

EVOQUA WATER TECHNOLOGIES CORP.
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

(Amended and Restated as of August 16, 2021)

The Board of Directors (the “Board”) of Evoqua Water Technologies Corp. (the “Company”) has adopted this Amended and Restated Charter (the “Charter”) of the Compensation Committee of the Board (the “Compensation Committee”).

I. Purpose

The purpose of the Compensation Committee is (1) to discharge the Board’s responsibilities relating to the Company’s compensation and employment benefit plans, policies, and programs for members of the Executive Leadership Team (ELT); (2) to prepare an annual Compensation Committee Report on executive compensation as required by the corporate governance standards of the New York Stock Exchange (the “NYSE”) and by the rules and regulations of the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy materials; (3) to recommend to the Board the compensation of directors who are not employees of the Company; and (4) to assist the Board in discharging its responsibilities with respect to oversight of the Company’s key human capital management strategies and programs. For purposes of this Charter, the Executive Leadership Team consists of the Chief Executive Officer (the “CEO”) and all senior executives in a permanent role who report to the CEO.

The Company strives to provide fair compensation to executive officers based on their performance and contribution to the Company through incentives that attract and retain key executives, instill a long-term commitment to the Company, and encourage a sense of pride and Company ownership, all in a manner consistent with stockholder interests. In addition, the Company strives to provide fair compensation to non-employee directors, taking into consideration compensation paid to directors of comparable companies and the specific duties of each director. The Compensation Committee should take actions in furtherance of these objectives.

This Charter has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules, and regulations, including the applicable rules of the NYSE and the SEC.

II. Membership

The Compensation Committee shall consist of three or more directors, all of whom shall be selected by the Board and suitably knowledgeable in matters pertaining to executive compensation. The number of Compensation Committee members shall be fixed from time to time by resolution adopted by a majority vote of the full Board. It is expected that each member of the Compensation Committee will qualify as a “non-employee director” for the purposes of Rule 16b-

3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Each member of the Compensation Committee must satisfy the independence requirements of the NYSE and the SEC for compensation committee members.

Each member of the Compensation Committee shall serve at the pleasure of the Board and for such terms as the Board shall determine, with vacancies filled or members removed by the vote of a majority of the full Board. The members shall serve until their failure to qualify, their resignation or retirement, their removal by the Board, or their successors have been duly appointed and qualified. Compensation Committee members may resign by giving written notice to the Board. A Compensation Committee member may resign Compensation Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Compensation Committee upon either (1) ceasing to be a member of the Board or (2) at any time such member is required by law, rule, regulation, or the corporate governance standards of the NYSE to be independent and ceases to be independent. A member of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board.

III. Structure and Operations

The Board will, or will delegate to the members of the Compensation Committee the responsibility to, appoint a Chairperson of the Compensation Committee (the “Chairperson”). The Chairperson shall preside at each meeting. If the Chairperson is not present at a meeting, the Compensation Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting. It is anticipated that the Compensation Committee shall meet at least four (4) times during the course of each fiscal year; however, it may meet more or less frequently as the Compensation Committee in its discretion deems necessary to fulfill its duties. A quorum, defined as a majority, of the Compensation Committee shall participate in each meeting, either in person, by conference telephone, or by other communications equipment in which all persons participating in the meeting can hear each other. The Compensation Committee may establish its own schedule, which it will provide to the Board in advance to the extent practicable. The Chairperson or a majority of the Compensation Committee may call a meeting at any time during the year to discuss any urgent or important matters.

As part of its review and establishment of the performance criteria and compensation of the ELT, the Compensation Committee should meet separately at least on an annual basis with the CEO, the Company’s principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Compensation Committee should meet regularly without such officers present. The CEO may not be present during voting or deliberations with respect to determination of his or her compensation. All meetings of the Compensation Committee may be held telephonically or via electronic conference. In addition, unless otherwise restricted by the Company’s Amended and Restated Certificate of Incorporation or Third Amended and Restated Bylaws (the “Bylaws”), each as may be further amended, supplemented, restated or otherwise modified from time to time, the Compensation Committee may act by unanimous written consent in lieu of a meeting, either in writing or by electronic transmission.

All non-employee directors that are not members of the Compensation Committee may attend meetings of the Compensation Committee but may not vote. Additionally, the

Compensation Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

A majority of the Compensation Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Compensation Committee.

An agenda for each meeting shall be created by the Chairperson and circulated to each member of the Compensation Committee and, where appropriate, the legal, tax, and accounting departments prior to the meeting, together with any related materials. Any memoranda or presentations prepared for the meeting shall be transmitted to all members of the Compensation Committee before the meeting commences, whether they are participating in person, by conference telephone, or by other communications equipment in which all persons participating in the meeting can hear each other.

Minutes of each meeting will be recorded by the Corporate Secretary (or, in the absence of the Corporate Secretary, by the person appointed by the Chairperson to act as secretary of the meeting), and distributed to each member of the Compensation Committee and members of the full Board. The Compensation Committee shall have the authority to establish its own rules and procedures consistent with the Bylaws for notice and conduct of its meetings, should the Compensation Committee, in its discretion, deem it desirable to do so. Failure to satisfy pre-meeting notification or agenda requirements shall not invalidate an otherwise duly held meeting.

IV. Duties and Responsibilities

In particular, the Compensation Committee shall be responsible for the following:

1. To establish the Company's general compensation philosophy and to oversee and approve the development, adoption, and implementation of compensation plans and programs (except to the extent delegated by the Board to another committee of the Board or retained by the Board), including incentive compensation and equity-based plans;
2. With respect to the CEO, annually review and approve corporate goals and objectives relevant to his or her compensation, evaluate his or her performance in light of such goals and objectives, and, based on this evaluation, determine and approve the CEO's total compensation, including but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when, and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards

to persons with comparable positions at comparable companies, and the awards given to the CEO in past years. At the Compensation Committee's sole discretion, it may submit any of its decisions to the independent members of the Board for their approval or ratification;

3. Regularly review and make recommendations to the Board with respect to the compensation of all non-employee directors, taking into consideration compensation paid to non-employee directors of comparable companies and the specific duties of each director;
4. In consultation with the CEO, annually evaluate the performance of the other ELT members and review and approve the compensation for such ELT members, including, but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. At the Compensation Committee's sole discretion, it may submit any of its decisions to the Board for its approval or ratification;
5. Consider policies and procedures pertaining to expense accounts of the members of the ELT;
6. Monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers and other applicable laws, regulations, and rules relating to compensation arrangements for directors and executive officers;
7. Review and recommend to the full Board, or approve, any contracts or other transactions with current or former members of the ELT, including consulting arrangements, employment contracts, severance or termination arrangements;
8. Prepare an annual Compensation Committee Report on executive compensation in the manner that is required pursuant to the corporate governance standards of the NYSE and the rules and regulations of the SEC, for inclusion in the Company's proxy materials in accordance with applicable rules and regulations of the SEC;
9. Oversee the preparation of a "Compensation Discussion and Analysis" for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the applicable rules and regulations of the SEC. The Compensation Committee shall review and discuss the Compensation Discussion and Analysis with management each year and, based on that review and discussion, determine whether or not to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable;

10. In addition to the corporate goals and objectives relevant to ELT compensation established by the Compensation Committee, in approving the annual compensation of each member of the ELT, the Compensation Committee shall take into account the particular executive's performance with respect to setting an appropriate tone at the top, which communicates the importance of legal compliance and compliance with the Company's internal policies and procedures and encourages the highest levels of ethical behavior and integrity in all matters. Annual base salary increases shall be contingent upon such executive's written acknowledgment of compliance with the Company's Code of Ethics and Business Conduct;
11. At least annually, the Compensation Committee shall discuss with management the overall compensation and benefits structure applicable to the Company's employees, including, but not limited to incentive compensation and equity-based compensation. In addition, the Compensation Committee shall ensure that the stockholders of the Company approve the Company's equity-based compensation plans if required by applicable law, rules, or regulations;
12. Report regularly to the Board, including following all meetings of the Compensation Committee, and with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities. The Compensation Committee shall provide such recommendations to the Board as the Compensation Committee may deem appropriate. The reports to the Board may take the form of oral reports by the Chairperson or any other member of the Compensation Committee designated by the Compensation Committee to make such reports;
13. Review and approve any clawback policy allowing the Company to recoup compensation paid to members of the ELT and other employees, in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws;
14. Approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock and monitor compliance with respect to any such policy;
15. Establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to members of the ELT, senior management, or directors;
16. Review and determine the peer group(s) and criteria used for benchmarking executive compensation levels;
17. Review the Company's compensation practices, policies, and programs for members of the ELT and other employees to determine whether such practices, policies and programs encourage unnecessary or excessive risk-taking, and whether any risks arising from such practices, policies, and programs are reasonably likely to have a material adverse effect on the Company;

18. Recommend to the Board for approval the frequency with which the Company will include in its proxy statement a management proposal that provides stockholders an advisory vote on executive compensation (“Say on Pay”), to the extent required under applicable laws and regulations. This review should take into account the most recent stockholders’ advisory vote on the frequency of Say on Pay resolutions at the Company;
19. Review and consider the results of the Company’s most recent Say on Pay vote and any other feedback gathered through the Company’s stockholder outreach that may be in effect from time to time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay outcomes and other stockholder feedback;
20. Review updates from, and discuss with management, the steps that management has taken to develop and implement policies and programs relating to human capital management, including in the areas of talent recruitment and retention and inclusion and diversity; and
21. Carry out such other actions and duties as may be delegated to it by the Board from time to time.

In regards to the aforementioned duties, managing and reviewing shall include the setting of performance targets when appropriate, and approval of any and all changes, including termination of compensation plans or employment agreements with ELT members, when appropriate.

V. Resources and Authority

The basic responsibility of the members of the Compensation Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s executive and senior officers and its outside advisors and auditors, to the fullest extent permitted by law.

The Compensation Committee shall have sole authority over the retention and termination of compensation consultants used to assist in the evaluation of CEO, executive, or director compensation. The Compensation Committee shall also have the authority, in its discretion, to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel, or other advisor retained by the Compensation Committee. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel, or any other advisor retained by the Compensation Committee. Any communications between the Compensation Committee and legal counsel in the course of legal advice will be considered privileged, and the Compensation Committee will take all necessary steps to preserve such privileged nature of the communications.

The Compensation Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel, or other advisors that will provide advice to the Compensation Committee (other than in-house legal counsel or another advisor excluded from this requirement under the NYSE listing standards) taking into account such factors as may be required by the NYSE from time to time and such other factors as the Compensation Committee shall deem necessary or advisable. Any compensation consultant retained by the Compensation Committee to assist it in connection with setting the amount or form of executive or director compensation shall not, nor shall any of its affiliates, provide any other services to the Company or its subsidiaries, unless such services are pre-approved by the Compensation Committee. Finally, the Compensation Committee shall evaluate, on at least an annual basis, whether any work provided by the Compensation Committee's compensation consultant raised any conflict of interest.

VI. Delegation of Duties

The Compensation Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Compensation Committee or to other directors or officers of the Company as it deems appropriate and to the extent permitted by applicable laws, regulations, and the corporate governance standards of the NYSE. In particular, the Compensation Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Compensation Committee who are "Non-Employee Directors" for the purposes of Rule 16b-3 under the Exchange Act, as in effect from time to time. Further, the Compensation Committee may, in its discretion, delegate its duties and responsibilities with respect to compensation of employees (other than members of the ELT), as it deems appropriate, to one or more officers of the Company. All proposed delegations of duties must be adopted by a resolution of the Compensation Committee and reviewed for compliance with the legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Compensation Committee retains. The Compensation Committee shall periodically review any such delegations and may revoke any such delegation at any time.

VII. Reliance on Others

Unless such Compensation Committee member has knowledge that makes reliance unwarranted, each Compensation Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

- one or more officers or employees of the Company whom the Compensation Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- subject to the independence assessment of outside advisors described in Section V. of this Charter, consultants, legal counsel, or other persons as to matters which the Compensation Committee member believes in his or her reasonable business

judgment and good faith to be within the professional or expert competence of such person; or

- another committee of the Board, if the Compensation Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

VIII. Annual Performance Evaluation

The Compensation Committee shall perform a review and evaluation, at least annually, of the performance of the Compensation Committee, including by reviewing the compliance of the Compensation Committee with this Charter, and present the results of the evaluation to the Board. In addition, the Compensation Committee shall review and reassess, at least annually, the adequacy of this Charter, and recommend to the Board any improvements to this Charter that the Compensation Committee considers necessary or appropriate, in compliance with applicable laws, rules, and regulations, including the applicable rules of the SEC and the NYSE. The Compensation Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

IX. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Company's directors or members of the Compensation Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Compensation Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any stockholder who requests it.