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### DOVER TO ACQUIRE WAYNE FUELING SYSTEMS LTD

# Acquisition expands Dover's position in the global retail fueling market

# **Transaction creates multiple synergy opportunities**

**Downers Grove, IL, June 9, 2016** – Dover (NYSE: DOV) today announced that it has entered into a definitive agreement under which the company will acquire Wayne Fueling Systems Ltd. ("Wayne"), which is owned by Riverstone Holdings LLC, for \$780 million in cash. Upon close of the transaction, Dover's annualized retail fueling revenue will be \$1.4 billion when combining Wayne's innovative product offerings with OPW and Tokheim. The collective retail fueling business features a comprehensive product set for all major regions of the world.

Wayne is a global provider of fuel dispensing, payment, systems and aftermarket services for retail and commercial fuel stations. Wayne's advanced payment and systems solutions position the company to capitalize on the emerging conversion of U.S. based fuel retailers to Europay, MasterCard and Visa ("EMV") chip security technology. Through its global network of distributors and service partners, Wayne's products are sold and supported in over 140 countries. Wayne is headquartered in Austin, Texas, and has manufacturing operations in Austin, Sweden, China and Brazil.

"We are extremely excited about the acquisition of Wayne," said Robert A. Livingston, President & Chief Executive Officer of Dover. "Wayne's product line fits perfectly with OPW and Tokheim, particularly Wayne's US dispenser, payment and systems businesses. Together, the collective business will offer an end-to-end solution that will benefit our customers in the growing global retail fueling market. The addition of Wayne positions Dover to more fully participate in the high growth EMV upgrade cycle underway in the United States. This transaction also provides significant margin enhancement opportunities, driven by synergies across the businesses."

The transaction, which is expected to close in the second half of 2016, is subject to the satisfaction of customary closing conditions, including applicable regulatory approvals. The transaction is expected to be funded with a combination of cash on hand and incremental debt.

Annual revenue for Wayne in 2016 is estimated to be approximately \$550 million. The purchase price multiple is approximately 10 times 2016 expected EBITDA, not including the estimated annual run-rate synergies of approximately \$30 million which are expected to be achieved over a three year period. In 2016, Dover expects the transaction to be dilutive to continuing earnings per share, including normal transaction-related costs, purchase accounting and related interest expense, subject to timing of the close of the transaction. The transaction is anticipated to be modestly accretive to continuing earnings per share in 2017, due to the one-time costs to achieve synergies, and including normal purchase accounting amortization and related interest expense. The company will update the earnings impact of this transaction upon closing.

Lazard is serving as Dover's exclusive financial advisor and Debevoise & Plimpton LLP is serving as Dover's legal advisor.

#### **About Dover:**

Dover is a diversified global manufacturer with annual revenue approaching \$7 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 60 years, our team of 26,000 employees takes an ownership mindset, collaborating with customers to redefine what's possible. Headquartered in Downers Grove, Illinois, Dover trades on the New York Stock Exchange under "DOV." Additional information is available at <a href="https://www.dovercorporation.com">www.dovercorporation.com</a>.

### **About OPW:**

OPW is a global leader in fluid handling, management, monitoring and control solutions for the safe and efficient handling and distribution of fuels and critical fluids. OPW designs and manufactures the industry's most complete end-to-end fueling solutions for retail service stations and fleet fueling facilities, including fuel dispensers, payments systems, site automation, electronic tank gauge systems, fleet fuel control systems, car wash systems, piping and containment, access covers, and tank valves and fittings. OPW also designs and manufacturers CNG, Hydrogen, and LPG nozzles and accessories, loading arms, valves and dry-break couplings, tank truck equipment, and rail car valves and equipment. OPW has nearly 4,000 employees with manufacturing operations in North America, Europe, Brazil, China and India and sales offices around the world. For more information about OPW, visit our website at www.opwglobal.com.

# **Forward Looking Statements:**

Dover makes information available to the public, orally and in writing, which may use words like "anticipates," "expects," "believes," "indicates," "suggests," "will," "plans" and "should," which are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. This press release contains forward-looking statements concerning future events and the performance of Dover, OPW and Wayne that involve inherent risks and uncertainties that could cause actual results to differ materially from current expectations. 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 risks and uncertainties that could cause its actual results to differ materially from its current expectations and from the forward-looking statements contained in this press release. Dover undertakes no obligation to update any forward-looking statement.