and changing prices through price increases to maintain reasonable gross margins.

Item 4. ***Controls and Procedures***

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by SEC Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2022.

There has been no change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. ***Legal Proceedings***

The Company and its subsidiaries are party to legal proceedings arising in the ordinary course of business as described in Note 18 in Part I, Item 1, "Legal Proceedings," and such disclosure is incorporated by reference into this Item 1, "Legal Proceedings."

The Company's threshold for disclosing material environmental legal proceedings involving a government authority where potential monetary sanctions are involved is $1.0 million.

In addition, the Company and seven of its subsidiaries are presently named as defendants in a number of lawsuits claiming various asbestos-related personal injuries, allegedly as a result of exposure to products manufactured with components that contained asbestos. These components were acquired from third party suppliers and were not manufactured by the Company or any of the defendant subsidiaries. To date, the majority of the Company's settlements and legal costs, except for costs of coordination, administration, insurance investigation and a portion of defense costs, have been covered in full by insurance, subject to applicable deductibles. However, the Company cannot predict whether and to what extent insurance will be available to continue to cover these settlements and legal costs, or how insurers may respond to claims that are tendered to them. Asbestos-related claims have been filed in jurisdictions throughout the United States and the United Kingdom. Most of the claims resolved to date have been dismissed without payment. The balance of the claims have been settled for various immaterial amounts. Only one case has been tried, resulting in a verdict for the Company's business unit. No provision has been made in the financial statements of the Company, other than for insurance deductibles in the ordinary course, and the Company does not currently believe the asbestos-related claims will have a material adverse effect on the Company's business, financial position, results of operations or cash flows.

Item 1A. ***Risk Factors***

There have been no material changes with respect to risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

The following table provides information about the Company's purchases of its common stock during the quarter ended September 30, 2022:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[1]	Approximate Dollar Value that May Yet be Purchased Under the Plans or Programs[1]
July 1, 2022 to July 31, 2022	152,312	$ 184.95	152,312	$ 568,012,659
August 1, 2022 to August 31, 2022	—	—	—	568,012,659
September 1, 2022 to September 30, 2022	14,121	199.54	14,121	565,194,924
Total	166,433	$ 186.18	166,433	$ 565,194,924

(1) On March 17, 2020, the Company's Board of Directors approved an increase of $500.0 million in the authorized level of repurchases of common stock. This approval is in addition to the prior repurchase authorization of the Board of Directors of $300.0 million on December 1, 2015. These authorizations have no expiration date.

Item 5. ***Other Information***

On and effective October 24, 2022, the Company's Board of Directors (the "Board") adopted amendments to the Company's Amended and Restated Bylaws (the "Restated Bylaws") as follows:

a. Specify that meetings of stockholders may be adjourned for technical failures associated with virtual meetings and enhance procedures for reconvening an adjourned meeting;
b. Enhance procedures with respect to stockholder nominations of directors and submissions of stockholder proposals (other than proposals to be included in the Company's proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended) at meetings of stockholders;

c. Specify additional types of information and representations that a nominating stockholder or its proposed director nominee must provide to the Company in connection with a director nomination;
d. Clarify the procedures for excluding business (including a director nomination) that is not properly brought before a meeting of stockholders; and
e. Eliminate the requirement that a complete list of the stockholders entitled to vote at a meeting of stockholders be kept available at such meeting, as such action is no longer mandated by Delaware law.

The foregoing summary of the Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Restated Bylaws, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

Item 6. ***Exhibits***

Exhibit Number	Description
3.1*	Second Amended and Restated Bylaws of IDEX Corporation, effective as of October 24, 2022
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of Sarbanes Oxley Act of 2002
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of Sarbanes Oxley Act of 2002
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
101*	The following financial information from IDEX Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 formatted in Inline eXtensible Business Reporting Language (iXBRL) includes: (i) the Cover Page, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Income, (iv) the Condensed Consolidated Statements of Comprehensive Income, (v) the Condensed Consolidated Statements of Equity, (vi) the Condensed Consolidated Statements of Cash Flows, and (vii) Notes to the Condensed Consolidated Financial Statements.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IDEX Corporation

By: /s/ WILLIAM K. GROGAN
William K. Grogan
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

By: /s/ ALLISON S. LAUSAS
Allison S. Lausas
Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Date: October 26, 2022

AMENDED AND RESTATED BYLAWS

OF

IDEX CORPORATION

(A DELAWARE CORPORATION)

(OCTOBER 24, 2022)

TABLE OF CONTENTS

		Page
ARTICLE I OFFICES		1
Section 1.1.	Offices	1
ARTICLE II CORPORATE SEAL		1
Section 2.1.	Corporate Seal	1
ARTICLE III STOCKHOLDERS' MEETING		1
Section 3.1.	Place of Meetings	1
Section 3.2.	Annual Meeting	1
Section 3.3.	Notice of Business to be Brought Before an Annual Meeting	1
Section 3.4.	Notice of Nominations for Election to the Board of Directors	6
Section 3.5.	Proxy Access for Director Nominations	10
Section 3.6.	Special Meetings	17
Section 3.7.	Notice of Meetings	20
Section 3.8.	Action by Written Consent in Lieu of a Meeting	21
Section 3.9.	Quorum and Adjournment	22
Section 3.10.	Voting	23
Section 3.11.	Voting Rights; Proxies	23
Section 3.12.	Joint Owners of Stock	23
Section 3.13.	List of Stockholders	24
Section 3.14.	Inspectors of Elections	24
Section 3.15.	Organization	24
ARTICLE IV DIRECTORS		25
Section 4.1.	Powers of the Board	25
Section 4.2.	Number, Term of Office, Powers, Vacancies and Removal	25
Section 4.3.	Resignation	25
Section 4.4.	Meetings	25
Section 4.5.	Quorum; Voting	26
Section 4.6.	Action Without Meeting	26
Section 4.7.	Fees and Compensation	26
Section 4.8.	Committees	26
Section 4.9.	Chairman of the Board	27
Section 4.10.	Lead Director	27
Section 4.11.	Organization	27
ARTICLE V OFFICERS		28
Section 5.1.	Officers Designated	28
Section 5.2.	Term of Office	28
Section 5.3.	Duties of Officers	28
Section 5.4.	Delegation of Authority	29
Section 5.5.	Resignations	29

Section 5.6. Removal 29
ARTICLE VI EXECUTION OF CORPORATE INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION 29
Section 6.1. Execution of Corporate Instruments 29
Section 6.2. Voting of Securities Owned by the Corporation 30
ARTICLE VII SHARES OF STOCK 30
Section 7.1. Form and Execution of Certificates 30
Section 7.2. Lost Certificates 30
Section 7.3. Transfers 31
Section 7.4. Fixing Record Dates 31
Section 7.5. Registered Stockholders 31
ARTICLE VIII OTHER SECURITIES OF THE CORPORATION 31
Section 8.1. Execution of Other Securities 31
ARTICLE IX DIVIDENDS 32
Section 9.1. Declaration of Dividends 32
Section 9.2. Dividend Reserve 32
ARTICLE X FISCAL YEAR 32
Section 10.1. Fiscal Year 32
ARTICLE XI NOTICES 32
Section 11.1. Notices 32
ARTICLE XII INDEMNIFICATION 34
Section 12.1. Right of Indemnification 34
Section 12.2. Advancement of Expenses 34
Section 12.3. Claims 34
Section 12.4. Non-Exclusivity of Rights 34
Section 12.5. Contract Rights; Amendment or Repeal 34
Section 12.6. Other Indemnification and Advancement of Expenses 35
ARTICLE XIII FORUM SELECTION 35
Section 13.1. Forum Selection 35
ARTICLE XIV AMENDMENTS 35
Section 14.1. Amendments 35

AMENDED AND RESTATED
BYLAWS
OF
IDEX CORPORATION
(A DELAWARE CORPORATION)

ARTICLE I
OFFICES

Section 1.1. Offices

In addition to the Corporation's registered office in the State of Delaware, as provided for in the Restated Certificate of Incorporation of the Corporation, as amended (and as may be further amended or restated from time to time, the "Certificate of Incorporation"), the Corporation may also have and maintain a principal place of business at such place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
CORPORATE SEAL

Section 2.1. Corporate Seal

The corporate seal shall consist of a die bearing the name of the Corporation and the inscription, "Corporate Seal Delaware." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE III
STOCKHOLDERS' MEETING

Section 3.1. Place of Meetings

Meetings of the stockholders of the Corporation shall be held at such place, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors. The Board of Directors may determine that the meeting shall not be held at any place, but instead shall be held solely by means of remote communication as provided under the General Corporation Law of the State of Delaware, as amended (the "DGCL").

Section 3.2. Annual Meeting

The annual meeting of stockholders of the Corporation for the election of directors and for the transaction of such other business as may properly be brought before the meeting in accordance with these amended and restated bylaws of the Corporation (as amended from time to time in accordance with the provisions hereof, these "Bylaws") shall be held on such date and at such time as may be designated by the Board of Directors.

Section 3.3. Notice of Business to be Brought Before an Annual Meeting

(a) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, such business must be a proper matter for stockholder action. To be properly brought before an annual meeting, business must be (i) brought before the meeting by or at the direction of the Board of Directors or any committee thereof and specified in a notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors or any committee thereof; or (ii) otherwise properly brought before the meeting by a stockholder who (A) (1) was a stockholder of record of shares of the Corporation at the time of giving the notice provided for in this Section 3.3 through the time of the meeting, (2) is entitled to vote at the

meeting, and (3) has complied with this Section 3.3 or (B) properly made such proposal in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (as so amended and inclusive of such rules and regulations, the "Exchange Act"). The foregoing clause (ii) shall be the exclusive means for a stockholder to propose business to be brought before an annual meeting of the stockholders. Stockholders seeking to nominate persons for election to the Board of Directors must comply with Section 3.4 or, for any stockholder who elects to have a nominee included in the Corporation's proxy materials, Section 3.5, and this Section 3.3 shall not be applicable to nominations except as expressly provided in Sections 3.4 and 3.5.

(b) Without qualification, for business to be properly brought before an annual meeting by a stockholder, the stockholder must (i) provide timely notice thereof in writing and in proper form to the Secretary of the Corporation and (ii) provide any updates or supplements to such notice at the times and in the forms required by this Section 3.3. To be timely, a stockholder's notice must be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not later than the Close of Business (as defined below) on the ninetieth (90th) day nor earlier than the Close of Business on the one hundred twentieth (120th) day prior to the one-year anniversary of the preceding year's annual meeting; provided, however, that if the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered, or mailed and received, not later than the Close of Business on the ninetieth (90th) day prior to such annual meeting or, if later, the Close of Business on the tenth (10th) day following the day on which public disclosure of the date of such annual meeting was first made. In no event shall any adjournment, recess, postponement or rescheduling of an annual meeting or the public disclosure (as defined below) thereof commence a new time period (or extend any time period) for the giving of notice as described above.

(c) To be in proper form, the notice of any stockholder giving notice under this Section 3.3 (together with the beneficial owner or beneficial owners of capital stock of the Corporation, if different, on whose behalf the notice of business is proposed to be made at the meeting, a "Proposing Person"), shall set forth:

(1) As to each Proposing Person and each Stockholder Associated Person (as each is defined below):

A. (i) the name and address of such Proposing Person and each Stockholder Associated Person (including, if applicable, the name and address that appear on the Corporation's books and records); (ii) the class or series and number of shares of the Corporation that are, directly or indirectly, owned of record or beneficially owned (within the meaning of Rule 13d3 under the Exchange Act) by such Proposing Person or any Stockholder Associated Person, except that such Proposing Person and each Stockholder Associated Person shall in all events be deemed to beneficially own any shares of any class or series of shares of the Corporation as to which such Proposing Person or Stockholder Associated Person has a right to acquire beneficial ownership at any time in the future; and (iii) the date or dates such shares were acquired and the investment intent of such acquisition;

B. the name of each nominee holder for, and number of, any securities of the Corporation owned beneficially but not of record by such Proposing Person or any Stockholder Associated Person and any pledge by such Proposing Person or Stockholder Associated Person with respect to any of such securities (the disclosures to be made pursuant to the foregoing clause (A) and this clause (B) are referred to as "Stockholder Information");

C. a description of any material interest of such Proposing Person or any Stockholder Associated Person in the business proposed by such Proposing Person;

D. any Short Interest (as defined below) held by or involving such Proposing Person or any Stockholder Associated Person;

E. a complete and accurate description of all agreements, arrangements or understandings, written or oral, (including any derivative or short positions, profit interests, hedging transactions, options, warrants, convertible securities, stock appreciation or similar rights and borrowed or loaned shares) that have been entered into by, or on behalf of, any Proposing Person or any Stockholder Associated Person, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the price of any securities of the Corporation, or maintain, increase or decrease the voting power of such Proposing Person or any Stockholder Associated Person with respect to securities of the Corporation, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation (any of the foregoing, a "Derivative Instrument");

F. any rights to dividends on the shares of the Corporation owned beneficially by such Proposing Person or any Stockholder Associated Person that are separated or separable from the underlying shares of the Corporation;

G. any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership, limited liability company or similar entity in which such Proposing Person or any Stockholder Associated Person is (i) a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership; or (ii) the manager, managing member or, directly or indirectly, beneficially owns an interest in the manager or managing member of such limited liability company or similar entity;

H. a complete and accurate description of all agreements, arrangements or understandings, written or oral, (i) between or among such Proposing Person and any Stockholder Associated Person; or (ii) between or among such Proposing Person or any Stockholder Associated Person and any other person or entity (naming each such person or entity) or any Proposed Nominee (as defined below), including, without limitation, (x) any proxy, contract, arrangement, understanding or relationship pursuant to which such Proposing Person or any Stockholder Associated Person has a right to vote any security of the Corporation, (y) any understanding, written or oral, that such Proposing Person or any Stockholder Associated Person may have reached with any stockholder of the Corporation (including the name of such stockholder) with respect to how such stockholder will vote such stockholder's shares in the Corporation at any meeting of the Corporation's stockholders or take other action in support of any Proposed Nominee or other business, or other action to be taken, by such Proposing Person or any Stockholder Associated Person, and (z) any other agreements that would be required to be disclosed by such Proposing Person, any Stockholder Associated Person or any other person or entity pursuant to Item 5 or Item 6 of a Schedule 13D pursuant to Section 13 of the Exchange Act (regardless of whether the requirement to file a Schedule 13D is applicable to such Proposing Person, any Stockholder Associated Person or any other person or entity);

I. a complete and accurate description of any performance-related fees (other than an asset-based fee) to which such Proposing Person or any Stockholder Associated Person may be entitled as a result of any increase or decrease in the value of the Corporation's securities or any Derivative Instruments, including, without limitation, any such interests held by members of any Proposing Person's or Stockholder Associated Person's immediate family sharing the same household;

J. the investment strategy or objective, if any, of such Proposing Person or any Stockholder Associated Person who is not an individual;

K. any substantial interest, direct or indirect (including any existing or prospective commercial, business or contractual relationship with the Corporation), by security holdings or otherwise, of such Proposing Person or any Stockholder Associated Person in the Corporation or any affiliate thereof, other than an interest arising from the ownership of Corporation securities where such Proposing Person or such Stockholder Associated Person receives no extra or special benefit not shared on a pro rata-basis by all other holders of the same class or series;

L. any material relationship between such Proposing Person or any Stockholder Associated Person, on the one hand, and the Corporation or any affiliate of the Corporation, on the other hand;

M. any direct or indirect interest of such Proposing Person or any Stockholder Associated Person in any contract with the Corporation or any affiliate of the Corporation (including, in any such case, any employment agreement, collective bargaining agreement or consulting agreement); and

N. any other information relating to such Proposing Person or any Stockholder Associated Person that would be required to be disclosed in a proxy statement or other filing required to be made in connection with solicitations of proxies or consents by such Proposing Person in support of the business proposed to be brought before the meeting pursuant to Section 14 of the Exchange Act (the "Proxy Rules") (the disclosures to be made pursuant to the foregoing clauses (C) through (N) are referred to as "Disclosable Interests"); and

(2) As to each item of business that the Proposing Person proposes to bring before the annual meeting,

A. a reasonably brief description of the business desired to be brought before the annual meeting, the reasons for conducting such business at the annual meeting and any material interest in such business of each Proposing Person;

B. the text of the proposal or business (including the complete text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Certificate of Incorporation or these Bylaws, the language of the proposed amendment);

C. a reasonably detailed description of all agreements, arrangements and understandings (x) between or among any of the Proposing Persons or any Stockholder Associated Persons, or (y) between or among any Proposing Person or any Stockholder Associated Person and any other record or beneficial holder(s) or persons(s) who have a right to acquire beneficial ownership at any time in the future of the shares of any class or series of shares of the Corporation (including their names) in connection with the proposal of such business by such Proposing Person; and

D. all other information relating to such item of business that would be required to be disclosed in a proxy statement or other filing required to be made by the Proposing Person in connection with solicitations of proxies in support of the business proposed to be brought before the meeting pursuant to the Proxy Rules.

(d) A Proposing Person shall update and supplement its notice to the Corporation of its intent to propose business at an annual meeting, if necessary, so that the information provided or required to be provided in such notice pursuant to this Section 3.3 shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting (or any rescheduling, adjournment or postponement thereof), and such update and supplement shall be received by the Secretary at the principal executive offices of the Corporation not later than the Close of Business five (5) business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than the Close of Business eight (8) business days prior to the date for the meeting or, if practicable, any rescheduling, adjournment or postponement thereof (and, if not practicable, on the first practicable date prior to the date to which the meeting has been rescheduled, adjourned or postponed) (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any rescheduling, adjournment or postponement thereof). For the avoidance of doubt, any information provided pursuant to this Section 3.3(d) shall not be deemed to cure any deficiencies in a notice previously delivered pursuant to this Section 3.3 and shall not extend the time period for the delivery of notice pursuant to this Section 3.3. If a Proposing Person fails to provide such written update within such period, the information as to which such written update relates may be deemed not to have been provided in accordance with this Section 3.3.

(e) In the event that any information submitted pursuant to this Section 3.3 by any Proposing Person ceases to be true and correct in all material respects or omits a material fact necessary to make such information, in light of the circumstances under which it was provided, not misleading, such Proposing Person shall promptly notify the Secretary of any defect in such previously provided information and of the information that is required to correct any such defect; it being understood that providing such notification shall not be deemed to cure any such defect or limit the remedies available to the Corporation relating to any such defect. Upon written request of the Secretary on behalf of the Board of Directors (or a duly authorized committee thereof), any such Proposing Person shall provide, within seven (7) business days after delivery of such request (or such other period as may be specified in such request), (A) written verification, reasonably satisfactory to the Board of Directors, any committee thereof or any authorized officer of the Corporation, to demonstrate the accuracy of any information submitted by such Proposing Person pursuant to this Section 3.3, and (B) a written affirmation of any information submitted by such Proposing Person pursuant to this Section 3.3 as of an earlier date. If a Proposing Person fails to provide such written verification or affirmation within such period, the information as to which written verification or affirmation was requested may be deemed not to have been provided in accordance with this Section 3.3.

(f) Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at an annual meeting except business brought by a stockholder in accordance with this Section 3.3 or by the Board of Directors. The chairperson of the meeting shall have the power and the duty to determine whether any business proposed to be brought before the meeting has been made in accordance with the procedures set forth in these Bylaws, and, if the chairperson of the meeting determines that any proposed business was not properly brought before the meeting, he or she shall so declare to the meeting that such business shall not be transacted, and no vote shall be taken with respect to such proposed business notwithstanding that proxies with respect to such vote may have been received by the Corporation. Notwithstanding the foregoing provisions of this Section 3.3, unless otherwise required by law, if the Proposing Person (or a qualified representative of the Proposing Person) proposing business to be conducted at a meeting does not appear at the meeting of stockholders of the Corporation to propose such business, such proposed business shall not be transacted, and no vote shall be taken with respect to such proposed business, notwithstanding that proxies with respect to such vote may have been received by the Corporation.

(g) This Section 3.3 is expressly intended to apply to any business proposed to be brought before an annual meeting of stockholders. In addition to the requirements of this Section 3.3 with respect to any business proposed to be brought before an annual meeting, each Proposing Person shall comply with all applicable requirements of state law and the Exchange Act with respect to any such business. Nothing in this Section 3.3 shall be deemed to affect the rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act.

(h) For purposes of these Bylaws, (i) "affiliate" and "associate" each shall have the respective meanings set forth in Rule 12b-2 under the Exchange Act; (ii) "beneficial owner" or "beneficially owned" shall have the meaning set forth for such terms in Section 13(d) of the Exchange Act; (iii) "Close of Business" shall mean 5:00 p.m. Eastern Time on any calendar day, whether or not the day is a business day; (iv) "public disclosure" shall mean disclosure in

a press release reported by a national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Exchange Act; (v) "present in person" with respect to a stockholder and any meeting of stockholders shall mean that such stockholder or, if such stockholder is not an individual, a qualified representative of such stockholder, appears at such meeting; (vi) a "qualified representative" of a stockholder shall mean (A) a duly authorized officer, manager or partner of such stockholder, or (B) a person authorized by a writing executed by such stockholder (or a reliable reproduction or electronic transmission of the writing) delivered by such stockholder to the Corporation prior to the making of any nomination or proposal at a stockholder meeting stating that such person is authorized to act for such stockholder as proxy at the meeting of stockholders, which writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, must be produced at the meeting of stockholders; (vii) "Short Interest" shall mean any agreement, arrangement, understanding, relationship or otherwise, including, without limitation, any repurchase or similar so-called "stock borrowing" agreement or arrangement, involving any Proposing Person or any Stockholder Associated Person of any Proposing Person directly or indirectly, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of shares of the Corporation by, manage the risk of share price changes for, or increase or decrease the voting power of, such Proposing Person or any Stockholder Associated Person of any Proposing Person with respect to any class or series of shares of the Corporation, or which provides, directly or indirectly, the opportunity to profit or share in any profit derived from any decrease in the price or value of any class or series of shares of the Corporation; and (viii) "Stockholder Associated Person" shall mean, with respect to any Proposing Person, (A) any person directly or indirectly controlling, controlled by, under common control with such Proposing Person, (B) any member of the immediate family of such Proposing Person sharing the same household, (C) any person who is a member of a "group" (as such term is used in Rule 13d-5 under the Exchange Act (or any successor provision at law)) with or otherwise acting in concert with such Proposing Person or Stockholder Associated Person with respect to the stock of the Corporation, (D) any beneficial owner of shares of stock of the Corporation owned of record by such Proposing Person or Stockholder Associated Person (other than a stockholder that is a depositary), (E) any affiliate or associate of such Proposing Person or any Stockholder Associated Person, (F) any participant (as defined in paragraphs (a)(ii) (vi) of Instruction 3 to Item 4 of Schedule 14A) with such Proposing Person or Stockholder Associated Person with respect to any proposed business or nominations, as applicable, and (G) any Proposed Nominee.

Section 3.4. Notice of Nominations for Election to the Board of Directors

(a) Nominations of any person for election to the Board of Directors at an annual meeting or at a special meeting (but only if the election of directors is a matter specified in the notice of meeting given by or at the direction of the person calling such special meeting) may be made at such meeting only (i) by or at the direction of the Board of Directors, including by any committee of the Board of Directors, or (ii) by a stockholder of the Corporation who (A) is a stockholder of record of shares of the Corporation at the time of giving the notice provided for in this Section 3.4 through the time of the meeting, (B) is entitled to vote at the meeting, and (C) has complied with this Section 3.4 or Section 3.5 below. The procedures set forth in this Section 3.4 and Section 3.5 below shall be the exclusive means for a stockholder to make any nomination of a person or persons for election to the Board of Directors at an annual meeting, and the procedures set forth in this Section 3.4 shall be the exclusive means for a stockholder to make any nomination of a person or persons for election to the Board of Directors at a special meeting.

(b) (i) Without qualification, for a stockholder to make any nomination of a person or persons for election to the Board of Directors at an annual meeting, the stockholder must (A) provide notice thereof in writing and in proper form, delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not later than the Close of Business on the ninetieth (90th) day nor earlier than the Close of Business on the one hundred twentieth (120th) day prior to the one-year anniversary of the preceding year's annual meeting; provided, however, that if the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so received not later than the Close of Business on the ninetieth (90th) day prior to such annual meeting or, if later, the Close of Business on the tenth (10th) day following the day on which public disclosure of the date of such annual meeting was first made, (B) provide the information and agreements with respect to such stockholder and its candidate(s) for nomination (each, a "Proposed Nominee") as required by this Section 3.4, and (C) provide any updates or supplements to such notice at the times and in the forms required by this Section 3.4.

(ii) Without qualification, if the election of directors is a matter specified in the notice of meeting given by or at the direction of the person calling a special meeting in accordance with these Bylaws, then for a stockholder to make any nomination of a person or persons for election to the Board of Directors at a special meeting, the stockholder must (A) provide timely notice thereof in writing and in proper form to the Secretary of the Corporation at the principal executive offices of the Corporation, (B) provide the information and agreements with respect to such stockholder and its Proposed Nominee(s) as required by this Section 3.4, and (C) provide any updates or supplements to such notice at the times and in the forms required by this Section 3.4. To be timely, a stockholder's notice for nominations to be made at a special meeting must be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not earlier than the Close of Business on the one hundred twentieth (120th) day prior to such special meeting and not later than the Close of Business on the ninetieth (90th) day prior to such special meeting or, if later, the Close of Business on the tenth (10th) day following the day on which public disclosure of the date of such special meeting was first made.

(iii) In no event shall any adjournment, recess, postponement or rescheduling of an annual meeting or special meeting or the public disclosure thereof commence a new time period (or extend any time period) for the giving of notice described above.

(c) To be in proper form, the notice of any stockholder giving notice under Section 3.4 (together with the beneficial owner or beneficial owners of capital stock of the Corporation, if different, on whose behalf the notice of the nomination is proposed to be made at the meeting, the "Nominating Person") shall set forth:

(1) As to each Nominating Person, the Stockholder Information (as defined in Section 3.3(c)(1), except that for purposes of this Section 3.4, the term "Nominating Person" shall be substituted for the term "Proposing Person" in all places it appears in Sections 3.3(c)(1)(A) and (B));

(2) As to each Nominating Person, any Disclosable Interests (as defined in Section 3.3(c)(1), except that for purposes of this Section 3.4, the term "Nominating Person" shall be substituted for the term "Proposing Person" in all places it appears in Sections 3.3(c)(1)(C)-(N) and for purposes of the terms defined in Section 3.3(h) and the disclosure with respect to the business to be brought before the meeting in Section 3.3(c)(1) shall be made with respect to the election of directors at the meeting);

(3) A representation from the Nominating Person as to whether the Nominating Person or any Stockholder Associated Person (as defined in Section 3.3(h) but replacing "Proposing Person" with "Nominating Person" in the definition thereof) intends or is part of a group that intends to solicit proxies in support of director nominees other than the Corporation's nominees in accordance with Rule 14a-19 under the Exchange Act;

(4) As to each Proposed Nominee:

A. the name, age, business address and residence address of such Proposed Nominee;

B. the principal occupation and employment of such Proposed Nominee;

C. a written questionnaire with respect to the background and qualification of such Proposed Nominee, completed by such Proposed Nominee in the form required by the Corporation (which form such Nominating Person shall request in writing from the Secretary prior to submitting notice and which the Secretary shall provide to such Nominating Person within ten (10) days after receiving such request);

D. a written representation and agreement completed by such Proposed Nominee in the form required by the Corporation (which form such Nominating Person shall request in writing from the Secretary prior to submitting notice and which the Secretary shall provide to such Nominating Person within ten (10) days after receiving such request) providing that such Proposed Nominee: (i) is not and will not become a party to any Voting Commitment (as defined in Section 3.5(f)(7)(A) below except that "Proposed Nominee" shall be substituted for the term "Stockholder Nominee" where it appears in such definition) that has not been disclosed to the Corporation or any Voting Commitment that could limit or interfere with such Proposed Nominee's ability to comply, if elected as a director of the Corporation, with such Proposed Nominee's fiduciary duties under applicable law; (ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director or nominee that has not been disclosed to the Corporation; (iii) will, if elected as a director of the Corporation, comply with the Corporation's Code of Business Conduct and Ethics, Corporate Governance Guidelines, stock ownership guidelines, insider trading policy and any other policies or guidelines of the Corporation applicable to directors (which policies and guidelines, to the extent not publicly disclosed, will be provided to such Proposed Nominee within five (5) business days after the Secretary receives any written request therefor from such Proposed Nominee) and all applicable fiduciary duties under state law; and (iv) consents to being named as a nominee in the Corporation's proxy statement and form of proxy for the meeting and to serving a full term as a director of the Corporation, if elected;

E. a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings, written or oral, during the past three (3) years, and any other material relationships, between or among such Proposed Nominee, on the one hand, and such Nominating Person or any Stockholder Associated Person, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 promulgated under Regulation S-K as if such Nominating Person and any Stockholder Associated Person were the "registrant" for purposes of such rule and the Proposed Nominee were a director or executive officer of such registrant;

F. all information with respect to such Proposed Nominee that would be required to be set forth in a stockholder's notice pursuant to this Section 3.4 if such Proposed Nominee were a Nominating Person;

G. all other information relating to such Proposed Nominee or such Proposed Nominee's associates that would be required to be disclosed in a proxy statement or other filing required to be made by the Nominating Person or any Stockholder Associated Person in connection with the solicitation of proxies for election of directors in a contested election or otherwise required pursuant to the Proxy Rules (the disclosures to be made pursuant to the foregoing clause (A) through this clause (G) are referred to as "Nominee Information"); and

(5) The Corporation may require any Nominating Person proposed nominee to furnish such other information (A) as may reasonably be required by the Corporation to determine the eligibility of such Proposed Nominee to serve as an independent director of the Corporation in accordance with the Corporation's Corporate Governance Guidelines, Standards for Director Independence or the applicable listing requirements of any securities exchange on which the Corporation's capital stock is listed for trading, (B) that could be material to a

reasonable stockholder's understanding of the independence or lack of independence of such Proposed Nominee, or (C) that may be reasonably be required to determine the eligibility of such Proposed Nominee to serve as a director of the Corporation.

(d) A Nominating Person shall update and supplement its notice to the Corporation of its intent to nominate directors, if necessary, so that the information provided or required to be provided in such notice pursuant to this Section 3.4 shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting (or any rescheduling, adjournment or postponement thereof), and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not later than the Close of Business five (5) business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than the Close of Business eight (8) business days prior to the date for the meeting or, if practicable, any rescheduling, adjournment or postponement thereof (and, if not practicable, on the first practicable date prior to the date to which the meeting has been rescheduled, adjourned or postponed) (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any rescheduling, adjournment or postponement thereof). For the avoidance of doubt, any information provided pursuant to this Section 3.4(d) shall not be deemed to cure any deficiencies in a notice previously delivered pursuant to this Section 3.4 and shall not extend the time period for the delivery of notice pursuant to this Section 3.4. If a Nominating Person fails to provide such written update within such period, the information as to which such written update relates may be deemed not to have been provided in accordance with this Section 3.4.

(e) In the event that any information submitted pursuant to this Section 3.4 by any Nominating Person ceases to be true and correct in all material respects or omits a material fact necessary to make such information, in light of the circumstances under which it was provided, not misleading, such Nominating Person shall promptly notify the Secretary of any defect in such previously provided information and of the information that is required to correct any such defect; it being understood that providing such notification shall not be deemed to cure any such defect or limit the remedies available to the Corporation relating to any such defect. Upon written request of the Secretary on behalf of the Board of Directors (or a duly authorized committee thereof), any such Nominating Person shall provide, within seven (7) business days after delivery of such request (or such other period as may be specified in such request), (A) written verification, reasonably satisfactory to the Board of Directors, any committee thereof or any authorized officer of the Corporation, to demonstrate the accuracy of any information submitted by such Nominating Person pursuant to this Section 3.4 and (B) a written affirmation of any information submitted by such Nominating Person pursuant to this Section 3.4 as of an earlier date. If a Nominating Person fails to provide such written verification or affirmation within such period, the information as to which written verification or affirmation was requested may be deemed not to have been provided in accordance with this Section 3.4.

(f) No person shall be eligible for nomination as a director of the Corporation by a stockholder unless such candidate for nomination and the Nominating Person seeking to place such candidate's name in nomination has complied with this Section 3.4 or Section 3.5. In addition to the requirements of this Section 3.4 with respect to any nomination proposed to be made at a meeting, each Nominating Person shall comply with all applicable requirements of state law and the Exchange Act with respect to any such nominations. The chairperson of the meeting shall have the power and the duty to determine whether a nomination has been made in accordance with the procedures set forth in these Bylaws, and if the chairperson of the meeting determines that any proposed nomination was not properly brought before the meeting, he or she shall declare to the meeting that such nomination shall be disregarded, and no vote shall be taken with respect to such nomination notwithstanding that proxies with respect to such vote may have been received by the Corporation. Notwithstanding the foregoing provisions of this Section 3.4, unless otherwise required by law, if the Nominating Person (or a qualified representative of the Nominating Person) proposing a nominee for director at a meeting does not appear at the meeting of stockholders of the Corporation to present such nomination, such proposed nomination shall be disregarded, and no vote shall be taken with respect to such nomination notwithstanding that proxies with respect to such vote may have been received by the Corporation.

(g) If (i) a Nominating Person or any Stockholder Associated Person (as defined in Section 3.3(h) but replacing "Proposing Person" with "Nominating Person" in the definition thereof) provides notice pursuant to Rule 14a-19(b) under the Exchange Act and (ii) such stockholder or Stockholder Associated Person (as similarly defined) subsequently either (A) notifies the Corporation that such Nominating Person or Stockholder Associated Person (as

similarly defined) no longer intends to solicit proxies in support of director nominees other than the Corporation's nominees in accordance with Rule 14a-19 under the Exchange Act or (B) fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) under the Exchange Act, then the Corporation shall disregard any proxies or votes solicited for the Proposed Nominees proposed by such Nominating Person. Upon request by the Corporation, if a Nominating Stockholder or any Stockholder Associated Person (as similarly defined) provides notice pursuant to Rule 14a-19(b) under the Exchange Act, such Nominating Person shall deliver to the Secretary, no later than five (5) business days prior to the applicable meeting date, reasonable evidence that the requirements of Rule 14a-19(a)(3) under the Exchange Act have been satisfied.

(h) Nothing in this Section 3.4 shall be deemed to affect the rights of stockholders to request inclusion of nominees in the Corporation's proxy statement pursuant to and in accordance with Section 3.5 below.

Section 3.5. Proxy Access for Director Nominations

(a) Whenever the Board of Directors solicits proxies with respect to the election of directors at an annual meeting of stockholders, subject to the provisions of this Section 3.5, the Corporation shall include in its proxy statement for such annual meeting, in addition to any persons nominated for election by the Board of Directors or any committee thereof, the name, together with the Proxy Access Required Information (as hereinafter defined), of any person nominated for election (the "Stockholder Nominee") to the Board of Directors by a stockholder or group of no more than twenty (20) stockholders that satisfies the requirements of this Section 3.5 (the "Eligible Stockholder") and that expressly elects at the time of providing the notice required by this Section 3.5 (the "Notice of Proxy Access Nomination") to have such nominee included in the Corporation's proxy materials pursuant to this Section 3.5. For purposes of this Section 3.5, the "Proxy Access Required Information" that the Corporation will include in its proxy statement is (i) the information provided to the Secretary of the Corporation concerning the Stockholder Nominee and the Eligible Stockholder that is required to be disclosed in the Corporation's proxy statement pursuant to the Proxy Rules; and (ii) if the Eligible Stockholder so elects, a Supporting Statement (as hereinafter defined). The Proxy Access Required Information must be provided with the Notice of Proxy Access Nomination. Nothing in this Section 3.5 shall limit the Corporation's ability to solicit against any Stockholder Nominee or include in its proxy materials the Corporation's own statements or other information relating to any Eligible Stockholder or Stockholder Nominee, including any information provided to the Corporation pursuant to this Section 3.5.

(b) The maximum number of Stockholder Nominees nominated by all Eligible Stockholders that will be included in the Corporation's proxy materials with respect to an annual meeting of stockholders shall not exceed the greater of (i) two (2); or (ii) twenty percent (20%) of the number of directors in office as of the last day on which a Notice of Proxy Access Nomination may be delivered pursuant to and in accordance with this Section 3.5 (the "Final Proxy Access Nomination Date") or, if such amount is not a whole number, the closest whole number below twenty percent (20%). In the event that one or more vacancies for any reason occurs on the Board of Directors after the Final Proxy Access Nomination Date but before the date of the annual meeting and the Board of Directors resolves to reduce the size of the Board of Directors in connection therewith, the maximum number of Stockholder Nominees included in the Corporation's proxy materials shall be calculated based on the number of directors in office as so reduced. The maximum number of Stockholder Nominees provided for in this Section 3.5 for any annual meeting shall be reduced by (i) the number of directors (if any) in office as of the Final Proxy Access Nomination Date who were included in the Corporation's proxy materials as a Stockholder Nominee for any of the three (3) preceding annual meetings of stockholders (including any individual counted as a Stockholder Nominee pursuant to the immediately succeeding sentence) and whom the Board of Directors decides to nominate for reelection to the Board of Directors at such annual meeting, and (ii) the number of individuals (if any) who will be included in the Corporation's proxy statement as nominees recommended by the Board of Directors pursuant to an agreement, arrangement or other understanding with a stockholder or group of stockholders (other than any such agreement, arrangement or understanding entered into in a connection with an acquisition of capital stock from the Corporation by such stockholder or group of stockholders). For purposes of determining when the maximum number of Stockholder Nominees provided for in this Section 3.5 has been reached, each of the following persons shall be counted as one of the Stockholder Nominees:

(1) any individual nominated by an Eligible Stockholder for inclusion in the Corporation's proxy materials pursuant to this Section 3.5 whose nomination is subsequently withdrawn; and

(2) any individual nominated by an Eligible Stockholder for inclusion in the Corporation's proxy materials pursuant to this Section 3.5 whom the Board of Directors decides to nominate for election to the Board of Directors.

Any Eligible Stockholder submitting more than one Stockholder Nominee for inclusion in the Corporation's proxy materials pursuant to this Section 3.5 shall rank such Stockholder Nominees based on the order in which the Eligible Stockholder desires such Stockholder Nominees to be selected for inclusion in the Corporation's proxy materials. In the event that the number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Section 3.5 exceeds the maximum number of Stockholder Nominees provided for in this Section 3.5, the highest ranking Stockholder Nominee who meets the requirements of this Section 3.5 from each Eligible Stockholder will be selected for inclusion in the Corporation's proxy materials until the maximum number is reached, going in order of the amount (largest to smallest) of shares of stock of the Corporation each Eligible Stockholder disclosed as owned in its Notice of Proxy Access Nomination. If the maximum number is not reached after the highest ranking Stockholder Nominee who meets the requirements of this Section 3.5 from each Eligible Stockholder has been selected, then the next highest ranking Stockholder Nominee who meets the requirements of this Section 3.5 from each Eligible Stockholder will be selected for inclusion in the Corporation's proxy materials, and this process will continue as many times as necessary, following the same order each time, until the maximum number is reached.

(c) In order to make a nomination pursuant to this Section 3.5, an Eligible Stockholder must have continuously owned (as hereinafter defined) for at least three (3) years as of the date the Notice of Proxy Access Nomination is delivered to, or mailed and received by, the Secretary of the Corporation in accordance with this Section 3.5 (the "Minimum Holding Period") a number of shares of stock of the Corporation that represents at least three percent (3%) of the voting power of the shares of stock of the Corporation entitled to vote in the election of directors (the "Required Shares"), and must continue to own the Required Shares through the date of the annual meeting. For purposes of this Section 3.5, an Eligible Stockholder shall be deemed to "own" only those outstanding shares of stock of the Corporation as to which the stockholder possesses both (A) the full voting and investment rights pertaining to the shares, and (B) the full economic interest in (including the opportunity for profit from and risk of loss on) such shares; provided that the number of shares calculated in accordance with the immediately preceding clauses (A) and (B) shall not include any shares:

(1) sold by such stockholder or any of its affiliates in any transaction that has not been settled or closed;

(2) borrowed by such stockholder or any of its affiliates for any purposes or purchased by such stockholder or any of its affiliates pursuant to an agreement to resell; or

(3) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar instrument or agreement entered into by such stockholder or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of shares of outstanding stock of the Corporation, if, in any such case, such instrument or agreement has, or is intended to have, the purpose or effect of: (i) reducing in any manner, to any extent or at any time in the future, such stockholder's or its affiliates' full right to vote or direct the voting of any such shares; and/or (ii) hedging, offsetting or altering to any degree any gain or loss realized or realizable from maintaining the full economic ownership of such shares by such stockholder or affiliate.

A stockholder shall "own" shares held in the name of a nominee or other intermediary so long as the stockholder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A person's ownership of shares shall be deemed to continue during any period in which (i) the stockholder has loaned such shares; provided that the person has the power to recall such loaned shares on five (5) business days' notice; or (ii) the stockholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement which is revocable at any time by the stockholder. The terms "owned," "owning" and other variations of the word "own" shall have correlative meanings. Whether outstanding shares of the stock of the Corporation are "owned" for these purposes shall be determined by the Board of Directors or any

committee thereof. For purposes of this Section 3.5, the term "affiliate" or "affiliates" shall have the meaning ascribed thereto under the General Rules and Regulations under the Exchange Act.

(d) Requirements for a Group.

(1) Whenever the Eligible Stockholder consists of a group of stockholders:

A. a group of funds under common management and control shall be treated as one stockholder;

B. each provision in this Section 3.5 that requires the Eligible Stockholder to provide any written statements, representations, undertakings, agreements or other instruments or to meet any other conditions shall be deemed to require each stockholder (including each individual fund that is a member of a group of funds treated as one stockholder) that is a member of such group to provide such statements, representations, undertakings, agreements or other instruments and to meet such other conditions (except that the members of such group may aggregate their shareholdings in order to meet the three percent (3%) ownership requirement of the "Required Shares" definition);

C. a breach of any obligation, agreement or representation under this Section 3.5 by any member of such group shall be deemed a breach by the Eligible Stockholder; and

D. the Notice of Proxy Access Nomination must designate one member of the group for purposes of receiving communications, notices and inquiries from the Corporation and otherwise authorize such member to act on behalf of all members of the group with respect to all matters relating to the nomination under this Section 3.5 (including withdrawal of the nomination).

(2) Whenever the Eligible Stockholder consists of a group of stockholders aggregating their shareholdings in order to meet the three percent (3%) ownership requirement of the "Required Shares" definition in clause (c) of this Section 3.5:

A. such ownership shall be determined by aggregating the lowest number of shares continuously owned by each such stockholder during the Minimum Holding Period; and

B. the Notice of Proxy Access Nomination must indicate, for each such stockholder, such lowest number of shares continuously owned by such stockholder during the Minimum Holding Period.

(3) Any group of funds whose shares are aggregated for purposes of constituting an Eligible Stockholder must, within five (5) business days after the date of the Notice of Proxy Access Nomination, provide documentation reasonably satisfactory to the Corporation that demonstrates that the funds are under common management and investment control. No person may be a member of more than one group of stockholders constituting an Eligible Stockholder with respect to any annual meeting. For the avoidance of doubt, a stockholder may withdraw from a group of stockholders constituting an Eligible Stockholder at any time prior to the annual meeting and if, as a result of such withdrawal, the Eligible Stockholder no longer owns the Required Shares, the nomination shall be disregarded as provided in clause (j)(1)(H) of this Section 3.5.

(e) Nominations by stockholders pursuant to this Section 3.5 must be made pursuant to timely notice to the Secretary of the Corporation in accordance with this Section 3.5. To be timely, a Notice of Proxy Access

Nomination must be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not earlier than the Close of Business on the one hundred fiftieth (150th) day nor later than the Close of Business on the one hundred twentieth (120th) day prior to the first anniversary of the date (as stated in the Corporation's proxy materials) the definitive proxy statement was first made available to stockholders in connection with the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, a Notice of Proxy Access Nomination to be timely must be received not earlier than the Close of Business on the one hundred fiftieth (150th) day prior to such annual meeting and not later than the Close of Business on the later of the one hundred twentieth (120th) day prior to such annual meeting or the tenth (10th) day following the date on which notice of the date of the meeting was mailed or public disclosure (as defined in Section 3.3) of the meeting was made, whichever first occurs. In no event shall the adjournment or postponement of an annual meeting or the announcement thereof commence a new time period (or extend any time period) for the giving of a Notice of Proxy Access Nomination pursuant to this Section 3.5.

(f) To be in proper form for purposes of this Section 3.5, the Notice of Proxy Access Nomination must include or be accompanied by the following:

(1) the information and representations that would be required to be set forth in a stockholder's notice of a nomination pursuant to Section 3.4;

(2) the written consent of each Stockholder Nominee to be named in the proxy statement as a nominee and to serve as a director if elected, in form and substance reasonably satisfactory to the Corporation;

(3) in form and substance reasonably satisfactory to the Corporation, one or more written statements from the record holder of the Required Shares (and from each intermediary through which the Required Shares are or have been held during the Minimum Holding Period) verifying that, as of a date within seven (7) calendar days prior to the date the Notice of Proxy Access Nomination is delivered to, or mailed to and received by, the Secretary of the Corporation, the Eligible Stockholder owns, and has owned continuously for the Minimum Holding Period, the Required Shares, and the Eligible Stockholder's agreement to provide one or more written statements from the record holder and such intermediaries verifying the Eligible Stockholder's continuous ownership of the Required Shares through the record date for determining the stockholders entitled to receive notice of the annual meeting, which statements must be provided within five (5) business days after the record date;

(4) a copy of the Schedule 14N that has been filed with the Securities and Exchange Commission as required by Rule 14a-18 under the Exchange Act;

(5) a representation in form and substance reasonably satisfactory to the Corporation that the Eligible Stockholder:

A. will continue to hold the Required Shares through the date of the annual meeting;

B. acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control at the Corporation, and does not presently have such intent;

C. has not nominated and will not nominate for election to the Board of Directors at the annual meeting any person other than the Stockholder Nominee(s) it is nominating pursuant to this Section 3.5;

D. has not engaged and will not engage in, and has not and will not be a "participant" in another person's, "solicitation" within the meaning of Rule 14a-

1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting other than its Stockholder Nominee(s) or a nominee of the Board of Directors;

E. has not distributed and will not distribute to any stockholder of the Corporation any form of proxy for the annual meeting other than the form distributed by the Corporation;

F. has complied and will comply with all laws and regulations applicable to solicitations and the use, if any, of soliciting material in connection with the annual meeting;

G. will file with the Securities and Exchange Commission any solicitation or other communication with the Corporation's stockholders relating to the meeting at which the Stockholder Nominee will be nominated, regardless of whether any such filing is required under Regulation 14A of the Exchange Act or whether any exemption from filing is available for such solicitation or other communication under Regulation 14A of the Exchange Act; and

H. has provided and will provide facts, statements and other information in all communications with the Corporation and its stockholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make such information, in light of the circumstances under which it was or will be made or provided, not misleading;

(6) an undertaking in form and substance reasonably satisfactory to the Corporation that the Eligible Stockholder agrees to:

A. assume all liability stemming from any legal or regulatory violation arising out of communications with the stockholders of the Corporation by the Eligible Stockholder, its affiliates and associates or their respective agents and representatives, either before or after providing a Notice of Proxy Access Nomination pursuant to this Section 3.5, or out of the facts, statements or other information that the Eligible Stockholder or its Stockholder Nominee(s) provided to the Corporation in connection with the inclusion of such Stockholder Nominee(s) in the Corporation's proxy materials; and

B. indemnify and hold harmless the Corporation and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers or employees arising out of any nomination submitted by the Eligible Stockholder pursuant to this Section 3.5; and

(7) a written representation and agreement in form and substance reasonably satisfactory to the Corporation from each Stockholder Nominee that such Stockholder Nominee:

A. is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such Stockholder Nominee, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation, or (2) any Voting Commitment that could limit or interfere with such Stockholder Nominee's ability to comply, if elected as a director of the Corporation, with such Stockholder Nominee's fiduciary duties under applicable law;

B. has not been during the past three (3) years, is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Stockholder Nominee that has not been disclosed to the Corporation, and is not and will not become a party to any agreement, arrangement or understanding with any person other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director;

C. has read, would be in compliance with if elected as a director of the Corporation and will comply with the Corporation's Code of Business Conduct and Ethics, Corporate Governance Guidelines, stock ownership guidelines, insider trading policy and any other policies or guidelines of the Corporation applicable to directors; and

D. will make such other acknowledgments, enter into such agreements and provide such information as the Board of Directors requires of all directors, including promptly submitting all completed and signed questionnaires required of the Corporation's directors.

(g) In addition to the information required pursuant to clause (f) of this Section 3.5 or any other provision of these Bylaws, the Corporation also may require each Stockholder Nominee to furnish any other information:

(1) as may reasonably be required by the Corporation to determine the eligibility of the Stockholder Nominee to serve as an independent director of the Corporation in accordance with the Corporation's Corporate Governance Guidelines, Standards for Director Independence or the applicable listing requirements of any securities exchange on which the Corporation's capital stock is listed for trading;

(2) that could be material to a reasonable stockholder's understanding of the independence or lack of independence of the Stockholder Nominee; or

(3) that may reasonably be required to determine the eligibility of such Stockholder Nominee to serve as a director of the Corporation.

(h) The Eligible Stockholder may, at its option, provide to the Secretary of the Corporation, at the time the Notice of Proxy Access Nomination is provided, a written statement, not to exceed 500 words, in support of the Stockholder Nominee(s)' candidacy (a "Supporting Statement"). Only one Supporting Statement may be submitted by an Eligible Stockholder (including any group of stockholders together constituting an Eligible Stockholder) in support of its Stockholder Nominee(s). Notwithstanding anything to the contrary contained in this Section 3.5, the Corporation may omit from its proxy materials any information or Supporting Statement (or portion thereof) that it believes would violate any applicable law or regulation.

(i) In the event that any information provided by an Eligible Stockholder or a Stockholder Nominee to the Corporation or its stockholders ceases to be true and correct in all material respects or omits a material fact necessary to make such information, in light of the circumstances under which it was made or provided, not misleading, such Eligible Stockholder or Stockholder Nominee, as the case may be, shall promptly notify the Secretary of the Corporation of any defect in such previously provided information and of the information that is required to correct any such defect; it being understood that providing such notification shall not be deemed to cure any such defect or limit the remedies available to the Corporation relating to any such defect (including the right to omit a Stockholder Nominee from its proxy materials pursuant to this Section 3.5). In addition, any person providing any information pursuant to this Section 3.5 shall update and supplement such information, if necessary, so that all such information shall be true and correct as of the record date for determining the stockholders entitled to receive notice

of the annual meeting and as of the date that is ten (10) business days prior to the annual meeting or any adjournment or postponement thereof, and such update and supplement (or a written certification that no such updates or supplements are necessary and that the information previously provided remains true and correct as of the applicable date) shall be delivered to, or mailed to and received by, the Secretary at the principal executive offices of the Corporation not later than five (5) business days after the record date for determining the stockholders entitled to receive notice of the annual meeting (in the case of the update and supplement required to be made as of the record date), and not later than seven (7) business days prior to the date of the annual meeting or any adjournment or postponement thereof (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting).

(j) Other Reasons to Exclude Stockholder Nominee.

(1) Notwithstanding anything to the contrary contained in this Section 3.5, the Corporation shall not be required to include, pursuant to this Section 3.5, a Stockholder Nominee in its proxy materials:

A. for any meeting of stockholders for which the Secretary of the Corporation receives notice that the Eligible Stockholder or any other stockholder intends to nominate one or more persons for election to the Board of Directors pursuant to the advance notice requirements for stockholder nominees set forth in Section 3.4;

B. if such Stockholder Nominee would not be an independent director under the Corporation's Corporate Governance Guidelines, Standards for Director Independence or the applicable listing requirements of any securities exchange on with the Corporation's capital stock is listed for trading, as determined by the Board of Directors or any committee thereof;

C. if such Stockholder Nominee's election as a member of the Board of Directors would cause the Corporation to be in violation of these Bylaws, the Certificate of Incorporation, the applicable listing requirements of any securities exchange on with the Corporation's capital stock is listed for trading, or any applicable state or federal law, rule or regulation;

D. if such Stockholder Nominee is or has been, within the past three (3) years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914;

E. who is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past ten (10) years;

F. if such Stockholder Nominee is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933, as amended;

G. if such Stockholder Nominee or the Eligible Stockholder who nominated such Stockholder Nominee provides any facts, statements or other information to the Corporation or its stockholders required or requested pursuant to this Section 3.5 that is not true and correct in all material respects or that omits a material fact necessary to make such information, in light of the circumstances in which it is made or provided, not misleading; or

H. if such Stockholder Nominee or the Eligible Stockholder who nominated such Stockholder Nominee otherwise contravenes any of the agreements or

representations made by such Stockholder Nominee or Eligible Stockholder or fails to comply with its obligations pursuant to this Section 3.5.

(2) Notwithstanding anything to the contrary contained in this Section 3.5, if either:

A. a Stockholder Nominee and/or the applicable Eligible Stockholder breaches any of its or their obligations, agreements or representations under this Section 3.5; or

B. the Stockholder Nominee otherwise becomes ineligible for inclusion in the Corporation's proxy materials pursuant to this Section 3.5 or dies, becomes disabled or is otherwise disqualified from being nominated for election or serving as a director of the Corporation, in each case under this clause (b) as determined by the Board of Directors, any committee thereof or the chairperson of the annual meeting, then:

i. the Corporation may omit or, to the extent feasible, remove the information concerning such Stockholder Nominee and the related Supporting Statement from its proxy materials and/or otherwise communicate to its stockholders that such Stockholder Nominee will not be eligible for election at the annual meeting;

ii. the Corporation shall not be required to include in its proxy materials for that annual meeting any successor or replacement nominee proposed by the applicable Eligible Stockholder or any other Eligible Stockholder; and

iii. the Board of Directors or the chairperson of the annual meeting shall declare such nomination to be invalid, such nomination shall be disregarded notwithstanding that proxies in respect of such vote may have been received by the Corporation and the named proxies will not vote any proxies received from stockholders with respect to such Stockholder Nominee.

In addition, if the Eligible Stockholder (or a representative thereof) does not appear at the annual meeting to present any nomination pursuant to this Section 3.5, such nomination shall be disregarded as provided in the immediately preceding clause (iii).

(k) Any Stockholder Nominee who is included in the Corporation's proxy materials for a particular annual meeting of stockholders but either (i) withdraws from or becomes ineligible or unavailable for election at the annual meeting; or (ii) does not receive at least twenty five percent (25%) of the votes cast in favor of such Stockholder Nominee's election, will be ineligible to be a Stockholder Nominee pursuant to this Section 3.5 for the next two (2) annual meetings of stockholders.

(l) This Section 3.5 provides the exclusive method for a stockholder to include nominees for election to the Board of Directors in the Corporation's proxy materials.

Section 3.6. Special Meetings

(a) Except as otherwise provided in the Certificate of Incorporation, special meetings of the stockholders for any purpose or purposes may be called only (i) by the Chairman of the Board of Directors, (ii) by the Board of Directors, pursuant to a resolution approved by a majority of the entire Board of Directors, or (iii) by the Secretary of the Corporation, following his or her receipt of one or more written demands to call a special meeting of the stockholders in accordance with, and subject to, this Section 3.6 from stockholders of record as of the record date fixed in accordance with Section 3.6(d) who hold, in the aggregate, at least a majority of the voting power of the

outstanding shares of capital stock of the Corporation. The notice of a special meeting shall state the purpose or purposes of the special meeting, and the business to be conducted at the special meeting shall be limited to the purpose or purposes stated in the notice. Except in accordance with this Section 3.6, stockholders shall not be permitted to propose business to be brought before a special meeting of the stockholders. Stockholders who nominate persons for election to the Board of Directors at a special meeting must also comply with the requirements set forth in Section 3.4.

(b) No stockholder may demand that the Secretary of the Corporation call a special meeting of the stockholders pursuant to Section 3.6(a) unless a stockholder of record has first submitted a request in writing that the Board of Directors fix a record date for the purpose of determining the stockholders entitled to demand that the Secretary of the Corporation call such special meeting, which request shall be in proper form and delivered to, or mailed and received by, the Secretary of the Corporation at the principal executive offices of the Corporation.

(c) To be in proper form for purposes of this Section 3.6, a request by a stockholder for the Board of Directors to fix a record date shall set forth:

(1) As to each Requesting Person (as defined below), the Stockholder Information (as defined in Section 3.3(c)(1), except that for purposes of this Section 3.6 the term "Requesting Person" shall be substituted for the term "Proposing Person" in all places it appears in Sections 3.3(c)(1)(A) and (B));

(2) As to each Requesting Person, any Disclosable Interests (as defined in Section 3.3(c)(1), except that for purposes of this Section 3.6 the term "Requesting Person" shall be substituted for the term "Proposing Person" in all places it appears in Sections 3.3(c)(1)(C)-(N) and for purposes of the terms defined in Section 3.3(h) and the disclosure with respect to the business to be brought before the meeting in Section 3.3(c)(1) shall be made with respect to the business proposed to be conducted at the special meeting or the proposed election of directors at the special meeting, as the case may be);

(3) As to the purpose or purposes of the special meeting, (A) a reasonably brief description of the purpose or purposes of the special meeting and the business proposed to be conducted at the special meeting, the reasons for conducting such business at the special meeting and any material interest in such business of each Requesting Person, (B) the text of the proposal or business including the complete text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Certificate of Incorporation or these Bylaws, the language of the proposed amendment, (C) a reasonably detailed description of all agreements, arrangements and understandings (x) between or among any of the Requesting Persons or any Stockholder Associated Person (as defined in Section 3.3(h) but replacing "Proposing Person" with "Requesting Person" in the definition thereof), or (y) between or among any Requesting Person and any Stockholder Associated Person (as similarly defined) and any other record or beneficial holder(s) or person(s) who have a right to acquire beneficial ownership at any time in the future of the shares of any class or series of shares of the Corporation (including their names) in connection with the request for the special meeting or the business proposed to be conducted at the special meeting, and (D) all other information relating to such business that would be required to be disclosed in a proxy statement or other filing required to be made by the Requesting Person in connection with solicitations of proxies in support of the business proposed to be brought before the special meeting pursuant to the Proxy Rules; and

(4) If directors are proposed to be elected at the special meeting, the Nominee Information for each person whom a Requesting Person expects to nominate for election as a director at the special meeting.

For purposes of this Section 3.6(c), the term "Requesting Person" shall mean the stockholder making the request to fix a record date for the purpose of determining the stockholders entitled to demand that the Secretary call a special meeting.

(d) Within ten (10) days after receipt of a request to fix a record date in proper form and otherwise in compliance with this Section 3.6 from any stockholder of record, the Board of Directors may adopt a resolution fixing a record date for the purpose of determining the stockholders entitled to demand that the Secretary of the Corporation call a special meeting, which date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no resolution fixing a record date has been adopted by the Board of Directors within the ten (10) day period after the date on which such a request to fix a record date was received, the record date in respect thereof shall be deemed to be the twentieth (20th) day after the date on which such a request is received. Notwithstanding anything in this Section 3.6 to the contrary, no record date shall be fixed if the Board of Directors determines that the demand or demands that would otherwise be submitted following such record date could not comply with the requirements set forth in clauses (ii), (iv), (v) or (vi) of Section 3.6(f).

(e) Without qualification, a special meeting of the stockholders shall not be called pursuant to Section 3.6(a) unless stockholders of record as of the record date fixed in accordance with Section 3.6(d) who hold, in the aggregate, at least a majority of the voting power of the outstanding shares of capital stock of the Corporation (the "Requisite Percentage") timely provide one or more demands to call such special meeting in writing and in proper form to the Secretary of the Corporation at the principal executive offices of the Corporation. Only stockholders of record on the record date shall be entitled to demand that the Secretary of the Corporation call a special meeting of the stockholders pursuant to Section 3.6(a). To be timely, a stockholder's demand to call a special meeting must be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not later than the sixtieth (60th) day following the record date fixed in accordance with Section 3.6(d). To be in proper form for purposes of this Section 3.6, a demand to call a special meeting shall set forth (i) the business proposed to be conducted at the special meeting or the proposed election of directors at the special meeting, as the case may be; (ii) the text of the proposal or business (including the complete text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Certificate of Incorporation or these Bylaws, the language of the proposed amendment), if applicable; and (iii) with respect to any stockholder or stockholders submitting a demand to call a special meeting (except for any stockholder that has provided such demand in response to a solicitation made pursuant to, and in accordance with, Section 14(a) of the Exchange Act by way of a solicitation statement filed on Schedule 14A) (a "Solicited Stockholder"), the information required to be provided pursuant to this Section 3.6 of a Requesting Person. A stockholder may revoke a demand to call a special meeting by written revocation delivered to the Secretary at any time prior to the special meeting. If any such revocation(s) are received by the Secretary after the Secretary's receipt of written demands from the holders of the Requisite Percentage of stockholders, and as a result of such revocation(s), there no longer are unrevoked demands from the Requisite Percentage of stockholders to call a special meeting, the Board of Directors shall have the discretion to determine whether or not to proceed with the special meeting.

(f) The Secretary shall not accept, and shall consider ineffective, a written demand from a stockholder to call a special meeting (i) that does not comply with this Section 3.6; (ii) that relates to an item of business to be transacted at such meeting that is not a proper subject for stockholder action under applicable law; (iii) that includes an item of business to be transacted at such meeting that did not appear on the written request that resulted in the determination of the record date (the "Current Record Date") to determine the stockholders entitled to submit such written demand; (iv) that relates to an item of business (other than the election of directors) that is identical or substantially similar to an item of business (a "Similar Item") for which a record date (other than the Current Record Date) was previously fixed and such demand is delivered between the time beginning on the sixty-first (61st) day after such previous record date and ending on the one (1) year anniversary of such previous record date; (v) if a Similar Item will be submitted for stockholder approval at any stockholder meeting to be held on or before the ninetieth (90th) day after the Secretary receives such demand; (vi) if a Similar Item has been presented at the most recent annual meeting or at any special meeting held within one (1) year prior to receipt by the Secretary of such demand to call a special meeting; or (vii) that otherwise does not comply with applicable law.

(g) After receipt of demands in proper form and in accordance with this Section 3.6 from a stockholder or stockholders holding the Requisite Percentage, the Board of Directors shall duly call, and determine the place, date

and time of, a special meeting of stockholders for the purpose or purposes and to conduct the business specified in the demands received by the Corporation. Notwithstanding anything in these Bylaws to the contrary, the Board of Directors may submit its own proposal or proposals for consideration at such a special meeting. The record date for such a special meeting shall be fixed in accordance with Section 7.4 of these Bylaws. The Board of Directors shall provide written notice of such special meeting to the stockholders in accordance with Section 3.7.

(h) In connection with a special meeting called in accordance with this Section 3.6, the stockholder or stockholders (except for any Solicited Stockholder) who requested that the Board of Directors fix a record date in accordance with this Section 3.6 or who delivered a demand to call a special meeting to the Secretary shall update and supplement the information previously provided to the Corporation in connection with such request or demand, if necessary, so that the information provided or required to be provided in such request or demand pursuant to this Section 3.6 shall be true and correct as of the record date for the special meeting and as of the date that is ten (10) business days prior to the special meeting or any rescheduling, adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not later than five (5) business days after the record date for the special meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight (8) business days prior to the date for the special meeting or, if practicable, any rescheduling, adjournment or postponement thereof (and, if not practicable, on the first practicable date prior to the date to which the special meeting has been rescheduled, adjourned or postponed) (in the case of the rescheduling, update and supplement required to be made as of ten (10) business days prior to the special meeting or any adjournment or postponement thereof).

(i) Notwithstanding anything in these Bylaws to the contrary, the Secretary shall not be required to call a special meeting pursuant to this Section 3.6 except in accordance with this Section 3.6. If the Board of Directors shall determine that any request to fix a record date or demand to call and hold a special meeting was not properly made in accordance with this Section 3.6, or shall determine that the stockholder or stockholders requesting that the Board of Directors fix such record date or submitting a demand to call the special meeting have not otherwise complied with this Section 3.6, then the Board of Directors shall not be required to fix a record date or to call and hold the special meeting. In addition to the requirements of this Section 3.6, each Requesting Person shall comply with all requirements of applicable law, including all requirements of the Exchange Act, with respect to any request to fix a record date or demand to call a special meeting.

Section 3.7. Notice of Meetings

(a) Notice. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, written, printed or electronic notice stating the place, if any, date and hour of the meeting, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting) and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be prepared and delivered by the Corporation not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or in the case of stockholders who have consented to such delivery, by electronic transmission (as such term is defined in the DGCL), to each stockholder of record entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting, such notice to specify the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at any such meeting.

(b) Notice Deemed Received. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the stockholder at such address as it appears on the records of the Corporation. Notice given by electronic transmission shall be effective (i) if by facsimile, when faxed to a number where the stockholder has consented to receive notice; (ii) if by electronic mail, when mailed electronically to an electronic mail address at which the stockholder has consented to receive such notice; (iii) if by posting on an electronic network together with a separate notice of such posting, upon the later to occur of the posting or the giving of separate notice of the posting; or (iv) if by other form of electronic transmission, when directed to the stockholder in the manner consented to by the stockholder.

(c) Waiver of Notice. Notice of the date, hour and place, if any, and, if applicable, the purpose of any meeting of stockholders may be waived in writing, signed by the person entitled to notice thereof, or by electronic

transmission by such person, either before or after such meeting, and will be waived by any such stockholder's attendance at the meeting in person, by remote communication, if applicable, or by proxy, except if the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

(d) Postponement; Cancellation. Unless prohibited by law, the Board of Directors may postpone, reschedule or cancel any previously scheduled annual meeting of stockholders and any previously scheduled special meeting of stockholders at any time, before or after the notice for such meeting has been sent to the stockholders; provided, however, that the Board of Directors may not cancel any special meeting called pursuant to Section 3.6(a)(iii) except as permitted by law or expressly permitted by these Bylaws.

Section 3.8. Action by Written Consent in Lieu of a Meeting

(a) Any action required or permitted to be taken at an annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, (i) shall be signed by holders of record on the record date (established as provided below) of outstanding shares of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted; and (ii) shall be delivered to the Corporation at its registered office in the State of Delaware, at its principal place of business or to an officer or agent of the Corporation having custody of the minute books in which proceedings of meetings of stockholders are recorded. Delivery shall be made by hand or by certified or registered mail, return receipt requested. Every written consent shall bear the date of the signature of each stockholder who signs the consent, and no written consent shall be effective to take corporate action unless, within sixty (60) days of the earliest dated valid consent delivered in the manner described in this Section 3.8, written consents signed by a sufficient number of holders to take such action are delivered to the Corporation in the manner described in this Section 3.8. Only stockholders of record on the record date shall be entitled to consent to corporate action in writing without a meeting.

(b) Without qualification, any stockholder of record seeking to have the stockholders authorize or take any action by written consent shall first request in writing that the Board of Directors fix a record date for the purpose of determining the stockholders entitled to take such action, which request shall be in proper form and delivered to, or mailed and received by, the Secretary of the Corporation at the principal executive offices of the Corporation. Within ten (10) days after receipt of a request in proper form and otherwise in compliance with this Section 3.8 from any such stockholder, the Board of Directors may adopt a resolution fixing a record date for the purpose of determining the stockholders entitled to take such action, which date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no resolution fixing a record date has been adopted by the Board of Directors within such ten (10) day period after the date on which such a request is received, (i) the record date for determining stockholders entitled to consent to such action, when no prior action of the Board of Directors is required by applicable law, shall be the first date on which a valid signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in the manner described in this Section 3.8; and (ii) the record date for determining stockholders entitled to consent to such action, when prior action by the Board of Directors is required by applicable law, shall be at the Close of Business on the date on which the Board of Directors adopts the resolution taking such prior action.

(c) To be in proper form for purposes of this Section 3.8, a request by a stockholder for the Board of Directors to fix a record date shall set forth:

(1) As to each Soliciting Person (as defined below), the Stockholder Information (as defined in Section 3.3(c)(1), except that for purposes of this Section 3.8 the term "Soliciting Person" shall be substituted for the term "Proposing Person" in all places it appears in Sections 3.3(c)(1)(A) and (B));

(2) As to each Soliciting Person, any Disclosable Interests (as defined in Section 3.3(c)(1), except that for purposes of this Section 3.8 the term "Soliciting Person" shall be substituted

for the term "Proposing Person" in all places it appears in Sections 3.3(c)(1)(C)-(N) and for purposes of the terms defined in Section 3.3(h) and the disclosure with respect to the business to be brought before the meeting in Section 3.3(c)(1) shall be made with respect to the action or actions proposed to be taken by written consent);

(3) As to the action or actions proposed to be taken by written consent, (A) a reasonably brief description of the action or actions, the reasons for taking such action or actions and any material interest in such action or actions of each Soliciting Person, (B) the complete text of the resolutions or consent proposed to be acted upon by written consent of the stockholders, (C) a reasonably detailed description of all agreements, arrangements and understandings (x) between or among any of the Soliciting Persons or any Stockholder Associated Person (as defined in Section 3.3(h) but replacing "Proposing Person" with "Soliciting Person" in the definition thereof), and (y) between or among any Soliciting Person and any Stockholder Associated Person (as similarly defined) and any other record or beneficial holder(s) of person(s) who have a right to acquire beneficial ownership at any time in the future of the shares of any class or series of shares of the Corporation (including their names) in connection with the request or such action or actions, and (D) all other information relating to such request or such action or actions that would be required to be disclosed in a proxy statement or other filing required to be made by the Soliciting Person in connection with solicitations of consents pursuant to the Proxy Rules; and

(4) If directors are proposed to be elected by written consent, the Nominee Information for each person whom a Requesting Person proposes to elect as a director by written consent.

For purposes of this Section 3.8, the term "Soliciting Person" shall mean the stockholder making a request for the Board of Directors to fix a record date and proposing the action or actions to be taken by written consent.

(d) In connection with an action or actions proposed to be taken by written consent in accordance with this Section 3.8, the stockholder or stockholders seeking such action or actions shall update and supplement the information previously provided to the Corporation in connection therewith, if necessary, so that the information provided or required to be provided pursuant to this Section 3.8 shall be true and correct as of the record date for determining the stockholders eligible to take such action and as of the date that is five (5) business days prior to the date the consent solicitation is commenced, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not later than five (5) business days after the record date for determining the stockholders eligible to take such action (in the case of the update and supplement required to be made as of the record date), and not later than three (3) business days prior to the date that the consent solicitation is commenced (in the case of the update and supplement required to be made as of five (5) business days prior to the commencement of the consent solicitation).

(e) Notwithstanding anything in these Bylaws to the contrary, no action may be taken by the stockholders by written consent except in accordance with this Section 3.8. If the Board of Directors shall determine that any request to fix a record date or to take stockholder action by written consent was not properly made in accordance with this Section 3.8, or the stockholder or stockholders seeking to take such action do not otherwise comply with this Section 3.8, then the Board of Directors shall not be required to fix a record date and any such purported action by written consent shall be null and void to the fullest extent permitted by applicable law. In addition to the requirements of this Section 3.8 with respect to stockholders seeking to take an action by written consent, each Soliciting Person shall comply with all requirements of applicable law, including all requirements of the Exchange Act, with respect to such action.

Section 3.9. Quorum and Adjournment

Unless otherwise provided in the Certificate of Incorporation or these Bylaws or required by applicable law, holders of a majority of the voting power of the issued and outstanding shares of capital stock of the Corporation entitled to vote at the meeting, voting together as a single class, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of stockholders. If such quorum is not so present or

represented at any meeting of stockholders, then the chairperson of the meeting or the holders of a majority in voting power of the shares present in person or represented by proxy at the meeting, voting together as a single class, shall have the power to adjourn the meeting from time to time until a quorum is so present or represented. When a meeting is adjourned to another time or place, if any, including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication, notice need not be given of the adjourned meeting if (a) the time and place, if any, of such adjourned meeting, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are (i) announced at the meeting at which the adjournment is taken, (ii) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication or (iii) set forth in the notice of meeting given in accordance with these Bylaws and (b) the date is not more than thirty (30) days after the date for which the meeting was originally noticed. At such adjourned meeting at which a quorum is so present or represented, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting. If after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall also fix a new record date for determining the stockholders entitled to notice of such adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at such adjourned meeting as of the record date for notice of such adjourned meeting.

Section 3.10. Voting

Each stockholder shall be entitled to that number of votes for each share of capital stock held by such stockholder as set forth in the Certificate of Incorporation. In all matters, other than the election of directors and except as otherwise required by law, the Certificate of Incorporation, these Bylaws or the rules and regulations of any stock exchange applicable to the Corporation, the affirmative vote of a majority of the voting power of the shares of capital stock of the Corporation present or represented by proxy at the meeting and entitled to vote on the subject matter, voting together as a single class, shall be the act of the stockholders. Directors shall be elected by the vote of the majority of the votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) with "abstentions" and "broker non-votes" not counted as a vote cast either "for" or "against" that nominee's election at any meeting for the election of directors at which a quorum is present; provided, however, that in the event of a Contested Election (as defined below), directors shall be elected by a plurality of the votes cast on the election of directors at any meeting for the election of directors at which a quorum is present. For purposes of these Bylaws, "Contested Election" shall mean any election of directors at an annual or special meeting of the Corporation with respect to which (a) the Secretary of the Corporation receives a notice that a stockholder has nominated or intends to nominate a person for election to the Board of Directors in compliance with the requirements for stockholder nominees for director set forth in Section 3.4 or Section 3.5 of these Bylaws, and (b) such notice has not been withdrawn by such stockholder on or prior to the tenth (10^{th}) day before the Corporation first mails its notice of meeting for such meeting to the stockholders.

Section 3.11. Voting Rights; Proxies

For the purpose of determining those stockholders entitled to vote at any meeting of the stockholders, except as otherwise provided by law, only persons in whose names shares stand on the stock records of the Corporation on the record date for such purpose shall be entitled to vote at any meeting of stockholders. Every stockholder entitled to vote at a meeting may authorize another person or persons to act for such stockholder by proxy. No proxy shall be voted or acted upon after three years from its date unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date.

Section 3.12. Joint Owners of Stock

If shares having voting power stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two or more

persons have the same fiduciary relationship respecting the same shares, unless the Secretary is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: (a) if only one votes, his or her act binds all, (b) if more than one votes, the act of the majority so voting binds all, (c) if more than one votes, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or may apply to the Delaware Court of Chancery for relief as provided in Section 217(b) of the DGCL. If the instrument filed with the Secretary of the Corporation shows that any such tenancy is held in unequal interests, a majority or even split for the purpose of subsection (c) shall be a majority or even split in interest.

Section 3.13. List of Stockholders

The officer of the Corporation who has charge of the stock ledger shall prepare and make available, at least ten (10) days before every meeting of stockholders a complete list of the stockholders entitled to vote at said meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date), arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of at least ten (10) days ending on the day before the meeting date: (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours at the principal place of business of the Corporation. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to stockholders of the Corporation.

Section 3.14. Inspectors of Elections

If required by applicable law, the Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives of the Corporation, to act at the meeting and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act, or if all inspectors or alternates who have been appointed are unable to act, at a meeting of stockholders, the chairperson of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by the DGCL.

Section 3.15. Organization

(a) At every meeting of stockholders, the chairperson of the meeting shall be the Chairman of the Board of Directors, or, if such Chairman has not been appointed or is absent, the Lead Director, or, if such Lead Director has not been appointed or is absent, the Chief Executive Officer or, if the Chief Executive Officer is absent, the President, or, if the President is absent, a chairperson of the meeting chosen by the affirmative vote of a majority of the voting power of the shares of capital stock of the Corporation present or represented by proxy at the meeting and entitled to vote on the subject matter, voting together as a single class. The Secretary, or, in his or her absence, an Assistant Secretary directed to do so by the President, shall act as secretary of the meeting.

(b) The Board of Directors shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the chairperson of the meeting shall have the right and authority to convene and (for any or no reason) recess or adjourn the meeting, prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation: (i) establishing an agenda or order of business for the meeting; (ii) the determination of when the polls shall open and close for any given matter to be voted on at the meeting; (iii) rules and procedures for maintaining order at the meeting and the safety of those present; (iv) limitations on attendance at or participation in such meeting to stockholders of record of the Corporation and their duly authorized and constituted proxies and such other persons as the chairperson shall permit; (v) restrictions on entry to the meeting after the time fixed for the

commencement of the meeting; (vi) limitations on the time allotted to questions or comments by participants; (vii) removal of any stockholder or any other individual who refuses to comply with meeting procedures, rules or guidelines; (viii) conclusion, recess or adjournment of the meeting, regardless of whether a quorum is present, to a later date and time and at a place, if any, announced at the meeting; (ix) rules, regulations or procedures for compliance with any state and local laws and regulations concerning safety, health and security; (x) procedures (if any) requiring attendees to provide the Corporation advance notice of their intent to attend the meeting; and (xi) any guidelines and procedures as the chairperson may deem appropriate regarding the participation by means of remote communication of stockholders and proxyholders not physically present at a meeting, whether such meeting is to be held at a designated place or solely by means of remote communication. Unless and to the extent determined by the Board of Directors or the chairperson of the meeting, meetings of stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE IV
DIRECTORS

Section 4.1. Powers of the Board

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by applicable law or by the Certificate of Incorporation or these Bylaws, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 4.2. Number, Term of Office, Powers, Vacancies and Removal

The minimum and maximum number of directors constituting the entire Board of Directors of the Corporation, as well as the classes, term of office, powers and procedures for vacancies and removal with respect to directors, are as set forth in the Certificate of Incorporation. In addition, any or all of the directors of the Corporation may be removed from office only for cause and only by the affirmative vote of the holders of at least a majority of the voting power of the Corporation's then outstanding capital stock entitled to vote generally in the election of directors, voting together as a single class. The precise number of directors shall be determined from time to time exclusively by a vote of a majority of the entire Board of Directors.

Section 4.3. Resignation

Any director may resign at any time by delivering his or her resignation in writing or by electronic transmission to the Secretary of the Corporation. Any such resignation shall be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein in which event the resignation shall become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation by the Corporation shall not be necessary to make it effective.

Section 4.4. Meetings

(a) Regular Meetings. The Board of Directors may, by resolution, provide for the time and place for the holding of regular meetings of the Board of Directors. No further notice shall be required for regular meetings of the Board of Directors.

(b) Special Meetings. Special meetings of the Board of Directors may be held at any time and place within or without the State of Delaware, whenever called by the Chairman of the Board, the Chief Executive Officer or any three of the directors.

(c) Meetings by Electronic Communications Equipment. Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

(d) Notice of Special Meetings. Notice of the time and place of all special meetings of the Board of Directors shall be given to each director at his or her business or residence in writing or by facsimile transmission, telephone communication or electronic transmission. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid, at least five (5) days before such meeting. If by email, facsimile transmission or other electronic transmission, such notice shall be transmitted at least twenty-four (24) hours before such meeting or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances. If by telephone, the notice shall be given at least twelve hours prior to the time set for the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of such meeting.

(e) Waiver of Notice. Notice of any meeting may be waived in writing, or by electronic transmission, at any time before or after the meeting and will be deemed waived by any director by attendance at the meeting, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. All waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.5. Quorum; Voting

Unless the Certificate of Incorporation requires a greater number, a quorum of the Board of Directors shall consist of a majority of the total number of directors constituting the entire Board of Directors, as such total number is fixed from time to time by the Board of Directors; provided, however, at any meeting, whether a quorum be present or otherwise, a majority of the directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting. At each meeting of the Board of Directors at which a quorum is present, all questions and business shall be determined by the affirmative vote of a majority of the directors present, unless a different vote is required by the DGCL, the Certificate of Incorporation or these Bylaws.

Section 4.6. Action Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or the committee, as the case may be, consent thereto in writing or by electronic transmission, and such writing or writings or transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or the committee, as the case may be. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 4.7. Fees and Compensation

Directors shall be entitled to such compensation for their services as may be approved by the Board of Directors, including, if so approved, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

Section 4.8. Committees

(a) Establishment of Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the members of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the board of

directors in the management of the business and affairs of the Corporation, except as expressly limited by Section 141(c)(2) of the DGCL.

(b) Term. Except as provided by applicable law, the Board of Directors may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The membership of a committee member shall terminate on the date of his or her death or voluntary resignation or removal from the committee or from the Board of Directors. Unless otherwise provided by the Board of Directors in the resolutions authorizing the creation of the committee, the Board of Directors may at any time for any reason remove any individual committee member, and the Board of Directors may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee.

(c) Meetings. Unless the Board of Directors shall otherwise provide, regular meetings of any committee appointed pursuant to this Section 4.8 shall be held at such times and places, if any, as are determined by the Board of Directors, the Chairman of the Board, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place which has been determined from time to time by such committee, and may be called by any director who is a member of such committee, upon notice to the members of such committee of the time and place of such special meeting given in the matter provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be deemed waived by any director by attendance at the meeting, except when the director attends such special meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise provided by the Board of Directors in the resolutions authorizing the creation of the committee, a majority of the authorized number of members of any such committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of such committee.

Section 4.9. Chairman of the Board

The Chairman of the Board shall be chosen from among the directors and may be the Chief Executive Officer. Except as otherwise provided by law, the Certificate of Incorporation or Sections 3.15, 4.10 or 4.11 of these Bylaws, the Chairman of the Board shall preside at all meetings of stockholders and of the Board of Directors. The Chairman of the Board shall have such other powers and duties as may from time to time be designated by the Board.

Section 4.10. Lead Director

If at any time the Chairman of the Board is also the Chief Executive Officer or is not an Independent Director (as defined below), a Lead Director shall be elected by a majority of the Independent Directors. The Lead Director shall be one of the directors who has been determined by the Board to be an "independent director" (any such director, an "Independent Director"). The Lead Director shall preside at all meetings of the Board of Directors at which the Chairman of the Board is not present, preside over the executive sessions of the Independent Directors, serve as a liaison between the Chairman of the Board and the Board and have such other responsibilities, and perform such duties, as may from time to time be assigned to him or her by the Board.

Section 4.11. Organization

At every meeting of the directors, the Chairman of the Board of Directors, or, if such Chairman has not been appointed or is absent, the Lead Director, or, if such Lead Director has not been appointed or is absent, the Chief Executive Officer (if a director), or, in the absence of any such person, a chairperson of the meeting chosen by a majority vote of the directors present, shall preside over the meeting. The Secretary, or the Secretary's absence, any Assistant Secretary designated and directed to do so by the person presiding at the meeting, shall act as secretary of the meeting.

ARTICLE V
OFFICERS

Section 5.1. Officers Designated

Except as otherwise expressly delegated by resolution of the Board of Directors, the Board of Directors shall have the exclusive power and authority to appoint and remove officers of the Corporation. The officers of the Corporation shall include, if and when designated, a Chief Executive Officer, a President, a Chief Financial Officer, one or more Vice Presidents, a Secretary, and a Treasurer and such other officers and agents as the Board of Directors from time to time may designate. The Board of Directors may give any officer such further designations or alternative titles as it deems appropriate. All officers chosen by the Board of Directors shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article V. Such officers shall also have such powers and duties as from time to time may be conferred by the Board of Directors or by any committee thereof. Any one person may hold any number of offices of the Corporation at any one time unless specifically prohibited therefrom by the DGCL. The salaries and other compensation of the officers of the Corporation shall be fixed by or in the manner designated by the Board of Directors.

Section 5.2. Term of Office

Each officer of the Corporation shall hold office at the pleasure of the Board of Directors and shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death or until he or she shall resign or be removed.

Section 5.3. Duties of Officers

(a) Chief Executive Officer. The Chief Executive Officer shall preside at all meetings of the stockholders and (if a director) at all meetings of the Board of Directors, unless a Chairman of the Board or Lead Director has been appointed and is present. The Chief Executive Officer shall have general supervision, direction and control of the business and affairs of the Corporation, subject only to the power and authority of the Board of Directors. The Chief Executive Officer shall perform other duties commonly incident to his or her office, and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(b) President. The President shall preside at all meetings of the stockholders and (if a director) at all meetings of the Board of Directors, unless either the Chief Executive Officer has been appointed and is present or the Chairman of the Board has been appointed and is present. Unless some other person has been elected Chief Executive Officer of the Corporation, the President shall be the Chief Executive Officer of the Corporation. The President shall perform other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(c) Vice Presidents. The Vice Presidents, if any, that have been designated officers of the Corporation, may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. The Vice Presidents, if any, that have been designated officers of the Corporation, shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

(d) Secretary. The Secretary shall attend all meetings of the stockholders and the Board of Directors and shall record all acts and proceedings thereof in the minute book of the Corporation. The Secretary shall give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors and any committee thereof requiring notice. The Secretary shall perform all other duties given to the Secretary in these Bylaws and other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time. Any Assistant Secretary may assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time. The Secretary shall have

custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors, the Chairman of the Board or the President, and attest to the same.

(e) Chief Financial Officer. The Chief Financial Officer shall keep or cause to be kept the books of account of the Corporation in a thorough and proper manner and shall render statements of the financial affairs of the Corporation in such form and as often as required by the Board of Directors, the President or the Chief Executive Officer. The Chief Financial Officer, subject to the order of the Board of Directors, shall have custody of all funds and securities of the Corporation. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of the financial condition of the Corporation. The Chief Financial Officer shall perform other duties commonly incident to his or her office, and shall also perform such other duties and have such other powers as the Board of Directors, the President or the Chief Executive Officer shall designate from time to time.

(f) Treasurer. The Treasurer may assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer or whenever the office of Chief Financial Officer is vacant. The Treasurer shall perform other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time. Any Assistant Treasurer may assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Assistant Treasurer shall perform other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 5.4. Delegation of Authority

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

Section 5.5. Resignations

Any officer may resign at any time by giving notice in writing or by electronic transmission to the Board of Directors, the Chairman of the Board, the Chief Executive Officer, the President or the Secretary. Any such resignation shall be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein in which event the resignation shall become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation by the Corporation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under applicable law, the Certificate of Incorporation, these Bylaws or any contract with the resigning officer.

Section 5.6. Removal

Any officer may be removed from office at any time, either with or without cause, by the Board of Directors, or by any committee of the Board or superior officers upon whom such power of removal may have been conferred by the Board of Directors.

ARTICLE VI
EXECUTION OF CORPORATE INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION

Section 6.1. Execution of Corporate Instruments

The Board of Directors may determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the Corporation any corporate instrument or document, or to sign on behalf of the Corporation the corporate name, or to enter into contracts on behalf of the Corporation, except where otherwise provided by applicable law or these Bylaws, and such execution or signature shall be binding upon the Corporation.

In the absence of any determination or authorization by the Board of Directors, all instruments and documents requiring the corporate signature, unless otherwise required by applicable law or otherwise provided herein, may be executed, signed or endorsed by the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Secretary or the Treasurer.

All checks and drafts drawn on banks or other depositaries on funds to the credit of the Corporation or in special accounts of the Corporation shall be signed by the Chief Financial Officer, the Treasurer or such other person or persons as the Board of Directors shall authorize so to do.

Unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 6.2. Voting of Securities Owned by the Corporation

All stock and other securities of other corporations owned or held by the Corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect thereto shall be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chief Executive Officer, the President, or any Vice President.

ARTICLE VII
SHARES OF STOCK

Section 7.1. Form and Execution of Certificates

The Corporation may issue shares of any class or series of stock in certificated or uncertificated form, as determined by the Board of Directors. Certificates for the shares of stock of the Corporation shall be in such form as is consistent with the Certificate of Incorporation and applicable law. Every holder of stock in the Corporation represented by certificate shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman of the Board, the President or any Vice President and by the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by such stockholder in the Corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he or she were such officer, transfer agent, or registrar at the date of issue. Each certificate shall state upon the face or back thereof, in full or in summary, all of the powers, designations, preferences, and the relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of the shares authorized to be issued or shall, except as otherwise required by applicable law, set forth on the face or back a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences, and the relative, participating, optional or other special rights, and the qualifications, limitations or restrictions, of a class or any series of stock. Upon request and within a reasonable time after the issuance or transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to this Section 7.1 or otherwise required by applicable law, or with respect to this Section 7.1 a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences, and the relative, participating, optional or other special rights, and the qualifications, limitations or restrictions, of a class or any series of stock. Except as otherwise expressly provided by law, the rights and obligations of the holders of certificates representing stock of the same class or series shall be identical.

Section 7.2. Lost Certificates

A new certificate or certificates or uncertificated shares shall be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The Corporation may require, as a condition precedent to the issuance of a new certificate or certificates or uncertificated shares, the owner of such lost, stolen, or destroyed certificate or certificates, or such owner's legal representative, to agree to

indemnify the Corporation in such manner as it shall require or to give the Corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 7.3. Transfers

(a) Transfers of record of shares of stock of the Corporation shall be made only upon its books by the holders thereof, in person or by attorney duly authorized, and upon the surrender of a properly endorsed certificate or certificates for a like number of shares.

(b) The corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the Corporation to restrict the transfer of shares of stock of the Corporation of any one or more classes owned by such stockholders in any manner not prohibited by the DGCL.

Section 7.4. Fixing Record Dates

(a) In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall, subject to applicable law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board of Directors so fixes a record date, such record date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the Close of Business on the day next preceding the day on which notice is given, or if notice is waived, at the Close of Business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the Close of Business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 7.5. Registered Stockholders

The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it shall have express or other notice thereof, except as otherwise provided by applicable law.

ARTICLE VIII
OTHER SECURITIES OF THE CORPORATION

Section 8.1. Execution of Other Securities

All bonds, debentures and other corporate securities of the Corporation, other than stock certificates (covered in Section 7.1), may be signed by the Chief Executive Officer, the President or any Vice President, or such other person as may be authorized by the Board of Directors, and the corporate seal impressed thereon or a facsimile of such

seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Chief Financial Officer or Treasurer or an Assistant Treasurer; provided, however, that where any such bond, debenture or other corporate security shall be authenticated by the manual signature, or where permissible facsimile signature, of a trustee under an indenture pursuant to which such bond, debenture or other corporate security shall be issued, the signatures of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons. Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, shall be signed by the Chief Financial Officer, the Treasurer or an Assistant Treasurer of the Corporation or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who shall have signed or attested any bond, debenture or other corporate security, or whose facsimile signature shall appear thereon or on any such interest coupon, shall have ceased to be such officer before the bond, debenture or other corporate security so signed or attested shall have been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the Corporation and issued and delivered as though the person who signed the same or whose facsimile signature shall have been used thereon had not ceased to be such officer of the Corporation.

ARTICLE IX
DIVIDENDS

Section 9.1. Declaration of Dividends

Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation and applicable law, if any, may be declared by the Board of Directors pursuant to law at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation and applicable law.

Section 9.2. Dividend Reserve

The Board of Directors may set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

ARTICLE X
FISCAL YEAR

Section 10.1. Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI
NOTICES

Section 11.1. Notices

(a) Notice to Stockholders. Notice to stockholders of stockholder meetings shall be given as provided in Section 3.7 herein. Without limiting the manner by which notice may otherwise be given effectively to stockholders under any agreement or contract with such stockholder, and except as otherwise required by law, notice to stockholders for purposes other than stockholder meetings may be sent by U.S. mail or nationally recognized overnight courier, or by facsimile, or by electronic mail or other applicable electronic means consented to by such stockholder in accordance with Section 232 of the DGCL.

(b) Notice to Directors. Any notice required to be given to any director may be given by any method stated in Section 4.4(d) hereof, as otherwise provided in these Bylaws, or by U.S. mail or nationally recognized overnight courier, or by facsimile, or by electronic mail, except that such notice other than one which is delivered personally shall be sent to such address as such director shall have filed in writing with the Secretary, or, in the absence of such filing, to the last known post office address of such director.

(c) Affidavit of Notice. An affidavit of notice, executed by a duly authorized and competent employee of the Corporation or its transfer agent appointed with respect to the class of stock affected, specifying the name and address or the names and addresses of the stockholder or stockholders, or director or directors, to whom any such notice or notices was or were given, and the time and method of giving the same, shall, in the absence of fraud, be prima facie evidence of the facts therein contained.

(d) Time Notices Deemed Given. Except as otherwise specifically provided in these Bylaws, all notices given by mail, as above provided, shall be deemed to have been given as of the time of mailing, and all notices given by facsimile or electronic mail shall be deemed to have been given as of the sending time recorded at the time of transmission.

(e) Methods of Notice. It shall not be necessary that the same method of giving notice be employed in respect of all directors or stockholders, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others.

(f) Failure to Receive Notice. The period or limitation of time within which any stockholder may exercise any option or right, or enjoy any privilege or benefit, or be required to act, or within which any director may exercise any power or right, or enjoy any privilege, pursuant to any notice sent to such stockholder or director in the manner above provided, shall not be affected or extended in any manner by the failure of such stockholder or such director to receive such notice.

(g) Notice to Person with Whom Communication Is Unlawful. Whenever notice is required to be given, under any provision of law or of the Certificate of Incorporation or these Bylaws, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the Corporation is such as to require the filing of a certificate under any provision of the DGCL, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

(h) Notice to Person with Undeliverable Address. Whenever notice is required to be given, under any provision of law or the Certificate of Incorporation or Bylaws, to any stockholder to whom (i) notice of two consecutive annual meetings, and all notices of meetings to such person during the period between such two consecutive annual meetings; or (ii) all, and at least two, payments (if sent by first-class mail) of dividends or interest on securities during a twelve-month period, have been mailed addressed to such person at his or her address as shown on the records of the Corporation and have been returned undeliverable, the giving of such notice to such person shall not be required. Any meeting which shall be taken or held without notice to such person shall have the same force and effect as if such notice had been duly given. If any such person shall deliver to the Corporation a written notice setting forth his or her then current address, the requirement that notice be given to such person shall be reinstated. In the event that the action taken by the Corporation is such as to require the filing of a certificate under any provision of the DGCL, the certificate need not state that notice was not given to persons to whom notice was not required to be given pursuant to this paragraph. Notwithstanding the foregoing, this Section 11.1(h) shall not apply to notice given by means of electronic transmission.

(i) Notice to Stockholders Sharing an Address. Except as otherwise prohibited under the DGCL, any notice given under the provisions of the DGCL, the Certificate of Incorporation or these Bylaws shall be effective if given by a single written notice to stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. Such consent shall have been deemed to have been given if such stockholder fails to object in writing to the Corporation within sixty (60) days of having been given notice by the Corporation of its intention to send the single notice. Any consent shall be revocable by the stockholder by written notice to the Corporation.

ARTICLE XII
INDEMNIFICATION

Section 12.1. Right of Indemnification

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 12.3 of this ARTICLE XII, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors, or any duly authorized committee thereof.

Section 12.2. Advancement of Expenses

The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this ARTICLE XII or otherwise.

Section 12.3. Claims

If a claim for indemnification (following the final disposition of the Proceeding with respect to which indemnification is sought, including any settlement of such Proceeding) or advancement of expenses under this ARTICLE XII is not paid in full within thirty (30) days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by applicable law. In any such action, the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under this ARTICLE XII and applicable law.

Section 12.4. Non-Exclusivity of Rights

The rights conferred on any Covered Person by this ARTICLE XII shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, the Certificate of Incorporation, these Bylaws, or any agreement, vote of stockholders or disinterested directors or otherwise.

Section 12.5. Contract Rights; Amendment or Repeal

The rights to indemnification and advancement of expenses conferred by this ARTICLE XII shall be deemed to be separate contract rights between the Corporation and each Covered Person, and the rights to indemnification and advancement of expenses of any Covered Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this ARTICLE XII after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

Section 12.6. Other Indemnification and Advancement of Expenses

This ARTICLE XII shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE XIII
FORUM SELECTION

Section 13.1. Forum Selection

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (a) any derivative action, suit or proceeding brought in the right of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim against the Corporation arising pursuant to any provision of the DGCL or the Corporation's Certificate of Incorporation or Bylaws, or (d) any action asserting a claim against the Corporation governed by the internal affairs doctrine, in each such case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XIII.

ARTICLE XIV
AMENDMENTS

Section 14.1. Amendments

The Board of Directors shall have the power to adopt, amend, alter, change or repeal any and all Bylaws of the Corporation. In addition, the stockholders of the Corporation may adopt, amend, alter, change or repeal any and all Bylaws of the Corporation by the affirmative vote of the holders of a majority of the voting power of the Corporation's then outstanding capital stock entitled to vote, voting together as a single class.

Exhibit 31.1

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Eric D. Ashleman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IDEX Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ ERIC D. ASHLEMAN
Eric D. Ashleman
Chief Executive Officer and President

Date: October 26, 2022

Exhibit 31.2

Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, William K. Grogan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IDEX Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ WILLIAM K. GROGAN

William K. Grogan

Senior Vice President and Chief Financial Officer

Date: October 26, 2022

Exhibit 32.1

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of IDEX Corporation (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2022 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ERIC D. ASHLEMAN

Eric D. Ashleman

Chief Executive Officer and President

Date: October 26, 2022

Exhibit 32.2

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of IDEX Corporation (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2022 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WILLIAM K. GROGAN

William K. Grogan

Senior Vice President and Chief Financial Officer

Date: October 26, 2022