

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2024

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

OF 1934

For the transition period from to

Commission File Number: 1-4018



(Exact name of registrant as specified in its charter)

Delaware

53-0257888

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

3005 Highland Parkway

Downers Grove, Illinois

60515

(Address of principal executive offices)

(Zip Code)

(630) 541-1540

(Registrant's telephone number, including area code)

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

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

Large Accelerated Filer Accelerated Filer Emerging Growth Company
Non-Accelerated Filer Smaller Reporting Company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the Registrant's common stock as of July 19, 2024 was 137,457,619 .

Dover Corporation
Form 10-Q
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Item 1. Financial Statements

DOVER CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue	\$ 2,178,262	\$ 2,100,086	\$ 4,272,203	\$ 4,179,109
Cost of goods and services	1,356,695	1,341,250	2,693,381	2,673,254
Gross profit	821,567	758,836	1,578,822	1,505,855
Selling, general and administrative expenses	452,193	434,340	915,317	866,754
Operating earnings	369,374	324,496	663,505	639,101
Interest expense	32,374	33,804	68,739	68,018
Interest income	(4,080)	(2,653)	(8,837)	(4,744)
Loss (gain) on disposition	663	—	(529,280)	—
Other income, net	(12,872)	(6,678)	(19,288)	(10,486)
Earnings before provision for income taxes	353,289	300,023	1,152,171	586,313
Provision for income taxes	71,467	57,784	238,128	115,500
Net earnings	<u>\$ 281,822</u>	<u>\$ 242,239</u>	<u>\$ 914,043</u>	<u>\$ 470,813</u>
Net earnings per share:				
Basic	\$ 2.05	\$ 1.73	\$ 6.61	\$ 3.37
Diluted	\$ 2.04	\$ 1.72	\$ 6.57	\$ 3.35
Weighted average shares outstanding:				
Basic	137,443	139,862	138,247	139,810
Diluted	138,404	140,578	139,136	140,597

See Notes to Condensed Consolidated Financial Statements

DOVER CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net earnings	\$ 281,822	\$ 242,239	\$ 914,043	\$ 470,813
Other comprehensive (loss) earnings, net of tax				
Foreign currency translation adjustments:				
Foreign currency translation (loss) gain	(12,603)	21,335	(41,945)	37,907
Reclassification of foreign currency translation losses to earnings	—	—	13,931	—
Total foreign currency translation adjustments (net of \$(3,074), \$ 3,166 , \$(7,460) and \$ 7,216 tax (provision) benefit, respectively)	(12,603)	21,335	(28,014)	37,907
Pension and other post-retirement benefit plans:				
Amortization of actuarial gain included in net periodic pension cost	(369)	(528)	(736)	(1,062)
Amortization of prior service (credits) costs included in net periodic pension cost	(153)	255	(312)	519
Total pension and other post-retirement benefit plans (net of \$ 138 , \$ 83 , \$ 277 and \$ 165 tax benefit, respectively)	(522)	(273)	(1,048)	(543)
Changes in fair value of cash flow hedges:				
Unrealized net gain (loss) arising during period	988	(268)	861	(341)
Net (gain) loss reclassified into earnings	(231)	852	(704)	1,698
Total cash flow hedges (net of \$(223), \$(167), \$(46) and \$(387) tax benefit (provision), respectively)	757	584	157	1,357
Other comprehensive (loss) earnings, net of tax	(12,368)	21,646	(28,905)	38,721
Comprehensive earnings	\$ 269,454	\$ 263,885	\$ 885,138	\$ 509,534

See Notes to Condensed Consolidated Financial Statements

DOVER CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 328,752	\$ 398,561
Receivables, net	1,559,915	1,432,040
Inventories, net	1,238,806	1,225,452
Prepaid and other current assets	138,496	141,538
Assets held for sale	—	192,644
Total current assets	3,265,969	3,390,235
Property, plant and equipment, net	1,025,444	1,031,816
Goodwill	4,950,930	4,881,687
Intangible assets, net	1,481,891	1,483,913
Other assets and deferred charges	567,526	560,862
Total assets	<u>\$ 11,291,760</u>	<u>\$ 11,348,513</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings	\$ 210,471	\$ 468,282
Accounts payable	974,317	958,542
Accrued compensation and employee benefits	230,648	272,507
Deferred revenue	230,426	211,292
Accrued insurance	91,770	86,174
Other accrued expenses	324,336	315,527
Federal and other income taxes	72,191	36,878
Liabilities held for sale	—	64,568
Total current liabilities	2,134,159	2,413,770
Long-term debt	2,960,914	2,991,759
Deferred income taxes	334,806	346,383
Non-current income tax payable	6,158	28,024
Other liabilities	492,100	461,972
Stockholders' equity:		
Total stockholders' equity	5,363,623	5,106,605
Total liabilities and stockholders' equity	<u>\$ 11,291,760</u>	<u>\$ 11,348,513</u>

See Notes to Condensed Consolidated Financial Statements

DOVER CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except per share data)
(Uaudited)

	Common stock \$1 par value	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock	Total stockholders' equity
Balance at April 1, 2024	\$ 259,943	\$ 817,839	\$ 11,556,408	\$ (254,403)	\$ (7,226,935)	\$ 5,152,852
Net earnings	—	—	281,822	—	—	281,822
Dividends paid (\$ 0.510 per share)	—	—	(70,207)	—	—	(70,207)
Common stock issued for the exercise of share-based awards	28	1,976	—	—	—	2,004
Stock-based compensation expense	—	9,520	—	—	—	9,520
Other comprehensive loss, net of tax	—	—	—	(12,368)	—	(12,368)
Balance at June 30, 2024	\$ 259,971	\$ 829,335	\$ 11,768,023	\$ (266,771)	\$ (7,226,935)	\$ 5,363,623

	Common stock \$1 par value	Additional paid-in capital	Retained earnings	Accumulated other comprehensive earnings (loss)	Treasury stock	Total stockholders' equity
Balance at April 1, 2023	\$ 259,794	\$ 866,705	\$ 10,380,895	\$ (249,148)	\$ (6,797,685)	\$ 4,460,561
Net earnings	—	—	242,239	—	—	242,239
Dividends paid (\$ 0.505 per share)	—	—	(70,701)	—	—	(70,701)
Common stock issued for the exercise of share-based awards	24	1,895	—	—	—	1,919
Stock-based compensation expense	—	6,441	—	—	—	6,441
Other comprehensive earnings, net of tax	—	—	—	21,646	—	21,646
Balance at June 30, 2023	\$ 259,818	\$ 875,041	\$ 10,552,433	\$ (227,502)	\$ (6,797,685)	\$ 4,662,105

See Notes to Condensed Consolidated Financial Statements

DOVER CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except per share data)
(Unaudited)

	Common stock \$1 par value	Additional paid-in capital	Retained earnings	other comprehensive loss	Treasury stock	Accumulated Total stockholders' equity
Balance at January 1, 2024	\$ 259,842	\$ 886,690	\$ 10,995,624	\$ (237,866)	\$ (6,797,685)	\$ 5,106,605
Net earnings	—	—	914,043	—	—	914,043
Dividends paid (\$ 1.02 per share)	—	—	(141,644)	—	—	(141,644)
Common stock issued for the exercise of share-based awards	129	(7,034)	—	—	—	(6,905)
Stock-based compensation expense	—	24,679	—	—	—	24,679
Common stock acquired, including accelerated share repurchase program and excise tax	—	(75,000)	—	—	(429,250)	(504,250)
Other comprehensive loss, net of tax	—	—	—	(28,905)	—	(28,905)
Balance at June 30, 2024	\$ 259,971	\$ 829,335	\$ 11,768,023	\$ (266,771)	\$ (7,226,935)	\$ 5,363,623

	Common stock \$1 par value	Additional paid-in capital	Retained earnings	other comprehensive earnings (loss)	Treasury stock	Accumulated Total stockholders' equity
Balance at January 1, 2023	\$ 259,644	\$ 867,560	\$ 10,223,070	\$ (266,223)	\$ (6,797,685)	\$ 4,286,366
Net earnings	—	—	470,813	—	—	470,813
Dividends paid (\$ 1.01 per share)	—	—	(141,474)	—	—	(141,474)
Common stock issued for the exercise of share-based awards	174	(11,242)	—	—	—	(11,068)
Stock-based compensation expense	—	18,723	—	—	—	18,723
Other comprehensive earnings, net of tax	—	—	—	38,721	—	38,721
Other, net	—	—	24	—	—	24
Balance at June 30, 2023	\$ 259,818	\$ 875,041	\$ 10,552,433	\$ (227,502)	\$ (6,797,685)	\$ 4,662,105

See Notes to Condensed Consolidated Financial Statements

DOVER CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2024	2023
Operating Activities:		
Net earnings	\$ 914,043	\$ 470,813
Adjustments to reconcile net earnings to cash provided by operating activities:		
Depreciation and amortization	170,378	156,687
Stock-based compensation expense	24,679	18,723
Gain on disposition	(529,280)	—
Other, net	42,884	16,404
Cash effect of changes in assets and liabilities:		
Accounts receivable, net	(140,882)	(32,060)
Inventories	(32,088)	(15,957)
Prepaid expenses and other assets	(20,518)	(18,390)
Accounts payable	33,696	(40,216)
Accrued compensation and employee benefits	(54,504)	(52,545)
Accrued expenses and other liabilities	(11,939)	(30,635)
Accrued and deferred taxes, net	(26,214)	(36,286)
Net cash provided by operating activities	370,255	436,538
Investing Activities:		
Additions to property, plant and equipment	(85,347)	(88,454)
Acquisitions, net of cash and cash equivalents acquired	(144,872)	—
Proceeds from disposition, net of cash transferred	674,727	—
Other	13,508	2,444
Net cash provided by (used in) investing activities	458,016	(86,010)
Financing Activities:		
Repurchase of common stock, including prepayment under accelerated share repurchase program	(500,000)	—
Change in commercial paper and other short-term borrowings, net	(257,811)	(289,597)
Dividends paid to stockholders	(141,644)	(141,474)
Payments to settle employee tax obligations on exercise of share-based awards	(9,910)	(11,068)
Other	(2,074)	(2,350)
Net cash used in financing activities	(911,439)	(444,489)
Effect of exchange rate changes on cash and cash equivalents	(3,941)	(1,130)
Net decrease in cash and cash equivalents	(87,109)	(95,091)
Cash and cash equivalents at beginning of period, including cash held for sale ⁽¹⁾	415,861	380,868
Cash and cash equivalents at end of period	\$ 328,752	\$ 285,777

⁽¹⁾Cash held for sale as of December 31, 2023 and 2022 totaled \$ 17,300 and \$ 0 , respectively.

See Notes to Condensed Consolidated Financial Statements

DOVER CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands except share data and where otherwise indicated) (Unaudited)

1. Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim periods and do not include all of the information and note disclosures required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. These unaudited interim condensed consolidated financial statements should therefore be read in conjunction with the Consolidated Financial Statements and Notes for Dover Corporation ("Dover" or the "Company") for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on February 9, 2024. The year-end condensed consolidated balance sheet was derived from audited financial statements.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires management to make estimates and assumptions that affect amounts reported in the condensed consolidated financial statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future, actual results may differ from those estimates. The condensed consolidated financial statements reflect all adjustments of a normal, recurring nature that are, in the opinion of management, necessary for a fair statement of results for these interim periods. The results of operations of any interim period are not necessarily indicative of the results of operations for the full year.

2. Revenue

Revenue from Contracts with Customers

A majority of the Company's revenue is short cycle in nature with shipments within one year from order. A small portion of the Company's revenue derives from contracts extending over one year. The Company's payment terms generally range between 30 to 90 days and vary by the location of businesses, the type of products manufactured to be sold and the volume of products sold, among other factors.

Disaggregation of Revenue

Revenue from contracts with customers is disaggregated by segment and geographic location, as they best depict the nature and amount of the Company's revenue. See Note 16 — Segment Information for further details.

Performance Obligations

Approximately 95 % of the Company's revenue is recognized at a point in time, rather than over time, as the Company completes its performance obligations. Specifically, revenue is recognized when control transfers to the customer, typically upon shipment or completion of installation, testing, certification, or other substantive acceptance provisions required under the contract. Approximately 5 % of the Company's revenue is recognized over time and relates to the sale of equipment or services, including software solutions and services, in which the Company transfers control of a good or service over time and the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs, or the Company's performance creates or enhances an asset the customer controls as the asset is created or enhanced, or the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for its performance to date plus a reasonable margin.

A majority of the Company's contracts have a single performance obligation which represents, in most cases, the equipment or product being sold to the customer. Some contracts include multiple performance obligations such as a product and the related installation, extended warranty, software and digital solutions, and/or maintenance services. For contracts with multiple performance obligations, the Company allocates the total transaction price to each performance obligation in an amount based on the estimated relative standalone selling prices of the promised goods or services underlying each performance obligation.

DOVER CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands except share data and where otherwise indicated) (Unaudited)

At June 30, 2024, we estimated that \$ 196,450 in revenue is expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period. We expect to recognize approximately 70.1 % of the Company's unsatisfied (or partially unsatisfied) performance obligations as revenue through 2025, with the remaining balance to be recognized in 2026 and thereafter.

The Company applied the standard's practical expedient that permits the omission of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which the Company recognizes revenue at the amount to which the Company has the right to invoice for services performed.

Contract Balances

Contract assets primarily relate to the Company's right to consideration for work completed but not billed at the reporting date. Contract liabilities relate to advance consideration received from customers or advance billings for which revenue has not been recognized and are reduced when the associated revenue from the contract is recognized.

The following table provides information about contract assets and contract liabilities from contracts with customers:

	June 30, 2024	December 31, 2023	December 31, 2022
Contract assets - current	\$ 17,317	\$ 19,561	\$ 11,074
Contract liabilities - current	230,426	211,292	256,933
Contract liabilities - non-current	26,894	19,544	19,879

The revenue recognized during the six months ended June 30, 2024 and 2023 that was included in contract liabilities at the beginning of the period amounted to \$ 146,788 and \$ 185,028 , respectively.

3. Acquisitions

2024 Acquisitions

During the six months ended June 30, 2024, the Company acquired three businesses in separate transactions for total consideration of \$ 174,300 , net of cash acquired and inclusive of contingent consideration of \$ 29,428 (a non-cash financing activity). These businesses were acquired to complement and expand upon existing operations within the Clean Energy & Fueling and Imaging & Identification segments. The goodwill recorded as a result of these acquisitions represents the economic benefits expected to be derived from product line expansions and operational synergies and is non-deductible for income tax purposes.

On January 17, 2024, the Company acquired 100 % of the equity interests in the Transchem Group ("Transchem"), a supplier of car wash chemicals and associated solutions, for \$ 48,241 , net of cash acquired and inclusive of contingent consideration. The Transchem acquisition expands the Company's chemical product offerings in the Clean Energy & Fueling segment, specializing in wash performance and water reclaim technology that reduces water usage and lowers car wash operators' cost. In connection with this acquisition, the Company recorded goodwill of \$ 24,439 and intangible assets of \$ 26,308 , primarily related to customer intangibles.

On January 31, 2024, the Company acquired 100 % of the equity interests in Bulloch Technologies, Inc. ("Bulloch"), a provider of point-of-sale ("POS"), forecourt controller and electronic payment server solutions to the convenience retail industry, for \$ 122,315 , net of cash acquired and inclusive of contingent consideration. The acquisition of Bulloch expands the Company's offering in North America with highly complementary POS and forecourt solutions within the Clean Energy & Fueling segment. In connection with this acquisition, the Company recorded goodwill of \$ 74,250 and intangible assets of \$ 62,417 , primarily related to customer intangibles.

One other immaterial acquisition was completed during the six months ended June 30, 2024, within the Imaging & Identification segment. The acquisition is highly complementary to our existing track and trace solutions business, grows our presence in the European market and adds complementary offerings to our portfolio.

DOVER CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands except share data and where otherwise indicated) (Unaudited)

The following presents the preliminary allocation of purchase price to the assets acquired and liabilities assumed, for all 2024 acquisitions, based on their estimated fair values at acquisition date:

	Total
Current assets, net of cash acquired	\$ 16,437
Property, plant and equipment	1,823
Goodwill	98,689
Intangible assets	88,725
Other assets and deferred charges	5,559
Current liabilities	(9,264)
Non-current liabilities	(27,669)
Net assets acquired	<u><u>\$ 174,300</u></u>

The amounts assigned to goodwill and major intangible asset classifications for all 2024 acquisitions were as follows:

	Amount allocated	Useful life (in years)
Goodwill - non-deductible	\$ 98,689	na
Customer intangibles	70,698	11 - 13
Unpatented technology	14,141	6 - 8
Trademarks	3,886	15
	<u><u>\$ 187,414</u></u>	

2023 Acquisitions

There were no acquisitions during the six months ended June 30, 2023.

4. Dispositions

2024 Dispositions

On March 31, 2024, the Company completed the sale of the De-Sta-Co business, an operating company within the Engineered Products segment, for total consideration, net of cash transferred, of \$ 674,727 . Of the total consideration, \$ 63,000 was received upon finalization of closing activities in India and China, which occurred during the second quarter. This sale resulted in a preliminary pre-tax gain on disposition of \$ 529,280 (\$ 414,451 after-tax) included within the condensed consolidated statements of earnings for the six months ended June 30, 2024. The total consideration and pre-tax gain on disposition are preliminary and subject to standard post-closing adjustments. The sale did not meet the criteria to be classified as a discontinued operation, as it did not represent a strategic shift that will have a major effect on operations and financial results.

2023 Dispositions

There were no dispositions during the six months ended June 30, 2023.

5. Inventories, net

	June 30, 2024	December 31, 2023
Raw materials	\$ 707,877	\$ 696,220
Work in progress	241,636	223,655
Finished goods	421,387	425,561
Subtotal	1,370,900	1,345,436
Less reserves	(132,094)	(119,984)
Total	\$ 1,238,806	\$ 1,225,452

DOVER CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands except share data and where otherwise indicated) (Unaudited)

6. Property, Plant and Equipment, net

	June 30, 2024	December 31, 2023
Land	\$ 65,293	\$ 66,443
Buildings and improvements	655,701	640,654
Machinery, equipment and other	1,978,458	1,944,470
Property, plant and equipment, gross	2,699,452	2,651,567
Accumulated depreciation	(1,674,008)	(1,619,751)
Property, plant and equipment, net	\$ 1,025,444	\$ 1,031,816

Depreciation expense totaled \$ 40,123 and \$ 39,840 for the three months ended June 30, 2024 and 2023, respectively. For the six months ended June 30, 2024 and 2023, depreciation expense totaled \$ 79,527 and \$ 77,370 , respectively.

7. Credit Losses

The Company is exposed to credit losses primarily through sales of products and services. Due to the short-term nature of such receivables, the estimate of the amount of accounts receivable that may not be collected is based on the aging of the accounts receivable balances and other historical and forward-looking information on the financial condition of customers. Balances are written off when determined to be uncollectible.

The following table provides a rollforward of the allowance for credit losses deducted from accounts receivable that represent the net amount expected to be collected.

	2024	2023
Balance at January 1	\$ 31,512	\$ 39,399
Provision for expected credit losses, net of recoveries	3,939	433
Amounts written off charged against the allowance	(3,025)	(1,371)
Other, including foreign currency translation	(859)	(9)
Balance at June 30	\$ 31,567	\$ 38,452

8. Goodwill and Other Intangible Assets

The changes in the carrying value of goodwill by reportable operating segments were as follows:

	Engineered Products	Clean Energy & Fueling	Imaging & Identification	Pumps & Process Solutions	Climate & Sustainability Technologies	Total
Balance at January 1, 2024	\$ 659,381	\$ 1,409,302	\$ 1,092,960	\$ 1,208,571	\$ 511,473	\$ 4,881,687
Acquisitions	—	98,689	—	—	—	98,689
Measurement period adjustments	—	—	—	227	371	598
Foreign currency translation	(3,380)	(10,058)	(10,313)	(5,687)	(606)	(30,044)
Balance at June 30, 2024	\$ 656,001	\$ 1,497,933	\$ 1,082,647	\$ 1,203,111	\$ 511,238	\$ 4,950,930

During the six months ended June 30, 2024, the Company recognized additions of \$ 98,689 to goodwill as a result of the acquisitions discussed in Note 3 — Acquisitions, and disposed of \$ 58,663 of goodwill that was previously classified as held for sale as of December 31, 2023. See Note 4 — Dispositions for further details.

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The Company's definite-lived and indefinite-lived intangible assets by major asset class were as follows:

	June 30, 2024			December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:						
Customer intangibles	\$ 2,194,915	\$ 1,146,736	\$ 1,048,179	\$ 2,138,788	\$ 1,094,053	\$ 1,044,735
Trademarks	276,587	154,361	122,226	274,711	147,212	127,499
Patents	205,485	145,638	59,847	206,871	142,719	64,152
Unpatented technologies	289,336	169,042	120,294	277,198	159,148	118,050
Distributor relationships	81,072	65,101	15,971	82,031	63,343	18,688
Other	30,256	11,445	18,811	24,211	10,053	14,158
Total	3,077,651	1,692,323	1,385,328	3,003,810	1,616,528	1,387,282
Unamortized intangible assets:						
Trademarks	96,563	—	96,563	96,631	—	96,631
Total intangible assets, net	\$ 3,174,214	\$ 1,692,323	\$ 1,481,891	\$ 3,100,441	\$ 1,616,528	\$ 1,483,913

For the three months ended June 30, 2024 and 2023, amortization expense was \$ 45,546 and \$ 38,951 , respectively. For the six months ended June 30, 2024 and 2023, amortization expense was \$ 90,851 and \$ 79,317 , respectively. Amortization expense is primarily comprised of acquisition-related intangible amortization.

During the six months ended June 30, 2024, the Company acquired \$ 88,725 of intangible assets through acquisitions. These assets were classified as customer intangibles, unpatented technologies and trademarks and included in the Clean Energy & Fueling segment. See Note 3 — Acquisitions for further details.

9. Restructuring Activities

The Company's restructuring charges by segment were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Engineered Products	\$ 1,486	\$ 3,938	\$ 1,978	\$ 4,477
Clean Energy & Fueling	1,925	5,847	6,890	15,991
Imaging & Identification	2,081	865	2,841	1,204
Pumps & Process Solutions	1,614	3,303	2,965	4,629
Climate & Sustainability Technologies	1,953	1,205	13,023	1,447
Corporate	78	1,241	95	1,127
Total	\$ 9,137	\$ 16,399	\$ 27,792	\$ 28,875

These amounts are classified in the condensed consolidated statements of earnings as follows:

Cost of goods and services	\$ 5,217	\$ 5,682	\$ 19,140	\$ 9,155
Selling, general and administrative expenses	3,920	10,717	8,652	19,720
Total	\$ 9,137	\$ 16,399	\$ 27,792	\$ 28,875

The restructuring expenses of \$ 9,137 incurred during the three months ended June 30, 2024 were primarily related to exit costs and headcount reductions across all segments. The restructuring expenses of \$ 27,792 incurred during the six months ended June 30, 2024 were primarily related to product line exit costs and headcount reductions in the Climate & Sustainability Technologies and Clean Energy & Fueling segments. These restructuring programs were initiated in 2023 and 2024 and the Company will continue to make proactive adjustments to its cost structure to align with current demand trends.

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The Company's severance and exit accrual activities were as follows:

	Severance	Exit	Total
Balance at January 1, 2024	\$ 18,646	\$ 3,113	\$ 21,759
Restructuring charges	8,268	19,524 ⁽¹⁾	27,792
Payments	(14,392)	(4,655)	(19,047)
Other, including foreign currency translation	(314)	(14,282) ⁽¹⁾	(14,596)
Balance at June 30, 2024	\$ 12,208	\$ 3,700	\$ 15,908

⁽¹⁾ Exit reserves activity includes non-cash asset charges related to a product line exit within the Climate & Sustainability Technologies segment.

10. Borrowings

Borrowings consist of the following:

	June 30, 2024	December 31, 2023
Short-term		
Commercial paper	\$ 209,800	\$ 467,600
Other	671	682
Short-term borrowings	\$ 210,471	\$ 468,282

During the six months ended June 30, 2024, commercial paper borrowings decreased \$ 257,800 . The borrowings outstanding under the commercial paper program had a weighted average annual interest rate of 5.45 % and 5.51 % as of June 30, 2024 and December 31, 2023.

	Carrying amount ⁽¹⁾		
	Principal	June 30, 2024	December 31, 2023
Long-term			
3.15 % 10 -year notes due November 15, 2025	\$ 400,000	\$ 399,074	\$ 398,737
1.25 % 10 -year notes due November 9, 2026 (euro-denominated)	€ 600,000	640,321	657,628
0.750 % 8 -year notes due November 4, 2027 (euro-denominated)	€ 500,000	532,893	547,342
6.65 % 30 -year debentures due June 1, 2028	\$ 200,000	199,607	199,557
2.950 % 10 -year notes due November 4, 2029	\$ 300,000	297,976	297,787
5.375 % 30 -year debentures due October 15, 2035	\$ 300,000	297,183	297,058
6.60 % 30 -year notes due March 15, 2038	\$ 250,000	248,449	248,392
5.375 % 30 -year notes due March 1, 2041	\$ 350,000	345,396	345,258
Other		15	—
Total long-term debt	\$ 2,960,914	\$ 2,991,759	

⁽¹⁾ Carrying amount is net of unamortized debt discount and deferred debt issuance costs. Total unamortized debt discounts were \$ 9.9 million and \$ 10.9 million as of June 30, 2024 and December 31, 2023, respectively. Total deferred debt issuance costs were \$ 8.0 million and \$ 8.9 million as of June 30, 2024 and December 31, 2023, respectively.

The discounts are being amortized to interest expense using the effective interest method over the life of the issuances. The deferred issuance costs are amortized on a straight-line basis over the life of the debt, as this approximates the effective interest method.

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On April 6, 2023, the Company entered into a \$ 1.0 billion five-year unsecured revolving credit facility and on April 4, 2024, the Company entered into a new \$ 500.0 million 364-day unsecured revolving credit facility (together, the "Credit Agreements") with a syndicate of banks. The new 364-day credit facility replaced the existing \$ 500.0 million 364-day credit facility, which expired on April 4, 2024. The lenders' commitments under the five-year and 364-day Credit Agreements will terminate and any outstanding loans under the Credit Agreements will mature on April 6, 2028 and April 3, 2025, respectively. The Company may elect to extend the maturity date of any loans under the new 364-day credit facility until April 3, 2026, subject to conditions specified therein. The Credit Agreements are designated as a liquidity back-stop for the Company's commercial paper program and also are available for general corporate purposes. At the Company's election, loans under the Credit Agreements will bear interest at a base rate plus an applicable margin. The Credit Agreements require the Company to pay facility fees and impose various restrictions on the Company such as, among other things, a requirement to maintain a minimum interest coverage ratio of consolidated EBITDA to consolidated net interest expense of not less than 3.0 to 1. As of June 30, 2024 and December 31, 2023, there were no outstanding borrowings under the five-year, current or previous 364-day credit facilities.

The Company was in compliance with all covenants in the Credit Agreements and other long-term debt covenants at June 30, 2024 and had an interest coverage ratio of consolidated EBITDA to consolidated net interest expense of 20.1 to 1.

Letters of Credit and other Guarantees

As of June 30, 2024, the Company had approximately \$ 155.0 million outstanding in letters of credit, surety bonds, and performance and other guarantees which primarily expire on various dates through 2035. These letters of credit and bonds are primarily issued as security for insurance, warranty and other performance obligations. In general, we would only be liable for the amount of these guarantees in the event of default in the performance of our obligations, the probability of which is believed to be remote.

11. Financial Instruments

Derivatives

The Company is exposed to market risk for changes in foreign currency exchange rates due to the global nature of its operations and certain commodity risks. In order to manage these risks, the Company has hedged portions of its forecasted sales and purchases which occur within the next twelve months that are denominated in non-functional currencies, with currency forward contracts designated as cash flow hedges. At June 30, 2024 and December 31, 2023, the Company had contracts with total notional amounts of \$ 150,711 and \$ 171,425, respectively, to exchange currencies, principally euro, pound sterling, Swedish krona, Canadian dollar, Chinese yuan, and Swiss franc. The Company believes it is probable that all forecasted cash flow transactions will occur.

In addition, the Company had outstanding contracts with a total notional amount of \$ 95,960 and \$ 84,867 as of June 30, 2024 and December 31, 2023, respectively, that are not designated as hedging instruments. These instruments are used to reduce the Company's exposure for operating receivables and payables that are denominated in non-functional currencies. Gains and losses on these contracts are recorded in other income, net in the condensed consolidated statements of earnings.

The following table sets forth the fair values of derivative instruments held by the Company as of June 30, 2024 and December 31, 2023 and the balance sheet lines in which they are recorded:

	Fair Value Asset (Liability)		Balance Sheet Caption
	June 30, 2024	December 31, 2023	
Foreign currency forward	\$ 1,542	\$ 1,675	Prepaid and other current assets
Foreign currency forward	(596)	(874)	Other accrued expenses

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For a cash flow hedge, the change in estimated fair value of a hedging instrument is recorded in accumulated other comprehensive earnings (loss), net of tax as a separate component of the condensed consolidated statements of stockholders' equity and is reclassified into revenues or cost of goods and services in the condensed consolidated statements of earnings during the period in which the hedged transaction is settled. The amount of gains or losses from hedging activity recorded in earnings is not significant, and the amount of unrealized gains and losses from cash flow hedges that are expected to be reclassified to earnings in the next twelve months is not significant; therefore, additional tabular disclosures are not presented. There are no amounts excluded from the assessment of hedge effectiveness, and the Company's derivative instruments that are subject to credit risk contingent features were not significant.

The Company is exposed to credit loss in the event of nonperformance by counterparties to the financial instrument contracts held by the Company; however, nonperformance by these counterparties is considered unlikely as the Company's policy is to contract with highly-rated, diversified counterparties.

The Company has designated the € 600,000 and € 500,000 of euro-denominated notes issued November 9, 2016 and November 4, 2019, respectively, as hedges of a portion of its net investment in euro-denominated operations. Changes in the value of the euro-denominated debt are recognized in foreign currency translation adjustments within other comprehensive earnings (loss) of the condensed consolidated statements of comprehensive earnings to offset changes in the value of the net investment in euro-denominated operations. Changes in the value of the euro-denominated debt resulting from exchange rate differences are offset by changes in the net investment due to the high degree of effectiveness between the hedging instruments and the exposure being hedged.

Amounts recognized in other comprehensive earnings for the gains (losses) on net investment hedges were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Gain (loss) on euro-denominated debt	\$ 13,781	\$ (14,264)	\$ 32,755	\$ (32,511)
Tax (expense) benefit	(3,074)	3,166	(7,460)	7,216
Net gain (loss) on net investment hedges, net of tax	<u>\$ 10,707</u>	<u>\$ (11,098)</u>	<u>\$ 25,295</u>	<u>\$ (25,295)</u>

Fair Value Measurements

ASC 820, Fair Value Measurements and Disclosures, establishes a fair value hierarchy that requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs include inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of assets or liabilities.

Level 3 inputs are unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following table presents the Company's assets and liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023:

	June 30, 2024	December 31, 2023	
	Level 2	Level 2	
Assets:			
Foreign currency cash flow hedges	\$ 1,542	\$ 1,675	
Liabilities:			
Foreign currency cash flow hedges	596		874

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The derivative contracts are measured at fair value using models based on observable market inputs such as foreign currency exchange rates and interest rates; therefore, they are classified within Level 2 of the fair value hierarchy.

In addition to fair value disclosure requirements related to financial instruments carried at fair value, accounting standards require disclosures regarding the fair value of all of the Company's financial instruments.

The estimated fair value of long-term debt at June 30, 2024 and December 31, 2023, was \$ 2,881,127 and \$ 2,950,401, respectively. The estimated fair value of long-term debt is based on quoted market prices for similar instruments and is, therefore, classified as Level 2 within the fair value hierarchy.

The carrying values of cash and cash equivalents, trade receivables, accounts payable and short-term borrowings approximate their fair values as of June 30, 2024 and December 31, 2023 due to the short-term nature of these instruments.

12. Income Taxes

The effective tax rates for the three months ended June 30, 2024 and 2023 were 20.2 % and 19.3 %, respectively. The increase in the effective tax rate for the three months ended June 30, 2024 relative to the prior year comparable period was primarily driven by favorable audit resolutions in the prior year.

The effective tax rates for the six months ended June 30, 2024 and 2023 were 20.7 % and 19.7 %, respectively. The 20.7 % in the effective tax rate for the six months ended June 30, 2024 relative to the prior year comparable period was primarily driven by the gain on the sale of De-Sta-Co.

Dover and its subsidiaries file tax returns in the U.S., including various state and local returns, and in other foreign jurisdictions. We believe adequate provision has been made for all income tax uncertainties. The Company is routinely audited by taxing authorities in its filing jurisdictions, and a number of these audits are currently underway. The Company believes that within the next twelve months uncertain tax positions may be resolved and statutes of limitations will expire, which could result in a decrease in the gross amount of unrecognized tax benefits of approximately \$ 0 to \$ 4,438.

13. Equity Incentive Program

The Company typically makes its annual grants of equity awards pursuant to actions taken by the Compensation Committee of the Board of Directors at its regularly scheduled first quarter meeting. During the six months ended June 30, 2024, the Company issued stock-settled appreciation rights ("SARs") covering 352,460 shares, performance share awards ("PSAs") of 42,876 and restricted stock units ("RSUs") of 81,883. During the six months ended June 30, 2023, the Company issued SARs covering 359,715 shares, PSAs of 43,656 and RSUs of 82,055.

The Company uses the Black-Scholes option pricing model to determine the fair value of each SAR on the date of grant. Expected volatilities are based on Dover's stock price history, including implied volatilities from traded options on Dover stock. The Company uses historical data to estimate SAR exercise and employee termination patterns within the valuation model. The expected life of SARs granted is derived from the output of the option valuation model and represents the average period of time that SARs granted are expected to be outstanding. The interest rate for periods within the contractual life of the awards is based on the U.S. Treasury yield curve in effect at the time of grant.

The assumptions used in determining the fair value of the SARs awarded during the respective periods were as follows:

	SARs	
	2024	2023
Risk-free interest rate	4.13 %	3.91 %
Dividend yield	1.28 %	1.32 %
Expected life (years)	5.5	5.4
Volatility	31.32 %	30.65 %
Grant price	\$ 160.11	\$ 153.25
Fair value per share at date of grant	\$ 51.17	\$ 47.27

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The PSAs granted in 2024 vest based on the attainment of two equally weighted measures: (i) Dover's performance relative to established internal metrics (performance condition) and (ii) Dover's performance relative to its peer group (companies listed under the S&P 500 Industrials sector; market condition).

The grant date fair value of the performance condition portion is determined using Dover's closing stock price at the date of grant and the amount of expense recognized over the vesting period is subject to adjustment based on the expected attainment of the performance condition. The fair value per share at the date of grant for the 2024 performance condition portion is \$ 177.19 .

The grant date fair value of the 2024 market condition portion, and all 2023 PSAs, is determined using the Monte Carlo simulation model. The amount of expense recognized over the vesting period is not subject to change based on future market conditions. The assumptions used in the Monte Carlo model to determine the fair value of the PSAs granted in the respective periods were as follows:

	PSAs	
	2024	2023
Risk-free interest rate	4.37 %	4.28 %
Dividend yield	1.15 %	1.32 %
Expected life (years)	2.8	2.9
Volatility	23.30 %	27.30 %
Grant price	\$ 177.19	\$ 153.25
Fair value per share at date of grant	\$ 287.62	\$ 249.48

The performance and vesting periods for all 2024 and 2023 PSAs is three years .

The Company also has granted RSUs, and the fair value of these awards was determined using Dover's closing stock price on the date of grant, which was \$ 160.11 and \$ 153.25 for RSUs granted in 2024 and 2023, respectively.

Stock-based compensation is reported within selling, general and administrative expenses in the condensed consolidated statements of earnings. The following table summarizes the Company's compensation expense relating to all stock-based incentive plans:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Pre-tax stock-based compensation expense	\$ 9,520	\$ 6,441	\$ 24,679	\$ 18,723
Tax benefit	(852)	(587)	(2,520)	(1,951)
Total stock-based compensation expense, net of tax	<u>\$ 8,668</u>	<u>\$ 5,854</u>	<u>\$ 22,159</u>	<u>\$ 16,772</u>

14. Commitments and Contingent Liabilities

Litigation

A few of the Company's subsidiaries are involved in legal proceedings relating to the cleanup of waste disposal sites identified under federal and state statutes which provide for the allocation of such costs among "potentially responsible parties." In each instance, the extent of the Company's liability appears to be relatively insignificant in relation to the total projected expenditures and the number of other "potentially responsible parties" involved and is anticipated to be immaterial to the Company. In addition, a few of the Company's subsidiaries are involved in ongoing remedial activities at certain current and former plant sites, in cooperation with regulatory agencies, and appropriate estimated liabilities have been established. At June 30, 2024 and December 31, 2023, these estimated liabilities for environmental and other matters, including private party claims for exposure to hazardous substances that are probable and estimable, were not significant.

The Company and some of its subsidiaries are also parties to a number of other legal proceedings incidental to their businesses. These proceedings primarily involve claims by private parties alleging injury arising out of use of the Company's products, patent infringement, employment matters and commercial disputes. Management and legal counsel, at least quarterly, review the probable outcome of such proceedings, the costs and expenses reasonably expected to be incurred and currently accrued to-date and consider the availability and extent of insurance coverage. The Company has estimated liabilities for these other legal

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matters that are probable and estimable, and at June 30, 2024 and December 31, 2023, these estimated liabilities were immaterial. While it is not possible at this time to predict the outcome of these legal actions, in the opinion of management, based on the aforementioned reviews, the Company is not currently involved in any legal proceedings which, individually or in the aggregate, could have a material effect on its financial position, results of operations, or cash flows.

Warranty Accruals

Estimated warranty program claims are provided for at the time of sale of the Company's products. Amounts provided for are based on historical costs and adjusted for new claims and are included within other accrued expenses and other liabilities in the condensed consolidated balance sheets. The changes in the carrying amount of product warranties through June 30, 2024 and 2023, were as follows:

	2024	2023
Balance at January 1	\$ 50,864	\$ 48,449
Provision for warranties	36,901	32,483
Settlements made	(34,497)	(30,812)
Other adjustments, including acquisitions and currency translation	(1,254)	438
Balance at June 30	\$ 52,014	\$ 50,558

15. Other Comprehensive Earnings

Amounts reclassified from accumulated other comprehensive earnings (loss) to earnings during the three and six months ended June 30, 2024 and 2023 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Foreign currency translation:				
Reclassification of foreign currency translation losses to earnings	\$ —	\$ —	\$ 13,931	\$ —
Tax benefit	—	—	—	—
Net of tax	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 13,931</u>	<u>\$ —</u>
Pension plans:				
Amortization of actuarial gain	\$ (476)	\$ (639)	\$ (950)	\$ (1,280)
Amortization of prior service (credits) costs	<u>(184)</u>	<u>283</u>	<u>(375)</u>	<u>572</u>
Total before tax	<u>(660)</u>	<u>(356)</u>	<u>(1,325)</u>	<u>(708)</u>
Tax provision	138	83	277	165
Net of tax	<u>\$ (522)</u>	<u>\$ (273)</u>	<u>\$ (1,048)</u>	<u>\$ (543)</u>
Cash flow hedges:				
Net (gain) loss reclassified into earnings	\$ (285)	\$ 1,045	\$ (878)	\$ 2,118
Tax provision (benefit)	54	(193)	174	(420)
Net of tax	<u>\$ (231)</u>	<u>\$ 852</u>	<u>\$ (704)</u>	<u>\$ 1,698</u>

The Company recognizes the amortization of net actuarial gains and losses and prior service costs and credits in other income, net within the condensed consolidated statements of earnings.

Cash flow hedges consist mainly of foreign currency forward contracts. The Company recognizes the realized gains and losses on its cash flow hedges in the same line item as the hedged transaction, such as revenue, cost of goods and services, or selling, general and administrative expenses.

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16. Segment Information

The Company categorizes its operating companies into five reportable segments as follows:

- Engineered Products segment provides a wide range of equipment, components, software, solutions and services to the vehicle aftermarket, waste handling, aerospace and defense, industrial winch and hoist, and fluid dispensing end-markets.
- Clean Energy & Fueling segment provides components, equipment, software solutions and services enabling safe and reliable storage, transport and dispensing of traditional and clean fuels (including liquefied natural gas, hydrogen, and electric vehicle charging), cryogenic gases, and other hazardous substances along the supply chain, and safe and efficient operation of convenience retail, retail fueling and vehicle wash establishments.
- Imaging & Identification segment supplies precision marking and coding, product traceability, brand protection and digital textile printing equipment, as well as related consumables, software and services to the global packaged and consumer goods, pharmaceutical, industrial manufacturing, textile and other end-markets.
- Pumps & Process Solutions segment manufactures specialty pumps and flow meters, fluid transfer connectors, highly engineered precision components, instruments and digital controls for rotating and reciprocating machines, polymer processing equipment, serving single-use biopharmaceutical production, diversified industrial manufacturing applications, chemical production, plastics and polymer processing, midstream and downstream oil and gas, clean energy markets, thermal management, food and beverage, semiconductor production and medical applications and other end-markets.
- Climate & Sustainability Technologies segment is a provider of innovative and energy-efficient equipment, components and parts for the commercial refrigeration, heating and cooling and beverage can-making equipment end-markets.

Management uses segment earnings to evaluate segment performance and allocate resources. Segment earnings is defined as earnings before purchase accounting expenses, restructuring and other costs (benefits), loss (gain) on disposition, disposition costs, corporate expenses/other, interest expense, interest income and provision for income taxes.

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Segment financial information and a reconciliation of segment results to consolidated results were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue:				
Engineered Products	\$ 514,837	\$ 473,687	\$ 1,057,977	\$ 971,236
Clean Energy & Fueling	463,014	441,166	908,067	871,895
Imaging & Identification	287,593	271,932	564,399	555,023
Pumps & Process Solutions	477,239	465,626	942,968	879,507
Climate & Sustainability Technologies	436,706	449,001	800,998	904,326
Intersegment eliminations	(1,127)	(1,326)	(2,206)	(2,878)
Total consolidated revenue	<u><u>\$ 2,178,262</u></u>	<u><u>\$ 2,100,086</u></u>	<u><u>\$ 4,272,203</u></u>	<u><u>\$ 4,179,109</u></u>
Net earnings:				
Segment earnings:				
Engineered Products	\$ 101,247	\$ 73,076	\$ 205,216	\$ 157,351
Clean Energy & Fueling	87,536	83,616	157,211	157,221
Imaging & Identification	75,786	61,336	145,745	129,651
Pumps & Process Solutions	137,217	129,337	255,954	244,581
Climate & Sustainability Technologies	79,127	76,074	129,886	149,852
Total segment earnings	480,913	423,439	894,012	838,656
Purchase accounting expenses ⁽¹⁾	45,697	40,200	91,248	82,879
Restructuring and other costs ⁽²⁾	11,590	18,143	36,274	32,196
Loss (gain) on disposition ⁽³⁾	663	—	(529,280)	—
Corporate expense / other ⁽⁴⁾	41,380	33,922	83,697	73,994
Interest expense	32,374	33,804	68,739	68,018
Interest income	(4,080)	(2,653)	(8,837)	(4,744)
Earnings before provision for income taxes	353,289	300,023	1,152,171	586,313
Provision for income taxes	71,467	57,784	238,128	115,500
Net earnings	<u><u>\$ 281,822</u></u>	<u><u>\$ 242,239</u></u>	<u><u>\$ 914,043</u></u>	<u><u>\$ 470,813</u></u>

⁽¹⁾ Purchase accounting expenses are primarily comprised of amortization of acquired intangible assets.

⁽²⁾ Restructuring and other costs relate to actions taken for headcount reductions, facility consolidations and site closures, product line exits, and other asset charges. Restructuring and other costs consist of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Restructuring	\$ 9,137	\$ 16,399	\$ 27,792	\$ 28,875
Other costs, net	2,453	1,744	8,482	3,321
Restructuring and other costs	<u><u>\$ 11,590</u></u>	<u><u>\$ 18,143</u></u>	<u><u>\$ 36,274</u></u>	<u><u>\$ 32,196</u></u>

⁽³⁾ Loss (gain) on disposition due to the sale of De-Sta-Co in the Engineered Products segment.

⁽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.

The following table presents revenue disaggregated by geography based on the location of the Company's customers:

Revenue by geography	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
United States	\$ 1,296,776	\$ 1,161,982	\$ 2,519,468	\$ 2,333,346
Europe	411,381	446,307	844,294	879,148
Asia	200,459	230,805	403,533	445,655
Other Americas	201,871	168,573	366,174	340,758
Other	67,775	92,419	138,734	180,202
Total	<u><u>\$ 2,178,262</u></u>	<u><u>\$ 2,100,086</u></u>	<u><u>\$ 4,272,203</u></u>	<u><u>\$ 4,179,109</u></u>

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17. Stockholders' Equity

Share Repurchases

In August 2023, the Company's Board of Directors approved a new standing share repurchase authorization whereby the Company may repurchase up to 20 million shares beginning on January 1, 2024 through December 31, 2026.

On February 29, 2024, the Company entered into a \$ 500,000 accelerated share repurchase agreement (the "ASR Agreement") with Citibank, N.A. ("Citibank") to repurchase its shares in an accelerated share repurchase program (the "ASR Program"). The ASR Program is classified as equity, initially recorded at fair value with no subsequent remeasurement. The Company conducted the ASR Program under the current share repurchase authorization. The Company funded the ASR Program with proceeds from commercial paper.

Under the terms of the ASR Agreement, the Company paid Citibank \$ 500,000 on March 1, 2024 and on that date received initial delivery of 2,569,839 shares, representing a substantial majority of the shares expected to be retired over the course of the ASR Agreement. The total number of shares ultimately repurchased under the ASR Agreement will be based on the daily volume-weighted average share price of Dover's common stock during the calculation period of the ASR Program, less a discount. The ASR Program is scheduled to be completed in the third quarter of 2024, subject to postponement or acceleration under the terms of the ASR Agreement. The impact of any shares that may be received at the completion of the ASR Program is anti-dilutive and therefore excluded from the calculation of diluted earnings per share. The actual number of shares repurchased will be determined at the completion of the ASR Program.

In the three and six months ended June 30, 2024 and 2023, exclusive of the ASR Program, there were no share repurchases. As of June 30, 2024, 17,430,161 shares remain authorized for repurchase under the August 2023 share repurchase authorization.

18. Earnings per Share

The following table sets forth a reconciliation of the information used in computing basic and diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net earnings	\$ 281,822	\$ 242,239	\$ 914,043	\$ 470,813
Basic earnings per common share:				
Net earnings	\$ 2.05	\$ 1.73	\$ 6.61	\$ 3.37
Weighted average shares outstanding	137,443,000	139,862,000	138,247,000	139,810,000
Diluted earnings per common share:				
Net earnings	\$ 2.04	\$ 1.72	\$ 6.57	\$ 3.35
Weighted average shares outstanding	138,404,000	140,578,000	139,136,000	140,597,000

The following table is a reconciliation of the share amounts used in computing earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Weighted average shares outstanding - basic	137,443,000	139,862,000	138,247,000	139,810,000
Dilutive effect of assumed exercise of SARs and vesting of performance shares and RSUs	961,000	716,000	889,000	787,000
Weighted average shares outstanding - diluted	138,404,000	140,578,000	139,136,000	140,597,000

Diluted earnings per share amounts are computed using the weighted average number of common shares outstanding and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of SARs and vesting of performance shares and RSUs, as determined using the treasury stock method.

DOVER CORPORATION**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Amounts in thousands except share data and where otherwise indicated) (Unaudited)**

The weighted average number of anti-dilutive potential common shares excluded from the calculation above were approximately 37,000 and 34,000 for the three months ended June 30, 2024 and 2023, respectively, and 72,000 and 61,000 for the six months ended June 30, 2024 and 2023, respectively.

19. Recent Accounting Pronouncements**Recently Issued Accounting Standards**

In December 2023, the FASB issued ASU No. 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands the disclosures required in an entity's income tax rate reconciliation table and requires disclosure of income taxes paid both in U.S. and foreign jurisdictions. The amendments are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amendment requires disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. The amendments are effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

Recently Adopted Accounting Standard

In September 2022, the FASB issued ASU No. 2022-04 Liabilities-Supplier Finance Programs (Topic 405-50): Disclosure of Supplier Finance Program Obligations. The amendments in this update require a buyer in a supplier finance program to disclose information about the program's nature, activity during the period, changes from period to period, and potential magnitude. The Company adopted the guidance when it became effective on January 1, 2023, except for the rollforward requirement, which was adopted when it became effective January 1, 2024. The adoption did not have a material impact on the Company's condensed consolidated financial statements.

The Company facilitates the opportunity for suppliers to participate in a voluntary supply chain financing ("SCF") program with a third-party financial institution. Participating suppliers are paid directly by the SCF financial institution and, in addition, may elect to sell receivables due from the Company to the SCF financial institution for early payment. Thus, participating suppliers have additional potential flexibility in managing their liquidity by accelerating, at their option and cost, collection of receivables due from the Company.

The Company and its suppliers agree on commercial terms, including payment terms, for the goods and services the Company procures, regardless of whether the supplier participates in SCF. For participating suppliers, the Company's responsibility is limited to making all payments to the SCF financial institution on the terms originally negotiated with the supplier, irrespective of whether the supplier elects to sell receivables to the SCF financial institution. The Company does not determine the terms or conditions of the arrangement between the SCF financial institution and the Company's suppliers. The SCF financial institution pays the supplier on the invoice due date for any invoices that were not previously sold by the supplier. The agreement between the Company and the SCF financial institution does not require the Company to provide assets pledged as security or other forms of guarantees.

Outstanding payments related to the SCF program are recorded within accounts payable in our condensed consolidated balance sheets. As of the June 30, 2024 and December 31, 2023 amounts due to the SCF financial institution were approximately \$ 174,382 and \$ 193,600 , respectively.

DOVER CORPORATION
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20. Subsequent Events

On July 18, 2024, the Company completed the acquisition of Demaco Holland B.V. ("Demaco"), a provider of critical flow control components for cryogenic applications used in a wide range of end markets, for approximately \$ 41.0 million, subject to post-closing adjustments, plus potential contingent consideration of up to approximately \$ 14.0 million. Demaco will be included in the Clean Energy & Fueling segment.

On July 19, 2024, the Company completed the acquisition of Marshall Excelsior Company ("MEC"), a supplier of highly-engineered flow control components for transportation, storage, and use of liquefied petroleum gas and other industrial gases, for approximately \$ 395.0 million, subject to post-closing adjustments. MEC will be included in the Clean Energy & Fueling segment.

The initial accounting for the MEC and Demaco acquisitions is incomplete as a result of the timing of the acquisitions. Accordingly, it is impracticable for us to make certain business combination disclosures such as the estimated fair values of assets and liabilities acquired and the amount of goodwill.

On July 21, 2024, the Company entered into a definitive agreement to sell Environmental Solutions Group, an operating company within the Engineered Products segment, for approximately \$ 2.0 billion on a cash-free and debt-free basis, subject to customary post-closing adjustments. The transaction is expected to close before year-end 2024, subject to customary closing conditions, including receipt of regulatory approvals.

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

Refer to the section below entitled "Special Note Regarding Forward-Looking Statements" for a discussion of factors that could cause our actual results to differ from the forward-looking statements contained below and throughout this quarterly report.

Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), we refer to measures used by management to evaluate performance, including a number of financial measures that are not defined under accounting principles generally accepted in the United States of America ("GAAP"). Please see "Non-GAAP Disclosures" at the end of this Item 2 for further detail on these financial measures. We believe these measures provide investors with important information that is useful in understanding our business results and trends. Reconciliations within this MD&A provide more details on the use and derivation of these measures.

OVERVIEW

Dover is a diversified global manufacturer and solutions provider delivering 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. The Company's entrepreneurial business model encourages, promotes and fosters deep customer engagement and collaboration, which has led to Dover's well-established and valued reputation for providing superior customer service and industry-leading product innovation. Unless the context indicates otherwise, references herein to "Dover," "the Company," and words such as "we," "us," or "our" include Dover Corporation and its consolidated subsidiaries.

Dover's five operating segments are as follows:

- Our Engineered Products segment provides a wide range of equipment, components, software, solutions and services to the vehicle aftermarket, waste handling, aerospace and defense, industrial winch and hoist, and fluid dispensing end-markets.
- Our Clean Energy & Fueling segment provides components, equipment, software solutions and services enabling safe and reliable storage, transport and dispensing of traditional and clean fuels (including liquefied natural gas, hydrogen, and electric vehicle charging), cryogenic gases, and other hazardous substances along the supply chain, and safe and efficient operation of convenience retail, retail fueling and vehicle wash establishments.
- Our Imaging & Identification segment supplies precision marking and coding, product traceability, brand protection and digital textile printing equipment, as well as related consumables, software and services to the global packaged and consumer goods, pharmaceutical, industrial manufacturing, textile and other end-markets.
- Our Pumps & Process Solutions segment manufactures specialty pumps and flow meters, fluid transfer connectors, highly engineered precision components, instruments and digital controls for rotating and reciprocating machines, polymer processing equipment, serving single-use biopharmaceutical production, diversified industrial manufacturing applications, chemical production, plastics and polymer processing, midstream and downstream oil and gas, clean energy markets, thermal management, food and beverage, semiconductor production and medical applications and other end-markets.
- Our Climate & Sustainability Technologies segment is a provider of innovative and energy-efficient equipment, components and parts for the commercial refrigeration, heating and cooling and beverage can-making equipment end-markets.

In the second quarter of 2024, revenue was \$2.2 billion, which increased \$0.1 billion, or 3.7%, as compared to the second quarter of 2023. This was driven by organic revenue growth of 4.8% and acquisition-related revenue growth of 2.1%, partially offset by disposition-related decline of 2.6% and an unfavorable impact from foreign currency translation of 0.6%. Strong results were driven by excellent production performance and strong shipment rates on robust orders received.

The 4.8% organic revenue growth for the second quarter of 2024 was driven by our Engineered Products, Imaging & Identification and Clean Energy & Fueling segments which grew 20.2%, 6.9%, and 2.3%, respectively. The growth was partially offset by the Pumps & Process Solutions and Climate & Sustainability Technologies segments which declined 3.1% and 2.3%, respectively. For further information, see "Segment Results of Operations" within this Item 2.

From a geographic perspective, organic revenue for the U.S., our largest market, increased 11.4% in the second quarter of 2024 compared to the prior year comparable quarter driven by strong demand in our waste handling business and retail and refrigeration equipment and services. Organic revenue increased for Other Americas by 17.6%, and decreased for Asia and Europe by 8.5% and 3.8%, respectively.

Bookings were \$2.2 billion for the three months ended June 30, 2024, an increase of \$0.3 billion, or 15.0% compared to the prior year comparable quarter. Included in this result was organic growth of 16.1% and acquisition-related growth of 2.1%, partially offset by disposition-related decline of 2.7% and an unfavorable impact from foreign currency translation of 0.5%. The organic bookings growth was primarily driven by positive demand trends and order timing.

Restructuring and other costs for the three months ended June 30, 2024 were \$11.6 million which included restructuring charges of \$9.1 million and other costs of \$2.5 million. Restructuring and other costs were generally related to exit costs and headcount reductions across all segments. For further discussion related to our restructuring and other costs, see "Restructuring and Other Costs (Benefits)," within this Item 2.

In July 2024, the Company completed two business acquisitions for approximately \$436.0 million, subject to post-closing adjustments, plus potential contingent consideration of up to approximately \$14.0 million. In addition, the Company entered into a definitive agreement to sell Environmental Solutions Group ("ESG"), for approximately \$2.0 billion on a cash-free and debt-free basis, subject to customary post-closing adjustments. The transaction is expected to close before year-end 2024, subject to customary closing conditions, including receipt of regulatory approvals. See Note 20 — Subsequent Events in the condensed consolidated financial statements in Item 1 of this Form 10-Q for further details.

CONSOLIDATED RESULTS OF OPERATIONS

(dollars in thousands, except per share figures)	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	% / Point Change	2024	2023	% / Point Change
Revenue	\$ 2,178,262	\$ 2,100,086	3.7 %	\$ 4,272,203	\$ 4,179,109	2.2 %
Cost of goods and services	1,356,695	1,341,250	1.2 %	2,693,381	2,673,254	0.8 %
Gross profit	821,567	758,836	8.3 %	1,578,822	1,505,855	4.8 %
<i>Gross profit margin</i>	<i>37.7 %</i>	<i>36.1 %</i>	<i>1.6</i>	<i>37.0 %</i>	<i>36.0 %</i>	<i>1.0</i>
Selling, general and administrative expenses	452,193	434,340	4.1 %	915,317	866,754	5.6 %
<i>Selling, general and administrative expenses as a percent of revenue</i>	<i>20.8 %</i>	<i>20.7 %</i>	<i>0.1</i>	<i>21.4 %</i>	<i>20.7 %</i>	<i>0.7</i>
Operating earnings	369,374	324,496	13.8 %	663,505	639,101	3.8 %
Interest expense	32,374	33,804	(4.2) %	68,739	68,018	1.1 %
Interest income	(4,080)	(2,653)	53.8 %	(8,837)	(4,744)	86.3 %
Loss (gain) on disposition	663	—	nm*	(529,280)	—	nm*
Other income, net	(12,872)	(6,678)	nm*	(19,288)	(10,486)	nm*
Earnings before provision for income taxes	353,289	300,023	17.8 %	1,152,171	586,313	96.5 %
Provision for income taxes	71,467	57,784	23.7 %	238,128	115,500	106.2 %
<i>Effective tax rate</i>	<i>20.2 %</i>	<i>19.3 %</i>	<i>0.9</i>	<i>20.7 %</i>	<i>19.7 %</i>	<i>1.0</i>
Net earnings	\$ 281,822	\$ 242,239	16.3 %	\$ 914,043	\$ 470,813	94.1 %
Net earnings per common share - diluted	\$ 2.04	\$ 1.72	18.6 %	\$ 6.57	\$ 3.35	96.1 %

* nm - not meaningful

Revenue

Revenue for the three months ended June 30, 2024 increased \$0.1 billion, or 3.7%, from the prior year comparable quarter. The increase in revenue was driven by organic revenue growth of 4.8% and acquisition-related growth of 2.1%, partially offset by disposition-related decline of 2.6% and an unfavorable impact from foreign currency translation of 0.6%. Customer pricing favorably impacted revenue by approximately 2.0% in the second quarter of 2024 and by 4.5% in the prior year comparable quarter.

Revenue for the six months ended June 30, 2024 increased \$0.1 billion, or 2.2%, from the prior year comparable period. The increase primarily reflects an acquisition-related growth of 2.1% and organic revenue growth of 1.8%. This growth was partially offset by a disposition-related decline of 1.3% and an unfavorable impact from foreign currency translation of 0.4%. Customer pricing favorably impacted revenue by approximately 1.8% for the six months ended June 30, 2024, and by 4.8% in the prior year comparable period.

Gross Profit

Gross profit for the three months ended June 30, 2024 increased \$62.7 million, or 8.3%, and gross profit margin increased 160 basis points to 37.7%, versus the prior year comparable quarter. Gross profit margin increased driven by volume leverage and mix, pricing and productivity actions.

Gross profit for the six months ended June 30, 2024 increased \$73.0 million, or 4.8%, and gross profit margin increased by 100 basis points to 37.0%, from the prior year comparable period. Gross profit margin increased driven by pricing and productivity actions.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended June 30, 2024 increased \$17.9 million, or 4.1%, from the prior year comparable quarter, primarily driven by increased employee compensation and benefits and acquisition-related

amortization costs. As a percentage of revenue, selling, general and administrative expenses increased 10 basis points as compared to the prior year comparable quarter to 20.8%.

Selling, general and administrative expenses for the six months ended June 30, 2024 increased \$48.6 million, or 5.6%, from the prior year comparable period, primarily driven by increased employee compensation and benefits and acquisition-related amortization costs, partially offset by lower restructuring costs. Selling, general and administrative expenses as a percentage of revenue increased 70 basis points as compared to the prior year comparable period to 21.4% driven by a higher rate of increase in selling, general and administrative expenses compared to revenue.

Research and development costs, including qualifying engineering costs, are expensed when incurred and amounted to \$40.6 million and \$39.3 million for the three months ended June 30, 2024 and 2023, respectively, and \$80.6 million and \$77.3 million, for the six months ended June 30, 2024 and 2023, respectively. The costs as a percentage of revenue are 1.9% for the three and six months ended June 30, 2024 and 2023.

Gain on Disposition

Gain on disposition of \$529.3 million for the six months ended June 30, 2024 was due to the sale of the De-Sta-Co business on March 31, 2024 and includes net post-closing adjustments of \$0.7 million recorded during the three months ended June 30, 2024. See Note 4 — Dispositions in the condensed consolidated financial statements in Item 1 of this Form 10-Q for further details.

Other Income, net

Other income, net includes non-service pension benefit, deferred compensation plan investments gain or loss, earnings or charges from equity method investments, foreign exchange gain or loss, and various other items. Other income, net for the three and six months ended June 30, 2024 increased \$6.2 million and increased \$8.8 million, respectively, from the comparable prior period driven by various immaterial items.

Income Taxes

The effective tax rates for the three months ended June 30, 2024 and 2023 were 20.2% and 19.3%, respectively. The increase in the effective tax rate for the three months ended June 30, 2024 relative to the prior year comparable quarter was primarily driven by favorable audit resolutions in the prior year.

The effective tax rates for the six months ended June 30, 2024 and 2023 were 20.7% and 19.7%, respectively. The increase in the effective tax rate for the six months ended June 30, 2024 relative to the prior year comparable period was primarily driven by the gain on the sale of De-Sta-Co.

The Company is monitoring the changes in tax laws resulting from the Organization for Economic Cooperation and Development's multi-jurisdictional plan of action to address base erosion and profit shifting. We do not expect this to have a material impact on our effective tax rate.

See Note 12 — Income Taxes in the condensed consolidated financial statements in Item 1 of this Form 10-Q for additional details.

Net earnings

Net earnings for the three months ended June 30, 2024 increased 16.3% to \$281.8 million, or \$2.04 diluted earnings per share, from \$242.2 million, or \$1.72 diluted earnings per share, in the prior year comparable quarter. The increase in net earnings is driven by increased revenue primarily driven by pricing initiatives and increased demand, partially offset by a higher provision for income taxes.

Net earnings for the six months ended June 30, 2024 increased 94.1% to \$914.0 million, or \$6.57 diluted earnings per share, from \$470.8 million, or \$3.35 diluted earnings per share, in the prior year comparable period. The increase in net earnings is driven by the after-tax gain on the sale of De-Sta-Co of \$414.5 million.

SEGMENT RESULTS OF OPERATIONS

The summary that follows provides a discussion of the results of operations of each of our five reportable operating segments (Engineered Products, Clean Energy & Fueling, Imaging & Identification, Pumps & Process Solutions, and Climate & Sustainability Technologies). Each of these segments is comprised of various product and service offerings that serve multiple markets. We evaluate our operating segment performance based on segment earnings as defined in Note 16 — Segment Information in the condensed consolidated financial statements in Item 1 of this Form 10-Q.

We report organic revenue growth, which excludes the impact of foreign currency exchange rates and the impact of acquisitions and divestitures. See "Non-GAAP Disclosures" at the end of this Item 2.

Additionally, we use the following 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:

- Bookings represent total orders received from customers in the current reporting period and exclude de-bookings related to orders received in prior periods, if any. This metric is an important measure of performance and an indicator of order trends.
- Organic bookings represent bookings 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.
- 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.

Engineered Products

Our Engineered Products segment provides a wide range of equipment, components, software, solutions and services to the vehicle aftermarket, waste handling, aerospace and defense, industrial winch and hoist, and fluid dispensing end-markets.

(dollars in thousands)	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	% Change	2024	2023	% Change
Revenue	\$ 514,837	\$ 473,687	8.7 %	\$ 1,057,977	\$ 971,236	8.9 %
Segment earnings	\$ 101,247	\$ 73,076	38.6 %	\$ 205,216	\$ 157,351	30.4 %
Segment margin	19.7 %	15.4 %		19.4 %	16.2 %	
Operational metrics:						
Bookings	\$ 581,370	\$ 489,131	18.9 %	\$ 1,123,352	\$ 1,025,603	9.5 %
Components of revenue growth:						
Organic growth			20.2 %			14.6 %
Dispositions			(11.3) %			(5.5) %
Foreign currency translation			(0.2) %			(0.2) %
Total revenue growth			8.7 %			8.9 %

Second Quarter 2024 Compared to the Second Quarter 2023

Engineered Products revenue for the second quarter of 2024 increased \$41.2 million, or 8.7%, as compared to the second quarter of 2023, driven by organic growth of 20.2%, partially offset by a disposition-related decline of 11.3% and an unfavorable impact from foreign currency translation of 0.2%. The disposition-related decline was due to the divestiture of De-Sta-Co in the first quarter of 2024. Customer pricing favorably impacted revenue by approximately 2.1% in the second quarter of 2024 and in the prior year comparable quarter.

The organic revenue growth was primarily driven by continued robust demand in our waste handling business as national and regional waste haulers continue to upgrade their refuse collection vehicle fleets and implement our leading digital technologies to drive efficiencies in waste collection. We also saw increased revenue in our vehicle service business driven by increasing demand in Europe and improved production performance, along with continued solid demand trends in our aerospace and defense business. We expect positive organic growth trends to continue in the second half of 2024 on the back of robust customer demand in waste handling, growth in aerospace and defense, and improving demand conditions and production performance in our vehicle service business.

Engineered Products segment earnings increased \$28.2 million, or 38.6%, compared to the second quarter of 2023. The increase was primarily driven by organic volume increases, favorable price versus cost dynamics, and productivity initiatives, partially offset by disposition impacts. As a result, segment margin increased to 19.7% from 15.4% as compared to the prior year comparable quarter.

Bookings increased 18.9% for the segment, driven by organic growth of 29.3%, partially offset by a disposition-related decline of 10.3% and an unfavorable impact from foreign currency translation of 0.1%. The organic bookings growth was broad-based, but most notable in our waste handling, vehicle service, and aerospace and defense businesses. Segment book-to-bill was 1.13.

Six Months Ended June 30, 2024 Compared to the Six Months Ended June 30, 2023

Engineered Products revenue for the six months ended June 30, 2024 increased \$86.7 million, or 8.9%, compared to the prior year comparable period. This was comprised of organic revenue growth of 14.6%, a disposition-related decline of 5.5% and an unfavorable impact from foreign currency translation of 0.2%. The organic revenue growth was driven by robust demand in our waste handling business, improved production performance and increased demand in our vehicle service business and solid demand trends in our aerospace and defense business. Customer pricing favorably impacted revenue by approximately 1.8% and by 3.0% in the prior year comparable period.

Segment earnings for the six months ended June 30, 2024 increased \$47.9 million, or 30.4%, as compared to the 2023 comparable period. The increase was primarily driven by organic volume increases, favorable price versus cost dynamics, and productivity initiatives, partially offset by disposition impacts and an unfavorable impact from foreign currency translation. Segment margin increased to 19.4% from 16.2% as compared to the prior year comparable period.

Clean Energy & Fueling

Our Clean Energy & Fueling segment provides components, equipment, software solutions and services enabling safe and reliable storage, transport and dispensing of traditional and clean fuels (including liquefied natural gas, hydrogen, and electric vehicle charging), cryogenic gases, and other hazardous substances along the supply chain, and safe and efficient operation of convenience retail, retail fueling and vehicle wash establishments.

(dollars in thousands)	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	% Change	2024	2023	% Change
Revenue	\$ 463,014	\$ 441,166	5.0 %	\$ 908,067	\$ 871,895	4.1 %
Segment earnings	\$ 87,536	\$ 83,616	4.7 %	\$ 157,211	\$ 157,221	— %
Segment margin	18.9 %	19.0 %		17.3 %	18.0 %	
Operational metrics:						
Bookings	\$ 442,086	\$ 440,137	0.4 %	\$ 913,696	\$ 894,663	2.1 %
Components of revenue growth:						
Organic growth			2.3 %			1.9 %
Acquisitions			3.0 %			2.4 %
Foreign currency translation			(0.3) %			(0.2) %
Total revenue growth			<u>5.0 %</u>			<u>4.1 %</u>

Second Quarter 2024 Compared to the Second Quarter 2023

Clean Energy & Fueling revenue for the second quarter of 2024 increased \$21.8 million, or 5.0%, as compared to the second quarter of 2023, driven by acquisition-related growth of 3.0%, organic growth of 2.3% and an unfavorable foreign currency translation of 0.3%. Customer pricing favorably impacted revenue in the second quarter of 2024 by approximately 3.2% and by 4.8% in the prior year comparable quarter.

The organic revenue growth was primarily driven by pricing initiatives, clean energy solutions, and strong demand in North America and Latin America above ground retail fueling equipment, partially offset by volume headwinds in the fluid transfer solutions business. We expect continued organic growth in the second half of the year driven by strong demand in North America above ground retail fueling equipment and the clean energy solutions business.

Clean Energy & Fueling segment earnings increased \$3.9 million, or 4.7%, over the prior year comparable quarter. The increase was primarily driven by strategic pricing and cost actions, partially offset by inflationary impacts. Segment margin remained flat compared to prior year comparable quarter.

Overall bookings increased 0.4% as compared to the prior year comparable quarter, driven by acquisition growth of 2.4%, partially offset by an organic decline of 1.6% and an unfavorable impact from foreign currency translation of 0.4%. The organic bookings decline was primarily due to order timing in above ground retail fueling equipment and fluid transfer solutions. Segment book-to-bill was 0.95.

Six Months Ended June 30, 2024 Compared to the Six Months Ended June 30, 2023

Clean Energy & Fueling segment revenue increased \$36.2 million, or 4.1%, as compared to the six months ended June 30, 2023, attributable to acquisition-related growth of 2.4% and organic growth of 1.9%, partially offset by an unfavorable impact from foreign currency translation of 0.2%. Organic revenue was higher in the first six months of the year compared with the prior year comparable period, driven by pricing actions and above ground retail fueling equipment, partially offset by lower volume in fluid transfer solutions and below ground retail fueling businesses. Customer pricing favorably impacted revenue by approximately 3.0% and by approximately 4.7% in the prior year comparable period.

Clean Energy & Fueling segment earnings remained flat, for the six months ended June 30, 2024. Pricing actions and productivity initiatives were offset by lower volume and inflationary costs. Segment margin decreased to 17.3% from 18.0% in the prior year comparable period, mainly due to revenue mix.

Imaging & Identification

Our Imaging & Identification segment supplies precision marking and coding, product traceability, brand protection and digital textile printing equipment, as well as related consumables, software and services to the global packaged and consumer goods, pharmaceutical, industrial manufacturing, textile and other end-markets.

(dollars in thousands)	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	% Change	2024	2023	% Change
Revenue	\$ 287,593	\$ 271,932	5.8 %	\$ 564,399	\$ 555,023	1.7 %
Segment earnings	\$ 75,786	\$ 61,336	23.6 %	\$ 145,745	\$ 129,651	12.4 %
Segment margin	26.4 %	22.6 %		25.8 %	23.4 %	
Operational metrics:						
Bookings	\$ 288,641	\$ 262,092	10.1 %	\$ 567,074	\$ 552,804	2.6 %
Components of revenue growth:						
Organic growth			6.9 %			2.6 %
Acquisitions			0.7 %			0.5 %
Foreign currency translation			(1.8) %			(1.4) %
Total revenue growth			5.8 %			1.7 %

Second Quarter 2024 Compared to the Second Quarter 2023

Imaging & Identification revenue for the second quarter of 2024 increased \$15.7 million, or 5.8%, as compared to the second quarter of 2023, comprised of organic growth of 6.9% and acquisition-related growth of 0.7%, partially offset by an unfavorable impact from foreign currency translation of 1.8%. Customer pricing favorably impacted revenue in the second quarter of 2024 by approximately 2.8% and by approximately 6.0% in the prior year comparable quarter.

The organic revenue growth was primarily driven by pricing actions, serialization software, and strong consumables and aftermarket sales. We expect continued favorable organic growth in the second half of the year driven by pricing and increased demand for marking and coding equipment, particularly in the United States and Latin America.

Imaging & Identification segment earnings increased \$14.5 million, or 23.6%, over the prior year comparable quarter. This increase was primarily driven by pricing initiatives, higher volume and cost controls, partially offset by an unfavorable impact from foreign currency translation. Segment margin increased to 26.4% from 22.6% in the prior year comparable quarter.

Overall bookings increased 10.1% as compared to the prior year comparable quarter, reflecting organic growth of 11.1% and acquisition-related growth of 1.0%, partially offset by an unfavorable impact from foreign currency translation of 2.0%. The organic bookings growth was primarily driven by order intake and timing in marking and coding and digital textile printing businesses. Segment book-to-bill was 1.00.

Six Months Ended June 30, 2024 Compared to the Six Months Ended June 30, 2023

Imaging & Identification segment revenue increased \$9.4 million, or 1.7%, as compared to the six months ended June 30, 2023, attributable to organic growth of 2.6% and acquisition-related growth of 0.5%, partially offset by an unfavorable impact from foreign currency translation of 1.4%. The organic revenue growth was primarily driven by pricing initiatives, partially offset by weaker demand in our digital textile printing business. Customer pricing favorably impacted revenue by approximately 3.2% and by approximately 6.4% in the prior year comparable period.

Imaging & Identification segment earnings increased \$16.1 million, or 12.4%, for the six months ended June 30, 2024 over the prior year comparable period. The increase was primarily driven by pricing initiatives and cost controls, partially offset by the unfavorable impact of foreign currency translation. Segment margin increased to 25.8% from 23.4% in the prior year comparable period.

Pumps & Process Solutions

Our Pumps & Process Solutions segment manufactures specialty pumps and flow meters, fluid transfer connectors, highly engineered precision components, instruments and digital controls for rotating and reciprocating machines, polymer processing equipment, serving single-use biopharmaceutical production, diversified industrial manufacturing applications, chemical production, plastics and polymer processing, midstream and downstream oil and gas, clean energy markets, thermal management, food and beverage, semiconductor production and medical applications and other end-markets.

(dollars in thousands)	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	% Change	2024	2023	% Change
Revenue	\$ 477,239	\$ 465,626	2.5 %	\$ 942,968	\$ 879,507	7.2 %
Segment earnings	\$ 137,217	\$ 129,337	6.1 %	\$ 255,954	\$ 244,581	4.6 %
Segment margin	28.8 %	27.8 %		27.1 %	27.8 %	
Operational metrics:						
Bookings	\$ 461,426	\$ 394,317	17.0 %	\$ 935,058	\$ 858,614	8.9 %
Components of revenue growth:						
Organic (decline) growth			(3.1) %			0.5 %
Acquisitions			6.0 %			6.7 %
Foreign currency translation			(0.4) %			— %
Total revenue growth			2.5 %			7.2 %

Second Quarter 2024 Compared to the Second Quarter 2023

Pumps & Process Solutions revenue for the second quarter of 2024 increased \$11.6 million, or 2.5%, as compared to the second quarter of 2023, driven by acquisition-related growth of 6.0%, partially offset by organic decline of 3.1% and an unfavorable impact from foreign currency translation of 0.4%. Acquisition-related growth was driven by the acquisition of FW Murphy Production Controls business ("FW Murphy") in the fourth quarter of 2023. Customer pricing favorably impacted revenue in the second quarter of 2024 by approximately 1.8% and by approximately 5.1% in the prior year comparable quarter.

The organic revenue decline was primarily due to decreased revenue in our plastics and polymer processing solutions business, partially offset by increased revenue in our precision components business and increased demand for connectors used in bioprocessing and high performance computing and data center applications. We expect overall revenue to trend favorably in the second half of the year driven by the FW Murphy acquisition, positive demand trends in bioprocessing and recent specification wins for thermal connectors in liquid cooling for high performance computing and data center applications. We expect this to be partially offset by slower expected demand in our polymer processing equipment business.

Pumps & Process Solutions segment earnings increased \$7.9 million, or 6.1%, over the prior year comparable quarter. The increase was driven by the favorable impact from the FW Murphy acquisition, along with the positive impact of pricing.

initiatives and productivity actions, partially offset by a negative impact from lower volume. Segment margin increased to 28.8% from 27.8% from the prior year comparable quarter driven by productivity initiatives and favorable portfolio mix.

Overall bookings increased 17.0% as compared to the prior year comparable quarter with organic growth of 10.5% and acquisition-related growth of 6.9%, partially offset by an unfavorable impact from foreign currency translation of 0.4%. The organic bookings growth was primarily driven by positive demand trends in connectors, supported by improving customer sentiment in bioprocessing along with recent specification wins in high performance computing applications. Segment book-to-bill was 0.97.

Six Months Ended June 30, 2024 Compared to the Six Months Ended June 30, 2023

Pumps & Process Solutions segment revenue increased \$63.5 million, or 7.2%, as compared to the six months ended June 30, 2023, attributable to acquisition-related growth of 6.7% for the acquisition of FW Murphy and organic growth of 0.5%. The organic growth was primarily driven by pricing initiatives, increased revenue in precision components and single-use components used in biopharmaceutical manufacturing, partially offset by our polymer processing equipment business. Customer pricing favorably impacted revenue by approximately 1.6% and by approximately 5.0% in the prior year comparable period.

Pumps & Process Solutions segment earnings increased \$11.4 million, or 4.6%, for the six months ended June 30, 2024 over the prior year comparable period. The increase was driven by the favorable impact from the FW Murphy acquisition, pricing initiatives and productivity, partially offset by lower volume. Segment margin decreased to 27.1% from 27.8% from the prior year comparable period.

Climate & Sustainability Technologies

Our Climate & Sustainability Technologies segment is a provider of innovative and energy-efficient equipment, components and parts for the commercial refrigeration, heating and cooling and beverage can-making equipment end-markets.

(dollars in thousands)	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	% Change	2024	2023	% Change
Revenue	\$ 436,706	\$ 449,001	(2.7) %	\$ 800,998	\$ 904,326	(11.4) %
Segment earnings	\$ 79,127	\$ 76,074	4.0 %	\$ 129,886	\$ 149,852	(13.3) %
Segment margin	18.1 %	16.9 %		16.2 %	16.6 %	
Operational metrics:						
Bookings	\$ 406,269	\$ 310,911	30.7 %	\$ 859,355	\$ 682,554	25.9 %
Components of revenue decline:						
Organic decline			(2.3) %			(11.4) %
Acquisitions			0.4 %			0.5 %
Foreign currency translation			(0.8) %			(0.5) %
Total revenue decline			(2.7) %			(11.4) %

Second Quarter 2024 Compared to the Second Quarter 2023

Climate & Sustainability Technologies revenue decreased \$12.3 million, or 2.7%, as compared to the second quarter of 2023, reflecting organic revenue decline of 2.3% and an unfavorable impact from foreign currency translation of 0.8%, partially offset by acquisition-related growth of 0.4%. Customer pricing favorably impacted revenue in the second quarter of 2024 by approximately 0.3% and by approximately 5.3% in the prior year comparable quarter.

The organic revenue decline was primarily due to near-term, transient slowing in heat exchanger demand in Europe due to HVAC OEMs efforts to reduce component inventories, as well as continued headwinds in new beverage can-making equipment sales as customers pivot from new equipment investment to scaling production and expanding utilization of recent capacity additions. This was partially offset by increased demand for retail refrigeration equipment and services, including the growing

demand for low-global warming potential ("GWP") CO₂ refrigerant systems. We expect organic revenue declines to continue into the second half of the year as continued growth in demand for retail refrigeration equipment is more than offset by year-over-year reductions in sales of beverage can-making equipment and heat exchangers in Europe. Despite continued year-over-year headwinds, we do expect demand in heat exchangers to improve sequentially from the first half of 2024 to the second half of 2024.

Climate & Sustainability Technologies segment earnings increased \$3.1 million, or 4.0%, as compared to the second quarter of 2023. The segment earnings increase was primarily driven by favorable retail refrigeration mix, productivity and cost actions, partially offset by the negative impact from lower volumes in heat exchangers and beverage can-making equipment, as well as the unfavorable impact from foreign currency translation. Segment margin increased to 18.1% from 16.9% in the prior year comparable quarter.

Bookings in the second quarter of 2024 increased 30.7% from the prior year comparable quarter, reflecting organic growth of 31.6% and acquisition-related growth of 0.1%, partially offset by an unfavorable impact from foreign currency translation of 1.0%. The organic bookings growth was principally driven by favorable demand trends across retail refrigeration, including continued strong demand for low-GWP CO₂ refrigerant systems. This was partially offset by temporary reductions in heat exchanger demand in Europe. Segment book-to-bill was 0.93.

Six Months Ended June 30, 2024 Compared to the Six Months Ended June 30, 2023

Climate & Sustainability Technologies segment revenue decreased \$103.3 million, or 11.4%, compared to the six months ended June 30, 2023, reflecting an organic revenue decline of 11.4%, and an unfavorable foreign currency translation impact of 0.5%, partially offset by an acquisition-related growth of 0.5%. The organic revenue decline for the six months ended June 30, 2024 was due to near-term, transient slowing in heat exchanger demand in Europe due to HVAC OEMs efforts to reduce component inventories, as well as continued headwinds in new beverage can-making equipment sales as customers pivot from new equipment investment to scaling production and expanding utilization of recent capacity additions. This was partially offset by increased demand for retail refrigeration equipment and services, including the growing demand for low-GWP CO₂ refrigerant systems. Customer pricing unfavorably impacted revenue by approximately 0.2% and favorably impacted revenue by 5.6% in the prior year comparable period.

Climate & Sustainability Technologies segment earnings decreased \$20.0 million, or 13.3%, for the six months ended June 30, 2024, as compared to the prior year comparable period. Segment margin decreased to 16.2% from 16.6% in the prior year comparable period. The earnings decrease was due to lower volumes in heat exchangers and beverage can-making equipment, partially offset by increased retail refrigeration volumes, productivity initiatives and cost reduction actions.

Reconciliation of Segment Earnings to Net Earnings

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net earnings:				
Segment earnings:				
Engineered Products	\$ 101,247	\$ 73,076	\$ 205,216	\$ 157,351
Clean Energy & Fueling	87,536	83,616	157,211	157,221
Imaging & Identification	75,786	61,336	145,745	129,651
Pumps & Process Solutions	137,217	129,337	255,954	244,581
Climate & Sustainability Technologies	79,127	76,074	129,886	149,852
Total segment earnings	480,913	423,439	894,012	838,656
Purchase accounting expenses ⁽¹⁾	45,697	40,200	91,248	82,879
Restructuring and other costs ⁽²⁾	11,590	18,143	36,274	32,196
Loss (gain) on disposition ⁽³⁾	663	—	(529,280)	—
Corporate expense / other ⁽⁴⁾	41,380	33,922	83,697	73,994
Interest expense	32,374	33,804	68,739	68,018
Interest income	(4,080)	(2,653)	(8,837)	(4,744)
Earnings before provision for income taxes	353,289	300,023	1,152,171	586,313
Provision for income taxes	71,467	57,784	238,128	115,500
Net earnings	\$ 281,822	\$ 242,239	\$ 914,043	\$ 470,813

⁽¹⁾ Purchase accounting expenses are primarily comprised of amortization of acquired intangible assets.

⁽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 (gain) on disposition due to the sale of De-Sta-Co in the Engineered Products segment.

⁽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.

Restructuring and Other Costs (Benefits)

Restructuring and other costs are not presented in our segment earnings because these costs are excluded from the segment operating performance measure reviewed by management. During the three and six months ended June 30, 2024, we incurred restructuring charges of \$9.1 million and \$27.8 million and other costs, net of \$2.5 million and \$8.5 million. Restructuring charges for the three months ended June 30, 2024 were primarily related to exit costs and headcount reductions across all segments. Restructuring charges for the six months ended June 30, 2024 were primarily related to product line exit costs and headcount reductions in the Climate & Sustainability Technologies, Clean Energy & Fueling and Pumps & Process Solutions segments. These restructuring programs were initiated in 2023 and 2024 and the Company will continue to make proactive adjustments to its cost structure to align with current demand trends. Other costs, net of \$8.5 million for the six months ended June 30, 2024, were primarily due to a non-cash asset impairment charge in our Climate & Sustainability Technologies segment. These restructuring and other charges were recorded in cost of goods and services and selling, general and administrative expenses in the condensed consolidated statement of earnings. Additional programs beyond the scope of the announced programs may be implemented during 2024 with related restructuring charges.

We recorded the following restructuring and other costs for the three and six months ended June 30, 2024:

(in thousands)	Three Months Ended June 30, 2024							
	Engineered Products	Clean Energy & Fueling	Imaging & Identification	Pumps & Process Solutions	Climate & Sustainability Technologies	Corporate	Total	
	Products	& Fueling	Identification	Solutions	Technologies	Corporate	Total	
Restructuring	\$ 1,486	\$ 1,925	\$ 2,081	\$ 1,614	\$ 1,953	\$ 78	\$ 9,137	
Other (benefits) costs	44	682	759	(5)	438	535	2,453	
Restructuring and other costs	\$ 1,530	\$ 2,607	\$ 2,840	\$ 1,609	\$ 2,391	\$ 613	\$ 11,590	

Six Months Ended June 30, 2024							
(in thousands)	Engineered Products	Clean Energy & Fueling	Imaging & Identification	Pumps & Process Solutions	Climate & Sustainability Technologies	Corporate	Total
Restructuring	\$ 1,978	\$ 6,890	\$ 2,841	\$ 2,965	\$ 13,023	\$ 95	\$ 27,792
Other costs, net	729	1,341	1,228	52	3,888	1,244	8,482
Restructuring and other costs	\$ 2,707	\$ 8,231	\$ 4,069	\$ 3,017	\$ 16,911	\$ 1,339	\$ 36,274

Restructuring and other costs for the three and six months ended June 30, 2023 included restructuring charges of \$16.4 million and \$28.9 million, respectively, and other costs, net of \$1.7 million and \$3.3 million, respectively. Restructuring charges for the three and six months ended June 30, 2023 were primarily related to headcount reductions and exit costs in the Clean Energy & Fueling, Engineered Products and Pumps & Process Solutions segments. These restructuring programs were initiated in 2022 and 2023 and were undertaken in light of current market conditions. Other costs, net of \$2.0 million within the Clean Energy & Fueling segment for the six months ended June 30, 2023 were primarily due to product line rationalization. These restructuring and other charges were recorded in cost of goods and services and selling, general and administrative expenses in the condensed consolidated statement of earnings.

We recorded the following restructuring and other costs for the three and six months ended June 30, 2023:

Three Months Ended June 30, 2023							
(in thousands)	Engineered Products	Clean Energy & Fueling	Imaging & Identification	Pumps & Process Solutions	Climate & Sustainability Technologies	Corporate	Total
Restructuring	\$ 3,938	\$ 5,847	\$ 865	\$ 3,303	\$ 1,205	\$ 1,241	\$ 16,399
Other costs, net	9	891	143	44	531	126	1,744
Restructuring and other costs	\$ 3,947	\$ 6,738	\$ 1,008	\$ 3,347	\$ 1,736	\$ 1,367	\$ 18,143

Six Months Ended June 30, 2023							
(in thousands)	Engineered Products	Clean Energy & Fueling	Imaging & Identification	Pumps & Process Solutions	Climate & Sustainability Technologies	Corporate	Total
Restructuring	\$ 4,477	\$ 15,991	\$ 1,204	\$ 4,629	\$ 1,447	\$ 1,127	\$ 28,875
Other (benefits) costs, net	34	1,959	496	(3)	703	132	3,321
Restructuring and other costs	\$ 4,511	\$ 17,950	\$ 1,700	\$ 4,626	\$ 2,150	\$ 1,259	\$ 32,196

Purchase Accounting Expenses

Purchase accounting expenses primarily relate to amortization of acquired intangible assets. These expenses are not presented in our segment earnings because they are excluded from the segment operating performance measure reviewed by management. These expenses reconcile to segment earnings as follows:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Purchase Accounting Expenses				
Engineered Products	\$ 3,980	\$ 4,991	\$ 7,974	\$ 10,795
Clean Energy & Fueling	21,344	19,540	42,301	39,107
Imaging & Identification	5,665	5,945	11,406	11,551
Pumps & Process Solutions	9,662	4,900	19,473	11,777
Climate & Sustainability Technologies	5,046	4,824	10,094	9,649
Total	\$ 45,697	\$ 40,200	\$ 91,248	\$ 82,879

FINANCIAL CONDITION

We assess our liquidity in terms of our ability to generate cash to fund our operating, investing and financing activities. Significant factors affecting liquidity are cash flows generated from operating activities, capital expenditures, acquisitions, dispositions, dividends, repurchase of outstanding shares, adequacy of available commercial paper and bank lines of credit and the ability to attract long-term capital with satisfactory terms. We generate substantial cash from the operations of our businesses and remain in a strong financial position, with sufficient liquidity available for reinvestment in existing businesses and strategic acquisitions.

Cash Flow Summary

The following table is derived from our condensed consolidated statements of cash flows:

Cash Flows from Operations (in thousands)	Six Months Ended June 30,	
	2024	2023
Net cash flows provided by (used in):		
Operating activities	\$ 370,255	\$ 436,538
Investing activities	458,016	(86,010)
Financing activities	(911,439)	(444,489)

Operating Activities

Cash flow from operating activities for the six months ended June 30, 2024 decreased by \$66.3 million compared to June 30, 2023, primarily due to tax payments related to the gain from the De-Sta-Co divestiture.

Adjusted Working Capital: We believe adjusted working capital (a non-GAAP measure calculated as accounts receivable, plus inventory, less accounts payable) provides a meaningful measure of liquidity by showing changes caused by operational results. The following table provides a calculation of adjusted working capital:

Adjusted Working Capital (in thousands)	June 30, 2024	December 31, 2023
Accounts receivable, net	\$ 1,559,915	\$ 1,432,040
Inventories, net	1,238,806	1,225,452
Less: Accounts payable	974,317	958,542
Adjusted working capital	\$ 1,824,404	\$ 1,698,950

Adjusted working capital increased by \$125.5 million, or 7.4%, in the six months ended June 30, 2024, which reflected an increase of \$127.9 million in accounts receivable, net, an increase of \$13.4 million in inventory, net and an increase in accounts payable of \$15.8 million. These amounts include the effects of acquisitions, dispositions and foreign currency translation. The change in accounts receivable and payable reflect the timing of payments and collections. The increase in inventories is driven by production planning ahead of higher expected shipment volumes in the next several quarters.

Investing Activities

Cash flow from investing activities is derived from cash inflows from proceeds from disposition, partially offset by cash outflows for acquisitions and capital expenditures. The majority of the activity in investing activities was comprised of the following:

- **Proceeds from disposition:** During the six months ended June 30, 2024, we received net proceeds of \$674.7 million from the sale of De-Sta-Co within the Engineered Products segment. There were no proceeds from disposition during the six months ended June 30, 2023.
- **Acquisitions:** During the six months ended June 30, 2024, we deployed approximately \$144.9 million, net, to acquire Transchem Group and Bulloch Technologies, Inc. within the Clean Energy & Fueling segment and one other immaterial acquisition within the Imaging & Identification segment. In comparison, during the six months ended June 30, 2023, there were no acquisitions.

- *Capital spending:* Capital expenditures decreased \$3.1 million during the six months ended June 30, 2024, compared to the six months ended June 30, 2023, in line with our planned capital expenditures for the year.

We anticipate that capital expenditures and any additional acquisitions we make through the remainder of 2024 will be funded from available cash and internally generated funds and, if necessary, through the issuance of commercial paper, or by accessing the public debt or equity markets. We estimate capital expenditures in 2024 to range from \$160.0 million to \$170.0 million.

Financing Activities

Cash flow from financing activities generally relates to the use of cash for purchases of our common stock and payment of dividends, offset by net borrowing activity. The majority of financing activity was attributed to the following:

- *Repurchase of common stock, including prepayment under accelerated share repurchase program:* During the six months ended June 30, 2024, we used \$500 million to repurchase 2,569,839 shares on March 1, 2024, under an accelerated share repurchase transaction. During the six months ended June 30, 2023, we repurchased no shares. See Note 17 — Stockholders' Equity in the condensed consolidated financial statements in Item 1 of this Form 10-Q for further details.
- *Commercial paper and other short-term borrowings, net:* During the six months ended June 30, 2024, we used \$257.8 million to pay off commercial paper borrowings, with net proceeds received from the sale of De-Sta-Co. During the six months ended June 30, 2023, we used \$289.6 million to pay off commercial paper borrowings.
- *Dividend payments:* Total dividend payments to common shareholders were \$141.6 million during the six months ended June 30, 2024, as compared to \$141.5 million during the same period in 2023. Our dividends paid per common share increased 1.0% to \$1.02 during the six months ended June 30, 2024 compared to \$1.01 during the same period in 2023.

Liquidity and Capital Resources

Free Cash Flow

In addition to measuring our cash flow generation and usage based upon the operating, investing and financing classifications included in the condensed consolidated statements of cash flows, we also measure free cash flow (a non-GAAP measure) which represents net cash provided by operating activities minus capital expenditures. We believe that free cash flow is an important measure of liquidity because it provides management and investors a measurement of cash generated from operations that may be available for mandatory payment obligations and investment opportunities, such as funding acquisitions, paying dividends, repaying debt and repurchasing our common stock.

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

Free Cash Flow (dollars in thousands)	Six Months Ended June 30,	
	2024	2023
Cash flow provided by operating activities	\$ 370,255	\$ 436,538
Less: Capital expenditures	(85,347)	(88,454)
Free cash flow	\$ 284,908	\$ 348,084
Cash flow from operating activities as a percentage of revenue	8.7 %	10.4 %
Cash flow from operating activities as a percentage of net earnings	40.5 %	92.7 %
Free cash flow as a percentage of revenue	6.7 %	8.3 %
Free cash flow as a percentage of net earnings	31.2 %	73.9 %

For the six months ended June 30, 2024, we generated free cash flow of \$284.9 million, representing 6.7% of revenue and 31.2% of net earnings. Free cash flow for the six months ended June 30, 2024, decreased \$63.2 million, compared to June 30, 2023, primarily due to tax payments related to the gain from the De-Sta-Co divestiture. The decreases in cash flow from operating activities and free cash flow as percentages of net earnings are due primarily to the gain on sale of De-Sta-Co. The Company made tax payments of \$56.0 million related to the De-Sta-Co gain during the six months ended June 30, 2024. The remainder of the tax payments on the De-Sta-Co gain will be paid in quarterly installments throughout 2024.

Capitalization

We use commercial paper borrowings for general corporate purposes, including the funding of acquisitions and the repurchase of our common stock. As of June 30, 2024, we maintained \$1.0 billion five-year and \$500.0 million 364-day unsecured revolving credit facilities (together, the "Credit Agreements") with a syndicate of banks which expire April 6, 2028 and April 3, 2025, respectively. The Credit Agreements are designated as a liquidity back-stop for the Company's commercial paper program and also are available for general corporate purposes.

At the Company's election, loans under the Credit Agreements will bear interest at a base rate plus an applicable margin. The Credit Agreements require the Company to pay facility fees and impose various restrictions on the Company such as, among other things, a requirement to maintain an interest coverage ratio of consolidated EBITDA to consolidated net interest expense of not less than 3.0 to 1.0. The Company was in compliance with all covenants in the Credit Agreements and other long-term debt covenants at June 30, 2024 and had an interest coverage ratio of consolidated EBITDA to consolidated net interest expense of 20.1 to 1. We are not aware of any potential impairment to our liquidity and expect to remain in compliance with all of our debt covenants. Additionally, our earliest long-term debt maturity is in 2025.

We also have a current shelf registration statement filed with the Securities and Exchange Commission that allows for the issuance of additional debt securities that may be utilized in one or more offerings on terms to be determined at the time of the offering. Net proceeds of any offering would be used for general corporate purposes, including repayment of existing indebtedness, capital expenditures and acquisitions.

At June 30, 2024, our cash and cash equivalents totaled \$328.8 million, of which approximately \$297.6 million was held outside the United States. At December 31, 2023, our cash and cash equivalents totaled \$398.6 million, of which approximately \$269.6 million was held outside the United States. Cash and cash equivalents are held primarily in bank deposits with highly rated banks. We regularly hold cash in excess of near-term requirements in bank deposits or invest the funds in government money market instruments or short-term investments, which consist of investment grade time deposits with original maturity dates at the time of purchase of no greater than three months.

On March 31, 2024, the Company completed the sale of the De-Sta-Co business for total consideration, net of cash transferred, of \$674.7 million. Of the total consideration, \$63.0 million was received upon finalization of closing activities in India and China, which occurred during the second quarter. See Note 4 — Dispositions in the condensed consolidated financial statements in Item 1 of this Form 10-Q for further details.

In July 2024, the Company completed two business acquisitions for approximately \$436.0 million, subject to post-closing adjustments, plus potential contingent consideration of up to approximately \$14.0 million. In addition, the Company entered into a definitive agreement to sell ESG for approximately \$2.0 billion on a cash-free and debt-free basis, subject to customary post-closing adjustments. The transaction is expected to close before year-end 2024, subject to customary closing conditions, including receipt of regulatory approvals. See Note 20 — Subsequent Events in the condensed consolidated financial statements in Item 1 of this Form 10-Q for further details.

We utilize the net debt to net capitalization calculation (a non-GAAP measure) to assess our overall financial leverage and capacity and believe the calculation is useful to investors for the same reason. Net debt represents total debt minus cash and cash equivalents, including cash held for sale. Net capitalization represents net debt plus stockholders' equity. The following table provides a calculation of net debt to net capitalization from the most directly comparable GAAP measures:

Net Debt to Net Capitalization Ratio
(dollars in thousands)

	June 30, 2024	December 31, 2023
Commercial paper	\$ 209,800	\$ 467,600
Other	671	682
Total short-term borrowings	210,471	468,282
Long-term debt	2,960,914	2,991,759
Total debt	3,171,385	3,460,041
Less: Cash and cash equivalents, including cash held for sale	(328,752)	(415,861)
Net debt	2,842,633	3,044,180
Add: Stockholders' equity	5,363,623	5,106,605
Net capitalization	<u>\$ 8,206,256</u>	<u>\$ 8,150,785</u>
Net debt to net capitalization	34.6 %	37.3 %

Our net debt to net capitalization ratio decreased to 34.6% at June 30, 2024 compared to 37.3% at December 31, 2023. Net debt decreased \$201.5 million during the period primarily due to net proceeds from the sale of De-Sta-Co that were used to reduce our commercial paper borrowings and a decrease in long-term debt. Stockholders' equity increased for the period as a result of current earnings of \$914.0 million, partially offset by share repurchases under the ASR program.

Operating cash flow and access to capital markets are expected to satisfy our various cash flow requirements, including acquisitions, capital expenditures, purchase obligations, and lease obligations. Acquisition spending and/or share repurchases could potentially increase our debt.

We believe that existing sources of liquidity are adequate to meet anticipated funding needs at current risk-based interest rates for the foreseeable future.

Critical Accounting Estimates

Our condensed consolidated financial statements and related public financial information are based on the application of GAAP which requires the use of estimates, assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenue and expense amounts reported. These estimates can also affect supplemental information contained in our public disclosures, including information regarding contingencies, risk and our financial condition. We believe our use of estimates and underlying accounting assumptions conform to GAAP and are consistently applied. We review valuations based on estimates for reasonableness on a consistent basis.

Recent Accounting Standards

See Note 19 — Recent Accounting Pronouncements in the condensed consolidated financial statements in Item 1 of this Form 10-Q. The adoption of recent accounting standards as included in Note 19 — Recent Accounting Pronouncements in the condensed consolidated financial statements has not had, and is not expected to have, a significant impact on our revenue, earnings or liquidity.

Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, especially MD&A, 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. Some of these statements may be indicated by words such as "may", "anticipate", "expect", "believe", "intend", "continue", "guidance", "estimates", "suggest", "will", "plan", "should", "would", "could", "forecast" and other words and terms that use the future tense or have a similar meaning. Forward-looking statements are based on current expectations and are subject to numerous important risks, uncertainties, and assumptions, including those described in our Annual Report on Form 10-K for the year ended December 31, 2023. 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 impacts of natural or human induced disasters, acts of war, terrorism, international conflicts, and public health crises or other future pandemics on the global economy and on our customers, suppliers, employees, business and cash flows; 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; changes in law, including the effect of tax laws and developments with respect to trade policy and tariffs; our ability to identify and complete acquisitions and integrate and realize synergies from newly acquired businesses; the impact of interest rate and currency exchange rate fluctuations; capital allocation plans and changes in those plans, including with respect to dividends, share repurchases, investments in research and development, capital expenditures and acquisitions; our ability to derive expected benefits from restructurings, productivity initiatives and other cost reduction actions; the impact of legal compliance risks and litigation, including with respect to product quality and safety, cybersecurity and privacy; and our ability to capture and protect intellectual property rights, and various other factors that are described in our periodic reports filed with or furnished to the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2023. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

The Company may, from time to time, post financial or other information on its website, www.dovercorporation.com. The website is for informational purposes only and is not intended for use as a hyperlink. The Company is not incorporating any material on its website into this report.

Non-GAAP Disclosures

In an effort to provide investors with additional information regarding our results as determined by GAAP, we also disclose non-GAAP information, which we believe provides useful information to investors. Free cash flow, free cash flow as a percentage of revenue, free cash flow as a percentage of net earnings, net debt, net capitalization, net debt to net capitalization ratio, adjusted working capital, and organic revenue growth are not financial measures under GAAP and should not be considered as a substitute for cash flows from operating activities, debt or equity, working capital or revenue as determined in accordance with GAAP, and they may not be comparable to similarly titled measures reported by other companies. We believe the net debt to net capitalization ratio and free cash flow are important measures of liquidity. Net debt to net capitalization is helpful in evaluating our capital structure and the amount of leverage we employ. Free cash flow and free cash flow ratios provide both management and investors a measurement of cash generated from operations that is available to fund acquisitions, pay dividends, repay debt and repurchase our common stock. 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. We believe that reporting adjusted working capital provides a meaningful measure of liquidity by showing changes caused by operational results. We believe that reporting organic revenue growth provides a useful comparison of our revenue performance and trends between periods.

Reconciliations and comparisons to non-GAAP measures can be found above in this Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no significant change in our exposure to market risk during the six months ended June 30, 2024. For a discussion of our exposure to market risk, refer to Item 7A, "Quantitative and Qualitative Disclosures about Market Risk," contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Item 4. Controls and Procedures

At the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2024.

During the second quarter of 2024, there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

See Note 14 — Commitments and Contingent Liabilities in the condensed consolidated financial statements in Item 1 of this Form 10-Q.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities

- a. Not applicable.
- b. Not applicable.
- c. In August 2023, the Company's Board of Directors approved a new standing share repurchase authorization whereby the Company may repurchase up to 20 million shares beginning on January 1, 2024 through December 31, 2026. As of June 30, 2024, the number of shares still available for repurchase under the current share repurchase authorization was 17,430,161.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

a.- b. None.

c. During the six months ended June 30, 2024, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements as defined in Item 408 of Regulation S-K.

Item 6. Exhibits

3.1 [Sixth Restated Certificate of Incorporation of the Company \(as filed with the Secretary of State's Office of the State of Delaware on May 7, 2024\), filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 8, 2024 \(SEC File No. 001-04018\).](#)

10.1 [364-Day Credit Agreement dated as of April 4, 2024 among Dover Corporation, the Lenders party thereto, the Borrowing Subsidiaries party thereto from time to time and JPMorgan Chase Bank, N.A. as Administrative Agent, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 \(SEC File No. 001-04018\).](#)

10.2 [First Amendment, dated as of April 4, 2024, to Five-Year Credit Agreement dated as of April 6, 2023 among Dover Corporation, the Lenders party thereto, the Issuing Banks party thereto, the Borrowing Subsidiaries party thereto from time to time and JPMorgan Chase Bank, N.A. as Administrative Agent, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 \(SEC File No. 001-04018\).](#)

31.1 [Certificate pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as amended, signed and dated by Brad M. Cerepak.](#)

31.2 [Certificate pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as amended, signed and dated by Richard J. Tobin.](#)

32 [Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed and dated by Richard J. Tobin and Brad M. Cerepak.](#)

101 The following materials from Dover Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Condensed Consolidated Statements of Earnings, (ii) the Condensed Consolidated Statements of Comprehensive Earnings, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Stockholders' Equity, (v) the Condensed Consolidated Statements of Cash Flows, and (vi) Notes to the Condensed Consolidated Financial Statements.

104 Cover Page formatted in Inline XBRL and contained in Exhibit 101.

*Executive compensation plan or arrangement.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

DOVER CORPORATION

Date: July 25, 2024

/s/ Brad M. Cerepak

Brad M. Cerepak

Senior Vice President & Chief Financial Officer
(Principal Financial Officer)

Date: July 25, 2024

/s/ Ryan W. Paulson

Ryan W. Paulson

Vice President, Controller
(Principal Accounting Officer)

Certification

I, Brad M. Cerepak, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Dover Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2024

/s/ Brad M. Cerepak

Brad M. Cerepak

Senior Vice President & Chief Financial Officer

(Principal Financial Officer)

Certification

I, Richard J. Tobin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Dover Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2024

/s/ Richard J. Tobin

Richard J. Tobin

President and Chief Executive Officer

(Principal Executive Officer)

Certification

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
with Respect to the Quarterly Report on Form 10-Q
for the Period ended June 30, 2024
of Dover Corporation**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Dover Corporation, a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2024 (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
2. Information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 25, 2024

/s/ Richard J. Tobin

Richard J. Tobin

President and Chief Executive Officer
(Principal Executive Officer)

Dated: July 25, 2024

/s/ Brad M. Cerepak

Brad M. Cerepak

Senior Vice President & Chief Financial Officer
(Principal Financial Officer)

The certification set forth above is being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the Form 10-Q or as a separate disclosure document of the Company or the certifying officers.