

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 22, 2020



(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-4018
(Commission File Number)

53-0257888
(I.R.S. Employer Identification No.)

3005 Highland Parkway
Downers Grove, Illinois
(Address of Principal Executive Offices)

60515
(Zip Code)

(630) 541-1540
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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	DOV	New York Stock Exchange
1.250% Notes due 2026	DOV 26	New York Stock Exchange
0.750% Notes due 2027	DOV 27	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 2.02 Results of Operations and Financial Condition.

On July 22, 2020, Dover Corporation ("Dover") issued the Press Release attached hereto as Exhibit 99.1 announcing its results of operations for the quarter ended June 30, 2020.

The information in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, is being furnished to the Securities and Exchange Commission (the "SEC") and shall not be deemed to be incorporated by reference into any of Dover's filings with the SEC under the Securities Act of 1933, as amended.

Item 7.01 Regulation FD Disclosure.

As previously announced, on July 22, 2020, Dover will hold an investor conference call and webcast at 8:00 a.m. Central time (9:00 a.m. Eastern time) to discuss its results of operations for the quarter ended June 30, 2020. A copy of the supplemental presentation materials that will be used during the conference call is furnished as Exhibit 99.2 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report:

[99.1 Press Release dated July 22, 2020.](#)

[99.2 Presentation Slides.](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 22, 2020

DOVER CORPORATION
(Registrant)

By: /s/ Ivonne M. Cabrera
Ivonne M. Cabrera
Senior Vice President, General Counsel & Secretary



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DOVER REPORTS SECOND QUARTER 2020 RESULTS; RE-INITIATES FULL YEAR GUIDANCE

DOWNERS GROVE, Ill., July 22, 2020 — Dover (NYSE: DOV), a diversified global manufacturer, announced its financial results for the second quarter ended June 30, 2020.

(\$ in millions, except per share data)	Three Months Ended June 30,			Six Months Ended June 30,		
	2020	2019	% Change	2020	2019	% Change
U.S. GAAP						
Revenue	\$ 1,499	\$ 1,811	(17)%	\$ 3,155	\$ 3,535	(11)%
Net earnings ¹	125	198	(37)%	301	304	(1)%
Diluted EPS	0.86	1.35	(36)%	2.07	2.07	—%
Non-GAAP						
Organic revenue change			(16)%			(10)%
Adjusted net earnings ²	164	229	(28)%	368	412	(11)%
Adjusted diluted EPS	1.13	1.56	(28)%	2.53	2.80	(10)%

¹ Q2 2020 and 2019 net earnings include rightsizing and other costs of \$13.4 million and \$5.1 million, respectively. Q2 2020 also includes a \$0.6 million expense related to the sale of AMS Chino. Q2 year-to-date 2020 and 2019 net earnings include rightsizing and other costs of \$19.6 million and \$8.2 million, respectively. Q2 year-to-date 2020 also includes a \$4.4 million non-cash gain on the sale of AMS Chino, and year-to-date 2019 includes a \$46.9 million non-cash loss on assets held for sale related to Finder.

² Q2 2020 and 2019 adjusted net earnings exclude after tax acquisition-related amortization costs of \$25.7 million and \$26.2 million, respectively, and rightsizing and other costs of \$13.4 million and \$5.1 million, respectively. Q2 2020 also excludes a \$0.6 million expense related to the sale of AMS Chino. Q2 year-to-date 2020 and 2019 adjusted net earnings exclude acquisition-related amortization costs of \$51.3 million and \$52.9 million, respectively, and rightsizing and other costs of \$19.6 million and \$8.2 million, respectively. Q2 year-to-date 2020 also excludes a \$4.4 million non-cash gain on the sale of AMS Chino, and year-to-date 2019 excludes a \$46.9 million non-cash loss on assets held for sale related to Finder.

For the quarter ended June 30, 2020, Dover generated revenue of \$1.5 billion, a decline of 17% (-16% organic) compared to the second quarter of the prior year. GAAP net earnings of \$125 million decreased 37%, and GAAP diluted EPS of \$0.86 was down 36%. On an adjusted basis, net earnings of \$164 million declined 28%, and adjusted diluted EPS of \$1.13 was down 28% versus the comparable quarter of the prior year.

For the six months ended June 30, 2020, Dover generated revenue of \$3.2 billion, a decline of 11% (-10% organic) compared to the first six months of the prior year. GAAP net earnings of \$301 million decreased 1%, and GAAP diluted EPS of \$2.07 was flat year-over-year. On an adjusted basis, net earnings of \$368 million declined 11%, and adjusted diluted EPS of \$2.53 was down 10% versus the comparable quarter of the prior year.

A full reconciliation between GAAP and adjusted measures and definitions of non-GAAP and other performance measures are included as an exhibit herein.

MANAGEMENT COMMENTARY:

Dover's President and Chief Executive Officer, Richard J. Tobin, said, "We are proud of our work and results in the second quarter. Economic uncertainty and operational disruption caused by the COVID-19 pandemic slowed activity across many markets and made the operating environment undeniably challenging. Our businesses have navigated the quarter well, as we focused on what was and remains within our control: diligently managing our costs and cash flow, providing a safe working environment for our associates and supporting our customers with the critical products they needed to keep their essential operations running.

"As we expected, activity declined across a majority of the markets we serve, albeit the impact varied widely across our diverse portfolio with many businesses proving their profitability and cash flow resilience in challenging conditions. Demand conditions in

textile printing, foodservice, below-ground fueling, food retail and automotive aftermarket were particularly challenged, partially offset by relative resilience in biopharma, aerospace & defense, heat exchangers and marking & coding. We remain positioned well for the second half with a higher backlog compared to this time last year, driven by our longer cycle businesses and sequential intra-quarter improvement in many shorter cycle businesses.

"Global lockdowns, travel restrictions, proactive production curtailments and reduced volumes created a challenging operating environment in the second quarter, but our cost controls and continued execution of our multi-year productivity program resulted in a satisfactory decremental margin performance, positioning us well to reach or exceed our annual conversion margin target.

"Looking forward, the demand outlook for the remainder of the year remains uncertain, with activity across most markets improving but not back to business-as-usual. As a result of our improved demand visibility into the third quarter, and our solid margin performance year-to-date, we are making the decision to reinstate our annual guidance, though with a wider range than usual for the mid-year reflecting the fluidity of market conditions. We retain additional flexibility to adjust our cost base if macroeconomic conditions in the second half of the year necessitate a response."

FULL YEAR 2020 GUIDANCE REINSTATED:

In 2020, Dover expects to generate GAAP EPS in the range of \$4.16 to \$4.41 (\$5.00 to \$5.25 on an adjusted basis). A full reconciliation between forecasted GAAP and forecasted adjusted EPS is included as an exhibit herein.

CONFERENCE CALL INFORMATION:

Dover will host a webcast and conference call to discuss its second quarter and year-to-date 2020 results as well as updated 2020 guidance at 9:00 A.M. Eastern Time (8:00 A.M. Central Time) on Wednesday, July 22, 2020. The webcast can be accessed on the Dover website at dovercorporation.com. The conference call will also be made available for replay on the website. Additional information on Dover's second quarter results and its operating segments can be found on the Company's website.

ABOUT DOVER:

Dover is a diversified global manufacturer and solutions provider with annual revenue of approximately \$7 billion. We deliver innovative equipment and components, consumable supplies, aftermarket parts, software and digital solutions, and support services through five operating segments: Engineered Products, Fueling Solutions, Imaging & Identification, Pumps & Process Solutions and Refrigeration & Food Equipment. Dover combines global scale with operational agility to lead the markets we serve. Recognized for our entrepreneurial approach for over 60 years, our team of over 23,000 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 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. All statements in this document other than statements of historical fact are statements that are, or could be deemed, "forward-looking" statements. Forward-looking statements are subject to numerous important risks, uncertainties, assumptions and other factors, some of which are beyond the Company's control. Factors that could cause actual results to differ materially from current expectations include, among other things, the impacts of COVID-19, or other future pandemics, on the global economy and on our customers, suppliers, employees, business and cash flows, other general economic conditions and conditions in the particular markets in which we operate, changes in customer demand and capital spending, competitive factors and pricing pressures, our ability to develop and launch new products in a cost-effective manner, our ability to realize synergies from newly acquired businesses, and our ability to derive expected benefits from restructuring, productivity initiatives and other cost reduction actions. For details on the risks and uncertainties that could cause our results to differ materially from the forward-looking statements contained herein, we refer you to the documents we file with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2019, and our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. These documents are available from the Securities and Exchange Commission, and on our website, dovercorporation.com. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

INVESTOR SUPPLEMENT - SECOND QUARTER 2020

DOVER CORPORATION
CONSOLIDATED STATEMENTS OF EARNINGS
(unaudited)(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Revenue	\$ 1,499,175	\$ 1,810,706	\$ 3,155,114	\$ 3,535,463
Cost of goods and services	947,577	1,138,113	1,991,273	2,239,328
Gross profit	551,598	672,593	1,163,841	1,296,135
Selling, general, and administrative expenses	366,740	396,634	753,681	805,100
Loss on assets held for sale	—	—	—	46,946
Operating earnings	184,858	275,959	410,160	444,089
Interest expense	28,711	31,754	55,979	63,562
Interest income	(728)	(945)	(1,911)	(1,835)
Loss (gain) on sale of a business	781	—	(5,770)	—
Other income, net	(735)	(4,589)	(8,467)	(5,695)
Earnings before provision for income taxes	156,829	249,739	370,329	388,057
Provision for income taxes	32,063	51,654	69,284	84,267
Net earnings	\$ 124,766	\$ 198,085	\$ 301,045	\$ 303,790
Net earnings per share:				
Basic	\$ 0.87	\$ 1.36	\$ 2.09	\$ 2.09
Diluted	\$ 0.86	\$ 1.35	\$ 2.07	\$ 2.07
Weighted average shares outstanding:				
Basic	143,955	145,366	144,107	145,227
Diluted	144,995	147,179	145,359	147,041
Dividends paid per common share	\$ 0.49	\$ 0.48	\$ 0.98	\$ 0.96

* Per share data may be impacted by rounding.

DOVER CORPORATION
QUARTERLY SEGMENT INFORMATION
(unaudited)(in thousands)

	2020			2019						
	Q1	Q2	Q2 YTD	Q1	Q2	Q2 YTD	Q3	Q4	FY 2019	
REVENUE										
Engineered Products Fueling	\$ 408,160	\$ 342,380	\$ 750,540	\$ 418,851	\$ 429,928	\$ 848,779	\$ 426,689	\$ 422,089	\$ 1,697,557	
Solutions Imaging &	359,982	326,495	686,477	373,050	390,586	763,636	411,769	444,772	1,620,177	
Identification Pumps & Process	256,765	227,977	484,742	268,354	266,588	534,942	275,109	274,420	1,084,471	
Solutions Refrigeration & Food	319,536	309,095	628,631	330,219	338,924	669,143	341,337	328,048	1,338,528	
Equipment Intra-segment	311,913	293,527	605,440	334,643	385,474	720,117	370,335	306,165	1,396,617	
eliminations	(417)	(299)	(716)	(360)	(794)	(1,154)	106	95	(953)	
Total consolidated revenue	\$ 1,655,939	\$ 1,499,175	\$ 3,155,114	\$ 1,724,757	\$ 1,810,706	\$ 3,535,463	\$ 1,825,345	\$ 1,775,589	\$ 7,136,397	
NET EARNINGS										
Segment Earnings:										
Engineered Products	\$ 69,094	\$ 47,702	\$ 116,796	\$ 67,119	\$ 77,129	\$ 144,248	\$ 74,367	\$ 73,233	\$ 291,848	
Fueling Solutions	53,498	47,214	100,712	37,230	52,637	89,867	68,069	73,937	231,873	
Imaging & Identification	51,482	38,046	89,528	55,955	54,641	110,596	61,655	57,233	229,484	
Pumps & Process Solutions ¹	66,079	67,702	133,781	14,991	76,278	91,269	77,433	71,379	240,081	
Refrigeration & Food Equipment	23,529	11,459	34,988	24,807	44,375	69,182	35,211	14,439	118,832	
² Total segment earnings (EBIT)	263,682	212,123	475,805	200,102	305,060	505,162	316,735	290,221	1,112,118	
Corporate expense / other	24,097	27,311	51,408	30,866	24,512	55,378	28,658	63,781	147,817	
³ Interest expense	27,268	28,711	55,979	31,808	31,754	63,562	31,410	30,846	125,818	
Interest income	(1,183)	(728)	(1,911)	(890)	(945)	(1,835)	(1,263)	(1,428)	(4,526)	
Earnings before provision for income taxes	213,500	156,829	370,329	138,318	249,739	388,057	257,930	197,022	843,009	
Provision for income taxes	37,221	32,063	69,284	32,613	51,654	84,267	51,924	28,900	165,091	
Net earnings	\$ 176,279	\$ 124,766	\$ 301,045	\$ 105,705	\$ 198,085	\$ 303,790	\$ 206,006	\$ 168,122	\$ 677,918	
SEGMENT MARGIN										
Engineered Products	16.9 %	13.9 %	15.6 %	16.0 %	17.9 %	17.0 %	17.4 %	17.4 %	17.2 %	
Fueling Solutions	14.9 %	14.5 %	14.7 %	10.0 %	13.5 %	11.8 %	16.5 %	16.6 %	14.3 %	
Imaging & Identification	20.1 %	16.7 %	18.5 %	20.9 %	20.5 %	20.7 %	22.4 %	20.9 %	21.2 %	
Pumps & Process Solutions ¹	20.7 %	21.9 %	21.3 %	4.5 %	22.5 %	13.6 %	22.7 %	21.8 %	17.9 %	
Refrigeration & Food Equipment ²	7.5 %	3.9 %	5.8 %	7.4 %	11.5 %	9.6 %	9.5 %	4.7 %	8.5 %	
Total segment operating margin	15.9 %	14.1 %	15.1 %	11.6 %	16.8 %	14.3 %	17.4 %	16.3 %	15.6 %	
DEPRECIATION AND AMORTIZATION EXPENSE										
Engineered Products	\$ 10,122	\$ 9,722	\$ 19,844	\$ 10,359	\$ 10,452	\$ 20,811	\$ 10,095	\$ 10,126	\$ 41,032	
Fueling Solutions	18,339	17,968	36,307	17,879	18,945	36,824	18,744	19,477	75,045	
Imaging & Identification	8,769	9,224	17,993	7,435	7,413	14,848	7,360	8,322	30,530	
Pumps & Process Solutions	18,336	17,572	35,908	17,548	16,201	33,749	16,018	17,817	67,584	
Refrigeration & Food Equipment	11,548	11,421	22,969	13,011	12,777	25,788	13,047	12,525	51,360	
Corporate	1,638	1,696	3,334	1,506	1,981	3,487	1,523	1,726	6,736	
Total depreciation and amortization expense	\$ 68,752	\$ 67,603	\$ 136,355	\$ 67,738	\$ 67,769	\$ 135,507	\$ 66,787	\$ 69,993	\$ 272,287	

¹ Q1 and FY 2019 include a \$46,946 loss on assets held for sale for Finder Pompe S.r.l.

² Q1, Q2, and Q2 YTD includes a \$6,551 gain, a \$781 expense and a \$5,770 net gain on the sale of the Chino, California branch of The AMS Group ("AMS Chino"), respectively. Q2 and Q2 YTD also include a \$3,640 write-off of assets.

³ Q4 and FY 2019 include a \$23,543 loss on early extinguishment of debt.

DOVER CORPORATION
QUARTERLY EARNINGS PER SHARE
(unaudited)(in thousands, except per share data*)

Earnings Per Share

	2020			2019						
	Q1	Q2	Q2 YTD	Q1	Q2	Q2 YTD	Q3	Q4	FY 2019	
Net earnings per share:										
Basic	\$ 1.22	\$ 0.87	\$ 2.09	\$ 0.73	\$ 1.36	\$ 2.09	\$ 1.42	\$ 1.16	\$ 4.67	
Diluted	\$ 1.21	\$ 0.86	\$ 2.07	\$ 0.72	\$ 1.35	\$ 2.07	\$ 1.40	\$ 1.15	\$ 4.61	
Net earnings and weighted average shares used in calculated earnings per share amounts are as follows:										
Net earnings	\$ 176,279	\$ 124,766	\$ 301,045	\$ 105,705	\$ 198,085	\$ 303,790	\$ 206,006	\$ 168,122	\$ 677,918	
Weighted average shares outstanding:										
Basic	144,259	143,955	144,107	145,087	145,366	145,227	145,372	144,966	145,198	
Diluted	145,782	144,995	145,359	146,911	147,179	147,041	147,051	146,790	146,992	

* Per share data may be impacted by rounding.

DOVER CORPORATION
QUARTERLY ADJUSTED EARNINGS AND ADJUSTED EARNINGS PER SHARE (NON-GAAP)
(unaudited)(in thousands, except per share data*)

Non-GAAP Reconciliations

	2020			2019					
	Q1	Q2	Q2 YTD	Q1	Q2	Q2 YTD	Q3	Q4	FY 2019
Adjusted net earnings:									
Net earnings	\$ 176,279	\$ 124,766	\$ 301,045	\$ 105,705	\$ 198,085	\$ 303,790	\$ 206,006	\$ 168,122	\$ 677,918
Acquisition-related amortization, pre-tax ¹	34,062	34,101	68,163	35,635	34,997	70,632	34,244	33,460	138,336
Acquisition-related amortization, tax impact ²	(8,411)	(8,451)	(16,862)	(8,964)	(8,777)	(17,741)	(8,624)	(8,403)	(34,768)
Rightsizing and other costs, pre-tax ³	7,859	16,840	24,699	3,963	6,457	10,420	3,807	17,926	32,153
Rightsizing and other costs, tax impact ²	(1,605)	(3,452)	(5,057)	(861)	(1,377)	(2,238)	(806)	(3,745)	(6,789)
Loss on extinguishment of debt, pre-tax ⁴	—	—	—	—	—	—	—	23,543	23,543
Loss on extinguishment of debt, tax impact ²	—	—	—	—	—	—	—	(5,163)	(5,163)
Loss on assets held for sale ⁵	—	—	—	46,946	—	46,946	—	—	46,946
(Gain) loss on disposition, pre-tax ⁶	(6,551)	781	(5,770)	—	—	—	—	—	—
(Gain) loss on disposition, tax-impact ²	1,592	(190)	1,402	—	—	—	—	—	—
Adjusted net earnings	\$ 203,225	\$ 164,395	\$ 367,620	\$ 182,424	\$ 229,385	\$ 411,809	\$ 234,627	\$ 225,740	\$ 872,176
Adjusted diluted net earnings per share:									
Diluted net earnings per share	\$ 1.21	\$ 0.86	\$ 2.07	\$ 0.72	\$ 1.35	\$ 2.07	\$ 1.40	\$ 1.15	\$ 4.61
Acquisition-related amortization, pre-tax ¹	0.23	0.24	0.47	0.24	0.24	0.48	0.23	0.23	0.94
Acquisition-related amortization, tax impact ²	(0.06)	(0.06)	(0.12)	(0.06)	(0.06)	(0.12)	(0.06)	(0.06)	(0.24)
Rightsizing and other costs, pre-tax ³	0.05	0.12	0.17	0.03	0.04	0.07	0.03	0.12	0.22
Rightsizing and other costs, tax impact ²	(0.01)	(0.02)	(0.03)	(0.01)	(0.01)	(0.02)	(0.01)	(0.03)	(0.06)
Loss on extinguishment of debt, pre-tax ⁴	—	—	—	—	—	—	—	0.16	0.16
Loss on extinguishment of debt, tax impact ²	—	—	—	—	—	—	—	(0.04)	(0.04)
Loss on assets held for sale ⁵	—	—	—	0.32	—	0.32	—	—	0.32
(Gain) loss on disposition, pre-tax ⁶	(0.04)	—	(0.04)	—	—	—	—	—	—
(Gain) loss on disposition, tax-impact ²	0.01	—	0.01	—	—	—	—	—	—
Adjusted diluted net earnings per share	\$ 1.39	\$ 1.13	\$ 2.53	\$ 1.24	\$ 1.56	\$ 2.80	\$ 1.60	\$ 1.54	\$ 5.93

¹ Includes amortization on acquisition-related intangible assets and inventory step-up.

² Adjustments were tax effected using the statutory tax rates in the applicable jurisdictions or the effective tax rate, where applicable, for each period.

³ Rightsizing and other costs include actions taken on employee reductions, facility consolidations and site closures, product line exits and other asset charges.

⁴ Represents a loss on early extinguishment of €300,000 2.125% notes due 2020 and \$450,000 4.30% notes due 2021.

⁵ Represents a loss on assets held for sale of Finder Pompe S.r.l. ("Finder"). Under local law, no tax benefit is realized from the loss on the sale of a wholly-owned business. ⁶ Represents a (gain) loss on the disposition of AMS Chino within the Refrigeration & Food Equipment segment.

* Per share data and totals may be impacted by rounding.

DOVER CORPORATION
QUARTERLY SEGMENT ADJUSTED EBIT AND ADJUSTED EBITDA (NON-GAAP)
(inaudited)(in thousands)

Non-GAAP Reconciliations

	2020			2019					
	Q1	Q2	Q2 YTD	Q1	Q2	Q2 YTD	Q3	Q4	FY 2019
ADJUSTED SEGMENT EBIT AND ADJUSTED EBITDA Engineered Products:									
Segment earnings (EBIT)	\$ 69,094	\$ 47,702	\$ 116,796	\$ 67,119	\$ 77,129	\$ 144,248	\$ 74,367	\$ 73,233	\$ 291,848
Rightsizing and other costs	361	4,169	4,530	80	1,125	1,205	590	1,355	3,150
Adjusted EBIT - Segment	69,455	51,871	121,326	67,199	78,254	145,453	74,957	74,588	294,998
Adjusted EBIT %	17.0 %	15.2 %	16.2 %	16.0 %	18.2 %	17.1 %	17.6 %	17.7 %	17.4 %
Adjusted D&A ²	10,122	9,722	19,844	10,359	9,855	20,214	10,095	10,126	40,435
Adjusted EBITDA - segment	\$ 79,577	\$ 61,593	\$ 141,170	\$ 77,558	\$ 88,109	\$ 165,667	\$ 85,052	\$ 84,714	\$ 335,433
Adjusted EBITDA %	19.5 %	18.0 %	18.8 %	18.5 %	20.5 %	19.5 %	19.9 %	20.1 %	19.8 %
Fueling Solutions:									
Segment earnings (EBIT)	\$ 53,498	\$ 47,214	\$ 100,712	\$ 37,230	\$ 52,637	\$ 89,867	\$ 68,069	\$ 73,937	\$ 231,873
Rightsizing and other costs	1,493	868	2,361	752	1,768	2,520	811	1,554	4,885
Adjusted EBIT - Segment	54,991	48,082	103,073	37,982	54,405	92,387	68,880	75,491	236,758
Adjusted EBIT %	15.3 %	14.7 %	15.0 %	10.2 %	13.9 %	12.1 %	16.7 %	17.0 %	14.6 %
Adjusted D&A ²	18,339	17,783	36,122	17,879	18,945	36,824	18,744	19,477	75,045
Adjusted EBITDA - segment	\$ 73,330	\$ 65,865	\$ 139,195	\$ 55,861	\$ 73,350	\$ 129,211	\$ 87,624	\$ 94,968	\$ 311,803
Adjusted EBITDA %	20.4 %	20.2 %	20.3 %	15.0 %	18.8 %	16.9 %	21.3 %	21.4 %	19.2 %
Imaging & Identification:									
Segment earnings (EBIT)	\$ 51,482	\$ 38,046	\$ 89,528	\$ 55,955	\$ 54,641	\$ 110,596	\$ 61,655	\$ 57,233	\$ 229,484
Rightsizing and other costs	264	(527)	(263)	389	1,268	1,657	301	4,392	6,350
Adjusted EBIT - Segment	51,746	37,519	89,265	56,344	55,909	112,253	61,956	61,625	235,834
Adjusted EBIT %	20.2 %	16.5 %	18.4 %	21.0 %	21.0 %	21.0 %	22.5 %	22.5 %	21.7 %
Adjusted D&A ²	8,769	9,224	17,993	7,336	7,317	14,653	7,286	7,892	29,831
Adjusted EBITDA - segment	\$ 60,515	\$ 46,743	\$ 107,258	\$ 63,680	\$ 63,226	\$ 126,906	\$ 69,242	\$ 69,517	\$ 265,665
Adjusted EBITDA %	23.6 %	20.5 %	22.1 %	23.7 %	23.7 %	23.7 %	25.2 %	25.3 %	24.5 %
Pumps & Process Solutions:									
Segment earnings (EBIT)	\$ 66,079	\$ 67,702	\$ 133,781	\$ 14,991	\$ 76,278	\$ 91,269	\$ 77,433	\$ 71,379	\$ 240,081
Rightsizing and other costs	3,846	4,691	8,537	414	903	1,317	943	3,868	6,128
Loss on assets held for sale ¹	—	—	—	46,946	—	46,946	—	—	46,946
Adjusted EBIT - Segment	69,925	72,393	142,318	62,351	77,181	139,532	78,376	75,247	293,155
Adjusted EBIT %	21.9 %	23.4 %	22.6 %	18.9 %	22.8 %	20.9 %	23.0 %	22.9 %	21.9 %
Adjusted D&A ²	16,230	16,816	33,046	17,548	16,199	33,747	16,018	17,004	66,769
Adjusted EBITDA - segment	\$ 86,155	\$ 89,209	\$ 175,364	\$ 79,899	\$ 93,380	\$ 173,279	\$ 94,394	\$ 92,251	\$ 359,924
Adjusted EBITDA %	27.0 %	28.9 %	27.9 %	24.2 %	27.6 %	25.9 %	27.7 %	28.1 %	26.9 %
Refrigeration & Food Equipment:									
Segment earnings (EBIT)	\$ 23,529	\$ 11,459	\$ 34,988	\$ 24,807	\$ 44,375	\$ 69,182	\$ 35,211	\$ 14,439	\$ 118,832
Rightsizing and other costs	704	6,016	6,720	2,293	666	2,959	840	2,243	6,042
(Gain) loss on disposition ³	(6,551)	781	(5,770)	—	—	—	—	—	—
Adjusted EBIT - Segment	17,682	18,256	35,938	27,100	45,041	72,141	36,051	16,682	124,874
Adjusted EBIT %	5.7 %	6.2 %	5.9 %	8.1 %	11.7 %	10.0 %	9.7 %	5.4 %	8.9 %
Adjusted D&A ²	11,548	11,421	22,969	13,011	12,777	25,788	13,047	12,525	51,360
Adjusted EBITDA - segment	\$ 29,230	\$ 29,677	\$ 58,907	\$ 40,111	\$ 57,818	\$ 97,929	\$ 49,098	\$ 29,207	\$ 176,234
Adjusted EBITDA %	9.4 %	10.1 %	9.7 %	12.0 %	15.0 %	13.6 %	13.3 %	9.5 %	12.6 %
Total Segments:									
Segment earnings (EBIT) ⁴	\$ 263,682	\$ 212,123	\$ 475,805	\$ 200,102	\$ 305,060	\$ 505,162	\$ 316,735	\$ 290,221	\$ 1,112,118
Rightsizing and other costs	6,668	15,217	21,885	3,928	5,730	9,658	3,485	13,412	26,555
Loss on assets held for sale ¹	—	—	—	46,946	—	46,946	—	—	46,946
(Gain) loss on disposition ³	(6,551)	781	(5,770)	—	—	—	—	—	—
Adjusted EBIT - Segment ⁵	263,799	228,121	491,920	250,976	310,790	561,766	320,220	303,633	1,185,619
Adjusted EBIT % ⁴	15.9 %	15.2 %	15.6 %	14.5 %	17.2 %	15.9 %	17.5 %	17.1 %	16.6 %
Adjusted D&A ²	65,008	64,966	129,974	66,133	65,093	131,226	65,190	67,024	263,440
Adjusted EBITDA - segment ⁵	\$ 328,807	\$ 293,087	\$ 621,894	\$ 317,109	\$ 375,883	\$ 692,992	\$ 385,410	\$ 370,657	\$ 1,449,059
Adjusted EBITDA % ⁵	19.9 %	19.5 %	19.7 %	18.4 %	20.7 %	19.6 %	21.1 %	20.9 %	20.3 %

¹ Q1 and FY 2019 include a \$46,946 loss on assets held for sale for Finder.

² Adjusted D&A is depreciation and amortization expense, excluding depreciation and amortization included within rightsizing and other costs.

³ Q1, Q2, and Q2 YTD includes a \$6,551 gain, a \$781 expense and a \$5,770 net gain on the sale of a business for AMS China, respectively. Refer to Quarterly Segment Information section for reconciliation of total segment earnings (EBIT) to net earnings.

⁴ Refer to Non-GAAP Disclosures section for definition.

DOVER CORPORATION
REVENUE GROWTH FACTORS (NON-GAAP)
(unaudited)(in thousands, except per share data*)

Non-GAAP Reconciliations

Revenue Growth Factors

	2020	
	Q2	Q2 YTD
Organic		
Engineered Products	(20.1)%	(11.1)%
Fueling Solutions	(14.8)%	(8.9)%
Imaging & Identification	(14.0)%	(9.2)%
Pumps & Process Solutions	(8.8)%	(5.0)%
Refrigeration & Food Equipment	(20.2)%	(12.8)%
Total Organic	(16.0)%	(9.5)%
Acquisitions	0.7 %	0.8 %
Dispositions	(0.7)%	(0.7)%
Currency translation	(1.2)%	(1.4)%
Total*	(17.2)%	(10.8)%

* Totals may be impacted by rounding.

	2020	
	Q2	
Organic		
United States		(10.3)%
Other Americas		(33.5)%
Europe		(19.5)%
Asia		(14.3)%
Other		(33.1)%
Total Organic		(16.0)%
Acquisitions		0.7 %
Dispositions		(0.7)%
Currency translation		(1.2)%
Total*		(17.2)%

* Totals may be impacted by rounding.

Adjusted EPS Guidance Reconciliation

	Range	
2020 Guidance for Earnings per Share (GAAP)	\$ 4.16	\$ 4.41
Acquisition-related amortization, net		0.71
Rightsizing and other costs, net		0.16
Gain on disposition, net		(0.03)
2020 Guidance for Adjusted Earnings per Share (Non-GAAP)	\$ 5.00	\$ 5.25

DOVER CORPORATION
QUARTERLY CASH FLOW AND FREE CASH FLOW (NON-GAAP)
(unaudited)(in thousands)

Quarterly Cash Flow

	2020			2019					
	Q1	Q2	Q2 YTD	Q1	Q2	Q2 YTD	Q3	Q4	FY 2019
Net Cash Flows Provided By (Used In):									
Operating activities	\$ 75,863	\$ 271,809	\$ 347,672	\$ 24,524	\$ 208,709	\$ 233,233	\$ 350,865	\$ 361,208	\$ 945,306
Investing activities	(230,511)	(67,763)	(298,274)	(217,690)	(69,755)	(287,445)	(48,612)	(48,198)	(384,255)
Financing activities	280,954	(67,458)	213,496	36,067	(60,596)	(24,529)	(277,901)	(255,612)	(558,042)

Quarterly Free Cash Flow (Non-GAAP)

	2020			2019					
	Q1	Q2	Q2 YTD	Q1	Q2	Q2 YTD	Q3	Q4	FY 2019
Cash flow from operating activities	\$ 75,863	\$ 271,809	\$ 347,672	\$ 24,524	\$ 208,709	\$ 233,233	\$ 350,865	\$ 361,208	\$ 945,306
Less: Capital expenditures	(40,172)	(38,999)	(79,171)	(37,122)	(53,970)	(91,092)	(46,184)	(49,528)	(186,804)
Free cash flow	\$ 35,691	\$ 232,810	\$ 268,501	\$ (12,598)	\$ 154,739	\$ 142,141	\$ 304,681	\$ 311,680	\$ 758,502
Free cash flow as a percentage of revenue	2.2 %	15.5 %	8.5 %	(0.7)%	8.5 %	4.0 %	16.7 %	17.6 %	10.6 %
Free cash flow as a percentage of net earnings	20.2 %	186.6 %	89.2 %	(11.9)%	78.1 %	46.8 %	147.9 %	185.4 %	111.9 %

DOVER CORPORATION
PERFORMANCE MEASURES
(unaudited)(in thousands)

	2020			2019						
	Q1	Q2	Q2 YTD	Q1	Q2	Q2 YTD	Q3	Q4	FY 2019	
BOOKINGS										
Engineered Products Fueling	\$ 414,972	\$ 278,373	\$ 693,345	\$ 427,697	\$ 397,420	\$ 825,117	\$ 426,059	\$ 457,145	\$ 1,708,321	
Solutions Imaging &	373,070	311,498	684,568	343,083	394,256	737,339	450,727	425,698	1,613,764	
Identification Pumps & Process	272,604	221,315	493,919	267,762	264,175	531,937	284,527	276,451	1,092,915	
Solutions Refrigeration & Food	369,403	275,872	645,275	369,801	375,905	745,706	329,642	318,482	1,393,830	
Equipment Intra-segment	355,157	326,400	681,557	376,998	384,365	761,363	323,422	361,970	1,446,755	
eliminations	(375)	(460)	(835)	(725)	(490)	(1,215)	(528)	872	(871)	
Total consolidated bookings	\$ 1,784,831	\$ 1,412,998	\$ 3,197,829	\$ 1,784,616	\$ 1,815,631	\$ 3,600,247	\$ 1,813,849	\$ 1,840,618	\$ 7,254,714	

BACKLOG									
Engineered Products	\$ 453,867	\$ 378,874		\$ 451,335	\$ 418,154		\$ 416,025	\$ 452,142	
Fueling Solutions	211,518	199,305		185,847	186,202		223,081	205,842	
Imaging & Identification	170,119	168,904		118,177	116,810		121,877	125,775	
Pumps & Process Solutions	397,969	379,090		353,066	378,427		361,478	353,073	
Refrigeration & Food Equipment	356,133	390,368		311,632	310,454		262,870	320,577	
Intra-segment eliminations	(159)	(367)		(403)	(141)		(252)	(249)	
Total consolidated backlog	\$ 1,589,447	\$ 1,516,174		\$ 1,419,654	\$ 1,409,906		\$ 1,385,079	\$ 1,457,160	

Bookings Growth Factors

	2020	
	Q2	Q2 YTD
Organic		
Engineered Products	(29.8)%	(15.6)%
Fueling Solutions	(18.2)%	(5.3)%
Imaging & Identification	(16.5)%	(8.0)%
Pumps & Process Solutions	(25.7)%	(11.9)%
Refrigeration & Food Equipment	(11.6)%	(7.9)%
Total Organic	(20.6)%	(10.0)%
Acquisitions	0.7%	0.9%
Dispositions	(0.6)%	(0.7)%
Currency translation	(1.7)%	(1.4)%
Total*	(22.2)%	(11.2)%

* Totals may be impacted by rounding.

Non-GAAP Measures Definitions

In an effort to provide investors with additional information regarding our results as determined by GAAP, Management also discloses non-GAAP information that Management believes provides useful information to investors. Adjusted net earnings, adjusted diluted net earnings per share, total segment earnings (EBIT), adjusted EBIT by segment, adjusted EBIT margin by segment, adjusted EBITDA by segment, adjusted EBITDA margin by segment, free cash flow, free cash flow as a percentage of revenue, free cash flow as a percentage of net earnings, and organic revenue growth are not financial measures under GAAP and should not be considered as a substitute for net earnings, diluted net earnings per share, cash flows from operating activities, or revenue as determined in accordance with GAAP, and they may not be comparable to similarly titled measures reported by other companies.

Adjusted net earnings represents net earnings adjusted for the effect of acquisition-related amortization, rightsizing and other costs, loss on extinguishment of debt, loss on assets held for sale, and a gain/loss on disposition. We exclude after-tax acquisition-related amortization because the amount and timing of such charges are significantly impacted by the timing, size, number and nature of the acquisitions the Company consummates. We exclude the other items because they occur for reasons that may be unrelated to the Company's commercial performance during the period and/or Management believes they are not indicative of the Company's ongoing operating costs or gains in a given period.

Adjusted diluted net earnings per share represents adjusted net earnings divided by average diluted shares.

Total segment earnings (EBIT) is defined as net earnings before income taxes, net interest expense and corporate expenses. Total segment earnings (EBIT) margin is defined as total segment earnings (EBIT) divided by revenue.

Adjusted EBIT by Segment is defined as net earnings before income taxes, net interest expense, corporate expenses, rightsizing and other costs, a 2019 loss on assets held for sale and a 2020 gain/loss on disposition. Adjusted EBIT Margin by Segment is defined as adjusted EBIT by segment divided by segment revenue.

Adjusted EBITDA by Segment is defined as adjusted EBIT by segment plus depreciation and amortization, excluding depreciation and amortization included within rightsizing and other costs. Adjusted EBITDA Margin by Segment is defined as adjusted EBITDA by segment divided by segment revenue.

Management believes these measures are useful to investors to better understand the Company's ongoing profitability as it will better reflect the Company's core operating results, offer more transparency and facilitate easier comparability to prior and future periods and to its peers.

Free cash flow represents net cash provided by operating activities minus capital expenditures. Free cash flow as a percentage of revenue equals free cash flow divided by revenue. Free cash flow as a percentage of net earnings equals free cash flow divided by net earnings. Management believes that free cash flow and free cash flow ratios are important measures of operating performance because it provides management and investors a measurement of cash generated from operations that is available for mandatory payment obligations and investment opportunities, such as funding acquisitions, paying dividends, repaying debt and repurchasing our common stock.

Management believes that reporting organic revenue growth, which excludes the impact of foreign currency exchange rates and the impact of acquisitions and dispositions, provides a useful comparison of our revenue and bookings performance and trends between periods.

Performance Measures Definitions

Bookings represent total orders received from customers in the current reporting period. This metric is an important measure of performance and an indicator of revenue order trends.

Organic bookings represent total orders received from customers in the current reporting period excluding the impact of foreign currency exchange rates and the impact of acquisition and dispositions. This metric is an important measure of performance and an indicator of revenue order trends.

Backlog represents an estimate of the total remaining bookings at a point in time for which performance obligations have not yet have satisfied. This metric is useful as it represents the aggregate amount we expect to recognize as revenue in the future.

We use the above operational metrics in monitoring the performance of the business. We believe the operational metrics are useful to investors and other users of our financial information in assessing the performance of our segments.



July 22, 2020 – 8:00am CT

Earnings Conference Call Second Quarter 2020

Forward-Looking Statements and Non-GAAP Measures

We want to remind everyone that our comments may contain forward-looking statements that are inherently subject to uncertainties and risks, including the impacts of the novel coronavirus (COVID-19) on the global economy and on our customers, suppliers, employees, operations, business, liquidity and cash flow. We caution everyone to be guided in their analysis of Dover Corporation by referring to the documents we file from time to time with the SEC, including our Form 10-K for 2019 and Form 10-Q for the second quarter of 2020, for a list of factors that could cause our results to differ from those anticipated in any such forward-looking statements.

We would also direct your attention to our website, dovercorporation.com, where considerably more information can be found.

In addition to financial measures based on U.S. GAAP, Dover provides supplemental non-GAAP financial information. Management uses non-GAAP measures in addition to GAAP measures to understand and compare operating results across periods, make resource allocation decisions, and for forecasting and other purposes. Management believes these non-GAAP measures reflect results in a manner that enables, in many instances, more meaningful analysis of trends and facilitates comparison of results across periods and to those of peer companies. These non-GAAP financial measures have no standardized meaning presented in U.S. GAAP and may not be comparable to other similarly titled measures used by other companies due to potential differences between the companies in calculations. The use of these non-GAAP measures has limitations and they should not be considered as substitutes for measures of financial performance and financial position as prepared in accordance with U.S. GAAP. Reconciliations and definitions are included either in this presentation or in Dover's earnings release and investor supplement for the second quarter, which are available on Dover's website.

Summary Corporate Q2 Results and Highlights

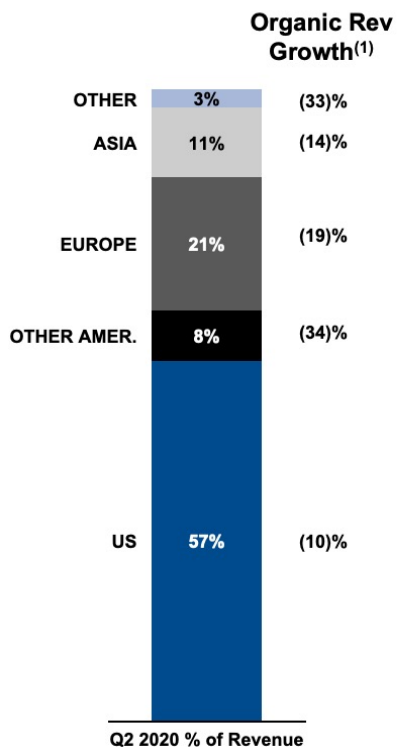
		Q2 2020	Highlights and Comments
Revenue change (Y-o-Y)	All-in	-17%	<ul style="list-style-type: none"> Expectedly slower demand across segments Material sequential improvement in June FX impact: -1%; acquisitions offset dispositions
	Organic ⁽¹⁾	-16%	
Bookings change (Y-o-Y)	All-in	-22%	<ul style="list-style-type: none"> Book-to-bill⁽³⁾: 0.94 Backlog⁽³⁾ remains strong (+8% Y-o-Y); increase in 4 of 5 segments
	Organic ⁽³⁾	-21%	
Segment EBIT margin improvement (Y-o-Y)	Reported ⁽²⁾	-270 bps	<ul style="list-style-type: none"> Cost containment and in-flight actions yield 27% adj. decremental margin⁽¹⁾ DFS and DPPS adj. margin increase Y-o-Y despite lower volume
	Adjusted ⁽¹⁾	-190 bps	
Earnings	Reported	\$125M	<ul style="list-style-type: none"> Reported Y-o-Y change: -37% Adjusted Y-o-Y change: -28%
	Adjusted ⁽¹⁾	\$164M	
Diluted EPS	Reported	\$0.86	<ul style="list-style-type: none"> Reported Y-o-Y change: -36% Adjusted Y-o-Y change: -28%
	Adjusted ⁽¹⁾	\$1.13	
Cash Flow change (Y-o-Y)	OpCF ⁽⁴⁾	+\$63M	<ul style="list-style-type: none"> Q2 FCF⁽¹⁾ up Y-o-Y on lower Capex, NWC management, tax deferrals YTD FCF⁽¹⁾ up \$126M Y-o-Y; liquidity position remains robust
	FCF ⁽¹⁾	+\$78M	
Guidance and other activities			<ul style="list-style-type: none"> 2020 EPS guidance reinstated: <ul style="list-style-type: none"> – Reported EPS: \$4.16 - \$4.41 – Adjusted EPS⁽¹⁾: \$5.00 - \$5.25

Q2 2020 Segment Results

Q2 2020 ⁽¹⁾			
Segment	Revenue (\$M) / Organic Change %	Adj. EBIT % / bps Δ Y-o-Y	Comments
DEP	\$342 -20%	15.2% -300 bps	<ul style="list-style-type: none"> Relative resilience in waste handling and aerospace & defense off strong backlogs, weakness in other Capex-levered industrial businesses Margin decline due to lower volumes and difficult year-over-year comp (Q2'19 saw peak margin). Expect margin gap to narrow in H2 as volumes recover
DFS	\$326 -15%	14.7% +80 bps	<ul style="list-style-type: none"> Sustained strong activity in above ground retail fueling in North America (incl. EMV), lower demand in EMEA and in Asia largely due to expected lower activity Margin up on productivity gains and geo/product mix offsetting low volumes. Expect full year margin accretion for the segment
DII	\$228 -14%	16.5% -450 bps	<ul style="list-style-type: none"> Marking & Coding resilient with strength in consumables and fast moving consumer goods. Textiles significantly impacted by disruption in apparel demand and retail activity High segment gross margin and decline in digital print drove decremental margin. Strong margin performance in Marking & Coding (~flat Y-o-Y) expected to continue
DPPS	\$309 -9%	23.4% +60 bps	<ul style="list-style-type: none"> Record growth in biopharma and thermal connector business. Lower sales in industrial pumps and precision components. Plastics expectedly lower due to H2-gearred backlog Margin improvement on productivity gains and mix. Expect to hold absolute profits approximately flat for full year
DRFE	\$294 -20%	6.2% -550 bps	<ul style="list-style-type: none"> Resilience in heat exchangers. Expectedly weak demand in foodservice and slow backlog conversion in food retail due to COVID disruption Proactive production curtailments resulted in negative fixed cost absorption and Q2 margin decline. Cost and productivity actions improved margins intra-quarter. Expect H2 Y-o-Y growth in absolute earnings and in margin

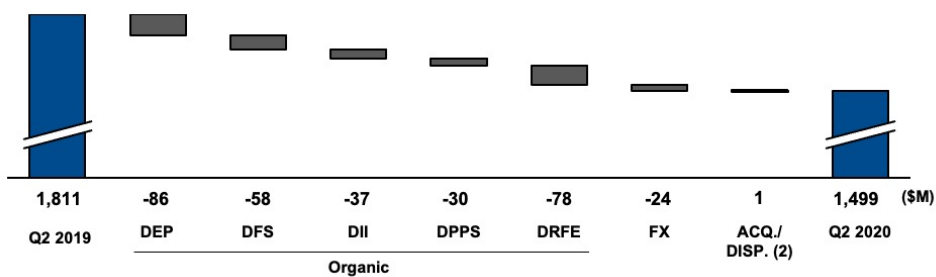
Q2 2020 Revenue & Bookings

Geographic Detail



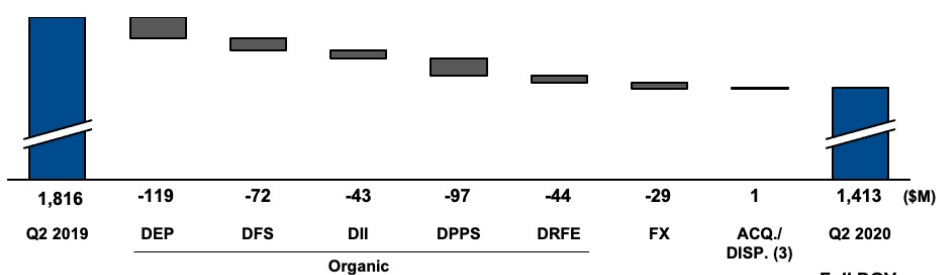
Revenue

Change in Organic Revenue⁽¹⁾: -\$289M, or -16.0%



Bookings⁽⁴⁾

Change in Organic Bookings⁽⁴⁾: -\$375M, or -20.6%



	DEP	DFS	DII	DPPS	DRFE	FX	ACQ./DISP. (3)	Full DOV
June vs. May '20 Bookings ⁽⁴⁾ Change	12%	30%	22%	11%	21%			19%
Q2 Y-o-Y Backlog ⁽⁴⁾ Change (\$ / %)	-39 / -9%	13 / 7%	52 / 45%	1 / -%	80 / 26%			106 / 8%

Note: \$ in millions. Numbers may not add due to rounding

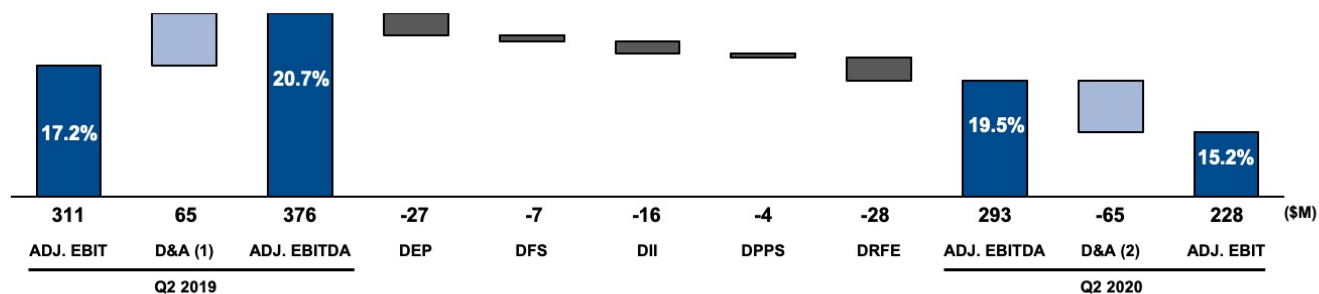
(1) Non-GAAP measure (definition and reconciliation in appendix)
 (2) Acquisitions: \$13M, dispositions: \$12M

(3) Acquisitions: \$13M, dispositions: \$12M
 (4) See performance measure definitions in appendix

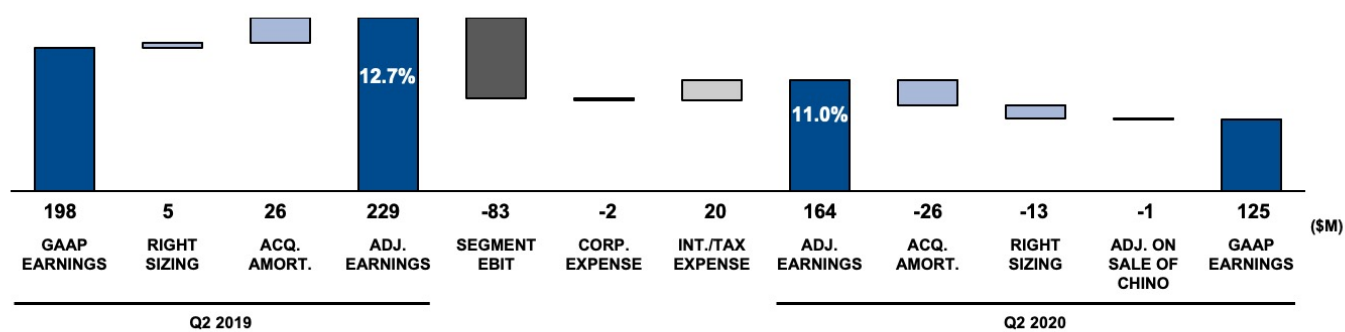


Q2 2020 Adjusted Segment EBIT and Adjusted Net Earnings

Change in Adjusted Segment EBIT ⁽³⁾ -\$83M



Change in Adjusted Net Earnings ⁽³⁾ -\$65M



6 (1) Depreciation: \$30M, Amortization: \$35M
 (2) Depreciation: \$31M, Amortization: \$34M
 (3) Non-GAAP measures (definitions and reconciliations in appendix)

Note: \$ in millions. Numbers may not add due to rounding



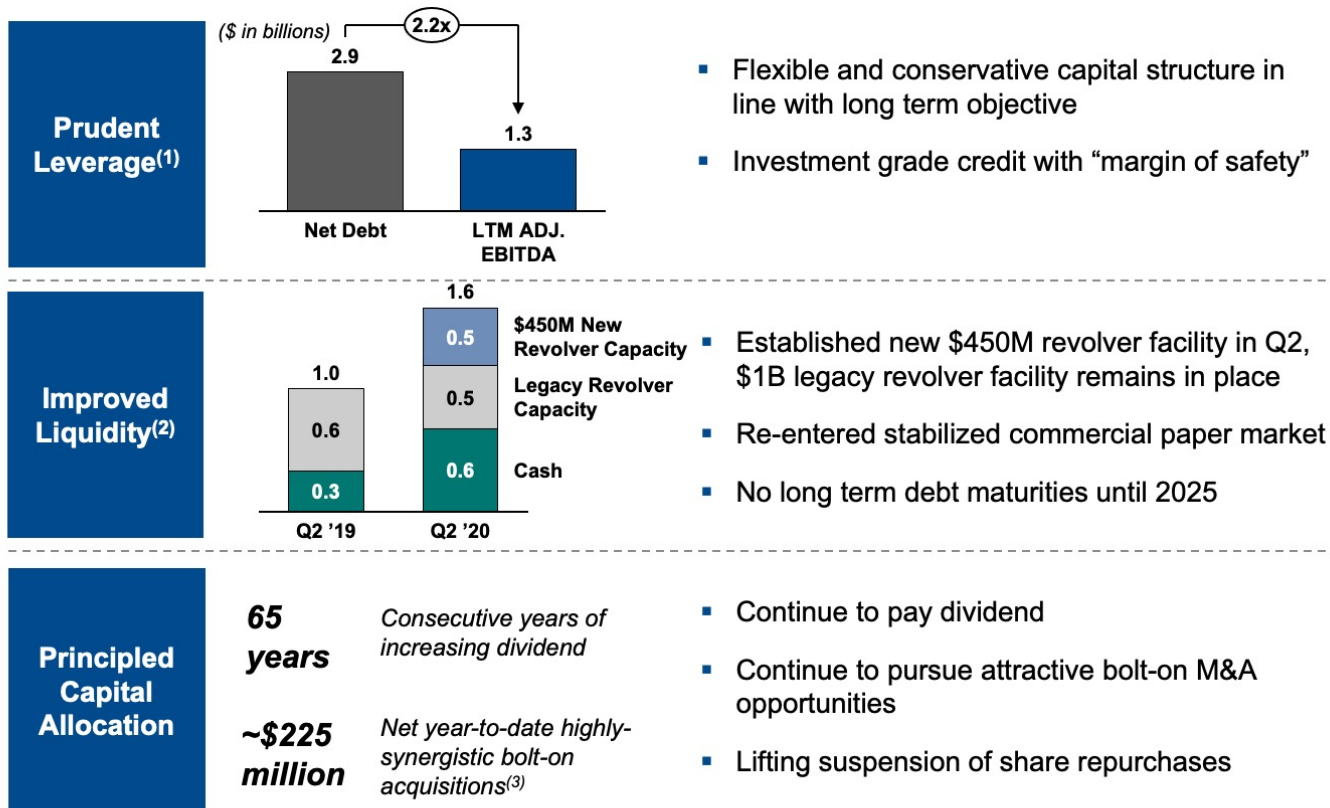
Year-to-Date Free Cash Flow

\$M	YTD '20	YTD '19	Δ
Net earnings	301	304	-3
Adjustments for (gains) losses ⁽¹⁾	(6)	47	-53
D&A	136	136	+1
Change in working capital	(80)	(164)	+84
Change in other ⁽²⁾	(4)	(89)	+85
Cash flow from operations	348	233	+114
Capex	(79)	(91)	12
Free cash flow⁽³⁾	269	142	+126
FCF % of revenue⁽³⁾	8.5%	4.0%	+450 bps
FCF % of adj. earnings⁽³⁾	73.0%	34.5%	+3,850 bps

- NWC management led to improved FCF conversion
- Q2 benefited by ~\$40M of deferred US tax payments (to be paid in Q3)
- Capex on “in-flight” committed projects largely completed in H1 '20






Note: Numbers may not add due to rounding

Q2 2020: Balance Sheet Update



Note: Numbers may not add due to rounding

Demand Outlook for H2 2020

Segment	H2 Outlook vs. Q2 ⁽¹⁾	Demand Outlook Comments
DEP		<ul style="list-style-type: none"> Strong backlog and visibility in aerospace & defense (microwave products); improvement in short-cycle businesses (automotive aftermarket, industrial automation) Orders slowed in waste handling driven by pull-back in industry capex and municipal spend reductions, backlog remains strong
DFS		<ul style="list-style-type: none"> NA above-ground remains resilient and supported by EMV Global activity lower on challenging comparable from 2019, expiration of China double-wall, global decline in miles driven and decline in capital budgets for integrated oil (esp. China and Europe) Transportation components and vehicle wash impacted but recovering
DII		<ul style="list-style-type: none"> Marking & coding remains steady on robust demand in FMCG and consumables as well as pent-up demand (maintenance postponed due to travel restrictions) in printers and services Textile digital printing operating at a reduced capacity; apparel/fashion markets remain challenged, but signs of order upticks at end of Q2
DPPS		<ul style="list-style-type: none"> Continued robust growth in biopharma and thermal connectors, improvement in industrial pumps on improving short cycle trends Strong backlog and visibility support stronger H2 in plastics processing; continued slowing in precision components, mainly in O&G and power gen
DRFE		<ul style="list-style-type: none"> Resilience in heat exchangers (esp. non-HVAC markets) and expected H2 deliveries from the large backlog in aluminum can making Expect food retail to begin shipping against a healthy backlog; possible upside from pent-up demand due to elevated wear & tear of field equipment in H1 and delayed maintenance/remodels Foodservice equipment (~10% of segment) to remain challenged through year-end



FY2020 Guidance

Revenue	<ul style="list-style-type: none">▪ Negative FY organic revenue⁽¹⁾ change▪ Sequential improvement from Q2 through Q3 and Q4	Corporate Items	<ul style="list-style-type: none">▪ Corp Expense: \$110M - \$115M▪ Interest Expense: \$105M - \$108M▪ Tax Rate: 20 – 22%
EBIT Conversion⁽¹⁾	<ul style="list-style-type: none">▪ 20-25% full year decremental margin⁽¹⁾ range▪ Revising favorably (vs. 25-30% on Q1 call) on back of strong first half performance	Cash Flow	<ul style="list-style-type: none">▪ Free Cash Flow⁽¹⁾ Conversion:<ul style="list-style-type: none">– 100+% of Adjusted Net Earnings– 10-12% of Revenue▪ Capex: \$140M - \$160M
EPS	<ul style="list-style-type: none">▪ Reported: \$4.16 - \$4.41▪ Adjusted⁽¹⁾: \$5.00 - \$5.25		

⁽¹⁾ Non-GAAP measure (definition in appendix)

Appendix

Q2 2019 to Q2 2020 Revenue and Bookings Bridges by Segment

Revenue Bridge by Segment

(\$ in millions)

	DEP	DFS	DII	DPPS	DRFE	Total
Q2 2019 Revenue	430	391	267	339	385	1,811
Organic Growth	(86)	(58)	(37)	(30)	(78)	(289)
FX	(2)	(6)	(9)	(4)	(2)	(24)
Acquisitions / Dispositions	1	-	8	4	(12)	1
Q2 2020 Revenue	342	326	228	309	294	1,499

Bookings Bridge by Segment

(\$ in millions)

	DEP	DFS	DII	DPPS	DRFE	Total
Q2 2019 Bookings	397	394	264	376	384	1,816
Organic Growth	(119)	(72)	(43)	(97)	(44)	(375)
FX	(2)	(11)	(9)	(5)	(2)	(29)
Acquisitions / Dispositions	1	-	10	2	(12)	1
Q2 2020 Bookings	278	311	221	276	326	1,413

Note: Numbers may not add due to rounding

Q2 2020 Organic Revenue and Bookings Bridges

Q2 2020 Segment Growth Factors		
	Revenue Growth	Bookings Growth
Organic		
Engineered Products	-20.1%	-29.8%
Fueling Solutions	-14.8%	-18.2%
Imaging & Identification	-14.0%	-16.5%
Pumps & Process Solutions	-8.8%	-25.7%
Refrigeration & Food Equipment	-20.2%	-11.6%
Total Organic	-16.0%	-20.6%
Acquisitions	0.7%	0.7%
Dispositions	-0.7%	-0.6%
Currency translation	-1.2%	-1.7%
Total	-17.2%	-22.2%

Q2 2020 Geographic Revenue Growth Factors	
	Revenue Growth
Organic	
US	-10.3%
Other Americas	-33.5%
Europe	-19.5%
Asia	-14.3%
Other	-33.1%
Total Organic	-16.0%
Acquisitions	0.7%
Dispositions	-0.7%
Currency translation	-1.2%
Total	-17.2%

Note: Numbers may not add due to rounding

Reconciliation of Q2 2020 Net Earnings to Adj. EBIT and Adj. EBITDA and Calculation of Adj. EBIT Margin and Adj. EBITDA Margin by Segment

(\$ in millions)	Q2 2020					Total
	DEP	DFS	DII	DPPS	DRFE	
Revenue	342	326	228	309	294	1,499
Net earnings	-	-	-	-	-	125
Add back:						
Corporate expense	-	-	-	-	-	27
Interest expense, net	-	-	-	-	-	28
Income tax expense	-	-	-	-	-	32
Segment earnings (EBIT)	48	47	38	68	11	212
EBIT %	13.9%	14.5%	16.7%	21.9%	3.9%	14.1%
Adjustments:						
Rightsizing and other costs	4	1	(1)	5	6	15
Loss on disposition	-	-	-	-	1	1
Adjusted EBIT - Segment	52	48	38	72	18	228
Adjusted EBIT %	15.2%	14.7%	16.5%	23.4%	6.2%	15.2%
Adjusted depreciation and amortization expense ⁽¹⁾	10	18	9	17	11	65
Adjusted EBITDA - Segment	62	66	47	89	30	293
Adjusted EBITDA %	18.0%	20.2%	20.5%	28.9%	10.1%	19.5%

Note: Numbers may not add due to rounding

Reconciliation of Q2 2019 Net Earnings to Adj. EBIT and Adj. EBITDA and Calculation of Adj. EBIT Margin and Adj. EBITDA Margin by Segment

(\$ in millions)	Q2 2019					
	DEP	DFS	DII	DPPS	DRFE	Total
Revenue	430	391	267	339	385	1,811
Net earnings	-	-	-	-	-	198
Add back:						
Corporate expense	-	-	-	-	-	25
Interest expense, net	-	-	-	-	-	31
Income tax expense	-	-	-	-	-	52
Segment earnings (EBIT)	77	53	55	76	44	305
EBIT %	17.9%	13.5%	20.5%	22.5%	11.5%	16.8%
Adjustments:						
Rightsizing and other costs	1	2	1	1	1	6
Adjusted EBIT - Segment	78	54	56	77	45	311
Adjusted EBIT %	18.2%	13.9%	21.0%	22.8%	11.7%	17.2%
Adjusted depreciation and amortization expense ⁽¹⁾	10	19	7	16	13	65
Adjusted EBITDA - Segment	88	73	63	93	58	376
Adjusted EBITDA %	20.5%	18.8%	23.7%	27.6%	15.0%	20.7%

Note: Numbers may not add due to rounding

Reconciliation of Free Cash Flow and Net Debt

(\$ millions)	Free Cash Flow			
	Q2 2020	Q2 2019	Q2 YTD 2020	Q2 YTD 2019
Net Cash Provided by Operating Activities	272	209	348	233
Capital Expenditures	(39)	(54)	(79)	(91)
Free Cash Flow	233	155	269	142
Free Cash Flow as a % of Earnings	186.6%	78.1%	89.2%	46.8%
Free Cash Flow as a % of Adjusted Earnings	141.6%	67.5%	73.0%	34.5%
Free Cash Flow as a % of Revenue	15.5%	8.5%	8.5%	4.0%

(\$ in millions)	Net Debt
	Q2 '20
Short term borrowings	-
Commercial paper	505
Notes payables	505
Long-term debt	3,001
Total debt	3,506
Less: Cash and cash equivalents	(649)
Net debt	2,857

Note: Numbers may not add due to rounding

Reconciliation of Adjusted Net Earnings to Net Earnings and Calculation of Adjusted Diluted EPS under U.S. GAAP

(\$ in millions, except per share data)

	Q2 2020	Q2 2019	Q2 YTD 2020	Q2 YTD 2019
Net earnings (\$)	125	198	301	304
Acquisition-related amortization, pre tax	34	35	68	71
Acquisition-related amortization, tax impact	(8)	(9)	(17)	(18)
Rightsizing and other costs, pre tax	17	6	25	10
Rightsizing and other costs, tax impact	(3)	(1)	(5)	(2)
Loss (gain) on disposition, pre tax	1	-	(6)	-
Loss (gain) on disposition, tax impact	(0)	-	1	-
Loss on assets held for sale	-	-	-	47
Adjusted net earnings (\$)	164	229	368	412
Weighted average shares outstanding – diluted	145	147	145	147
Diluted EPS (\$)	0.86	1.35	2.07	2.07
Acquisition-related amortization, pre tax	0.24	0.24	0.47	0.48
Acquisition-related amortization, tax impact	(0.06)	(0.06)	(0.12)	(0.12)
Rightsizing and other costs, pre tax	0.12	0.04	0.17	0.07
Rightsizing and other costs, tax impact	(0.02)	(0.01)	(0.03)	(0.02)
Loss (gain) on disposition, pre tax	0.00	-	(0.04)	-
Loss (gain) on disposition, tax impact	(0.00)	-	0.01	-
Loss on assets held for sale	-	-	-	0.32
Adjusted diluted EPS (\$)	1.13	1.56	2.53	2.80

Note: Numbers may not add due to rounding

Reconciliation of Corporate Last Twelve Months (“LTM”) Adjusted EBITDA and Decremental Margin

(\$ in millions)	LTM Adjusted EBITDA				
	Q3 '19	Q4 '19	Q1 '20	Q2 '20	LTM
Net earnings	206	168	176	125	675
Add back:					
Corporate expense	29	40	24	27	120
Interest expense, net	30	29	26	28	113
Income tax expense	52	29	37	32	150
Loss on extinguishment of debt	-	24	-	-	24
Segment earnings (EBIT)	317	290	264	212	1,083
Adjustments:					
Rightsizing and other costs	3	13	7	15	38
(Gain) loss on disposition	-	-	(7)	1	(6)
Adjusted EBIT - Segment	320	304	264	228	1,116
Adjusted depreciation and amortization ⁽²⁾	65	67	65	65	262
Adjusted Segment EBITDA	385	371	329	293	1,378
Less: Corporate expenses ⁽¹⁾	(29)	(64)	(24)	(27)	(144)
Plus: Corporate rightsizing & other costs ⁽¹⁾	-	28	1	2	31
Plus: Corporate depreciation & amortization	2	2	2	2	7
Adjusted Corporate EBITDA	359	337	308	269	1,272

(\$ in millions)	Decremental Margin		
	Q2 '20	Q2 '19	Δ
Revenue	1,499	1,811	(312)
Adjusted EBIT - Segment	228	311	(83)
Decremental Margin			27%

Note: Numbers may not add due to rounding

Reconciliation of EPS to Adjusted EPS

	Range	
2020 Guidance for Earnings per Share (GAAP)	\$4.16	\$4.41
Acquisition-related amortization, net		0.71
Rightsizing and other costs, net		0.16
Gain on disposition, net		(0.03)
2020 Guidance for Adjusted Earnings per Share (Non-GAAP)	\$5.00	\$5.25

Note: Numbers may not add due to rounding

Non-GAAP Definitions

Definitions of Non-GAAP Measures:

Adjusted Net Earnings: is defined as net earnings adjusted for the effect of acquisition-related amortization, rightsizing and other costs, a 2019 loss on assets held for sale and a 2020 gain on disposition.

Adjusted Diluted Net Earnings Per Share: is defined as adjusted net earnings divided by average diluted shares.

Total segment earnings (EBIT): is defined as net earnings before income taxes, net interest expense and corporate expenses.

Total segment earnings (EBIT) margin: is defined as total segment earnings (EBIT) divided by revenue.

Adjusted EBIT by Segment: is defined as net earnings before income taxes, net interest expense, corporate expenses, rightsizing and other costs, a 2019 loss on assets held for sale and a 2020 gain/loss on disposition.

Adjusted EBIT Margin by Segment: is defined as adjusted EBIT by segment divided by segment revenue. The bps change Y-o-Y is calculated as the difference between adjusted EBIT margin for the current period and the prior period.

Adjusted EBITDA by Segment: is defined as adjusted EBIT by segment plus depreciation and amortization, excluding depreciation and amortization included within rightsizing and other costs.

Adjusted EBITDA Margin by Segment: is defined as adjusted EBITDA by segment divided by segment revenue.

EBIT Conversion / Decremental Margin: is defined as the change in total adjusted segment earnings (EBIT) divided by the change in revenue.

Free Cash Flow: is defined as net cash provided by operating activities minus capital expenditures. Free cash flow as a percentage of revenue equals free cash flow divided by revenue. Free cash flow as a percentage of net earnings equals free cash flow divided by net earnings. Free cash flow as a percentage of adjusted net earnings equals free cash flow divided by adjusted net earnings.

Organic Revenue Growth: is defined as revenue growth excluding the impact of foreign currency exchange rates and the impact of acquisitions and dispositions.

Net debt: is defined as total debt minus cash and cash equivalents.

LTM Adjusted EBITDA: is defined as adjusted segment EBITDA, less corporate expenses, plus corporate rightsizing and other costs and corporate depreciation and amortization.

The tables included in this presentation provide reconciliations of the non-GAAP measures used in this presentation to the most directly comparable U.S. GAAP measures. Further information regarding management's use of these non-GAAP measures is included in Dover's earnings release and investor supplement for the second quarter.

Performance Measure Definitions

Definitions of Performance Measures:

Bookings represent total orders received from customers in the current reporting period. This metric is an important measure of performance and an indicator of revenue order trends.

Organic Bookings represent total orders received from customers in the current reporting period excluding the impact of foreign currency exchange rates and the impact of acquisitions and dispositions. This metric is an important measure of performance and an indicator of revenue order trends.

Backlog represents an estimate of the total remaining bookings at a point in time for which performance obligations have not yet been satisfied. This metric is useful as it represents the aggregate amount we expect to recognize as revenue in the future.

Book-to-bill is a ratio of the amount of bookings received from customers during a period divided by the amount of revenue recorded during that same period. This metric is a useful indicator of demand.

We use the above operational metrics in monitoring the performance of the business. We believe the operational metrics are useful to investors and other users of our financial information in assessing the performance of our segments.



