

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): October 24, 2023



(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 October 24, 2023, Dover Corporation ("Dover") issued the Press Release attached hereto as Exhibit 99.1 announcing its results of operations for the quarter ended September 30, 2023.

The information in this Current Report on Form 8-K, including Exhibit 99.1, 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 October 24, 2023, Dover will hold an investor conference call and webcast at 9:00 a.m. Central time (10:00 a.m. Eastern time) to discuss its results of operations for the quarter ended September 30, 2023.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report:

[99.1 Press Release dated October 24, 2023](#)

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: October 24, 2023

DOVER CORPORATION
(Registrant)

By: /s/ Ivonne M. Cabrera

Ivonne M. Cabrera

Senior Vice President, General Counsel & Secretary

**Investor Contact:**

Jack Dickens
Senior Director - Investor Relations
(630) 743-2566
jdickens@dovercorp.com

Media Contact:

Adrian Sakowicz
Vice President - Communications
(630) 743-5039
asakowicz@dovercorp.com

DOVER REPORTS THIRD QUARTER 2023 RESULTS

DOWNERS GROVE, Ill., October 24, 2023 — Dover (NYSE: DOV), a diversified global manufacturer, announced its financial results for the third quarter ended September 30, 2023. All comparisons are to the comparable period of the prior fiscal year, unless otherwise noted.

(\$ in millions, except per share data)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	% Change	2023	2022	% Change
U.S. GAAP						
Revenue	\$ 2,153	\$ 2,158	— %	\$ 6,332	\$ 6,369	(1)%
Net earnings	290	286	1 %	761	802	(5)%
Diluted EPS	2.06	2.00	3 %	5.41	5.55	(3)%
Non-GAAP						
Organic revenue change			(2)%			(1)%
Adjusted net earnings ¹	331	324	2 %	892	908	(2)%
Adjusted diluted EPS	2.35	2.26	4 %	6.34	6.29	1 %

¹ Q3 and year-to-date 2023 and 2022 adjusted net earnings exclude after tax purchase accounting expenses and restructuring and other costs. Year-to-date 2022 also excludes a reduction to income taxes previously recorded related to the Tax Cuts and Jobs Act.

For the quarter ended September 30, 2023, Dover generated revenue of \$2.2 billion, in line with the prior year (-2% organic). GAAP net earnings of \$290 million increased 1%, and GAAP diluted EPS of \$2.06 was up 3%. On an adjusted basis, net earnings of \$331 million increased 2% and adjusted diluted EPS of \$2.35 was up 4%.

For the nine months ended September 30, 2023, Dover generated revenue of \$6.3 billion, a decrease of 1% (-1% organic). GAAP net earnings of \$761 million decreased 5%, and GAAP diluted EPS of \$5.41 was down 3%. On an adjusted basis, net earnings of \$892 million decreased 2%, and adjusted diluted EPS of \$6.34 was up 1%.

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, "The third quarter results were encouraging. We are especially proud of our margin performance as we offset negative product mix with productivity and disciplined pricing. We are well on our way to delivering on our margin targets outlined during the investor and analyst meeting last March.

"Revenue and order rates improved sequentially in the quarter on improving activity across several end markets and a return to normal seasonality after several years of disruptions from the pandemic and follow-on supply chain issues. Our backlog continued to normalize in the quarter in tandem with lead times as we shipped longer-dated orders from our books.

“Consolidated segment margin reached a record-high level in the quarter, driven by cost containment actions and solid execution by our operating teams. The proactive structural cost reductions we implemented over the last twelve months are paying off and set a foundation for continued robust margin conversion.

“Our two recent portfolio moves—the acquisition of FW Murphy and the sale of De-Sta-Co—continued our portfolio evolution towards higher-growth and higher-return businesses at attractive valuations. These moves clearly follow the portfolio intent and priorities that we reiterated at our investor day earlier this year. Our balance sheet position and cash flow are strong and provide attractive optionality as we continue to pursue bolt-on acquisitions and opportunistic capital return strategies.

“While we are encouraged by the overall trajectory of the portfolio, we are shifting to a more conservative outlook for the remainder of the year to reflect the changes in certain market conditions we observed in the third quarter. We expect biopharma demand and automotive production curtailment to be headwinds for the balance of the year. The higher carrying costs of channel inventory driven by higher interest rates will continue to weigh on near-term volumes in several end markets, and we will be absorbing elevated transaction and integration costs in the fourth quarter related to our recent and ongoing deal activity. Our channel checks indicate that inventories are close to balancing, and as such we aim to optimize pricing, margin, and cash flow generation instead of maximizing volume in the fourth quarter to set up a solid foundation for organic growth and margin accretion in 2024.”

FULL YEAR 2023 GUIDANCE:

In 2023, Dover expects to generate GAAP EPS in the range of \$7.51 to \$7.61 (adjusted EPS of \$8.75 to \$8.85), based on approximately flat full year revenue growth (all-in and organic).

CONFERENCE CALL INFORMATION:

Dover will host a webcast and conference call to discuss its third quarter and year-to-date results at 10:00 A.M. Eastern Time (9:00 A.M. Central Time) on Tuesday, October 24, 2023. 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 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 over \$8 billion. We deliver innovative equipment and components, consumable supplies, aftermarket parts, software and digital solutions, and support services through five operating segments: Engineered Products, Clean Energy & Fueling, Imaging & Identification, Pumps & Process Solutions and Climate & Sustainability Technologies. Dover combines global scale with operational agility to lead the markets we serve. Recognized for our entrepreneurial approach for over 65 years, our team of over 25,000 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, general economic conditions and conditions in the particular markets in which we operate, supply chain constraints and labor shortages that could result in production stoppages, inflation in material input costs and freight logistics, the impact of interest rate and currency exchange rate fluctuations, the impacts of COVID-19, or other future pandemics, on the global economy and on our customers, suppliers, employees, business and cash flows, the impact on global or a regional economy due to the outbreak or escalation of hostilities or war, 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, 2022, 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 - THIRD QUARTER 2023**DOVER CORPORATION**
CONSOLIDATED STATEMENTS OF EARNINGS
(unaudited)(in thousands, except per share data*)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue	\$ 2,153,268	\$ 2,158,291	\$ 6,332,377	\$ 6,368,907
Cost of goods and services	1,360,253	1,385,541	4,033,507	4,071,680
Gross profit	793,015	772,750	2,298,870	2,297,227
Selling, general and administrative expenses	420,245	402,339	1,286,999	1,270,615
Operating earnings	372,770	370,411	1,011,871	1,026,612
Interest expense	32,389	29,789	100,407	83,330
Interest income	(3,808)	(1,244)	(8,552)	(2,968)
Other income, net	(10,273)	(11,167)	(20,759)	(17,842)
Earnings before provision for income taxes	354,462	353,033	940,775	964,092
Provision for income taxes	64,709	67,007	180,209	162,295
Net earnings	\$ 289,753	\$ 286,026	\$ 760,566	\$ 801,797
Net earnings per share:				
Basic	\$ 2.07	\$ 2.01	\$ 5.44	\$ 5.59
Diluted	\$ 2.06	\$ 2.00	\$ 5.41	\$ 5.55
Weighted average shares outstanding:				
Basic	139,878	142,506	139,833	143,469
Diluted	140,615	143,257	140,603	144,413
Dividends paid per common share	\$ 0.51	\$ 0.505	\$ 1.52	\$ 1.505

* Per share data may be impacted by rounding.

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

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
REVENUE										
Engineered Products	\$ 497,549	\$ 473,687	\$ 504,271	\$ 1,475,507	\$ 487,647	\$ 514,436	\$ 516,501	\$ 1,518,584	\$ 525,048	\$ 2,043,632
Clean Energy & Fueling	430,729	441,166	466,959	1,338,854	458,395	494,075	464,022	1,416,492	462,015	1,878,507
Imaging & Identification	283,091	271,932	276,179	831,202	272,255	275,951	282,371	830,577	293,238	1,123,815
Pumps & Process Solutions	413,881	465,626	431,373	1,310,880	435,195	441,127	433,558	1,309,880	418,355	1,728,235
Climate & Sustainability Technologies	455,325	449,001	475,911	1,380,237	399,078	434,164	462,671	1,295,913	441,811	1,737,724
Intersegment eliminations	(1,552)	(1,326)	(1,425)	(4,303)	(669)	(1,038)	(832)	(2,539)	(1,286)	(3,825)
Total consolidated revenue	\$ 2,079,023	\$ 2,100,086	\$ 2,153,268	\$ 6,332,377	\$ 2,051,901	\$ 2,158,715	\$ 2,158,291	\$ 6,368,907	\$ 2,139,181	\$ 8,508,088
NET EARNINGS										
Segment Earnings:										
Engineered Products	\$ 84,275	\$ 73,076	\$ 101,610	\$ 258,961	\$ 71,130	\$ 81,671	\$ 90,145	\$ 242,946	\$ 103,573	\$ 346,519
Clean Energy & Fueling	73,605	83,616	92,483	249,704	72,962	99,034	90,208	262,204	90,789	352,993
Imaging & Identification	68,315	61,336	70,316	199,967	58,598	61,392	74,477	194,467	73,617	268,084
Pumps & Process Solutions	115,244	129,337	117,907	362,488	146,617	138,048	128,573	413,238	119,780	533,018
Climate & Sustainability Technologies	73,778	76,074	84,060	233,912	53,609	64,181	75,190	192,980	61,504	254,484
Total segment earnings	415,217	423,439	466,376	1,305,032	402,916	444,326	458,593	1,305,835	449,263	1,755,098
Purchase accounting expenses ¹	42,679	40,200	40,320	123,199	53,286	47,019	40,526	140,831	40,272	181,103
Restructuring and other costs ²	14,053	18,143	12,327	44,523	10,552	7,944	8,613	27,109	11,881	38,990
Loss on dispositions ³	—	—	—	—	194	—	—	194	—	194
Corporate expense / other ^{4,5}	40,072	33,922	30,686	104,680	37,404	27,967	27,876	93,247	42,033	135,280
Interest expense	34,214	33,804	32,389	100,407	26,552	26,989	29,789	83,330	33,126	116,456
Interest income	(2,091)	(2,653)	(3,808)	(8,552)	(775)	(949)	(1,244)	(2,968)	(1,462)	(4,430)
Earnings before provision for income taxes	286,290	300,023	354,462	940,775	275,703	335,356	353,033	964,092	323,413	1,287,505
Provision for income taxes	57,716	57,784	64,709	180,209	49,550	45,738	67,007	162,295	59,834	222,129
Net earnings	\$ 228,574	\$ 242,239	\$ 289,753	\$ 760,566	\$ 226,153	\$ 289,618	\$ 286,026	\$ 801,797	\$ 263,579	\$ 1,065,376
SEGMENT EARNINGS MARGIN										
Engineered Products	16.9 %	15.4 %	20.1 %	17.6 %	14.6 %	15.9 %	17.5 %	16.0 %	19.7 %	17.0 %
Clean Energy & Fueling	17.1 %	19.0 %	19.8 %	18.7 %	15.9 %	20.0 %	19.4 %	18.5 %	19.7 %	18.8 %
Imaging & Identification	24.1 %	22.6 %	25.5 %	24.1 %	21.5 %	22.2 %	26.4 %	23.4 %	25.1 %	23.9 %
Pumps & Process Solutions	27.8 %	27.8 %	27.3 %	27.7 %	33.7 %	31.3 %	29.7 %	31.5 %	28.6 %	30.8 %
Climate & Sustainability Technologies	16.2 %	16.9 %	17.7 %	16.9 %	13.4 %	14.8 %	16.3 %	14.9 %	13.9 %	14.6 %
Total segment earnings margin	20.0 %	20.2 %	21.7 %	20.6 %	19.6 %	20.6 %	21.2 %	20.5 %	21.0 %	20.6 %

¹ Purchase accounting expenses are primarily comprised of amortization of intangible assets and charges related to fair value step-ups for acquired inventory sold during the period.

² Restructuring and other costs relate to actions taken for headcount reductions, facility consolidations and site closures, product line exits, and other asset charges.

³ Loss on dispositions includes working capital adjustments related to dispositions.

⁴ Certain expenses are maintained at the corporate level and not allocated to the segments. These expenses include executive and functional compensation costs, non-service pension costs, non-operating insurance expenses, shared business services and digital overhead costs, deal-related expenses and various administrative expenses relating to the corporate headquarters.

⁵ Q4 and FY 2022 include a \$6.3 million settlement charge related to our U.S. qualified defined benefit plan.

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

Earnings Per Share

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
Net earnings per share:										
Basic	\$ 1.64	\$ 1.73	\$ 2.07	\$ 5.44	\$ 1.57	\$ 2.01	\$ 2.01	\$ 5.59	\$ 1.88	\$ 7.47
Diluted	\$ 1.63	\$ 1.72	\$ 2.06	\$ 5.41	\$ 1.56	\$ 2.00	\$ 2.00	\$ 5.55	\$ 1.87	\$ 7.42

Net earnings and weighted average shares used in calculated earnings per share amounts are as follows:

Net earnings	\$ 228,574	\$ 242,239	\$ 289,753	\$ 760,566	\$ 226,153	\$ 289,618	\$ 286,026	\$ 801,797	\$ 263,579	\$ 1,065,376
--------------	------------	------------	------------	------------	------------	------------	------------	------------	------------	--------------

Weighted average shares outstanding:

Basic	139,757	139,862	139,878	139,833	144,087	143,832	142,506	143,469	140,343	142,681
Diluted	140,616	140,578	140,615	140,603	145,329	144,669	143,257	144,413	141,168	143,595

* 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

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
Adjusted net earnings:										
Net earnings	\$ 228,574	\$ 242,239	\$ 289,753	\$ 760,566	\$ 226,153	\$ 289,618	\$ 286,026	\$ 801,797	\$ 263,579	\$ 1,065,376
Purchase accounting expenses, pre-tax ¹	42,679	40,200	40,320	123,199	53,286	47,019	40,526	140,831	40,272	181,103
Purchase accounting expenses, tax impact ²	(9,599)	(9,012)	(8,966)	(27,577)	(12,538)	(11,013)	(9,494)	(33,045)	(8,689)	(41,734)
Restructuring and other costs, pre-tax ³	14,053	18,143	12,327	44,523	10,552	7,944	8,613	27,109	11,881	38,990
Restructuring and other costs, tax impact ²	(2,990)	(3,665)	(2,556)	(9,211)	(2,191)	(1,803)	(1,921)	(5,915)	(2,311)	(8,226)
Loss on dispositions, pre-tax ⁴	—	—	—	—	194	—	—	194	—	194
Loss on dispositions, tax-impact	—	—	—	—	(27)	—	—	(27)	—	(27)
Tax Cuts and Jobs Act ⁵	—	—	—	—	—	(22,579)	—	(22,579)	—	(22,579)
Adjusted net earnings	\$ 272,717	\$ 287,905	\$ 330,878	\$ 891,500	\$ 275,429	\$ 309,186	\$ 323,750	\$ 908,365	\$ 304,732	\$ 1,213,097
Adjusted diluted net earnings per share:										
Diluted net earnings per share	\$ 1.63	\$ 1.72	\$ 2.06	\$ 5.41	\$ 1.56	\$ 2.00	\$ 2.00	\$ 5.55	\$ 1.87	\$ 7.42
Purchase accounting expenses, pre-tax ¹	0.30	0.29	0.29	0.88	0.37	0.33	0.28	0.98	0.29	1.27
Purchase accounting expenses, tax impact ²	(0.07)	(0.06)	(0.06)	(0.20)	(0.09)	(0.08)	(0.07)	(0.23)	(0.06)	(0.30)
Restructuring and other costs, pre-tax ³	0.10	0.13	0.09	0.32	0.07	0.05	0.06	0.19	0.08	0.26
Restructuring and other costs, tax impact ²	(0.02)	(0.03)	(0.02)	(0.07)	(0.02)	(0.01)	(0.01)	(0.04)	(0.02)	(0.06)
Loss on dispositions, pre-tax ⁴	—	—	—	—	—	—	—	—	—	—
Loss on dispositions, tax-impact	—	—	—	—	—	—	—	—	—	—
Tax Cuts and Jobs Act ⁵	—	—	—	—	—	(0.16)	—	(0.16)	—	(0.16)
Adjusted diluted net earnings per share	\$ 1.94	\$ 2.05	\$ 2.35	\$ 6.34	\$ 1.90	\$ 2.14	\$ 2.26	\$ 6.29	\$ 2.16	\$ 8.45

¹ Purchase accounting expenses are primarily comprised of amortization of intangible assets and charges related to fair value step-ups for acquired inventory sold during the period. Q1, Q2, and FY 2022 include \$12,487, \$7,158, and \$19,869 of amortization of inventory step-up, respectively, primarily related to the Q4 2021 acquisitions within our Clean Energy & Fueling segment.

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 Restructuring and other costs relate to actions taken for headcount reductions, facility consolidations and site closures, product line exits, and other asset charges. Q3 and Q3 YTD 2023 include \$3,302 of non-cash asset impairment charges for our Climate & Sustainability Technologies segment. Q1 and FY 2022 include \$5,457 of non-cash foreign currency translation losses reclassified to earnings included within restructuring and other costs and \$2,117 related to write-off of assets due to an exit from certain Latin America countries for our Climate & Sustainability Technologies segment.

⁴ Q1 2022 and FY 2022 represents working capital adjustments related to the disposition of Unified Brands and the Race Winning Brands equity method investment in Q4 2021.

⁵ Q2 and FY 2022 represent a reduction to income taxes previously recorded related to the Tax Cuts and Jobs Act.

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

DOVER CORPORATION
QUARTERLY ADJUSTED SEGMENT EBITDA (NON-GAAP)
(unaudited)(in thousands)

Non-GAAP Reconciliations

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
ADJUSTED SEGMENT EBITDA										
Engineered Products:										
Segment earnings	\$ 84,275	\$ 73,076	\$ 101,610	\$ 258,961	\$ 71,130	\$ 81,671	\$ 90,145	\$ 242,946	\$ 103,573	\$ 346,519
Other depreciation and amortization ¹	7,070	7,300	7,306	21,676	7,274	6,799	6,819	20,892	6,853	27,745
Adjusted segment EBITDA ²	91,345	80,376	108,916	280,637	78,404	88,470	96,964	263,838	110,426	374,264
Adjusted segment EBITDA margin ²	18.4 %	17.0 %	21.6 %	19.0 %	16.1 %	17.2 %	18.8 %	17.4 %	21.0 %	18.3 %
Clean Energy & Fueling:										
Segment earnings	\$ 73,605	\$ 83,616	\$ 92,483	\$ 249,704	\$ 72,962	\$ 99,034	\$ 90,208	\$ 262,204	\$ 90,789	\$ 352,993
Other depreciation and amortization ¹	7,046	7,541	7,686	22,273	8,466	6,533	6,893	21,892	6,923	28,815
Adjusted segment EBITDA ²	80,651	91,157	100,169	271,977	81,428	105,567	97,101	284,096	97,712	381,808
Adjusted segment EBITDA margin ²	18.7 %	20.7 %	21.5 %	20.3 %	17.8 %	21.4 %	20.9 %	20.1 %	21.1 %	20.3 %
Imaging & Identification:										
Segment earnings	\$ 68,315	\$ 61,336	\$ 70,316	\$ 199,967	\$ 58,598	\$ 61,392	\$ 74,477	\$ 194,467	\$ 73,617	\$ 268,084
Other depreciation and amortization ¹	3,394	3,745	3,972	11,111	3,497	3,496	3,372	10,365	3,820	14,185
Adjusted segment EBITDA ²	71,709	65,081	74,288	211,078	62,095	64,888	77,849	204,832	77,437	282,269
Adjusted segment EBITDA margin ²	25.3 %	23.9 %	26.9 %	25.4 %	22.8 %	23.5 %	27.6 %	24.7 %	26.4 %	25.1 %
Pumps & Process Solutions:										
Segment earnings	\$ 115,244	\$ 129,337	\$ 117,907	\$ 362,488	\$ 146,617	\$ 138,048	\$ 128,573	\$ 413,238	\$ 119,780	\$ 533,018
Other depreciation and amortization ¹	10,939	11,609	12,052	34,600	9,922	9,787	10,137	29,846	10,993	40,839
Adjusted segment EBITDA ²	126,183	140,946	129,959	397,088	156,539	147,835	138,710	443,084	130,773	573,857
Adjusted segment EBITDA margin ²	30.5 %	30.3 %	30.1 %	30.3 %	36.0 %	33.5 %	32.0 %	33.8 %	31.3 %	33.2 %
Climate & Sustainability Technologies:										
Segment earnings	\$ 73,778	\$ 76,074	\$ 84,060	\$ 233,912	\$ 53,609	\$ 64,181	\$ 75,190	\$ 192,980	\$ 61,504	\$ 254,484
Other depreciation and amortization ¹	6,624	6,895	6,954	20,473	6,495	6,443	6,736	19,674	6,530	26,204
Adjusted segment EBITDA ²	80,402	82,969	91,014	254,385	60,104	70,624	81,926	212,654	68,034	280,688
Adjusted segment EBITDA margin ²	17.7 %	18.5 %	19.1 %	18.4 %	15.1 %	16.3 %	17.7 %	16.4 %	15.4 %	16.2 %
Total Segments:										
Total segment earnings ^{2,3}	\$415,217	\$ 423,439	\$ 466,376	\$ 1,305,032	\$ 402,916	\$ 444,326	\$ 458,593	\$ 1,305,835	\$ 449,263	\$ 1,755,098
Other depreciation and amortization ¹	35,073	37,090	37,970	110,133	35,654	33,058	33,957	102,669	35,119	137,788
Total Adjusted segment EBITDA ²	450,290	460,529	504,346	1,415,165	438,570	477,384	492,550	1,408,504	484,382	1,892,886
Total Adjusted segment EBITDA margin ²	21.7 %	21.9 %	23.4 %	22.3 %	21.4 %	22.1 %	22.8 %	22.1 %	22.6 %	22.2 %

¹ Other depreciation and amortization relates to property, plant, and equipment and intangibles, and excludes amounts related to purchase accounting expenses and restructuring and other costs.

² Refer to Non-GAAP Disclosures section for definition.

³ Refer to Quarterly Segment Information section for reconciliation of total segment earnings to net earnings.

DOVER CORPORATION
QUARTERLY NET EARNINGS TO ADJUSTED SEGMENT EBITDA RECONCILIATION (NON-GAAP)
(unaudited)(in thousands)

Non-GAAP Reconciliations

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
Net earnings	\$ 228,574	\$ 242,239	\$ 289,753	\$ 760,566	\$ 226,153	\$ 289,618	\$ 286,026	\$ 801,797	\$ 263,579	\$ 1,065,376
Provision for income taxes	57,716	57,784	64,709	180,209	49,550	45,738	67,007	162,295	59,834	222,129
Earnings before provision for income taxes	286,290	300,023	354,462	940,775	275,703	335,356	353,033	964,092	323,413	1,287,505
Interest income	(2,091)	(2,653)	(3,808)	(8,552)	(775)	(949)	(1,244)	(2,968)	(1,462)	(4,430)
Interest expense	34,214	33,804	32,389	100,407	26,552	26,989	29,789	83,330	33,126	116,456
Corporate expense / other ^{1,7}	40,072	33,922	30,686	104,680	37,404	27,967	27,876	93,247	42,033	135,280
Loss on dispositions ²	—	—	—	—	194	—	—	194	—	194
Restructuring and other costs ³	14,053	18,143	12,327	44,523	10,552	7,944	8,613	27,109	11,881	38,990
Purchase accounting expenses ⁴	42,679	40,200	40,320	123,199	53,286	47,019	40,526	140,831	40,272	181,103
Total segment earnings ⁶	415,217	423,439	466,376	1,305,032	402,916	444,326	458,593	1,305,835	449,263	1,755,098
Add: Other depreciation and amortization ⁵	35,073	37,090	37,970	110,133	35,654	33,058	33,957	102,669	35,119	137,788
Total adjusted segment EBITDA	\$ 450,290	\$ 460,529	\$ 504,346	\$ 1,415,165	\$ 438,570	\$ 477,384	\$ 492,550	\$ 1,408,504	\$ 484,382	\$ 1,892,886

¹ Certain expenses are maintained at the corporate level and not allocated to the segments. These expenses include executive and functional compensation costs, non-service pension costs, non-operating insurance expenses, shared business services and digital overhead costs, deal-related expenses and various administrative expenses relating to the corporate headquarters.

² Loss on dispositions includes working capital adjustments related to dispositions.

³ Restructuring and other costs relate to actions taken for headcount reductions, facility consolidations and site closures, product line exits, and other asset charges.

⁴ Purchase accounting expenses are primarily comprised of amortization of intangible assets and charges related to fair value step-ups for acquired inventory sold during the period.

⁵ Other depreciation and amortization relates to property, plant, and equipment and intangibles, and excludes amounts related to purchase accounting expenses and restructuring and other costs.

⁶ Refer to Non-GAAP Disclosures section for definition.

⁷ Q4 and FY 2022 include a \$6.3 million settlement charge related to our U.S. qualified defined benefit plan.

DOVER CORPORATION
REVENUE GROWTH FACTORS AND ADJUSTED EPS GUIDANCE RECONCILIATIONS (NON-GAAP)
(unaudited)(in thousands, except per share data*)

Non-GAAP Reconciliations

Revenue Growth Factors

	2023	
	Q3	Q3 YTD
Organic		
Engineered Products	(3.0)%	(2.5)%
Clean Energy & Fueling	(0.2)%	(4.1)%
Imaging & Identification	(3.6)%	1.5 %
Pumps & Process Solutions	(7.3)%	(4.5)%
Climate & Sustainability Technologies	1.8 %	7.0 %
Total Organic	(2.4)%	(0.9)%
Acquisitions	1.0 %	0.9 %
Currency translation	1.2 %	(0.6)%
Total*	(0.2)%	(0.6)%

* Totals may be impacted by rounding.

	2023	
	Q3	Q3 YTD
Organic		
United States	(7.3)%	(4.6)%
Other Americas	13.1 %	14.6 %
Europe	(5.2)%	(2.1)%
Asia	(3.4)%	(1.8)%
Other	72.8 %	41.6 %
Total Organic	(2.4)%	(0.9)%
Acquisitions	1.0 %	0.9 %
Currency translation	1.2 %	(0.6)%
Total*	(0.2)%	(0.6)%

* Totals may be impacted by rounding.

Adjusted EPS Guidance Reconciliation

	Range	
2023 Guidance for Earnings per Share (GAAP)	\$ 7.51	\$ 7.61
Purchase accounting expenses, net		0.91
Restructuring and other costs, net		0.33
2023 Guidance for Adjusted Earnings per Share (Non-GAAP)	\$ 8.75	\$ 8.85

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

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

Quarterly Cash Flow

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
Net Cash Flows Provided By (Used In):										
Operating activities	\$ 241,284	\$ 195,254	\$ 383,457	\$ 819,995	\$ 23,683	\$ 178,773	\$ 264,625	\$ 467,081	\$ 338,643	\$ 805,724
Investing activities	(43,556)	(42,454)	(50,243)	(136,253)	(46,963)	(68,890)	(286,208)	(402,061)	(138,863)	(540,924)
Financing activities	(306,565)	(137,924)	(312,716)	(757,205)	(75,204)	120,469	(178,844)	(133,579)	(126,686)	(260,265)

Quarterly Free Cash Flow (Non-GAAP)

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
Cash flow from operating activities	\$ 241,284	\$ 195,254	\$ 383,457	\$ 819,995	\$ 23,683	\$ 178,773	\$ 264,625	\$ 467,081	\$ 338,643	\$ 805,724
Less: Capital expenditures	(48,375)	(40,079)	(43,128)	(131,582)	(50,381)	(50,196)	(65,462)	(166,039)	(54,923)	(220,962)
Free cash flow	\$ 192,909	\$ 155,175	\$ 340,329	\$ 688,413	\$ (26,698)	\$ 128,577	\$ 199,163	\$ 301,042	\$ 283,720	\$ 584,762
Cash flow from operating activities as a percentage of revenue	11.6 %	9.3 %	17.8 %	12.9 %	1.2 %	8.3 %	12.3 %	7.3 %	15.8 %	9.5 %
Cash flow from operating activities as a percentage of adjusted net earnings	88.5 %	67.8 %	115.9 %	92.0 %	8.6 %	57.8 %	81.7 %	51.4 %	111.1 %	66.4 %
Free cash flow as a percentage of revenue	9.3 %	7.4 %	15.8 %	10.9 %	(1.3) %	6.0 %	9.2 %	4.7 %	13.3 %	6.9 %
Free cash flow as a percentage of adjusted net earnings	70.7 %	53.9 %	102.9 %	77.2 %	(9.7) %	41.6 %	61.5 %	33.1 %	93.1 %	48.2 %

DOVER CORPORATION
PERFORMANCE MEASURES
(unaudited)(in thousands)

	2023				2022					
	Q1	Q2	Q3	Q3 YTD	Q1	Q2	Q3	Q3 YTD	Q4	FY 2022
BOOKINGS										
Engineered Products	\$ 536,472	\$ 489,131	\$ 576,641	\$ 1,602,244	\$ 541,035	\$ 452,668	\$ 512,374	\$ 1,506,077	\$ 498,249	\$ 2,004,326
Clean Energy & Fueling	454,526	440,137	449,663	1,344,326	501,491	487,861	432,259	1,421,611	399,414	1,821,025
Imaging & Identification	290,712	262,092	271,113	823,917	307,104	292,136	281,789	881,029	273,170	1,154,199
Pumps & Process Solutions	464,297	394,317	363,111	1,221,725	459,790	471,693	415,253	1,346,736	362,468	1,709,204
Climate & Sustainability Technologies	300,014	345,363	347,466	992,843	444,852	403,574	422,820	1,271,246	388,527	1,659,773
Intersegment eliminations	(1,530)	(1,917)	(849)	(4,296)	(2,295)	(1,207)	(423)	(3,925)	(1,391)	(5,316)
Total consolidated bookings	\$2,044,491	\$1,929,123	\$2,007,145	\$ 5,980,759	\$2,251,977	\$2,106,725	\$2,064,072	\$ 6,422,774	\$1,920,437	\$ 8,343,211

BACKLOG

Engineered Products	\$ 755,442	\$ 771,888	\$ 841,722		\$ 830,135	\$ 759,589	\$ 742,766		\$ 720,114
Clean Energy & Fueling	337,116	339,322	317,719		426,342	411,350	368,050		312,142
Imaging & Identification	236,215	227,646	217,824		243,411	255,255	241,896		232,812
Pumps & Process Solutions	742,890	676,191	597,745		704,935	715,646	679,955		686,512
Climate & Sustainability Technologies	899,379	797,307	674,578		1,218,155	1,186,180	1,139,737		1,068,644
Intersegment eliminations	(1,083)	(1,594)	(823)		(1,756)	(1,839)	(1,439)		(1,893)
Total consolidated backlog	\$2,969,959	\$2,810,760	\$2,648,765		\$3,421,222	\$3,326,181	\$3,170,965		\$3,018,331

	2023	
	Q3	Q3 YTD
BOOKINGS GROWTH FACTORS		
Organic		
Engineered Products	11.6 %	6.8 %
Clean Energy & Fueling	3.5 %	(4.0)%
Imaging & Identification	(5.4)%	(5.2)%
Pumps & Process Solutions	(15.6)%	(12.0)%
Climate & Sustainability Technologies	(18.9)%	(21.3)%
Total Organic	(4.1)%	(6.7)%
Acquisitions	0.3 %	0.7 %
Currency translation	1.0 %	(0.9)%
Total*	(2.8)%	(6.9)%

* 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, total segment earnings margin, adjusted segment EBITDA, adjusted segment EBITDA margin, free cash flow, free cash flow as a percentage of revenue, free cash flow as a percentage of adjusted 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 purchase accounting expenses, restructuring and other costs/benefits, Tax Cuts and Jobs Act, and gain/loss on dispositions. Purchase accounting expenses are primarily comprised of amortization of intangible assets and charges related to fair value step-ups for acquired inventory sold during the period. We exclude after-tax purchase accounting expenses because the amount and timing of such charges are significantly impacted by the timing, size, number and nature of the acquisitions the Company consummates. While we have a history of acquisition activity, our acquisitions do not happen in a predictive cycle. Exclusion of purchase accounting expenses facilitates more consistent comparisons of operating results over time. We believe it is important to understand that such intangible assets were recorded as part of purchase accounting and contribute to revenue generation. 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 or adjusted earnings per share represent diluted EPS adjusted for the effect of purchase accounting expenses, restructuring and other costs/benefits, Tax Cuts and Jobs Act and gain/loss on dispositions.

Total segment earnings is defined as the sum of earnings before purchase accounting expenses, restructuring and other costs/benefits, gain/loss on dispositions, corporate expenses/other, interest expense, interest income and provision for income taxes for all segments. Total segment earnings margin is defined as total segment earnings divided by revenue.

Adjusted segment EBITDA is defined as segment earnings plus other depreciation and amortization expense, which relates to property, plant, and equipment and intangibles, and excludes amounts related to purchase accounting expenses and restructuring and other costs/benefits. Adjusted segment EBITDA margin is defined as adjusted segment EBITDA divided by revenue.

Management believes the non-GAAP measures above are useful to investors to better understand the Company's ongoing profitability as they 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 adjusted net earnings equals free cash flow divided by adjusted net earnings. Management believes that free cash flow and free cash flow ratios are important measures of liquidity because they provide 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. We do not provide a reconciliation of forward-looking organic revenue to the most directly comparable GAAP financial measure pursuant to the exception provided in Item 10(e)(1)(i)(B) of Regulation S-K because we are not able to provide a meaningful or accurate compilation of reconciling items. This is due to the inherent difficulty in accurately forecasting the timing and amounts of the items that would be excluded from the most directly comparable GAAP financial measure or are out of our control. For the same reasons, we are unable to address the probable significance of unavailable information which may be material.

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 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.

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.