

**EVOQUA WATER TECHNOLOGIES CORP.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**CHARTER**

**(Adopted 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 Nominating and Corporate Governance Committee of the Board (the “Committee”).

**I. Purpose**

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to (1) the Company’s director nominations process and procedures; (2) evaluating the performance of the Board; (3) developing and maintaining the Company’s corporate governance policies; (4) oversight of the Company’s key policies and strategies with respect to its environmental impact, sustainability practices, and corporate responsibility initiatives, and (5) any other matters delegated by the Board or required by the New York Stock Exchange (the “NYSE”) or the rules and regulations of the Securities and Exchange Commission (the “SEC”).

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 Committee shall consist of three or more directors, all of whom shall be selected by the Board. The number of Committee members shall be fixed from time to time by resolution adopted by a majority vote of the full Board. Each member of the Committee must satisfy the independence requirements of the NYSE for nominating committee members.

Each member of the 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. Committee members may resign by giving written notice to the Board. A Committee member may resign Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the 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 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 Committee the responsibility to, appoint a Chairperson of the Committee (the “Chairperson”). The Chairperson shall preside at each meeting. If the Chairperson is not present at a meeting, the Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting. It is anticipated that the Committee shall meet at least two (2) times during the course of each fiscal year; however, it may meet more or less frequently as the Committee in its discretion deems necessary to fulfill its duties. A quorum, defined as a majority, of the 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 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 Committee may call a meeting at any time during the year to discuss any urgent or important matters.

All meetings of the Committee may be held either in person, by conference telephone, or by other communications equipment in which all persons participating in the meeting can hear each other. In addition, unless otherwise restricted by the Company’s Amended and Restated Certificate of Incorporation (“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 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 Committee may attend meetings of the Committee but may not vote. Additionally, the 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 Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

A majority of the 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 Committee.

An agenda for each meeting shall be established by the Chairperson in consultation with and circulated to each member of the Committee and, where appropriate, the legal or other 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 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 Committee and members of the full Board. The 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 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 Committee shall be responsible for the following:

1. Overseeing the composition of the Board and its committees, including the following:
  - a. overseeing Board succession planning;
  - b. determining the qualifications, qualities, skills, and other expertise required to be a director, and developing and recommending to the Board for its approval, criteria to be considered in selecting nominees for director;
  - c. identifying and screening individuals qualified to become members of the Board, consistent with the criteria approved by the Board, including in the Corporate Governance Guidelines, and considering any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's proxy statement; and, to the extent consistent with applicable legal requirements and the Board's fiduciary duties, in identifying individuals qualified to become members of the Board, the Committee shall include, and request that any search firm it engages include, female and racially/ethnically diverse candidates in the initial pool from which the new director nominees are selected;
  - d. making recommendations to the Board regarding (i) the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders and (ii) candidates for vacancies on the Board to be filled from time to time (including any vacancy created by an increase in the size of the Board), pursuant to the Bylaws and in accordance with the Corporate Governance Guidelines;
  - e. reviewing the suitability of each Board member for continued service as a director when his or her term expires and recommending to the Board whether the director should be re-nominated;
  - f. assessing the independence of each director;
  - g. making recommendations to the Board regarding the chairperson, membership, size, and composition of each standing committee of the Board, including any necessary "independence" or other qualification determinations as may be required by applicable SEC and NYSE rules, and to make recommendations to the Board regarding individual directors to fill any committee vacancies;

- h. reviewing notifications from directors regarding a significant change in the director's principal current employer, or a significant change in the director's principal employment following election to the Board, or any circumstance which may create a conflict of interest with the Company; and
  - i. reviewing requests from directors in advance of accepting an invitation to (i) serve on another board of directors, including public companies, private businesses, and non-profit entities, or (ii) engage in significant commitments involving affiliation with other businesses or governmental units.
- 2. Developing and maintaining the Company's Corporate Governance Guidelines, and reviewing the Corporate Governance Guidelines at least once each year and recommending any related changes to the Board.
- 3. Periodically reviewing the Company's Code of Ethics and Business Conduct and approving any proposed changes thereto. The Committee shall also evaluate any requested waiver of the Code of Ethics and Business Conduct applicable to an executive officer, senior financial officer, or member of the Board.
- 4. Reviewing any proposed changes to the Company's Certificate of Incorporation, Bylaws, and other documents affecting the rights of the Company's stockholders or otherwise affecting the Company's corporate governance, and making recommendations to the Board with respect to any such changes.
- 5. Establishing and overseeing a process for the annual evaluation of the Board and each standing committee thereof.
- 6. Overseeing executive management succession planning.
- 7. Reviewing requests from the Company's executive officers in advance of accepting an invitation to serve on the board of directors of any public companies, private businesses, and non-profit entities (other than a subsidiary of the Company).
- 8. Identifying and communicating to the Board relevant current and emerging corporate and governance trends, issues, and practices, and overseeing the continuing education program for directors and the orientation program for new directors.
- 9. Review updates from, and discuss with management, the steps taken by management to develop and implement the Company's policies and strategies with respect to its environmental impact, sustainability practices, and corporate responsibility initiatives.
- 10. Overseeing the Company's compliance with any applicable reporting requirements of the SEC relating to director nominations, director independence, and corporate governance, and reviewing and discussing with management any related disclosure.

11. Reviewing and making recommendations to the Board, and consulting with other committees of the Board, as appropriate, regarding the Company's response to stockholders' proposals for inclusion in the Company's annual proxy statement.
12. Report regularly to the Board, including following all meetings of the Committee, and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The Committee shall provide such recommendations to the Board as the 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 Committee designated by the Committee to make such reports.

## **V. Resources and Authority**

The basic responsibility of the members of the 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 Committee shall have sole authority over the retention and termination of any search firm used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority, in its discretion, to obtain advice and assistance from internal or external legal, accounting, or other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to its consultants, outside counsel, search firms, and any other advisors. Any communications between the Committee and legal counsel in the course of legal advice will be considered privileged, and the Committee will take all necessary steps to preserve such privileged nature of the communications.

## **VI. Delegation of Duties**

The Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Committee or to other directors and 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. All proposed delegations of duties must be adopted by a resolution of the Committee and reviewed for compliance by the legal department 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 Committee retains. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

## **VII. Reliance on Others**

Unless such Committee member has knowledge that makes reliance unwarranted, each 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 Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- consultants, legal counsel, or other persons as to matters which the 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 Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

### **VIII. Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter, and present the results of the evaluation to the Board. In addition, the 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 Committee considers necessary or appropriate, in compliance with applicable laws, rules and regulations, including the applicable rules of the SEC and the NYSE. The 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 Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the 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.