

#### CONTACT:

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### DOVER REPORTS FOURTH QUARTER AND FULL YEAR 2014 RESULTS AND UPDATES 2015 GUIDANCE

- Reports quarterly revenue of \$2.0 billion, an increase of 11% over the prior year
- Achieves adjusted quarterly diluted earnings per share from continuing operations of \$1.01, excluding discrete tax benefits; this result includes \$0.17 in restructuring and other costs
- Plans to divest two businesses, which are now reported as discontinued operations
- Updates guidance for 2015 full year diluted earnings per share from continuing operations to be in the range of \$4.70 to \$4.95, a reduction to prior guidance reflecting the combined impact of global energy markets and discontinued operations, net of share repurchase activity

**Downers Grove, IL, January 27, 2015** — Dover (NYSE: DOV) announced today that for the fourth quarter ended December 31, 2014, revenue was \$2.0 billion, an increase of 11% over the prior year. The revenue increase was driven by organic growth of 6% and an increase of 7% from acquisitions, partially offset by a 2% impact from foreign exchange. Earnings from continuing operations were \$171.8 million, essentially flat compared to \$172.2 million for the prior year period. Diluted earnings per share ("EPS") for the fourth quarter ended December 31, 2014 was \$1.03, compared to \$1.00 EPS in the prior year period, representing an increase of 3%. EPS from continuing operations for the fourth quarter of 2014 included discrete tax benefits of \$0.02, compared to \$0.01 EPS in the prior year period. Excluding these items, adjusted EPS from continuing operations for the fourth quarter of 2014 was \$1.01, an increase of 2% over an adjusted EPS of \$0.99 in the prior year period.

Revenue for the year ended December 31, 2014 was \$7.8 billion, an increase of 8% over the prior year, reflecting organic growth of 4% and a 4% increase from acquisitions. Foreign exchange had a negligible impact. Earnings from continuing operations for the year ended December 31, 2014 were \$778.1 million, compared to \$797.5 million in the prior year period, representing a decrease of 2%. EPS for the year ended December 31, 2014 was \$4.61 EPS, essentially flat compared to \$4.60 EPS in the prior year. EPS from continuing operations during this period includes discrete tax benefits of \$0.07 EPS compared to \$0.43 EPS in the prior year, as well as \$0.02 of other one-time gains recognized in the prior year. Excluding these items, adjusted EPS from continuing operations for the year ended December 31, 2014 was \$4.54, an increase of 10% over an adjusted EPS of \$4.14 in the prior year.

Dover also announced today its intention to divest Sargent Aerospace ("Sargent"), a supplier of precision-engineered components and aftermarket services in the aerospace and defense industries, and part of Dover's Engineered Systems segment. Both Sargent and Datamax O'Neil ("D-O") are reported as discontinued operations for the fourth quarter and full year 2014 results. Dover expects to complete the sale of D-O in the first quarter, with the sale of Sargent expected to occur in the second quarter of 2015.

Commenting on the fourth quarter results, Dover's President and Chief Executive Officer, Robert A. Livingston, said, "We finished the year with a very strong fourth quarter, achieving 11% revenue growth and earnings growth that exceeded expectations. We saw robust topline growth at each segment led by Energy and Fluids at 20% and 10%, respectively, and achieved solid volume leverage. In the quarter, we made the decision to divest Sargent and, as previously announced, Datamax O'Neil. While both are excellent companies with strong positions, they serve markets where others have greater scale. We expect after-tax proceeds of the divestitures to be used for share repurchases and growth opportunities."

"As previously announced, we took decisive actions in the quarter to adjust our costs and streamline our businesses, which accounted for the majority of nonrecurring charges of \$0.17. Regarding our energy markets, there continues to be significant uncertainty driven by the rapid decline in oil prices. Accordingly, we took additional cost reduction steps in our Energy businesses during the quarter and continue to review further actions, including additional restructuring costs in the first quarter of 2015."

"As a result, we are updating our 2015 guidance to reflect the anticipated combined impact of lower oil prices, discontinued operations, share repurchase activity and FX. We now expect total revenue growth of 1% to -2%, principally reflecting our new Energy revenue estimate of -6% to -9%, a 15 point reduction from our prior forecast. Within our total revenue forecast, organic growth is anticipated to be approximately 1% to -2%, completed acquisitions will provide approximately 2% growth and FX is expected to be a 2% headwind. In total, we now expect full year adjusted EPS to be in the range of \$4.70 to \$4.95, a \$0.35 reduction to our prior guidance."

Net earnings for the quarter ended December 31, 2014, were \$169.3 million, or \$1.02 EPS, which included a loss from discontinued operations of \$2.5 million, or \$0.02 EPS compared to net earnings of \$194.0 million, or \$1.13 EPS, for the same period of 2013, which included earnings from discontinued operations of \$21.7 million, or \$0.13 EPS.

Net earnings for the year ended December 31, 2014 were \$775.2 million, or \$4.59 EPS, compared to net earnings of \$1.0 billion, or \$5.78 EPS, for the same period of 2013. 2014 results reflected a loss from discontinued operations of \$2.9 million, or \$0.02 EPS, which included \$27.1 million in spin-off costs. 2013 results reflected earnings from discontinued operations of \$205.6 million or \$1.18 EPS, which included spin-off costs of \$30.1 million.

Dover will host a webcast of its fourth quarter 2014 conference call at 10:00 A.M. Eastern Time (9:00 A.M. Central Time) on Tuesday, January 27, 2015. The webcast can be accessed on the Dover website at www.dovercorporation.com. The conference call will also be made available for replay on the website. Additional information on Dover's fourth quarter results and its operating segments can also be found on the Company's website.

#### **About Dover:**

Dover is a diversified global manufacturer with annual revenues of \$8 billion. We deliver innovative equipment and components, specialty systems and support services through four major operating segments: Energy, Engineered Systems, Fluids, and Refrigeration & Food Equipment. Dover combines global scale with operational agility to lead the markets we serve. Recognized for our entrepreneurial approach for nearly 60 years, our team of 27,000 employees takes ownership mindset. collaborating with an customers redefine what's possible. Headquartered in Downers Grove, Illinois, Dover trades on the New Stock Exchange under "DOV." Additional York information is available at www.dovercorporation.com.

#### **Forward-Looking Statements:**

This press release contains "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Such statements relate to, among other things, operating and strategic plans, income, earnings, cash flows, changes in operations, industries in which Dover businesses operate, and operating improvements. Forward-looking statements may be indicated by words or phrases such as "anticipates," "expects," "believes," "suggests," "will," "plans," "should," "would," "could," and "forecast", or the use of the future tense and similar words or phrases. Forward-looking statements are subject to inherent risks and uncertainties that could cause actual results to differ materially from current expectations. including, but not limited to, oil and natural gas demand, production growth, and prices; changes in exploration and production spending by Dover's customers and changes in the level of oil and natural gas exploration and development; economic conditions generally and changes in economic conditions globally and in markets served by Dover businesses, including well activity, U.S. industrials activity and the status of economic recovery in Europe; the ability of Dover's businesses to expand into new geographic markets; Dover's ability to identify and successfully consummate value-adding acquisition opportunities or planned divestitures; Dover's ability to achieve expected savings from integration and other cost-control initiatives, such as lean and productivity programs; changes in customer demand or the impact of loss of a significant customer, or loss or non-renewal of significant contracts; the ability of Dover's businesses to develop and launch new products, timing of such launches and risks relating to market acceptance by customers; the relative mix of products and services which impacts margins and operating efficiencies; increased competition and pricing pressures; the impact of loss of a single-source manufacturing facility; short-term capacity constraints; increases in the cost of raw materials; domestic and foreign governmental and public policy changes or developments, including environmental regulations, conflict minerals disclosure requirements, and tax policies; protection and validity of patent and other intellectual property rights; the impact of legal matters and legal compliance risks; the impact of interest rate and currency exchange rate fluctuations; conditions and events affecting domestic and global financial and capital markets; and a downgrade in Dover's credit ratings which, among other matters, could make obtaining financing more difficult and costly. Dover refers you to the documents that it files from time to time with the Securities and Exchange Commission, such as its reports on Form 10-K, Form 10-Q and Form 8-K, for a discussion of these and other risks and uncertainties that could cause its actual results to differ materially from its current expectations and from the forward-looking statements contained herein. Dover undertakes no obligation to update any forward-looking statement, except as required by law.

#### **INVESTOR SUPPLEMENT - FOURTH QUARTER AND FULL YEAR 2014**

### DOVER CORPORATION CONSOLIDATED STATEMENTS OF EARNINGS

(unaudited)(in thousands, except per share data)

	Three Months Ended December 31,				Y	ears Ended l	December 31,	
		2014		2013		2014		2013
Revenue	\$	1,977,947	\$	1,785,922	\$	7,752,728	\$	7,155,096
Cost of goods and services		1,254,079		1,106,213		4,778,479		4,376,505
Gross profit		723,868		679,709		2,974,249		2,778,591
Selling and administrative expenses		460,377		412,487		1,758,765		1,616,921
Operating earnings		263,491		267,222		1,215,484		1,161,670
Interest expense, net		31,332		29,912		127,179		120,654
Other expense (income), net		1,172		(3,500)		(5,902)		(4,970)
Earnings before provision for income taxes and discontinued operations		230,987		240,810		1,094,207		1,045,986
Provision for income taxes		59,152		68,583		316,067		248,459
Earnings from continuing operations		171,835		172,227		778,140		797,527
(Loss) earnings from discontinued operations, net		(2,541)		21,736		(2,905)		205,602
Net earnings	\$	169,294	\$	193,963	\$	775,235	\$	1,003,129
Basic earnings per common share:								
Earnings from continuing operations	\$	1.04	\$	1.01	\$	4.67	\$	4.66
(Loss) earnings from discontinued operations, net		(0.02)		0.13		(0.02)		1.20
Net earnings		1.03		1.14		4.65		5.86
Weighted average shares outstanding		164,589		170,027		166,692		171,271
Diluted earnings per common share:								
Earnings from continuing operations	\$	1.03	\$	1.00	\$	4.61	\$	4.60
(Loss) earnings from discontinued operations, net		(0.02)		0.13		(0.02)		1.18
Net earnings		1.02		1.13		4.59		5.78
Weighted average shares outstanding		166,467		172,265		168,842		173,547
Dividends paid per common share	\$	0.40	\$	0.375	\$	1.55	\$	1.45
Dividends paid per common share	Ψ	0.40	Ψ	0.575	Ψ	1.55	Ψ	1.73

# DOVER CORPORATION QUARTERLY SEGMENT INFORMATION

						2014					2013									
		Q1		Q2		Q3		Q4		FY 2014		Q1		Q2		Q3		Q4		FY 2013
REVENUE																				
Energy	\$ 4	178,773	\$	481,016	\$	507,334	\$	550,116	\$ 2	2,017,239	\$	462,679	\$	465,906	\$	467,688	\$	457,580	\$ 1	,853,853
Engineered Systems																				
Printing & Identification	2	231,679		252,354		257,282		247,569		988,884		205,828		213,573		220,538		237,936		877,875
Industrials	3	335,995		361,467		355,019		344,600	1	,397,081		317,059		330,423		332,095		320,518	1	,300,095
	5	567,674		613,821		612,301		592,169	2	2,385,965		522,887		543,996		552,633		558,454	2	2,177,970
Fluids	3	345,009		346,275		361,797		377,485	1	,430,566		273,638		310,137		309,241		343,822	1	,236,838
Refrigeration & Food Equipment	4	411,493		522,357		528,807		458,532	1	,921,189		422,468		517,574		521,322		426,476	1	,887,840
Ечиричен		+11,400		322,33 <i>1</i>		320,007		400,002	•	1,321,103	-	422,400		317,374		02 1,02Z		420,470		,007,040
Intra-segment eliminations		(379)		(833)		(664)		(355)		(2,231)		(132)		(632)		(231)		(410)		(1,405)
Total consolidated revenue	\$ 1.8	302,570	\$ 1	, ,	\$ 2	, ,	<b>\$</b> 1	1,977,947	\$ 7	7,752,728	\$	1.681.540	\$ 1	1,836,981	<b>\$</b> 1	1,850,653	\$ 1	1,785,922	\$ 7	,155,096
Total consolidated revenue	Ψ 1,0	302,010	Ψι	,002,000	Ψ	.,000,070	Ψ	1,077,047	Ψ,	,102,120	<u> </u>	1,001,040	Ψ	1,000,001	Ψ	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Ψ.	1,700,022	Ψ,	,100,000
NET EARNINGS																				
Segment Earnings:																				
Energy	\$ -	118,968	\$	114,991	\$	122,738	2	105,118	\$	461,815	\$	118,708	\$	109,662	\$	119,086	\$	112,193	\$	459,649
Engineered Systems	Ψ	83,227	Ψ	101,766	Ψ	108,800	Ψ	93,205	Ψ	386,998	Ψ	74,162	Ψ	87,818	Ψ	98,044	Ψ	87,473	Ψ	347,497
Fluids		57,942		63,112		67,559		63,026		251,639		47,601		58,768		63,056		55,098		224,523
Refrigeration & Food		37,942		03,112		07,559		03,020		251,039		47,001		30,700		03,030		55,090		224,323
Equipment		44,862		84,926		78,012		30,934		238,734		52,110		82,177		86,446		46,574		267,307
Total Segments	3	304,999		364,795		377,109		292,283	1	,339,186		292,581		338,425		366,632		301,338	1	,298,976
Corporate expense / other		30,734		29,287		27,815		29,964		117,800		33,885		35,078		32,757		30,616		132,336
Net interest expense		32,655		31,961		31,231		31,332		127,179		30,282		30,230		30,230		29,912		120,654
Earnings from continuing operations before provision																				
for income taxes	2	241,610		303,547		318,063		230,987	1	,094,207		228,414		273,117		303,645		240,810	1	,045,986
Provision for income taxes		71,569		92,966		92,380		59,152		316,067		68,147		25,129		86,600		68,583		248,459
Earnings from continuing operations	1	170,041		210,581		225,683		171,835		778,140		160,267		247,988		217,045		172,227		797,527
(Loss) earnings from discontinued operations,																				
net		(9,903)		3,378		6,161		(2,541)		(2,905)		49,736		82,061		52,069		21,736		205,602
Net earnings	\$ 1	160,138	\$	213,959	\$	231,844	\$	169,294	\$	775,235	\$	210,003	\$	330,049	\$	269,114	\$	193,963	\$ 1	,003,129
SEGMENT OPERATING MA	ARGI	<u>N</u>																		
Energy		24.8%	<b>o</b>	23.9%	)	24.2%	, D	19.1%	, D	22.9%		25.7%	0	23.5%	6	25.5%	6	24.5%	6	24.8%
Engineered Systems		14.7%	ó	16.6%	)	17.8%	ò	15.7%	, D	16.2%		14.2%	0	16.19	6	17.79	6	15.7%	6	16.0%
Fluids		16.8%	ó	18.2%	)	18.7%	ò	16.7%	Ď	17.6%		17.4%	ó	18.9%	6	20.4%	6	16.0%	6	18.2%
Refrigeration & Food Equipment		10.9%	, 0	16.3%	)	14.8%	,	6.7%	, D	12.4%		12.3%	, 0	15.9%	6	16.6%	6	10.9%	6	14.2%
Total Segment		16.9%	ó	18.6%	)	18.8%	, 0	14.8%	, D	17.3%		17.4%	ó	18.4%	6	19.8%	6	16.9%	6	18.2%
DEPRECIATION AND AMO	RTIZ	ATION E	XPE	NSE																
Energy	\$	25,575		25,807	\$	27,145	\$	33,429	\$	111,956	\$	24,448	\$	24,714	\$	24,707	\$	25,206	\$	99,075
Engineered Systems		15,850		15,982		15,334		14,780		61,946		14,309		14,774		14,950		15,025		59,058
Fluids		16,366		15,308		14,019		15,210		60,903		11,361		11,570		11,790		14,091		48,812
Refrigeration & Food										•										·
Equipment		17,212		17,451		17,073		16,965		68,701		16,585		16,611		16,962		17,070		67,228
Corporate		870	•	1,000	•	910	Φ.	902	•	3,682	_	859	Φ.	1,028	•	1,030	Φ.	943	•	3,860
	\$	75,873	\$	75,548	\$	74,481	\$	81,286	\$	307,188	\$	67,562	\$	68,697	\$	69,439	\$	72,335	\$	278,033

# DOVER CORPORATION QUARTERLY SEGMENT INFORMATION

#### (continued)

				2014						2013		
		Q1	Q2	Q3	Q4	FY 2014		Q1	Q2	Q3	Q4	FY 2013
BOOKINGS												
Energy	\$	478,469 \$	477,162 \$	526,134 \$	534,646 \$	2,016,411	\$	515,388 \$	416,892 \$	481,021 \$	440,261 \$	1,853,562
Engineered Systems												
Printing & Identification		250,434	245,445	249,299	248,082	993,260		205,386	221,458	219,316	233,308	879,468
Industrials		370,949	363,773	342,687	374,438	1,451,847		346,539	343,194	300,655	325,840	1,316,228
Eliminations		(18)	(16)	(11)	(11)	(56)		(81)	(129)	(5)	278	63
		621,365	609,202	591,975	622,509	2,445,051		551,844	564,523	519,966	559,426	2,195,759
Fluids		362,943	375,009	350,853	345,553	1,434,358		303,609	298,817	307,729	351,767	1,261,922
Refrigeration & Food			7:5010						-:= 070		:=3.050	: 200
Equipment	_	493,731	542,810	459,099	367,567	1,863,207	_	482,792	515,270	433,426	450,850	1,882,338
		(=20)	::: = 20)	(= 2 = )	(2.4.4)	·= 2=4)		(= 2.0)	(=24)	11.4=)		(3.50)
Intra-segment eliminations	_	(506)	(1,089)	(737)	(644)	(2,976)	_	(560)	(708)	(417)	735	(950)
						_ === 2=4						- ::: 2 204
Total consolidated bookings	\$	1,956,002 \$	2,003,094 \$	1,927,324 \$	1,869,631 \$	7,756,051	\$	1,853,073 \$	1,794,794 \$	1,741,725 \$	1,803,039 \$	7,192,631
7:000												
BACKLOG	•	242.040.0	222 445 0	200 700 0	222.047		•	274 700 0	212.704.0	222 220 @	202 700	
Energy	\$	210,846 \$	206,415 \$	232,739 \$	233,347		\$	274,733 \$	218,764 \$	233,820 \$	206,790	
Engineered Systems		104 000	100.040	145.050	110.050			24 020	00.004	00.045	25 507	
Printing & Identification		131,298	128,912	115,352	110,359			91,020	98,624	99,615	95,597	
Industrials		266,517	268,680	254,612	282,598			250,480	261,600	228,605	231,748	
		397,815	397,592	369,964	392,957		4	341,500	360,224	328,220	327,345	
		200 047	242.500	202.404	277 004			202.055	202.040	222.000	242.000	
Fluids	_	328,617	348,508	323,424	277,834		4	222,255	228,212	228,880	310,330	
Refrigeration & Food Equipment	_	431,298	450,065	376,141	282,507		_	417,246	412,366	324,042	347,004	
Intra-segment eliminations		(374)	(211)	(302)	(431)			(596)	(526)	(387)	(592)	
Total consolidated backlog	\$	1,368,202 \$	1,402,369 \$	1,301,966 \$	1,186,214		\$	1,255,138 \$	1,219,040 \$	1,114,575 \$	1,190,877	

### DOVER CORPORATION QUARTERLY EARNINGS PER SHARE

(unaudited)(in thousands, except per share data\*)

		2014									2013			
		Q1	Q2		Q3	Q4	FY	2014	 Q1	Q2	Q3	Q4	FY 20	013
Basic earnings (loss) per common share:														
Continuing operations	\$	1.00 \$	1.26	\$	1.36 \$	1.04	\$	4.67	\$ 0.92 \$	1.45 \$	1.27 \$	1.01	\$	4.66
Discontinued operations		(0.06)	0.02		0.04	(0.02	)	(0.02)	0.29	0.48	0.31	0.13		1.20
Net earnings		0.94	1.29		1.40	1.03		4.65	1.21	1.93	1.58	1.14		5.86
Diluted earnings (loss) per common share:														
Continuing operations	\$	0.99 \$	1.25	\$	1.34 \$	1.03	\$	4.61	\$ 0.91 \$	1.43 \$	1.26 \$	1.00	\$	4.60
Discontinued operations		(0.06)	0.02		0.04	(0.02	)	(0.02)	0.28	0.47	0.30	0.13		1.18
Net earnings		0.93	1.27		1.38	1.02		4.59	1.20	1.91	1.56	1.13		5.78
Adjusted diluted earnings per common sha	are (	calculated	below):											
Continuing operations	\$	0.97 \$	1.25	\$	1.31 \$	1.01	\$	4.54	\$ 0.89 \$	1.08 \$	1.20 \$	0.99	\$	4.14

Net earnings (loss) and average shares used in calculated earnings (loss) per share amounts are as follows:

Net earnings (loss):										
Continuing operations	\$ 170,041 \$	210,581	\$ 225,683 \$	171,835 \$	778,140	\$ 160,267	\$ 247,988	\$ 217,045	\$ 172,227	\$ 797,527
Discontinued operations	(9,903)	3,378	6,161	(2,541)	(2,905)	49,736	82,061	52,069	21,736	205,602
Net earnings	160,138	213,959	231,844	169,294	775,235	210,003	330,049	269,114	193,963	1,003,129
Average shares outstanding:										
Basic	169,750	166,474	166,021	164,589	166,692	173,448	171,111	170,544	170,027	171,271
Diluted	172,013	168,857	168,343	166,467	168,842	175,567	173,097	172,734	172,265	173,547
Note:										

Earnings from continuing operations are adjusted by discrete tax items and other one-time gains to derive adjusted earnings from continuing operations and adjusted diluted earnings per common share as follows:

				2014						2013		
		Q1	Q2	Q3	Q4	FY 2014		Q1	Q2	Q3	Q4	FY 2013
Adjusted earnings from continuing operation	ıs:											
Earnings from continuing operations	\$	170,041 \$	210,581	\$225,683	\$171,835	\$ 778,140	\$16	0,267	\$247,988	\$ 217,045	\$172,227	\$ 797,527
Gains (losses) from discrete and other tax items		2,541	(635)	5,524	3,860	11,290		3,893	61,477	7,751	2,338	75,459
Other one-time gains, net of tax (1)		_	_	_	_	_		_	_	2,866	_	2,866
Adjusted earnings from continuing operations	\$	167,500 \$	211,216	\$220,159	\$167,975	\$ 766,850	\$15	6,374	\$186,511	\$ 206,428	\$169,889	\$ 719,202
Adjusted diluted earnings per common share	<b>)</b> :											
Earnings from continuing operations	\$	0.99 \$	1.25	\$ 1.34	\$ 1.03	\$ 4.61	\$	0.91	\$ 1.43	\$ 1.26	\$ 1.00	\$ 4.60
Gains from discrete and other tax items		0.01	_	0.03	0.02	0.07		0.02	0.36	0.04	0.01	0.43
Other one-time gains, net of tax (1)		_	_	_	_	_		_	_	0.02	_	0.02
Adjusted earnings from continuing operations	\$	0.97 \$	1.25	\$ 1.31	\$ 1.01	\$ 4.54	\$	0.89	\$ 1.08	\$ 1.20	\$ 0.99	\$ 4.14

<sup>(1)</sup> Reflects a one-time curtailment gain recognized in the third quarter of 2013 in connection with the freeze of the Company's defined benefit pension plans.

<sup>\*</sup> Per share data may not add due to rounding.

## DOVER CORPORATION CONDENSED CONSOLIDATED BALANCE SHEET

	Decem	ber 31, 2014	Dec	ember 31, 2013
Assets:				
Cash and cash equivalents	\$	681,581	\$	803,882
Receivables, net of allowances		1,186,746		1,076,641
Inventories, net		863,737		715,311
Deferred tax and other current assets		164,758		122,138
Property, plant and equipment, net		837,069		787,849
Goodwill		3,491,557		3,032,991
Intangible assets, net		1,369,520		1,258,911
Other assets		168,246		202,806
Assets of discontinued operations		327,171		2,854,652
Total assets	\$	9,090,385	\$	10,855,181
Liabilities and Stockholders' Equity:				
Notes payable and current maturities of long-term debt	\$	777,956	\$	229,278
Payables and accrued expenses		1,261,398		1,112,863
Deferred taxes and other non-current liabilities		1,046,547		975,823
Long-term debt		2,253,041		2,599,201
Liabilities of discontinued operations		50,718		560,620
Stockholders' equity		3,700,725		5,377,396
Total liabilities and stockholders' equity	\$	9,090,385	\$	10,855,181

## DOVER CORPORATION CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Years Ended December				
		2014	2013		
Operating activities:					
Net earnings	\$	775,235 \$	1,003,129		
Loss (earnings) from discontinued operations, net		2,905	(205,602)		
Depreciation and amortization		307,188	278,033		
Stock-based compensation		31,628	30,480		
Contributions to employee benefit plans		(24,232)	(40,258)		
Net change in assets and liabilities		(139,908)	(86,170		
Net cash provided by operating activities of continuing operations		952,816	979,612		
Investing activities:					
Additions to property, plant and equipment		(166,033)	(141,694		
Acquisitions (net of cash and cash equivalents acquired)		(802,254)	(322,838		
Proceeds from the sale of businesses		191,348	76,457		
Other		(5,618)	26,398		
Net cash used in investing activities of continuing operations		(782,557)	(361,677)		
Financing activities:					
Cash received from Knowles Corporation, net of cash distributed		359,955	_		
Net increase in debt and notes payable		244,934	19,530		
Dividends to stockholders		(258,487)	(247,820		
Purchase of common stock		(601,077)	(457,871		
Net proceeds from exercise of share-based awards		(814)	7,619		
Net cash used in financing activities of continuing operations		(255,489)	(678,542)		
Net cash provided by discontinued operations	_	3,355	65,764		
Effect of exchange rate changes on cash		(40,426)	(1,351)		
Net (decrease) increase in cash and cash equivalents		(122,301)	3,806		
Cash and cash equivalents at beginning of period		803,882	800,076		
Cash and cash equivalents at beginning of period	\$	681,581 \$	803,882		

### DOVER CORPORATION ADDITIONAL QUARTERLY INFORMATION

(unaudited)(in thousands, except per share data\*)

#### **FREE CASH FLOW**

					2014										2013					
	Q1		Q2		Q3		Q4		FY 2014		Q1		Q2		Q3		Q4		FY 201	3
Cash flow from operating activities	\$ 28,361	\$	185,013	\$	292,012	\$	447,430	\$	952,816	\$	58,222	\$	241,881	\$	261,659	\$	417,850	\$	979,61	2
Less: Additions to property, plant and equipment	(32,695)		(42,550)		(33,532)		(57,256)		(166,033)		(25,082)		(30,561)		(39,191)		(46,860)		(141,69	14)
Free cash flow	\$ (4,334)	\$	142,463	\$	258,480	\$	390,174	\$	786,783	\$	33,140	\$	211,320	\$	222,468	\$	370,990	\$	837,91	8
Free cash flow as a percentage of earnings from continuing operations	(2.5)	%	67.7%	%	114.5%	6	227.19	%	101.1%	,	20.7%	%	85.2%	6	102.5%	6	215.4%	,	105.	.1%
Free cash flow as a percentage of revenue	(0.2)	%	7.3%	%	12.9%	6	19.79	%	10.1%	)	2.0%	6	11.5%	6	12.0%	6	20.8%	, D	11.	.7%

#### RESULTS OF SARGENT AEROSPACE AND DATAMAX O'NEIL

The following tables present the impact the operating results of Sargent Aerospace ("Sargent") and Datamax O'Neil ("D-O") had on the consolidated results of Dover Corporation. Sargent and D-O have been included in the consolidated financial statements as discontinued operations for all periods presented. See "Discontinued Operations" in this Investor Supplement for a discussion of the results and components of discontinued operations.

	2014						2013						
		Q1	Q2	Q3	Q4	FY 2014		Q1	Q2	Q3	Q4	FY 2013	
Revenue:													
Revenue including Sargent and D-O	\$	1,884,647	\$ 2,047,738	\$ 2,092,467 \$	5 2,056,063	\$ 8,080,915	\$	1,763,977 \$	1,932,411 \$	5 1,940,211 \$	5 1,879,054 <b>\$</b>	7,515,653	
Revenue of Sargent and D-O		82,077	85,102	82,892	78,116	328,187		82,437	95,430	89,558	93,132	360,557	
Continuing revenue as reported	\$	1,802,570	\$ 1,962,636	\$ 2,009,575 \$	5 1,977,947	\$ 7,752,728	\$	1,681,540 \$	1,836,981 \$	3 1,850,653 \$	1,785,922 \$	7,155,096	
Earnings:													
Earnings including Sargent and D-O	\$	176,324	\$ 217,443	\$ 232,825 \$	5 177,837	\$ 804,429	\$	167,213 \$	258,058 \$	S 226,235 \$	182,566 \$	834,072	
Earnings attributable to Sargent and D-O		6,283	6,862	7,142	6,002	26,289		6,946	10,070	9,190	10,339	36,545	
Earnings from continuing operations as reported	\$	170,041	\$ 210,581	\$ 225,683 \$	171,835	\$ 778,140	\$	160,267 \$	247,988 \$	217,045 \$	5 172,227 \$	797,527	
Diluted earnings per comm	on s	share:											
Earnings including Sargent and D-O	\$	1.02	\$ 1.29	\$ 1.38 \$	3 1.07	\$ 4.76	\$	0.95 \$	1.49 \$	3 1.31 \$	1.06 \$	4.81	
Earnings attributable to Sargent and D-O		0.04	0.04	0.04	0.04	0.16		0.04	0.06	0.05	0.06	0.21	
Earnings from continuing operations as reported	\$	0.99	\$ 1.25	\$ 1.34 \$	1.03	\$ 4.61	\$	0.91 \$	1.43 \$	1.26 \$	1.00 \$	4.60	

<sup>\*</sup> Per share data may not add due to rounding.

### ADDITIONAL INFORMATION FOURTH QUARTER AND FULL YEAR 2014

#### **Acquisitions**

During the fourth quarter of 2014, the Company completed one acquisition within the Energy segment. For the full year 2014, Dover made a total of seven acquisitions for consideration totaling \$802.3 million.

#### **Discontinued Operations**

The Company did not dispose of any businesses in the fourth quarter of 2014; however, in the fourth quarter, the Company announced its intent to divest Datamax O'Neil and Sargent Aerospace, two non-core businesses within the Engineered Systems segment. The results of operations and cash flows of these businesses have been reclassified to discontinued operations and the assets and liabilities of these businesses have been segregated within assets and liabilities of discontinued operations for all periods presented herein. For the fourth quarter of 2014, the Company recognized a loss from discontinued operations of \$2.5 million, or \$0.02 EPS, which includes \$6.0 million of earnings, or \$0.04 EPS, of the aforementioned businesses.

On a full-year basis, the Company generated a net loss of \$2.9 million, or \$0.02 EPS. Included in this amount is a \$6.9 million loss on sale of DEK International, which was sold in the third quarter of 2014 and a \$3.2 million gain to adjust the gain on sale of Everett Charles Technologies, which was sold in the fourth quarter of 2013. Also included in the results of discontinued operations is \$26.3 million of earnings, or \$0.16 EPS, attributable to the operations of Datamax O'Neil and Sargent Aerospace. Earnings from discontinued operations also include the results of Knowles Corporation, prior to the distribution on February 28, 2014, as well as the related spin-off costs incurred by Dover during the period, which totaled a loss of approximately \$21.8 million, or \$0.13 EPS.

#### Restructuring and Other Costs

During the quarter, the Company took actions to adjust our costs and streamline our businesses, resulting in \$37.4 million, or \$0.16 EPS, of restructuring charges. These charges were incurred at each of our business segments, including \$5.8 million in Energy, \$3.7 million in Engineered Systems, \$2.8 million in Fluids, and \$24.9 million in Refrigeration & Food Equipment. The Company expects to record an additional \$17 to \$20 million in restructuring charges in the first quarter of 2015, with the majority of these charges in the Energy segment. The Company also recorded a \$3.6 million, or \$0.01 EPS, pension settlement charge in the fourth quarter of 2014.

#### **Tax Rate**

The effective tax rate on continuing operations was 25.6% and 28.5% for the fourth quarters of 2014 and 2013, respectively. On a full year basis, the effective tax rates on continuing operations for 2014 and 2013 were 28.9% and 23.8%, respectively. The 2014 and 2013 rates were favorably impacted by discrete and other items, as shown in the reconciliation for quarterly earnings per share included herein. After adjusting for discrete and other items, the fourth quarter effective tax rates were 27.3% and 29.5% for 2014 and 2013, respectively, and the full year rates were 29.9% and 31.0% for 2014 and 2013, respectively. The lower rates for the quarter and full year primarily reflect the tax benefits associated with restructuring charges and lower rates in foreign jurisdictions. The fourth quarter rate was also favorably impacted by the extension of the R&D credit.

#### **Revenue Growth Factors**

			2014		
	Q1	Q2	Q3	Q4	Full Year
Organic	4%	4%	5%	6 %	4%
Acquisitions	3%	3%	4%	7 %	4%
Currency translation	—%	—%	—%	(2)%	—%
	7%	7%	9%	11 %	8%

#### **Free Cash Flow**

The following table is a reconciliation of free cash flow (a non-GAAP measure) from cash flow provided by operating activities:

	Three Months Ended December 31.					ears Ended	l December 31,		
		2014		2013		2014		2013	
Free Cash Flow (dollars in thousands)									
Cash flow provided by operating activities	\$	447,430	\$	417,850	\$	952,816	\$	979,612	
Less: Capital expenditures		(57,256)		(46,860)		(166,033)		(141,694)	
Free cash flow	\$	390,174	\$	370,990	\$	786,783	\$	837,918	
	_	_				_		_	
Free cash flow as a percentage of revenue		19.7%	)	20.8%		10.1%	)	11.7%	
		-		-		•		-	
Free cash flow as a percentage of earnings from continuing operations	)					101.1%	<u> </u>	105.1%	

The full year decrease in 2014 free cash flow reflects a higher investment in working capital year over year, higher capital expenditures, and lower earnings from continuing operations.

#### **Share Repurchases**

During the year ended December 31, 2014, the Company purchased a total of approximately 7.5 million shares of its common stock in the open market at a total cost of \$601.1 million, or \$80.50 per share. The Company completed its November 2012 \$1.0 billion stock repurchase program in 2014 through the repurchase of 3.6 million shares. The remaining 3.9 million of share repurchases in 2014 were made pursuant to the share repurchase program approved in May 2012. As of December 31, 2014, the approximate number of shares still available for repurchase under the May 2012 share repurchase authorization was 38,041.

#### **Capitalization**

The following table provides a summary reconciliation of total debt and net debt to net capitalization to the most directly comparable GAAP measures:

Net Debt to Net Capitalization Ratio (in thousands)	Decemb	<b>December 31, 2014</b>		<b>December 31, 2013</b>	
Current maturities of long-term debt	\$	299,956	\$	2,778	
Commercial paper		478,000		226,500	
Long-term debt		2,253,041		2,599,201	
Total debt		3,030,997		2,828,479	
Less: Cash and cash equivalents		(681,581)		(803,882)	
Net debt		2,349,416		2,024,597	
Add: Stockholders' equity		3,700,725		5,377,396	
Net capitalization	\$	6,050,141	\$	7,401,993	
Net debt to net capitalization	<del>_</del>	38.8%		27.4%	

#### **Non-GAAP Information:**

These Investor Supplement tables contain non-GAAP measures such as revenue including Sargent Aerospace and Datamax O'Neil and earnings including Sargent Aerospace and Datamax O'Neil, which is used in calculating earnings per share attributable to Sargent Aerospace and Datamax O'Neil. These tables also contain non-GAAP measures of adjusted earnings from continuing operations used in calculating adjusted diluted earnings per common share. Management believes this information is useful to investors to better understand the company's ongoing profitability and facilitates easier comparisons of the company's profitability to prior and future periods and to its peers. The company has also disclosed herein a number of non-GAAP measures related to free cash flow and the ratio of net debt to net capitalization. Management believes these metrics are important measures of the company's operating performance and liquidity. Free cash flow information provides both management and investors a measurement of cash generated from operations that is available to fund acquisitions, pay dividends, repay debt and repurchase

common stock, while the net debt to net capitalization ratio is helpful in evaluating the company's capital str	ructure and the amount
common stock, while the net debt to net capitalization ratio is helpful in evaluating the company's capital str of leverage employed.	actors and the amount