

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2024**

**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: 1-35229**

**Xylem Inc.**

(Exact name of registrant as specified in its charter)

**Indiana**

(State or other jurisdiction of incorporation or organization)

**45-2080495**

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

**301 Water Street SE, Washington, DC 20003**  
(Address of principal executive offices and zip code)  
**(202) 869-9150**  
(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, par value \$0.01 per share	XYL	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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, if any, 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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller reporting company  Emerging growth company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes  No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the common stock of the registrant held by non-affiliates of the registrant as of June 30, 2024 was approximately \$32.8 billion. As of February 28, 2025, there were 243,046,226 outstanding shares of the registrant's common stock, par value \$0.01 per share.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its 2025 Annual Meeting of Shareowners, to be held in May 2025, are incorporated by reference into Part II and Part III of this Report.

**Xylem Inc.**  
**ANNUAL REPORT ON FORM 10-K**  
**For the fiscal year ended December 31, 2024**

**Table of Contents**

<b>ITEM</b>		<b><u>PAGE</u></b>
<b>PART I</b>		
1	<a href="#">Business</a>	4
1A.	<a href="#">Risk Factors</a>	16
1B.	<a href="#">Unresolved Staff Comments</a>	28
1C.	<a href="#">Cyber Security</a>	29
2	<a href="#">Properties</a>	31
3	<a href="#">Legal Proceedings</a>	32
4	<a href="#">Mine Safety Disclosures</a>	32
*	<a href="#">Information about our Executive Officers</a>	33
	<a href="#">Board of Directors</a>	34
<b>PART II</b>		
5	<a href="#">Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	35
6	<a href="#">Reserved</a>	37
7	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	38
7A.	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	66
8	<a href="#">Financial Statements and Supplementary Data</a>	67
9	<a href="#">Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</a>	130
9A.	<a href="#">Controls and Procedures</a>	130
9B.	<a href="#">Other Information</a>	130
9C.	<a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	130
<b>PART III</b>		
10	<a href="#">Directors, Executive Officers and Corporate Governance</a>	132
11	<a href="#">Executive Compensation</a>	132
12	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	132
13	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	132
14	<a href="#">Principal Accounting Fees and Services</a>	132
<b>PART IV</b>		
15	<a href="#">Exhibits, Financial Statement Schedules</a>	133
16	<a href="#">Form 10-K Summary</a>	137
	<a href="#">Signatures</a>	137

\* Included pursuant to the Instruction to Item 401(b) of Regulation S-K.

## PART I

*The following discussion should be read in conjunction with the consolidated financial statements, including the notes, included elsewhere in this Annual Report on Form 10-K (this "Report").*

### **Forward-Looking Statements**

This Report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Generally, the words "anticipate," "estimate," "expect," "project," "intend," "plan," "contemplate," "predict," "forecast," "likely," "believe," "target," "will," "could," "would," "should," "potential," "may" and similar expressions or their negative, may, but are not necessary to, identify forward-looking statements. By their nature, forward-looking statements address uncertain matters and include any statements that: are not historical, such as statements about our strategy, financial plans, outlook, objectives, plans, intentions or goals (including those related to our social, environmental and other sustainability goals); or address possible or future results of operations or financial performance, including statements relating to orders, revenues, operating margins and earnings per share growth.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, many of which are beyond our control. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in or implied by our forward-looking statements include, among others, the following: the impact of overall industry and general economic conditions on our markets, customers' operating conditions and demand; geopolitical events, conditions and volatility, including protectionism and other anti-global sentiment, possible escalation of the conflicts involving Russia and Ukraine, and the Middle East, and regulatory, economic and other risks associated with our global sales, supply chain and operations; manufacturing and operating cost increases due to macroeconomic conditions, including inflation, energy supply, supply chain shortages, logistics challenges, tight labor markets, prevailing price changes, new or additional tariffs and other factors; demand for our products, disruption, competition or pricing pressures in the markets we serve; cybersecurity incidents or other disruptions of information technology systems on which we rely, or involving our connected products and services; lack of availability or delays in receiving parts and raw materials from our supply chain, including electronic components (in particular, semiconductors); disruptions in operations at our facilities or that of third parties upon which we rely; uncertainty related to the realization of revenue synergies related to our acquisition of Evoqua Water Technologies Corp. ("Evoqua"); safe and compliant treatment and handling of water, wastewater and hazardous materials; failure to successfully execute large projects, including meeting performance guarantees and customers' budgets, timelines and safety requirements; our ability to retain and attract leadership and other key talent, as well as competition for overall talent and labor; defects, security, warranty and liability claims, and recalls related to our products; uncertainty around our simplification, productivity, restructuring and realignment actions and related costs, savings and business impacts; our ability to execute strategic investments for growth, including acquisitions and divestitures; availability, regulation or interference with radio spectrum used by certain of our products; volatility in served markets or impacts on our business and operations due to weather conditions, including the effects of climate change; risks related to our sustainability commitments and related voluntary or required disclosures; fluctuations in foreign currency exchange rates; difficulty predicting our financial results; risk of future impairments to goodwill and other intangible assets; changes in our effective tax rates or tax expenses; regulatory and financial market risks related to our pension and other defined benefit plans; failure to comply with, or changes in, laws or regulations, including related to our business conduct, operations, products and services, including anti-corruption, data privacy and security, trade, competition, the environment, climate change and health and safety; legal, governmental or regulatory claims, investigations or proceedings and associated contingent liabilities; matters related to intellectual property infringement or expiration of rights; and other factors set forth under "Item 1A. Risk Factors" in this Report and in subsequent filings we make with the Securities and Exchange Commission ("SEC").

Forward-looking and other statements in this Report regarding our environmental and other sustainability plans and goals are not an indication that these statements are necessarily material to investors, to our business, operating results, financial condition, outlook, or strategy, to our impacts on sustainability matters or other parties, or are required to be disclosed in our filings with the SEC. In addition, historical, current, and forward-looking social, environmental and sustainability-related statements may be based on: standards for measuring progress that are still developing; internal controls and processes that continue to evolve; third-party data, review, representations, or certifications; information from acquired entities, which may be subject to ongoing review, may not yet or ever be integrated into our reporting processes, and may not be reconcilable with our processes; and assumptions that are subject to change in the future. All forward-looking statements made herein are based on information currently available to us as of the date of this Report. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

## ITEM 1. BUSINESS

### Business Overview

Xylem is a leading global water technology company with 2024 revenues of \$8.6 billion and approximately 23,000 employees worldwide. We design, manufacture and service engineered products and solutions across a wide variety of critical applications primarily in the water sector. Our broad portfolio of products, services and solutions addresses customer needs of scarcity, resilience, quality, and affordability across the water cycle, from the delivery, treatment, measurement and use of drinking water, to the collection, testing, analysis and treatment of wastewater, to the return of water to the environment.

We have differentiated market positions in core applications including transport and dewatering, process water and wastewater treatment, analytics, smart metering, digital software solutions and comprehensive services. Setting us apart is a unique set of global assets that include:

- Market-leading brands, some of which have been in use for more than 100 years
- Global distribution networks consisting of direct sales forces and independent channel partners serving a diverse customer base in approximately 150 countries
- A substantial global installed base of products and solutions across the water cycle that provides for steady parts, replacement and service revenue
- A strong history of providing innovative products, solutions, services and business models to customers
- A dedicated, experienced, qualified and technologically advanced group of employees focused on safely satisfying our customers' requirements to transport, treat or measure clean water or wastewater and measure energy usage
- A strong financial position and cash generation profile that enables us to fund strategic organic and inorganic growth initiatives, and consistently return capital to shareholders
- A demonstrated commitment to corporate governance, social and environmental sustainability and delivering a positive impact to our customers, communities and employees

Except as otherwise indicated or unless the context otherwise requires, "Xylem," "we," "us," "our" and "the Company" refer to Xylem Inc. and its subsidiaries.

### Our Industry

Our vision is to create a world in which water issues are no longer a constraint to health, prosperity and sustainable development. Our purpose is to empower our customers and communities to build a more water secure world.

Our planet faces serious water challenges. Less than 1% of the total water available on earth is fresh water, and the supply is threatened by factors such as the draining of aquifers, increased pollution and the effects of climate change. Demand for fresh water is rising rapidly due to population growth, industrial expansion, and increased agricultural development, with consumption estimated to double every 20 years. It is expected that there will be a 40% gap between global water supply and demand by 2030. Even in developed countries with sufficient clean water supply, existing water supply infrastructure is aging and often inefficient. In the U.S., deteriorating pipe systems, theft or inaccurate meters result in approximately one out of every six gallons of treated and transported water being lost prior to reaching the end customer. This problem of "non-revenue" water is a major financial challenge of many utilities globally, especially in developing markets where non-revenue water can represent 10% to 60% or more of net water produced and the treatment and energy costs to transport water is substantial. These and other challenges create opportunities for growth in the global water industry. We estimate the total addressable market size of the global water industry, excluding operational expenditures related to labor, energy, and chemicals, to be approximately \$750 billion.

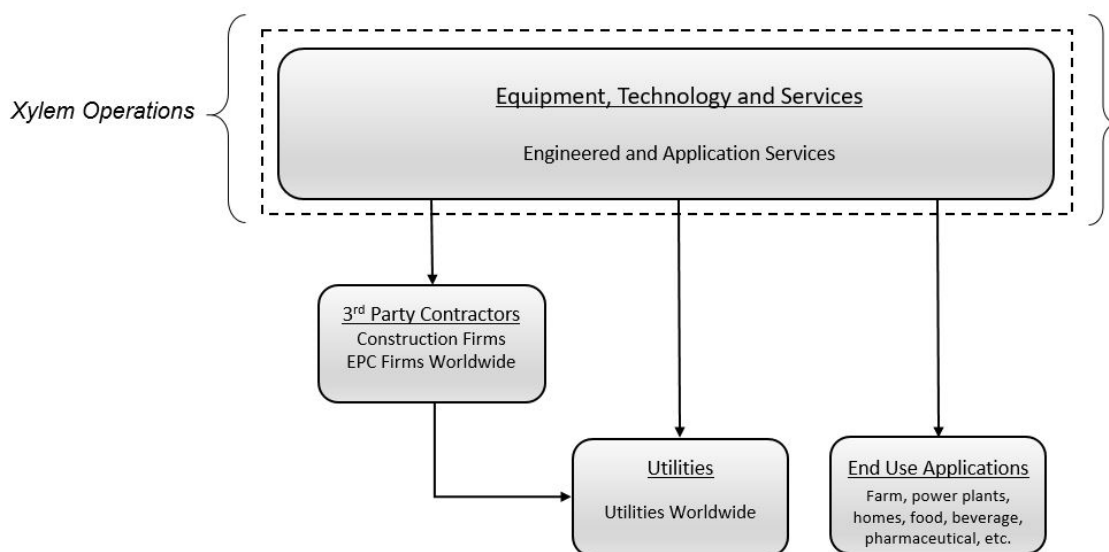
Global water needs cannot be met without streamlining the water industry's cost structure with technologies that fundamentally change the provision and management of water. We compete in areas that are pivotal to improving "water affordability," "water quality," and "resilience", while reducing the impact of "water scarcity". "Water affordability" refers to the more efficient delivery, use and treatment of clean water and wastewater. "Water quality" refers to the suitability of water for a particular use based on its physical, chemical and biological characteristics. "Resilience" refers to the management of water-related risks, including climate change mitigation, and the resilience of water infrastructure. "Water scarcity" refers to the management of the limited supply of water due to climate change, overpopulation and pollution. Our customers often face all four of these challenges, ranging from inefficient and aging water distribution networks and energy-intensive or unreliable water and wastewater management

systems (requiring improvements in water affordability); droughts and pollution which limit the amount of water readily available (causing water scarcity); or exposure to natural disasters such as floods (requiring improvements in resilience). Additionally, we also provide solutions to enhance communications and efficiency, improve safety and conserve resources to customers in the water sector. Delivering value in these areas creates significant opportunity for the Company.

### The Global Water Industry Value Chain

The water industry value chain includes Equipment, Technology and Services companies, like Xylem, that address the unique challenges and demands of a diverse customer base. This customer base includes water and wastewater utilities that supply, treat and monitor clean water or transport, treat and analyze wastewater or storm water through an infrastructure network, and engineering, procurement and construction ("EPC") firms and third party contractors, that work with utilities to design and build water and wastewater infrastructure networks, as depicted below. Utilities and other customers require products, solutions, services, technology and application expertise from their Equipment, Technology and Services providers to address trends such as rising pollution, stricter regulations, increasing operational costs and the increased outsourcing of process knowledge. In addition to utilities, Equipment, Technology and Service companies also provide distinct technologies and application expertise and services to a wide array of entities, including farms, mines, power plants, industrial facilities (such as food and beverage and pharmaceutical manufacturers) and residential and commercial customers seeking to address similar trends.

### Water Industry Supply Chain



### Business Strategy

Our overarching strategy is to help customers solve the world's greatest water challenges with innovative products, services and solutions to deliver sustainable economic, social and environmental benefits. The following strategic pillars guide where and how we focus our efforts and resources to implement this strategy:

- Customer Centricity.** We are putting the needs and experiences of our customers at the forefront of everything we do. By listening to our customers and understanding their challenges, we aim to deliver innovative solutions that not only meet but exceed their expectations. This approach helps us build strong, lasting relationships and helps align our products and services with customer needs. We leverage the 80/20 principle to focus on the most impactful opportunities to drive value for our customers. Additionally, we seek to create synergies across our businesses to enhance customer value and streamline operations. We are committed to simplifying how we do business and equipping our sales teams with the tools, training, and insights needed to engage customers effectively. We emphasize transactional excellence to aim for every customer interaction to be seamless, efficient, and value-driven. We aspire for our customers to be enthusiastic advocates for our brand.

- **Profitable Growth.** We prioritize profitable growth to drive long-term success. By applying the 80/20 principle, we focus on the most impactful opportunities to create significant value. We aim to expand our market share, optimize our product portfolio, and drive revenue growth through strategic investments and partnerships. By implementing strategic pricing, we maximize profitability and enhance our competitive position. Additionally, we are dedicated to building high-margin, recurring revenue in growing markets, intelligent solutions, and services. Our goal is to deliver consistent financial performance that benefits our shareholders and supports our long-term vision, building a stable and prosperous future for the company.
- **Operational Excellence.** We are committed to being a leading operator by continuously improving our processes, systems, and capabilities to enhance efficiency and effectiveness. By applying the 80/20 principle to streamline our business, we aim to enhance throughput, reduce inventory, and improve product quality. Implementing lean continuous improvement practices allows us to reduce waste and enhance the speed and ease of doing business, making our operations more efficient and effective. We are dedicated to modernizing our systems to support productivity for growth and maintain operations that are agile and responsive. Through our Xylem Management System and Goal Deployment Process, we align our efforts with strategic objectives, driving disciplined execution and operational excellence. This commitment to excellence helps us remain competitive and enables us to respond quickly to changing market and customer demands. Ultimately, we aim to run our company with discipline, maintaining operations that are streamlined and consistently aligned with our strategic goals.
- **Sustainability Leadership.** We strive to be a sustainability leader by integrating sustainability into our business strategy, with a strong emphasis on advancing favorable long-term financial and sustainability outcomes for our customers through our solutions. We also aim to minimize our environmental impact, promote resource conservation, and support customers and the communities we serve together. Our priorities are focused in three areas: decarbonizing the water sector, accelerating corporate water stewardship, and advancing WASH (Water, Sanitation, and Hygiene) access and capacity building. Additionally, we are partnering with venture impact funds, philanthropic organizations, customers, and suppliers to develop long-term commercial opportunities in new markets. Our sustainability leadership, including the skill-based volunteering by employees, provides Xylem with distinct advantages in competitive talent markets.
- **High-Impact Culture.** We continuously refine Xylem's operating model to better serve our customers and create value for our shareholders. Our organizational culture is fundamental to those objectives. We have activated our high-impact culture through three high-impact behaviors: inspired to innovate, accountable to deliver, and empowered to lead. These behaviors drive our employees to learn and innovate every day, to know their role in contributing to our purpose and strategy, and to deliver on our commitments to our customers and communities. Within the framework of these behaviors, we encourage a collaborative and inclusive work environment and are keenly focused on simplifying our organization and processes to drive daily and break-through efficiency and innovation.

Our strategic plan firmly embeds sustainability at the heart of our competitive advantage and unique business model, and aligns each of our five core strategic pillars to the overarching goal of integrating sustainability into everything we do.

While our strategy will evolve in response to the changing world, our four values are the enduring principles that go to the heart of who we are and guide how we conduct ourselves each day: Respect, Responsibility, Integrity and Creativity.

### **Business Segments, Distribution and Competitive Landscape**

We have four reportable business segments that are aligned around the critical market applications they provide: Water Infrastructure, Applied Water, Measurement and Control Solutions and Water Solutions and Services. See Note 21, "Segment and Geographic Data," in our consolidated financial statements for financial information about segments and geographic areas.

The table and descriptions below provide an overview of our business segments:

	<b>Market Applications</b>	<b>2024 Revenue (in millions)</b>	<b>% Revenue</b>	<b>Major Products</b>	<b>Primary Brands</b>
<b>Water Infrastructure</b>	Transport	\$ 1,498	59 %	<ul style="list-style-type: none"> <li>• Water and wastewater pumps</li> <li>• Filtration, disinfection and biological treatment equipment</li> </ul>	<ul style="list-style-type: none"> <li>• Flygt</li> <li>• Ionpure</li> <li>• Vortisand</li> <li>• Wallace &amp; Tiernan</li> <li>• Wedeco</li> </ul>
	Treatment	1,057	41 %		
		<u>\$ 2,555</u>	<u>100 %</u>		
<b>Applied Water</b>	Building Solutions	\$ 997	56 %	<ul style="list-style-type: none"> <li>• Pumps</li> <li>• Valves</li> <li>• Heat exchangers</li> <li>• Controls</li> <li>• Dispensing equipment systems</li> </ul>	<ul style="list-style-type: none"> <li>• Rule</li> <li>• Bell &amp; Gossett</li> <li>• Flojet</li> <li>• Goulds Water Technology</li> <li>• Jabsco</li> <li>• Lowara</li> <li>• Standard Xchange</li> </ul>
	Industrial Water	796	44 %		
		<u>\$ 1,793</u>	<u>100 %</u>		
<b>Measurement and Control Solutions</b>	Smart Metering and Other	\$ 1,519	81 %	<ul style="list-style-type: none"> <li>• Smart meters</li> <li>• Network communication devices</li> <li>• Data analytics</li> <li>• Test instruments</li> <li>• Controls</li> <li>• Sensor devices</li> <li>• Software &amp; managed services</li> <li>• Critical infrastructure services</li> </ul>	<ul style="list-style-type: none"> <li>• Sensus</li> <li>• Smith Blair</li> <li>• WTW</li> <li>• YSI</li> <li>• Xylem Vue</li> </ul>
	Analytics	352	19 %		
		<u>\$ 1,871</u>	<u>100 %</u>		
<b>Water Solutions and Services</b>	Capital and other Services	\$ 1,355	58 %	<ul style="list-style-type: none"> <li>• Preventative maintenance services</li> <li>• Rapid response mobile services</li> <li>• Digitally enabled/outsourced solutions</li> <li>• Process and wastewater treatment systems</li> <li>• Environmental remediation</li> <li>• Odor and corrosion control</li> <li>• Filtration</li> <li>• Reverse osmosis</li> <li>• Continuous deionization</li> <li>• Mobile dewatering equipment and rental services</li> </ul>	<ul style="list-style-type: none"> <li>• AquaPro</li> <li>• WaterOne</li> <li>• Ion Pure</li> <li>• Flygt</li> <li>• Pure Technologies</li> <li>• Godwin</li> </ul>
		988	42 %		
		<u>\$ 2,343</u>	<u>100 %</u>		

## **Water Infrastructure**

Through two closely linked applications, transport and treatment, our Water Infrastructure segment primarily supports the process that collects water from a source, treats it and distributes it to users, and then treats and returns the wastewater responsibly to the environment.

The customer base consists of two primary end markets: utility and industrial. The utility market includes public, private and public-private entities that support water, wastewater and storm water networks. The industrial market includes customers that require similar water and wastewater infrastructure applications to support various industrial operations.

Water Infrastructure sells through a combination of direct channels, indirect channels and service capabilities. Both utility and industrial facility customers increasingly require our teams' global but locally proficient expertise to use our equipment in their specific applications. Several trends are increasing demand for this application expertise: (i) the need for efficient transport and treatment solutions due to the increase in water scarcity, (ii) the increase in both the type and amount of contaminants found in the water supply, (iii) the need to increase system resilience and efficiencies due to aged infrastructure and affordability, (iv) increasing environmental regulations, and (v) the need to reduce carbon emissions generated from transporting and treating water.

Given the highly fragmented nature of the water industry, the Water Infrastructure segment competes with a large number of businesses and no one business competes across all the markets Water Infrastructure serves. We differentiate ourselves in the market by focusing on product and service performance, quality and reliability, innovation, speed to market with new or disruptive technologies and business models, application expertise, brand reputation, energy efficiency, product security, product life-cycle cost, timeliness of delivery, effectiveness of our distribution channels, customers' experience and our global installed base. Our key competitors in the Water Infrastructure segment include De Nora, Grundfos, KSB Inc., ProMinent, Sulzer Ltd., Trojan (Veralto Corporation), and Veolia.

## **Applied Water**

Applied Water encompasses the uses of water to serve a diverse set of customers in the building solutions and industrial water end markets. Residential consumers represent the end users in the residential market, while owners and managers of properties such as apartment buildings, retail stores, institutional buildings, restaurants, schools/universities, hospitals and hotels are examples of end users in the commercial market. The industrial market includes original equipment manufacturers, exploration and production firms, agricultural customers, and developers and managers of industrial facilities, such as chemical manufacturers, marine, food and beverage companies, data centers and car washes.

In the Applied Water segment, end markets vary widely and, as a result, specialized distribution partners are often preferred. As such, the Applied Water segment provides the majority of its sales through strong indirect channels with the remaining sales going through our global direct sales channels. We have long-standing relationships with many of the leading independent distributors in the markets we serve and we provide incentives to distributors, such as specialized loyalty and training programs.

Population growth and urbanization, climate and regulation on energy efficiency, and digitalization enabling self-service and preventive maintenance are macro growth drivers of these markets, driving the need for housing, food, community services and retail goods within growing city centers.

Competition in the Applied Water segment focuses on brand reputation, application expertise, product delivery, performance and energy efficiency, quality and reliability, and price. We compete by offering innovative and high-quality products, coupled with world-class application expertise. We believe our distribution through well-established channels and our reputation for quality significantly enhance our market position. Our ability to deliver innovative product offerings has enabled us to compete effectively, to cultivate and maintain customer relationships and to serve and expand into many niche and new markets. Our key competitors in the Applied Water segment include Franklin Electric Co., Inc, Grundfos, Pentair plc, and Wilo SE.

## **Measurement and Control Solutions**

Measurement and Control Solutions develops advanced technology solutions that enable intelligent use, optimization and conservation of critical water and energy resources. The segment delivers communications, smart metering, measurement and control capabilities, and critical infrastructure technologies that allow customers to more effectively use their distribution networks for the delivery, monitoring and control of critical resources such as water, electricity and natural gas. We also provide analytical instrumentation used to measure and analyze water quality, flow and level in clean water, wastewater and outdoor water environments. Additionally, we offer software and services including cloud-based analytics, and remote monitoring and data management.

At the heart of our leading technologies are automation, data management and decision support. Our communications networks enable customers to automate and optimize meter reading, bill customers, monitor flow rates and detect and enable rapid response to changing and unsafe conditions. In short, our communications offerings provide insight into operations and enable our customers to manage the entire scope of their operations remotely through their networks and to optimize their operational costs. At the center of our offering is the FlexNet communication network, which provides a common communications platform and infrastructure for essential metering services. This two-way communication technology remotely connects a wide variety of smart points in a given network with protocols, frequently on Federal Communications Commission ("FCC") licensed spectrum in the U.S., to enable reliable, resilient and secure transmissions. These technologies allow our customers to remotely and continuously monitor their water and energy distribution infrastructure, prioritize and manage maintenance, and use data to optimize many aspects of their networks. Our digital software solutions complement these offerings with intelligent applications that help utility decision-makers manage and maintain their networks more effectively in real time.

The majority of our sales in the U.S. are conducted through strong, long-standing relationships with leading distributors and dedicated channel partners for the water and energy markets. Internationally, direct sales are often made in markets without established distribution channels; however, some distribution channels are used in more developed markets. A direct sales approach, with key account management, is employed for large utilities and government programs.

Macro growth drivers include increasing regulation, aging infrastructure and worldwide movement towards smart grid implementation and advanced metering infrastructure ("AMI"). Water scarcity and conservation, as well as the need to prevent revenue loss (via inaccurate meter readings, leaks or theft) are among the drivers of smart meter and leak detection technologies.

Our Sensus-branded meters are well positioned in the smart metering sector, the fastest growing sector of the global meter industry. We set ourselves apart in the industry by focusing on our communication network, innovation, new product development and service offerings that deliver tangible savings from efficiency of operating costs in meter reading and billing, and reduction of non-revenue water through improved meter accuracy, reduced theft and identification of leaks. Our YSI and WTW-branded instruments have a strong position in the analytical instrumentation market and provide critical readings of various water quality, level and flow parameters for customers. We provide a differentiated offering in the reliability and accuracy of our products often in rugged, remote and hazardous locations. Our key competitors in the Measurement and Control Solutions segment include Badger Meter, Echologics (Mueller Water Products), Hach (Veralto Corporation), Itron, Kamstrup, Landis+Gyr, Neptune (Roper), and Teledyne.

## **Water Solutions and Services**

Our Water Solutions and Services segment provides tailored services and solutions, in collaboration with customers, including on-demand water, outsourced water, recycle/reuse, specialty dewatering and emergency response service alternatives, to improve operational reliability, performance and environmental compliance. Key offerings within this segment also include equipment systems for industrial needs (influent water, boiler feed water, ultrahigh purity, process water, wastewater treatment, and recycle/reuse), full-scale outsourcing of operations and maintenance, and municipal services, including odor and corrosion control services, and pipeline assessment services, as well as leak detection, condition assessment and asset management and pressure monitoring solutions. The Water Solutions and Services segment also includes sales and rental of specialty dewatering pumps, scalable products, and related equipment, technology and services, which provide the safe removal or draining of groundwater and surface water from construction sites or other industrial sites, and bypass pumping for the repair of aging utility infrastructure, as well as emergency water transport and removal during severe weather events.

Our Water Solutions and Services segment reaches customers across various municipalities as well as industrial vertical markets such as life sciences, microelectronics, food and beverage, chemical processing, and power

generation. In order to reach these customers, we leverage our application expertise in process water and wastewater treatment, our internal and external partners, and extensive service branch networks across the globe, including a rental fleet of transfer and treatment assets.

Macro growth drivers include water scarcity, emerging contaminants, increasing regulation surrounding climate and energy efficiency, pressure to optimize energy efficiency and other operational cost, and demand arising from emergency response needs. Our key competitors in the Water Solutions and Services segment include Ecolab, MPW Industrial Services, Ovivo, Sunbelt Rentals and United Rentals.

### Geographic Profile

The table below illustrates the annual revenue and percentage of revenue by geographic area for each of the three years ended December 31.

(in millions)	Revenue					
	2024		2023		2022	
	\$ Amount	% of Total	\$ Amount	% of Total	\$ Amount	% of Total
United States	\$ 4,862	57 %	\$ 3,956	54 %	\$ 2,573	47 %
Western Europe	1,745	20 %	1,655	22 %	1,411	26 %
Emerging Markets (a)	1,274	15 %	1,182	16 %	1,074	19 %
Other	681	8 %	571	8 %	464	8 %
Total	<u>\$ 8,562</u>		<u>\$ 7,364</u>		<u>\$ 5,522</u>	

(a) Emerging Markets includes results from the following regions: Eastern Europe, the Middle East and Africa, Latin America and Asia Pacific (excluding Japan, Australia and New Zealand, which are included in "Other")

### Supply and Seasonality

We have a global manufacturing and assembly footprint, with production facilities in Europe, North America, Latin America, Asia and the Middle East. All of our businesses require various parts and raw materials, the availability and prices of which may fluctuate. Parts and raw materials commonly used in our products include motors, fabricated parts, castings, magnets, bearings, seals, batteries, printed circuit boards ("PCBs") and electronic components, including semiconductors, as well as commodities, including steel, brass, nickel, copper, aluminum, rare earth minerals, and plastics. While we may recover some cost increases through operational improvements, we are still exposed to pricing risk, including due to duty and tariff assessments by the U.S. or other governments on foreign imports. We attempt to control costs through fixed-priced contracts with suppliers and various other programs, such as our global procurement initiative.

Our business relies on third-party suppliers, contract manufacturing and commodity markets to secure raw materials, parts and components used in our products. We typically acquire materials and components through a combination of blanket and scheduled purchase orders to support our materials requirements. For many of our products we have existing alternate sources of supply, or such sources may be readily available.

We have experienced price volatility and supply constraints when materials have not been available from multiple sources. From time to time, we acquire certain inventory in anticipation of supply constraints or enter into longer-term pricing commitments with suppliers to improve the priority, price and availability of supply.

Our business segments experience a modest level of seasonality in their operations. This seasonality is dependent on factors such as customers' capital spending, as well as the effects of climate change and weather conditions, including heavy flooding, prolonged droughts and fluctuations in temperatures or weather patterns, all of which can positively or negatively impact portions of our business.

### Customers

Our business is not dependent on any single customer or a few customers, the loss of which would have a material adverse effect on our Company. No individual customer accounted for more than 5% of our consolidated revenues in 2024, 2023 or 2022.

### Backlog

Backlog includes orders on hand as well as contractual customer agreements at the end of the period. Delivery schedules vary from customer to customer based on their requirements. Annual or multi-year contracts are subject to rescheduling and cancellation by customers due to the long-term nature of the contracts. As such, beginning total backlog, plus orders, minus revenues, will not equal ending total backlog due to contract adjustments, foreign

currency fluctuations, and other factors. Typically, capital projects require longer lead production cycles and deployment schedules, and delays occur from time to time. Total backlog was \$5,070 million at December 31, 2024 and \$5,088 million at December 31, 2023. We anticipate that approximately 50% of the backlog at December 31, 2024 will be recognized as revenue during 2025.

## **Research and Development**

Research and development ("R&D") is a key foundation of our growth strategy and we focus on the design and development of products, services, solutions and application know-how that address anticipated customer needs and emerging trends. Our engineers are involved in new product, service and solution development as well as improvement of existing products, services and solutions to increase customer value. Our businesses invest substantial resources into R&D. We anticipate we will continue to develop and invest in our R&D capabilities to promote a steady flow of innovative, high-quality and reliable products and integrated solutions to further strengthen our position in the markets we serve. In addition to investments made in software development, which were capitalized, we incurred \$230 million, \$232 million, and \$206 million as a result of R&D investment spending in 2024, 2023 and 2022, respectively.

We have R&D and development capabilities around the world. R&D activities are initially conducted in our technology centers, located in conjunction with some of our major manufacturing facilities to enable an efficient and robust development process. We have several global technical centers and local development teams around the world where we are supporting global needs and accelerating the customization of our products, services and solutions to address local needs. In some cases, our R&D activities are conducted at our piloting and testing facilities and at strategic customer sites. These piloting and testing facilities enable us to serve our strategic markets globally. As part of expanding our bandwidth and to increase our access to technology, we have built innovation eco-system partnerships with academic institutions as well as other technology firms, start-up accelerators and venture capital organizations.

### *Capitalized Software*

We offer software as a product or service directly to external customers, which is included within "Other intangible assets, net" on our Consolidated Balance Sheets. As of December 31, 2024 and 2023 we had net capitalized software used in sales and services to external customers of \$185 million and \$209 million, respectively.

### *Intellectual Property*

We generally seek patent protection for inventions that we believe will improve our competitive position and are not suitable to be kept as a trade secret. While we own, control or license a significant number of patents, trade secrets, proprietary information, trademarks, trade names, copyrights and other intellectual property rights which, in the aggregate, are important to our business, management believes that our business, as a whole, as well as each of our business segments, is not materially dependent on any one intellectual property right or related group of such rights.

Patents, patent applications and license agreements expire or terminate over time by operation of law, in accordance with their terms or otherwise. As the portfolio of our patents, patent applications and license agreements has evolved over time, we do not expect the expiration of any specific patent to have a material adverse effect on our financial position or results of operations.

## **Governmental Regulations**

### *Environmental Regulations*

Our global operations are subject to various laws and regulations governing the environment and climate change, such as those promulgated by the U.S. Environmental Protection Agency and similar state and foreign environmental agencies, including related to the discharge of pollutants and the management and disposal of hazardous substances. While environmental and climate change laws and regulations are subject to change, such changes can be difficult to predict reliably and the timing of potential changes is uncertain. We do not believe, based on current circumstances, that compliance costs pursuant to such regulations will have a material adverse effect on our financial position or results of operations. However, the effect of future legislative or regulatory changes could be material to our financial condition or results of operations.

We continue to be dedicated to environmental and sustainability programs to minimize the use of natural resources, reduce the utilization and generation of hazardous materials from our processes, and remediate identified environmental concerns. We are currently engaged in site investigations and remediation activities to address environmental cleanup from past operations at a number of current and former manufacturing facilities. We do not

anticipate these liabilities will have a material adverse effect on our consolidated financial position or results of operations. At December 31, 2024, we had estimated and accrued \$4 million related to environmental matters.

#### *Other Regulations*

As a company with global operations, we are subject to complex U.S. federal, state and local and foreign laws, regulations and permits in the countries where we conduct business, including related to trade, such as tariffs, imports and exports; anti-bribery and corruption; antitrust and competition; data security and privacy, such as the EU General Data Protection Regulation ("GDPR") and the China Personal Information Protection Law ("PIPL"); use of regulated radio spectrum, including that of the U.S. FCC; lobbying activity; health and safety; the environment; air emissions; potable and non-potable water; wastewater discharge; and the generation, handling, storage, use, transport, treatment and disposal of non-hazardous and hazardous materials and wastes, among other matters. We have policies and procedures in place to promote compliance with these laws, regulations and permits. Additional information about the impact of government regulations on Xylem's business is included in Item 1A. "Risk Factors" under the headings Risks Related to Geopolitical, Macroeconomic and Industry Factors, Risks Related to Our Business and Operations, Risks Related to Financial and Tax, and Risks Related to Legal and Regulatory.

#### **Sustainability**

At Xylem, sustainability is at the center of who we are and what we do – from our own operations to the solutions we provide to customers that impact communities around the world. As a leading global water technology company, we address some of the world's most urgent sustainability challenges - responsible stewardship of our shared water resources and resiliency of communities to climate change. Technology is playing an increasingly important role in helping the world solve water issues. We have a long history of innovation, and we are focusing on the powerful capabilities of smart technology, integrated management and data analytics.

We believe our financial performance and commitment to sustainability go hand in hand. Xylem approaches sustainability as a way to generate economic value while also creating value for our customers and society, thus meeting the needs of both. Accordingly, in 2019, we evolved our approach to leverage sustainability in our decision making toward long-term value creation for our shareholders, customers, employees and communities in which we operate and we announced a comprehensive slate of 2025 sustainability goals. Additionally, in 2024, we announced several new ambitious 2030 commitments. We also remain committed to reach Net Zero greenhouse gas ("GHG") emissions across our value chain before 2050. This commitment reinforces our alignment with sector-wide efforts to reduce carbon footprints and advance sustainability. Following the 2023 acquisition of Evoqua, we updated our emissions baseline and 2030 science-based targets, which have been approved by the Science Based Target initiative (SBTi).

As we look beyond 2025, we have established three high-impact pillars of our sustainability efforts aligned with our strategy and long-term value creation, that deliver sustainable outcomes across our value chain, as well as where we believe we can uniquely provide outsized impact for our customers and communities. These pillars include Decarbonizing the Water Sector, by providing solutions that support energy efficiency and reduced emissions for our customers; Accelerating Water Stewardship, by enabling leading practices in effective water management; and Advancing Water and Sanitation Hygiene (WASH) for All, by providing innovative solutions to increase services to underserved communities around the world. For each pillar, we have set forth 2030 goals aligned to both practices to deliver impact for our customers and communities.

In setting our sustainability strategy and goals, we are aligned with the United Nations Sustainable Development Goals ("UNSDGs"), not only to substantiate our contribution to achieving global objectives, but also to be transparent in our communication to stakeholders by providing details on our responsibility to build a sustainable future. Our sustainability strategy and an update on our progress towards achieving our goals are outlined in our annual Sustainability Report, which is aligned with the Global Reporting Initiative and the Sustainability Accounting Standards Board frameworks.

To further enhance our understanding and management of risks and opportunities related to sustainability, we are committed to continuous progress aligned with the core principles of the United Nations Global Compact, CEO Water Mandate, Race to Zero, Women's Empowerment Principles, and the Human Rights Campaign Foundation's Global Business Coalition, among others.

In 2023, we entered into a five-year revolving credit facility (the "2023 Credit Facility") with Citibank, N.A., as Administrative Agent, and a syndicate of lenders. The 2023 Credit Facility includes a pricing grid that determines the applicable margin based on Xylem's credit rating, with a further adjustment based on Xylem's achievement of certain sustainability related key performance indicators (the "KPIs"). Facility fees under the 2023 Credit Facility are also adjusted based on Xylem's credit rating and the KPIs. In 2022, we announced investments in CNote's Impact Cash™ platform, a mechanism through which we invest and deposit cash at scale in community finance institutions that strengthen and transform underserved communities. In 2021, in partnership with Goldman Sachs, we continued our work towards further integrating our business and finance strategies with sustainability by creating a cash account tied to performance of select 2025 Sustainability goals. In 2020, Xylem completed a \$1 billion Green Bond offering in senior unsecured notes, consisting of \$500 million of 1.950% senior notes due in January 2028 and \$500 million of 2.250% senior notes due in January 2031. The proceeds of this offering were allocated to green projects that help improve water accessibility, water affordability, and water systems resilience. Additionally, during the first quarter of 2021, we issued a special grant to certain employees of less than 0.1 million ESG performance share units.

## **Human Capital**

Our colleagues around the globe are united by our purpose – to empower our customers and communities to build a more water-secure world – and, as such, are key to the Company's success and execution of our strategy. We seek to foster a high-impact culture – that is, one in which our colleagues are inspired to innovate, empowered to lead, and accountable to deliver – creating an environment that is purpose-driven, people-centered, respectful and inclusive. We believe that our overall success and long-term growth depend, in part, on our continued ability to attract and retain highly skilled colleagues, with a diverse variety of backgrounds, experiences, and perspectives, the reflect our customers and communities, including senior leaders and individuals with skills in our strategic competencies, such as engineering, innovation, digital technologies, sales excellence, sustainability and product and project management, as well as production, field service and technical services talent. The market for individuals with these competencies remains competitive, but we believe our culture and purpose are differentiators in attracting and retaining talent.

As of December 31, 2024, Xylem employed approximately 23,000 employees worldwide. We have approximately 9,200 employees in the U.S., 7,900 in western Europe, and 5,200 in the emerging markets, with the remaining 900 in other geographies in which we operate. Approximately 12% of our U.S. colleagues are represented by labor unions. Outside the United States, certain of our colleagues are represented by work councils. We believe that our relations with our employees are good, including with those represented by labor unions and/or works councils.

We conduct regular employee surveys and listening sessions to understand our employees' perspectives, identify areas for additional focus and establish action plans. This includes specific feedback from our colleagues through short pulse surveys that provide insights into employee engagement, customer focus, company culture and organizational effectiveness. In addition, we periodically conduct ad hoc surveys to gain insights into other relevant topics, including well-being, safety and professional development.

### *Our Purpose and Values*

Our purpose is to empower our customers and communities to build a more water-secure world and, together with our values, provides the foundation for how we want to grow as a company and behave as an industry leader and as ethical corporate citizens. We devote our technology, time and talent to advance the smarter use of water in service of our purpose and our colleagues are guided by our core values, respect, responsibility, integrity and creativity.

### *Inclusion and Belonging*

We are committed to a workplace that creates a sense of belonging for everyone: where all our colleagues feel involved, respected, valued, heard, connected, able to bring their authentic selves to the workplace, and empowered to do their best work. We believe that Xylem is strongest when we embrace the power of belonging and inclusion to drive innovation, to make us more competitive, to positively impact employee and customer satisfaction and the Company's performance, and to better serve the communities in which we operate, creating value for our shareholders and other stakeholders.

Our commitment to fostering this environment starts with our Board of Directors ("Board") and senior leadership team, who represent a broad spectrum of backgrounds, identities and perspectives. We believe that the diversity of backgrounds, experiences and perspectives of our Board and senior leadership team enhances our ability to evolve and execute our business strategy and to attract and retain the best talent.

Key strategies anchoring our efforts to become a more innovative and inclusive organization – and incorporate broader experiences, backgrounds, skill sets, and perspectives into our work – include expanding sourcing channels and prioritizing candidate slates that include a diversity of backgrounds, experiences, and perspectives, when filling professional roles to increase the pool of qualified candidates considered. All of our hiring, retention and promotion decisions are merit-based.

We offer Employee Network Groups, which are voluntary, employee-led groups formed by colleagues with a common affinity, such as gender, race, sexual orientation and gender identity, military status or other attributes. Each Employee Network Group is sponsored and supported by one or more senior leaders and all groups are open to all employees regardless of any diversity attributes with which they may identify. Collectively, approximately 4,500 colleagues participate as members of our network groups.

#### *Health and Safety*

Protecting the safety, health and well-being of our colleagues is one of our highest priorities and also regularly assessed in our business reviews. We have a strong Environmental, Health and Safety program that focuses on governance, risk reduction, training and education, and leadership accountability to provide our colleagues with safe and healthy workplaces.

Based on employee survey feedback, we regularly augment our holistic well-being strategies, including the expansion of our Employee Assistance Program support across the globe, mental health awareness training and additional mental health resources as well as student loan repayment support.

#### *Compensation and Benefits*

Xylem strives to provide our colleagues with competitive compensation and benefits offerings and takes a total rewards approach that integrates programs for compensation, benefits, recognition and well-being. Individual program components may differ by country, role or level. Our compensation programs are driven by our commitment to fair and equitable compensation as well as alignment to a pay-for-performance culture. We conduct an annual pay equity assessment based on gender and U.S. minority classifications and make pay adjustments as appropriate based on the results.

We seek to align our compensation to support execution of our strategy and drive our high-impact culture. Accordingly, in 2021, the Company expanded its sustainability-linked compensation for our senior leaders, as well as a broader group of executives, through a special, one-time grant of performance share units with goals that are based on five of our strategically transformative 2025 Sustainability goals. We continue to expand our long-term incentive program to reach deeper in the organization to recognize key talent and top performers, and to attract and retain digital talent.

We continue to balance in-person, remote and hybrid work based on business needs to attract top talent. While the approaches differ by country and role, for office-based colleagues, we generally have a hybrid working approach. To support our colleagues with this working approach, we provide high-touch global onboarding and continue to enhance collaboration technologies.

#### *Career Development*

We are committed to enhancing colleagues' capabilities needed for the Company to win in the marketplace. We also are focused on internal talent movement across functions, geographies and businesses. Through our high-impact culture and continuous improvement program, we nurture and grow a continuous improvement and learning mindset throughout all areas of the Company.

We have a broad range of talent development programs and experiences to facilitate the continued professional growth and leadership development of our colleagues and to strengthen our succession plans. These programs span across all levels, businesses and functions, including entry-level talent recruitment programs, development programs for emerging leaders, people leader training and executive leadership development. We also provide on-demand/self-paced learning through our recently enhanced learning management system.

We prioritize employee engagement through regular, year-round discussions focused on performance feedback and development, opportunities to work on special projects, and volunteer activities involving Watermark, our corporate responsibility program, as well as Xylem Ignite, our youth engagement program. In 2024, approximately 79% of our colleagues participated in employee-led volunteerism, including through Watermark, enhancing the Company's commitment to employee development, retention, recruiting and collaboration in the communities where we live and work. Our Employee Network Groups support the development of our colleagues by offering formal and informal leadership opportunities.

### *Labor Relations*

Xylem recognizes the work of labor organizations, works councils and trade unions to better the lives of working people. Accordingly, Xylem respects the legal rights of its employees to join or to refrain from joining such organizations. An employee's decision to join or not join a labor organization will in no way result in any discrimination against that employee. Xylem informs managers at all levels of the importance of respecting the rights of colleagues to organize or be represented. We work to establish favorable employment conditions that promote positive relationships between our colleagues and their managers, facilitate communication among our colleagues and support their development.

### **Available Information**

We are required to file annual, quarterly and current reports, proxy statements and other information with the SEC. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and amendments to those reports are available free of charge on our website [www.xylem.com](http://www.xylem.com) as soon as reasonably practicable after such reports are electronically filed with or furnished to the SEC. The information on our website is not, and shall not be deemed to be, a part hereof or incorporated into this or any of our other filings with the SEC.

In addition, the public may read or copy any materials filed with the SEC, free of charge, at [www.sec.gov](http://www.sec.gov).

## ITEM 1A. RISK FACTORS

*In evaluating our business and investment in our securities, investors should carefully consider the following discussion of material factors and events, along with all of the other information in this Report and in our other filings with the SEC. The events and consequences discussed below could, in circumstances that we may not be able to accurately predict, recognize or control, have a material adverse effect on our business, financial condition, cash flows, results of operations and/or market price of our common stock. Some of the factors, events, and contingencies discussed below may have occurred in the past, and the disclosures below are not representations as to whether or not the factors, events or contingencies have occurred in the past, but are provided because future occurrences of such factors, events, or contingencies could have a material adverse effect.*

*These risk factors do not identify all of the risks we face. Our business is also subject to general risks that affect many other companies. In addition, we operate in a continually changing business, economic and geopolitical environment and as a result, new risk factors, or changes to our risk profile, may emerge from time to time. Risks not currently known to us, or that we currently believe are immaterial, may impact our business, operations, financial condition or share price. The global macroeconomic and geopolitical climate amplify many of the risks below. Risks in this section are grouped in the following categories: (1) Risks Related to Geopolitical, Macroeconomic and Industry Factors; (2) Risks Related to Our Business and Operations; (3) Risks Related to Financial and Tax; and (4) Risks Related to Legal and Regulatory. Many risks affect more than one category, and as a result the risks are not in order of significance or probability of occurrence.*

### **Risks Related to Geopolitical, Macroeconomic and Industry Factors**

#### ***Industry and economic conditions may adversely affect our markets and our customers' operating conditions and demand.***

With sales in approximately 150 countries, we compete across a wide range of geographies and end markets. Economic and industry factors that have had, or could in the future have, a material impact on our businesses and demand for our products and services include: (i) the overall strength of, and our customers' confidence in, local and global macroeconomic conditions; (ii) inflation and related monetary policy actions by governments in response, (iii) overall strength of industrial, governmental, public and private sector spending; (iv) overall strength of the industrial, residential and commercial real estate markets; (v) federal, state, local and municipal governments' environmental, energy efficiency, fiscal, trade and procurement laws, regulations and policies, including as respects domestic content; (vi) the availability of commercial financing for our customers and end-users; and (vii) the degree of funding for our public sector customers, including for water infrastructure investments. The aforementioned factors and other macroeconomic impacts, including actual or potential economic slowdowns, recession or other prolonged downturns in the global economy or our markets, supply chain dynamics and shortages, tight labor markets, inflation, and significant government debt and deficit levels, have had and may in the future have, a material adverse effect on demand for our products and solutions and therefore our business, financial condition, cash flows, results of operations and stock price.

#### ***Geopolitical, regulatory, economic, foreign exchange and other risks associated with our global sales, supply chain and operations may adversely affect our business.***

In 2024, 57% of our total revenue was from sales to U.S. customers and 43% was from sales to customers outside the U.S. We expect our revenue profile to be similar moving forward. Many of our manufacturing operations, employees, suppliers and distribution channels are located outside of the U.S. Our operations, supply chain and sales both within the U.S. and internationally are subject, in varying degrees, to risks and uncertainties inherent in doing business globally, including:

- nationalism, populism, protectionism, anti-global sentiment and changes in trade protection measures, including the imposition of increased or new embargoes, tariffs and other trade barriers, import and export regulations or restrictions, licensing requirements, domestic content requirements, and governments' countermeasures in response;
- uncertainty, volatility and impacts from the evolving global geopolitical environment involving the U.S. federal government and other countries' governments, including the relationships among the U.S., European Union, Middle East, Russia, China, Taiwan, or other foreign countries, and the international community at large;
- threat, outbreak, uncertainty or escalation of terrorism, political instability, insurrection, war, other armed conflict, including between Russia and Ukraine, and in the Middle East, with the potential for regional escalation, and other global safety and security concerns;
- threat or outbreak of epidemics, global health crises or pandemics, and related uncertainties;
- impacts from significant shifts in U.S. immigration policy, such as a tightened labor market and inflation;

- changes in tax laws and potential negative consequences from the interpretation, application and enforcement by governmental authorities of tax laws and policies, as well as changes in other laws, regulations and policies or how they are interpreted or administered;
- disruptions in global or regional supply chains, our operations, or those of third parties upon which we rely, including due to labor disruptions, supply shortages, increased or new tariffs and freight and logistics challenges;
- unanticipated regulatory changes or unfavorable circumstances arising from U.S. or host country laws, regulations or policies, including those related to water quality, the environment and energy efficiency, infrastructure and data transmission, security, privacy, and artificial intelligence;
- theft, compromise, misappropriation or challenges in protecting our technology, intellectual property or data; and
- shocks to the global financial system, including due to the outbreak or threat of war, armed conflict, other geopolitical conflicts, terrorism or global health crises, the effects of climate change, or other idiosyncratic events.

Beyond the risks indicated above, our operations in emerging markets are subject to additional risks and uncertainties, including: (i) governments may impose or increase withholding or other taxes on remittances and other payments to us; (ii) governments may seek to nationalize our assets; (iii) governments may impose or increase investment barriers or other restrictions affecting our business; (iv) difficulty in enforcing commercial agreements or collecting receivables; (v) pricing pressure on our products and services; (vi) elevated business conduct risks; and (vii) challenges in our ability to attract and retain qualified talent and labor. We cannot predict the impact that such factors might have on our business, financial condition, cash flows, results of operations and share price.

We have significant operations and direct and indirect suppliers located in China, which have been in the past, or could in the future be, adversely affected by: i) China's evolving laws, regulations and policies, including as respects public health crises, import and export tariffs and restrictions, and information security and privacy, and ii) changes in the political and geopolitical environment, including China's relations with the U.S., European Union and Taiwan. The U.S.'s imposition of tariffs on goods imported from China or deemed to be of Chinese origin, as well as the potential for new or increased tariffs, other governmental actions, trade embargoes or sanctions by the U.S., or similar measures or countermeasures imposed by China in response, has in the past and could in the future have an adverse direct or indirect impact on our global supply chain, manufacturing costs, business and operating results. Geopolitical changes in China-Taiwan relations could disrupt the operations of several companies in Taiwan that are critical to the global supply chain for semiconductors ("chips") and other electronic components. Such changes could have significant negative effects on the global semiconductor industry and could adversely affect our ability to manufacture our digitally-enabled products, such as pumps, controllers and smart meters.

***Inflation, tariffs, customs duties and other increases or fluctuations in manufacturing and operating costs have, and could continue to, adversely affect our cash flows and results of operations.***

Our manufacturing and operating costs are subject to fluctuations, particularly due to volatility or changes in prices for commodities, parts, raw materials, energy and related utilities, freight and logistics, and the cost of labor. Cost fluctuations have been and may continue to be driven by a variety of factors, such as inflation, tight labor markets, prevailing price levels, exchange rates, changes in trade agreements, tariffs and other trade protection measures, and other economic and geopolitical factors. Throughout 2024, our operating costs were adversely impacted by price inflation, which could continue in 2025 to varying degrees depending, in part, on broader macroeconomic, political or geopolitical conditions. For example, our global supply chain includes shipping routes through the Red Sea, where vessels have been and may continue to be impacted by armed conflicts involving rebel groups; and continued conflicts or escalation of ongoing conflicts in Ukraine or the Middle East could adversely impact our logistics costs and result in an increase in our costs for energy and supplies, and potentially delay shipments to customers. We have a large and complex network of suppliers (and their suppliers) and contract manufacturers globally, including in China and Mexico. The U.S. has enacted or threatened various trade actions, including new or additional tariffs on certain goods we import from China, Mexico, Canada and other countries, which has or may result in retaliatory tariffs and other trade actions. As a result, these U.S. trade measures or countermeasures by China, Mexico or other countries could increase the cost of our products, which we may not be able to offset through price increases or productivity, and could also impede our ability to remain competitive. Further, in a declining price environment, our operating margins may contract because we account for inventory using the first-in, first-out method. Actions we take to mitigate volatility in manufacturing and operating costs may not be successful and, as a result, our business, financial condition, cash flows and results of operations could be materially and adversely affected.

## **Risks Related to Our Business and Operations**

### ***We may be unable to compete successfully in our markets or develop and commercialize innovative and disruptive solutions and technologies.***

We offer our technologies, products and services in highly competitive markets. We believe the principal points of competition are performance, quality and reliability, price, life cycle cost, security, speed of development and commercialization of new technologies, processes and business models, brand reputation, application expertise, energy efficiency, timeliness of delivery, proximity of our service centers to customers, effectiveness of our distribution channels, and customers' experience in doing business with us directly or through our channel partners. Maintaining and improving our competitive position will require successful management of these factors in a volatile business environment with increasingly rapid rates of change and disruption.

Our competitive position and future growth depend upon a number of factors, including our ability to successfully: (i) enhance and differentiate our product and service offerings, business models and customer experience by increasing efficiency or security, or adding innovative features or disruptive or emerging technologies, such as artificial intelligence, that address emerging regulations and trends, meet customers' needs, and prevent commoditization, (ii) defend our market share against an ever-expanding number of competitors, including new or non-traditional competitors from outside our industry, such as large technology firms, (iii) continue to invest in and maintain our distribution network of channel partners, (iv) attract, develop, retain and train individuals with the requisite innovation, digital and technical capabilities, expertise and understanding of customers' needs to develop, commercialize and sell new technologies, products, services and solutions, (v) continue to leverage and expand our external ecosystem of innovation partners with joint venture partners, universities, venture capital, the start-up community and other technology innovators, (vi) continue to invest in our manufacturing, research and development, engineering, sales and marketing, modernization of our systems, and digitization of customer solutions, service and support tools, (vii) win and execute large contracts on schedule and on budget, and (viii) optimize our supply chain and manufacturing to enable predictable and efficient delivery to customers, and compete for business subject to governmental procurement laws, regulations and policies, including sustainability and domestic content requirements in the U.S. and globally, as they may evolve over time. Additional challenges we face include that customers may be slow to adopt our new and innovative solutions and technologies. Pricing pressures, including as a result of new or additional tariffs on our products or goods used in the manufacture of our products, and/or the impact of disruptive or emerging technologies, such as artificial intelligence, and our efforts to optimize our productivity may require that we adjust the prices of certain products, services, solutions or projects or rationalize certain of our offerings to stay competitive or win large contracts.

As a result of the foregoing, we may not be successful in maintaining our competitive position and market share, which could adversely affect our business, financial condition, cash flows or results of operations.

### ***Cybersecurity incidents and related data breaches or other disruptions involving our enterprise information technology and operations, our connected products and services, or information technology on which we or our customers rely, could materially and adversely affect our business.***

We rely on information technology, including operational technology, and communications networks to run our manufacturing processes and equipment, to enable business processes and employee productivity, and to process, transmit, store and manage our electronic information, including confidential business information and data relating to employees, customers or other business partners. We also rely on key third parties, such as direct and indirect suppliers, contract manufacturers, cloud-based service providers, and outsourced business process providers, including in the areas of Information Technology, Finance, Human Resources, Procurement and Travel. Together, we depend on information technology infrastructure and communication networks for access to reliable and secure networks in order to run our and their businesses. Regardless of the protection measures we, or the third parties we rely on, have implemented, information technology and communications networks may be susceptible to damage or disruption due to causes such as: equipment, system or application failure, including as a result of maintenance, obsolescence, unavailability or age; human error or malfeasance; vandalism; natural disaster; fire; power, communication or other utility outage or failure; and cybersecurity incidents, including ransomware, denial-of-service, vendor e-mail compromise, deepfake attacks, malware, phishing, and computer viruses resulting from a wide ranging threat landscape, including attacks by nation states and others. In addition to damage or disruption, these cybersecurity incidents may lead to security and data breaches.

We provide certain digitally enabled or internet-connected products, such as pumps, controllers, meters and other equipment, digital (or intelligent) solutions, and other remote monitoring and condition assessment capabilities, and an interoperability platform via Idrica, our strategic joint venture partner. These products and services are used by us and our customers for operational purposes or to collect data. Our connected products and services may be

susceptible to damage or disruption from a myriad of causes as described above. Cybersecurity incidents may impact hardware, software and information installed, stored or transmitted by our products and services after they have been purchased and incorporated into customers' and other third parties' products, facilities, systems or infrastructure, including critical infrastructure applications. While we attempt to provide our customers with reasonable measures to safeguard our products and services from cybersecurity threats, the potential for a cybersecurity incident remains. In addition, certain of our customers continue to use digitally enabled products that we designed, manufactured and sold at a time when current security features were not available.

A cybersecurity incident or other damage or disruption to information technology and communications networks, or involving our connected products and services, may have adverse effects on us, our customers or third parties on which we rely, including: interference with operations and services, potentially with public health and safety risks involving certain of our customers; disruption of production, supply chain, shipments, billing, collections and customer service; disruption to data analytics; disruption to remote monitoring and control of operational systems; unauthorized access, disclosure, misappropriation, misuse, destruction, compromise or theft of our financial, operational or other proprietary information, including intellectual property and trade secrets, or data pertaining to our employees, customers or suppliers; damage to employee, customer and business partner relationships; recall of our products; legal claims, proceedings or regulatory enforcement actions, and fines or penalties; increased costs to prevent, respond to or mitigate cybersecurity incidents; and damage to our brands and reputation. Moreover, a delay in or failure to detect a cybersecurity incident or the full extent of an incident could exacerbate the effects of the incident.

To mitigate reliability and cybersecurity risks related to our enterprise and connected products and services, we maintain relevant policies, standards, procedures and technologies that are applicable to all Xylem employees and contractors, including: patching; passwords; network and data access, including requirements and rights; business continuity and disaster recovery plans; monitoring for external and insider risks; obsolescence or end-of-life of operating technologies or applications' operating systems; IT general computing controls; and secure software development. We are also operationalizing our strategy to establish segmentation between our information technology and operational technology. As implementation and compliance is the responsibility of employees across the enterprise, we cannot guarantee adherence in all instances with our policies, standards and procedures, or that our technologies will be sufficient to fully mitigate the aforementioned or evolving risks.

We, and some third parties upon which we rely, have in the past experienced cybersecurity incidents or other attempts to gain unauthorized access to our information technology and connected products and services. As technology, including the use of artificial intelligence, and the threat landscape evolve, we may continue to experience such events, likely with more frequency and involving a broader range of devices and more sophisticated modes of attack. To date, none have resulted in any material adverse impact to or theft, misuse or loss of information of our business, operations, products and services, or customers.

Although we maintain a cybersecurity program that we believe is reasonably designed to protect our information technology, products and services, because the timing, nature and modes of cybersecurity attacks and incidents change frequently, evolve and are unpredictable, and because unauthorized accesses may be difficult to detect for long periods of time, we may be unable to anticipate or prevent these intrusions or implement adequate protective or remedial measures.

While we maintain insurance coverage designed to address certain aspects of business interruption and cybersecurity risks, it may not be sufficient to cover all losses or all types of claims. Although we continue to assess the aforementioned risks, implement policies, processes, standards, measures, technologies and redundancies to mitigate these risks and perform business continuity and disaster recovery planning, we cannot be sure that cybersecurity incidents or other disruptions with material adverse effects will not occur, or that our business continuity and disaster recovery efforts will be effective and adequate. As such, any of the foregoing could have a material adverse effect on our reputation, competitive position, results of operations, cash flows or financial condition.

***Lack of or delay in availability of products, parts, raw materials and energy from our supply chain or the inability of suppliers to meet delivery and other requirements, could adversely affect our business.***

Our business relies on a large and complex network of suppliers (and their suppliers), contract manufacturers and subcontractors that perform manufacturing and customer-related services for us, commodity markets, and freight and logistics providers to secure and ship finished goods and raw materials, parts, and electronic and other components used in our products. Some of our key components are available only from a sole- or single-source supplier or a limited group of suppliers. We expect that our reliance on, and the complexity of, the aforementioned supply chain will continue to be significant and, in some cases, increase.

Parts, components and raw materials commonly used in our products include motors, fabricated parts, castings, magnets, bearings, seals, batteries, PCBs and electronic components, including semiconductors, as well as commodities, including steel, brass, nickel, copper, aluminum, rare earth minerals and plastics. We are exposed to the availability of these items, which has in the past and may in the future be subject to delay, shortage, curtailment or change due to macroeconomic, geopolitical and other factors, including: supply and demand dynamics; labor shortages or disputes; changes in suppliers' strategy or production planning including decisions to exit production of key components upon which we rely; interruptions in suppliers' production, including as a result of humanmade or natural disasters; a supplier's impaired financial condition; suppliers' capacity allocations to other purchasers; changes in trade agreements and trade protection measures including tariffs or export restrictions; ability to meet regulatory requirements; weather emergencies and the effects of climate change; public health crises; and threatened or actual terrorism, armed conflict or war, including the ongoing conflicts between Russia and Ukraine, in the Middle East, and rebel attacks on commercial vessels in the Red Sea. Any threatened or actual escalation of the aforementioned conditions and related impacts may disrupt supply, increase the cost of energy or logistics, or delay or interrupt our supplies from suppliers. We have also experienced, and continue to experience, fluctuating freight and logistics costs, and delivery delays related to port congestion, labor actions and other challenges. If disruptions in our supplies occur (including in the rare earths or global semiconductor industries or other key inputs), or if our efforts to mitigate these shortages and disruptions are insufficient or unsuccessful, we may be delayed or unable to execute on our backlog, fill new customer orders or timely deliver products to our customers, which could have a material adverse effect on our business, financial condition or results of operations. Although we have insurance related to business continuity and supply chain, we cannot be certain that this coverage will continue to be available at a reasonable cost or will be adequate to cover any or all aspects of our supply chain disruptions.

***A material disruption to any of our facilities or operations, or that of third parties upon which we rely, may adversely affect our business and financial performance.***

Our operations and businesses rely on our facilities and a complex and highly reactive global supply chain, including suppliers (and their suppliers), some of which are a single- or sole-source, distributors, contract manufacturers, subcontractors, joint venture partners, utilities providers, and freight and logistics providers. In addition, we outsource certain critical business processes and activities, including in the areas of Finance, Human Resources, Procurement, Travel and Information Technology. Certain of our businesses require that we or our subcontractors have access to customer sites to provide our products and services. Our facilities, operations, customers, contract manufacturers, subcontractors or other third parties on which we rely, have experienced, or may in the future experience, disruptions or delays resulting from an actual or threatened event or circumstance, including due to: equipment, technological or system failure; natural disaster; weather event or effects of climate change; water, communications, power or energy curtailment or outage; fire; explosion; critical supply chain failure; terrorism; cybersecurity incident; political disruption; outbreak of a pandemic or other public health crisis; insurrection; armed conflict or war, including the ongoing conflicts involving Russia and Ukraine, the Middle East, and rebel attacks on vessels in the Red Sea; labor dispute, stoppage or slowdown; lack of financial viability or other reason. In addition, our facilities or those of third parties upon which we rely operate certain equipment and manufacturing technology that may be unique and difficult to replace or involve long lead times for replacement. A significant disruption to any of our facilities or operations, or that of customers or third parties on which we rely, could cause material adverse impacts on our operations and business, including an inability to meet customer demand or contractual commitments, increased costs, and reduced market share or sales, and could also impact our business processes and activities, including our ability to timely report financial results. Any interruption may be lengthy, have lasting effects, require a significant amount of management and other employees' time and focus, and require substantial expenditures to mitigate the situation, which could negatively affect our operations, business processes and activities, profitability, financial condition and reputation. Any recovery under our insurance policies may not fully offset the lost sales, increased costs, or longer-term loss of suppliers or customers that we may experience as a result of a disruption. Although we continue to assess these risks, implement mitigation plans and perform business continuity and disaster recovery planning, we cannot guarantee that interruptions with material adverse effects on our operational and financial performance will not occur.

***We may not realize some or all the expected benefits and synergies from our acquisition of Evoqua.***

On May 24, 2023, we completed the acquisition of Evoqua. The success of this acquisition will depend, in part, on our ability to realize the anticipated benefits from combining our and Evoqua's businesses. We have and continue to devote substantial management attention and resources to the integration of the combined company's business practices and operations so that we can fully realize the anticipated benefits of the acquisition, including cost and revenue synergies. Nonetheless, difficulties may arise that could impede our ability to achieve the anticipated synergies, including the loss of key talent that may be difficult to replace or our ability to maintain and expand relationships with customers, partners or suppliers. As a result, the anticipated benefits of the acquisition may take

longer to realize, may not be fully realized, or may cost more than expected, which could materially and adversely affect our business, results of operations or financial condition, as well as adversely impact our share price.

***Water and wastewater treatment operations, including those related to emerging contaminants, as well as the generation, handling, storage, use, transport, treatment, release or disposal of hazardous materials may result in contamination, environmental, personal or other liabilities, or pose other significant risks that could cause us to incur significant costs and reputational harm.***

Our water and wastewater treatment offerings involve unique risks and require compliance with a variety of laws or regulations, including the Clean Water Act and the Safe Drinking Water Act. If our treatment systems fail or do not operate properly, or if there is a spill, untreated or partially treated wastewater could discharge onto property or into nearby bodies of water and groundwater, causing various liabilities, damages and injuries, including environmental. In addition, a number of emerging contaminants might be found in water that we treat, including PFAS, PFOA, selenium, micro-plastics, chemicals or pathogens, that may cause illness or death if not eliminated during the treatment process, and result in liabilities and damages against us. Changes in environmental requirements, laws and regulations, or increased public awareness around the presence and health impacts of human-made chemicals and naturally occurring contaminants in drinking water, could increase or decrease demand for our products and services, increase our costs, result in the obsolescence of our products, or lead to an interruption of suspension of our operations.

Furthermore, our Water Solutions and Services segment engages in business activities including manufacturing, waste recycling and treatment processes that involve the use, treatment, storage, transfer, handling and/or disposal of non-hazardous and hazardous materials, chemicals and wastes, subject to applicable federal, state and local laws and regulations. The cost of compliance with these laws and regulations may increase resulting in increased operating costs or required additional investment in facilities. These business activities also create a risk of accidental contamination or injury to the environment and our employees, customers, other third parties and the general public (as end-users of our industrial and municipal customers' products and services). In addition, under certain applicable environmental laws and regulations, including the Resource Conservation and Recovery Act ("RCRA") and the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), we could be strictly, jointly and severally liable for releases of regulated substances at our current or former properties or the properties of others, or by other businesses that previously owned or used our current or former properties. We could also be liable or incur reputational damage if we transport such materials, generate hazardous materials or wastes, or merely arrange for their transportation, disposal, or treatment if they are subsequently released or cause harm.

If the foregoing business activities result in legal or environmental claims, damage or liabilities, including those described above, we could incur significant costs, liabilities or reputational damage in connection with legal defense, investigation, remediation of environmental contamination, damage to property or natural resources or personal injuries. Such costs and liabilities could exceed any applicable insurance coverage we may have and therefore could have a material adverse effect on our business, financial condition, results of operations or prospects, as well as our reputation.

***We may be unable to successfully execute large projects or meet customers' timelines, budget, performance and safety requirements.***

A portion of our revenue is derived from large projects that are complex and may occur over multiple years. These projects are subject to a number of risks, including delays; cost overruns; changes in scope; unanticipated site conditions; design and engineering issues; incorrect cost assumptions; increases in the cost of materials and labor; health and safety hazards; subcontractor performance issues; weather issues; and changes in laws, regulations or permitting requirements. If we are unable to manage these risks, we may incur higher costs, liquidated damages, and other liabilities to our customers, which may decrease our profitability and harm our reputation.

Furthermore, our project-based customers typically require performance guarantees for the effluent produced by our water treatment equipment and services. Failure of our products and services to meet performance guarantees may require additional engineering, replacement of parts and equipment, frequent replacement of consumables or monetary reimbursement to a customer, or could otherwise increase our costs or result in liability to our customers. There are significant uncertainties and judgments involved in estimating performance guarantee obligations, including changing product designs, differences in customer installation processes and failure to identify or disclaim certain variables in a customer's influent. If we incur substantial performance guarantee claims in any period, our reputation, earnings and future business prospects could be materially adversely affected.

Many of our customers also have safety performance requirements that we must meet to be allowed access to their sites to perform our services, install our products and execute projects. Risks arising from unsafe products or

performance by our employees include, among other things, delays in or suspension of site access to service or timely deliver our products. Workplace or product-related accidents or near-accidents, or the failure to follow our own or our customers' safety policies could also damage our reputation or our customers' perception of our safety record, which could have a material adverse impact on demand for our products and services, result in additional costs to our business, the loss of customers or litigation against us, or increase government or regulatory oversight.

***We may be unable to retain our existing leadership, engineering, technology, sales, services and other key talent or attract new qualified talent with diverse backgrounds, experiences and perspectives.***

Our success depends to a significant extent on our ability to attract, retain and develop highly qualified employees in leadership positions, and in strategic or core competencies, including engineering, innovation, systems modernization, digital technologies, commercial excellence, service, and project management, as well as general production-related talent. The market for highly skilled talent, leaders and labor with diverse backgrounds, experiences and perspectives remains highly competitive in our industry. As a result, our success in attracting and retaining employees, particularly in the areas of services, digital technologies, innovation and data science, has depended, and will continue to depend, on our ability to offer attractive career growth opportunities, work arrangements, compensation and benefits, and also policies and ways of working that support employee well-being. In addition, we continue to evolve our culture, where colleagues are inspired to innovate, empowered to lead and accountable to deliver, and includes advancing inclusion and belonging. Our high-impact culture has been and will remain critical to attracting and retaining talent needed to execute our strategy, drive innovation, remain competitive and create long-term value. We also need to continue to develop qualified talent to support business growth and robust succession plans, both of which are critical to our long-term success. A failure to attract or retain highly engaged and skilled talent and labor could adversely affect our ability to meet and exceed the needs of our customers, operate and grow our business and execute our strategy.

***Defects, unanticipated or improper use or inadequate disclosures concerning our products could adversely affect our business, reputation and financial condition.***

Defects, inadequacies or quality issues in the manufacture, design, software, security or service of our products (including finished goods, parts or components that we source from third parties), unanticipated or improper use, or inadequate disclosure of risks relating to the use of our products, could result in product safety, product security, regulatory or environmental risks, personal injury, death, and property or environmental damage. These events could also lead to product recalls, safety or security alerts, or removal of a product from the market, issuance of credits, or warranty, liability or contractual claims and damages against us. Although we have liability insurance, we cannot be certain that this insurance coverage will continue to be available to us at a reasonable cost or will be adequate to cover any or all aspects of liability claims. Manufacturing, design, software, security or service defects or inadequacies may therefore result in significant costs, decreased profitability, negative publicity and reputational damage, that could reduce demand for our products and have material adverse impacts on our business, financial condition and results of operations.

***We may not achieve some of the expected benefits of our simplification and productivity initiatives or restructuring and realignment plans, or such initiatives and plans may adversely affect our business.***

From time to time, we have and may continue to initiate simplification, productivity, restructuring and realignment actions for various reasons, including to optimize our cost structure, increase profitability, drive growth, improve our operational efficiency and effectiveness, and enable us to better serve our customers, or in response to impacts from business and economic conditions. Starting in 2024, we launched initiatives focused on improving margins and customer centricity through a range of business simplification, strategic pricing and operational productivity measures across our offerings, operations and customer base. Such measures may include: differentiating our offerings and pricing among customers and channels; adjusting the prices of certain offerings; rationalizing certain of our offerings; modernizing our systems by standardizing key enterprise applications; rationalizing our footprint; write-offs on affected assets; and simplifying our supply chain. As a result of these measures, there could be an adverse impact on our market share, competitiveness, profitability and growth, as well as the potential for unanticipated disruption in customer service.

We are also engaged in an ongoing, multi-year effort to transform our company's operating model, including our businesses and supporting functions, and have initiated related restructuring and realignment actions. Challenges with enabling technologies, modernizing our systems, and implementing planned restructuring and realignment activities have in the past, and may in the future, delay the realization of some of the expected operational, financial and customer centricity benefits from such actions. We may not be able to obtain some of the cost savings and benefits that were initially anticipated in connection with our transformation, restructuring and realignment plans. Additionally, as a result of these plans, we may experience a loss of talent or continuity of accumulated knowledge,

or inefficiencies during transitional periods. Transforming, realigning and restructuring our company require a significant amount of management and other employees' time and focus, which may divert attention from operating and growing our business.

The successful implementation and execution of our simplification, productivity, restructuring and realignment actions are critical to achieving our strategy and long-range plan through expected cost savings, effectively competing in the marketplace, and positioning us for future growth. Factors that may impede the successful implementation, execution or realization of the benefits of these actions include a failure to retain key customers or employees; the impact of regulatory matters including tax; matters involving certain third-party service providers selected to assist us, including staffing, technology, and compliance of service providers with our internal controls over financial reporting; and adverse economic market conditions. If our simplification, productivity, restructuring and realignment actions are not executed successfully or we do not realize the anticipated benefits of such actions, it could have material adverse impacts on our competitive position, business, financial condition, cash flows and results of operations.

***The execution of our strategy includes acquisitions and divestitures, which we may be unable to successfully execute.***

In support of our growth strategy, we continue to realign and enhance our portfolio by pursuing the acquisition of companies, assets, technologies, product lines and customer channels that complement or expand our existing business or improve our competitive position, and divesting non-core or less strategic businesses. We may not be able to complete acquisitions or divestitures on favorable terms, timing or at all, or obtain financing that may be needed to consummate acquisitions. In addition, we may be adversely impacted by: (i) the failure to efficiently, effectively and timely integrate acquired businesses into our operations, technology, financial and other systems, (ii) the failure of acquired businesses to meet or exceed expected returns, which in the past has led to, and in the future may lead to, accounting impairments, or (iii) the discovery of unanticipated liabilities, cybersecurity concerns, control or compliance issues, environmental matters, labor relations difficulties, or other issues for which we lack contractual protections, insurance or indemnities. Failure to successfully execute our growth strategy via acquisitions and successfully integrate these acquisitions could adversely affect our competitive position, business, financial condition or results of operations.

Acquisitions involve a number of risks and present financial, managerial and operational challenges, including: diversion of management's time and attention from existing businesses and operations; insufficient internal controls over financial or compliance activities or financial reporting of acquired businesses; failure to realize expected synergies; impact on our ability to achieve some or all of our sustainability commitments; assumption of new material risks associated with the acquired businesses; and loss of key employees of the acquired businesses. As a result, the anticipated benefits of acquisitions may take longer to realize or not be fully realized, or may cost more than expected, which could materially and adversely affect our business, results of operations or financial condition.

***A significant portion of our products and offerings in our Measurement and Control Solutions segment are affected by the availability, regulation of and interference with radio spectrum that we use.***

A significant portion of the offerings in our Measurement and Control Solutions segment use radio spectrum that is subject to government regulation. In the U.S., our products are primarily designed to use FCC-licensed spectrum in the 900MHz range. The FCC may elect not to renew our existing spectrum licenses, or materially change the regulations affecting the use of these licenses. In addition, there may be insufficient available frequencies in some markets to sustain or develop our planned operations at a commercially feasible price or at all.

Outside the U.S., certain of our products require the use of radio frequency and are subject to regulations. In some jurisdictions, radio station licenses may be granted for a fixed term and must be periodically renewed. Our advanced and smart metering systems offerings transmit to (and receive information from, if applicable) handheld, mobile, or fixed network reading devices in licensed bands made available to us through strategic partnerships and are reliant, to some extent, on the licensed spectrum continuing to be available through our partners or our customers. We may be unable to find partners or customers that have access to sufficient frequencies in some markets to sustain or develop our planned operations, or that have access to sufficient frequencies at a commercially feasible price or at all.

To the extent we introduce new products designed for use in the U.S. or another country, such products may require significant modification or redesign in order to meet frequency requirements and other regulatory specifications. Limitations on frequency availability or the cost of making necessary modifications may preclude us from selling our products in certain countries. The regulations that govern our use of radio spectrum may change or new products may be allowed under the regulations that cause interference with our products, which may require us to modify our products or seek new partnerships. In addition, we may not be able to secure suitable partners for co-development

of products. The lack of availability of radio spectrum or an inability or delay in modifying our products to meet frequency requirements, or the cost of completing such modifications, could have material adverse effects on our business, financial condition, and results of operations.

***Weather conditions, including the effects of climate change and associated efforts by governmental or regulatory authorities to mitigate such effects, may cause volatility in our served markets and demand for our products.***

The unpredictable nature, frequency, and severity of, and changes in weather events, patterns and related conditions, such as heavy flooding, prolonged droughts, wildfires, rainfall amounts and intensity, sea levels, and fluctuations in temperatures, including as a result of climate change, can positively or negatively impact portions of our business and therefore result in volatility in our financial results. For example, certain events may disrupt customers' operations, creating shutdowns that prevent our site access or defer our performance of services or sale of equipment. Heavy flooding and rain events may increase demand for our solutions that help manage water and stormwater overflows or remove and transfer excess or unwanted water. Prolonged drought conditions may increase demand for our pumping technology used in agriculture and turf irrigation applications. Demand for water reuse applications, such as those provided by our treatment business, may also increase as communities look to address water scarcity challenges. Fluctuations in temperatures may result in varying demand for our products used in residential and commercial hydronic applications, where homes and buildings use circulating water to heat and cool living spaces.

In addition, certain of our products, services and solutions assist our customers in meeting increasingly stringent scarcity, efficiency, environmental and safety requirements, including via U.S. and other countries' laws or regulations enacted for the purpose of limiting greenhouse gas ("GHG") emissions or making water supplies more resilient, cleaner and safer. Our future growth is dependent in part on the impact and timing of such potential new laws and regulations, as well as potential changes to existing laws and regulations. If stricter laws or regulations are delayed, not enacted, repealed, amended to be less strict, not enforced or are enacted with prolonged phase-in periods, demand for our products and services may be reduced. We are currently unable to predict whether changes to laws and regulations will affect demand for our products and services. To the extent that such changes increase uncertainty or have a negative impact on us, our business, financial condition, results of operations or prospects may be materially and adversely impacted.

Severe weather events and other effects of climate change have also caused, and may in the future cause, disruptions to our facilities and operations, and those of our customers and suppliers, as well as fluctuations in demand for our products and services, and could also increase competition. In 2024, a physical risk analysis of our facilities using the Task Force on Climate Related Financial Disclosures framework indicated that our exposure to certain reviewed physical hazards (e.g. drought, wildfire, temperature extremes, water stress, etc.) is expected to remain low through 2030 under assessed GHG emission mitigation scenarios; but as we approach 2050, exposure to drought and temperature extremes may increase due to the effects of climate change. We cannot be sure that disruptions with material adverse effects will not occur despite our continued assessment of these risks, implementation of mitigation plans and business continuity and disaster recovery planning.

***Our sustainability commitments, goals, targets, objectives and initiatives, and our public statements and disclosures regarding them or in response to mandatory reporting standards, expose us to numerous risks.***

In support of our strategy, we have and will continue to establish goals, targets, and other objectives related to sustainability matters, including science-based targets aligned to limiting global temperature increase to 1.5°C above pre-industrial level by 2030, in line with the Paris Agreement, and commitment to net-zero GHG emissions (Scope 1, 2 and 3) before 2050. Achieving our sustainability goals and commitments will require evolving our business, making capital investments and developing technologies that might not currently exist. We might incur additional expenses or be required to recognize impairment charges in connection with our efforts. These commitments, goals, targets and other objectives reflect our current plans and there is no guarantee that they will be achieved or maintained. Our efforts to research, establish, accomplish and accurately report on these commitments, goals, targets and objectives expose us to operational, reputational, financial, legal, and other risks. Our ability to achieve any stated commitment, goal, target, or objective is subject to varied factors and conditions, many of which are outside of our control, including the extent to which energy generated from renewable resources is available from the grid, the pace of changes in technology, the availability of requisite financing, and the availability of suppliers that can meet our sustainability and other standards.

We may face increased scrutiny from the investment community, regulators, media (including social media) and other stakeholders related to our sustainability activities, commitments, goals, targets and objectives, and our methodologies and timelines for pursuing them. At the same time, certain governmental representatives and other

stakeholders have increasingly expressed or pursued opposing views, legal and investment expectations around sustainability initiatives, including the enactment or proposal of “anti-ESG” legislation, executive orders or policies and adverse social media campaigns.

We are subject to increasing regulatory requirements around sustainability-related disclosures, including significant rule making by the EU related to the Corporate Sustainability Reporting Directive and climate-related rules and regulations pursued by U.S.-based governments (e.g. federal or states) and other countries, which may continue to evolve. Complying with regulators’ disclosure requirements has and will continue to impose substantial additional costs and require additional resources, including for third-party attestation, and to enable the capture, analysis and audit of appropriate data. We may also experience operational disruption, increased costs, and other harms in our efforts to comply with or respond to reversals or changes in such requirements. Any actual or alleged failure to comply with regulatory requirements around disclosures could result in fines, penalties and civil liabilities, and damage to our reputation. Furthermore, if our sustainability reporting and practices do not meet investors, regulators or other stakeholders’ expectations, standards and requirements, or if we are unable to satisfy all stakeholders (who reflect varied and evolving expectations), our reputation, ability to attract or retain employees, and attractiveness as an investment, business partner or acquiror could be negatively impacted. Similarly, our failure or perceived failure to pursue or fulfill our sustainability commitments, goals, targets, and objectives, to comply with ethical, environmental or other standards, regulations, or expectations, or to comply with reporting and disclosure requirements and standards related to these matters, within the timelines we announce, or at all, could have adverse operational, reputational, financial and legal impacts.

### **Risks Related to Financial and Tax**

#### ***Our business is subject to foreign currency exchange rate fluctuations.***

Sales outside the U.S. for the year ended December 31, 2024 accounted for approximately 43% of our net sales. We also have significant operations in various locations outside the U.S. Our principal currency exposures for which we enter into cash flow hedges relate to the Euro, Swedish Krona, British Pound, Canadian Dollar, Australian Dollar, and Polish Zloty. Changes in the value of currencies of the countries in which we do business relative to the value of the U.S. Dollar or Euro could affect our ability to sell products competitively and control our cost structure, which has had and may continue to have a material adverse effect on our business, financial condition, cash flows and results of operations. Additionally, we are subject to foreign exchange translation risk due to changes in the value of foreign currencies in relation to our reporting currency, the U.S. Dollar. The translation risk is primarily concentrated in the exchange rate between the U.S. Dollar and the Euro, British Pound, Chinese Yuan, Canadian Dollar, Australian Dollar, Swedish Krona, and Indian Rupee. As the U.S. Dollar fluctuates against other currencies in which we transact business, revenue and income may be impacted. Strengthening of the U.S. Dollar relative to the Euro and the currencies of the other countries in which we do business, has materially and adversely affected, and could in the future materially and adversely affect, our sales growth and profitability. Refer to Item 7A. “Quantitative and Qualitative Disclosures about Market Risk” for additional information on foreign exchange risk.

#### ***Our financial results may fluctuate from period to period and can be difficult to predict.***

Our businesses are impacted by short cycle and book-and-bill business to varying degrees, which may be difficult to predict, or we have limited visibility into, particularly for the business that we transact through our significant distribution network. In addition, our businesses are impacted by long-cycle business including large projects, which could be unexpectedly canceled, or whose timing can change based upon customer requirements due to a number of factors affecting the projects that are beyond our knowledge or control, such as funding, readiness of the project and regulatory approvals. We rely on a complex global supply chain, which is subject to dynamic conditions, volatility, unexpected changes and disruptions due to macroeconomic and geopolitical conditions. These supply chain challenges have affected, and may continue to affect, our cost structure, production and ability to timely fill customer orders. Accordingly, our financial results for any given period have been and will continue to be difficult to predict.

#### ***We may incur impairment charges for our goodwill and other indefinite-lived intangible assets.***

We have a significant amount of goodwill and purchased intangible assets on our Consolidated Balance Sheets as a result of acquisitions. As of December 31, 2024, the net carrying value of our goodwill and other indefinite-lived intangible assets totaled approximately \$8 billion. In accordance with generally accepted accounting principles, we evaluate these assets for impairment at least annually, or more frequently if changes in events or circumstances indicate it is more likely than not that a potential impairment could exist. Significant negative industry or economic trends, disruptions to our business or our customers’ business, inability to effectively integrate or scale acquired businesses, increases in cost of capital, unexpected significant changes or planned changes in use of the assets, failure of the FCC to renew radio spectrum licenses, and divestitures and market capitalization declines may cause

impairment of our goodwill and other indefinite-lived intangible assets. Material impairment charges have in the past and could in the future adversely affect our results of operations and financial condition.

***Changes in our effective tax rates and tax expenses may adversely affect our financial results.***

We sell our products in approximately 150 countries and 43% of our revenue was generated outside the U.S. for the year ended December 31, 2024. Given the global nature of our business, a number of factors may increase our effective tax rates and tax expense, including:

- the geographic mix of jurisdictions in which profits are earned and taxed;
- the statutory tax rates and tax laws in jurisdictions in which we conduct business;
- the resolution of tax issues arising from tax examinations by various tax authorities; and
- the valuation of our deferred tax assets and liabilities.

Additionally, tax laws, regulations, and administrative practices in various jurisdictions may be subject to significant change, with or without notice, due to economic, political and other conditions. Significant judgment is required in evaluating and estimating our provision and accruals for these taxes. We continue to monitor the developments and tax implications surrounding changes in the global tax environment, including the Organization for Economic Co-operation and Development's model rules that propose a global minimum tax rate of 15%. Certain countries have enacted such legislation effective in 2024. Furthermore, we expect the U.S. Congress to consider additional tax legislation in 2025, including extensions or other changes to the 2017 Tax Cuts and Jobs Act. We will continue to monitor pending legislation and implementation by individual countries and evaluate the potential impact on our business in future periods.

Our businesses are regularly examined by various tax authorities throughout the world and the resolutions of these examinations do not typically have a significant impact on our effective tax rates and tax expenses, but they could. For example, following an examination regarding aspects of the reorganization of our European business that occurred in 2013, the Swedish tax authority issued a tax assessment to Xylem's Swedish subsidiary in 2019, which we are appealing as further described in Note 7, "Income Taxes." This examination as well as other examinations can result in increased tax assessments, and settlement or litigation about the assessments and final resolution could be unfavorable to Xylem. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, including unrecognized tax benefits; however, unanticipated developments in an audit or litigation could materially and adversely affect us. Although we believe our tax estimates and accruals are reasonable, there can be no assurance that any final determination will not be materially different than the treatment reflected in our historical income tax provisions, accruals and unrecognized tax benefits, which could materially and adversely affect our business, operating results, cash flows and financial condition.

***Our pension and other defined benefit plans are subject to regulatory and financial market risks.***

Certain current and retired employees are covered by pension and other defined benefit plans (collectively, "post-retirement benefit plans"). We make contributions to fund our post-retirement benefit plans when it is necessary or we consider it advantageous to do so. Risks to the Company include significant changes in market interest rates and inflation, decreases in fair value of plan assets, changes in discount rates, or changes in minimum funding requirements established by governments, taxing authorities or other agreements, any of which could increase our funding obligations and adversely impact our earnings, financial condition and cash flows in future periods. In addition to cash funding, we attempt to mitigate these risks, including through investments in assets intended to hedge market risk and in insurance solutions to transfer risk. However, the cost of our post-retirement benefit plans is incurred over long periods of time and involves factors that can be volatile and unpredictable, including rates of return on plan assets, discount rates used to calculate liabilities and expenses, changes in laws, regulatory actions, and changes in actuarial experience and assumptions, which could adversely impact our earnings, results of operations, financial condition and cash flows.

**Risks Related to Legal and Regulatory**

***Failure to comply with laws, regulations and policies related to our business conduct, including the U.S. Foreign Corrupt Practices Act, other applicable anti-corruption laws, trade regulations, and data privacy and security laws, could have a material adverse impact on us.***

Given our global operations, we are subject to regulation under a wide variety of U.S. and non-U.S. laws, regulations and policies related to anti-bribery and corruption, trade including tariffs, exports and imports, anti-trust and competition, money laundering, and employment. Our policies mandate compliance with these laws and regulations. The U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act of 2010 and similar anti-corruption laws in other jurisdictions generally prohibit companies and their intermediaries from making improper

payments to government officials or other persons for the purpose of obtaining or retaining business. We operate in many parts of the world that are recognized as having governmental and commercial corruption and in certain circumstances, strict compliance with anti-corruption laws may conflict with local business customs and practices. We cannot guarantee that our internal controls, policies and procedures will always prevent and protect us from improper conduct by our employees or business partners, including distributors and sales agents. In the event that we believe or have reason to believe that our employees or business partners have or may have violated applicable laws, regulations or policies, including anti-corruption laws, we are required to investigate the relevant facts and circumstances. This can be expensive and require significant time and attention from senior management. Any violation could result in substantial fines, sanctions, civil and/or criminal penalties, termination of relationships with business partners, or curtailment of operations in certain jurisdictions, and as a result might materially and adversely affect our business, results of operations or financial condition. In addition, actual or alleged violations could damage our reputation and ability to do business.

Additionally, to conduct our business and operations, we retain or move data across borders, and consequently we are subject to the evolving legal and regulatory landscape regarding data privacy, data protection and data security, including the California Consumer Protection Act, the EU's GDPR and the China PIPL. The scope of these and other laws that may be applicable to us continues to evolve, is often uncertain and may be conflicting, particularly as respects foreign laws. GDPR greatly increases the jurisdictional reach of EU law and adds a broad array of requirements for handling personal data, including the enforcement of data subject rights, enhanced security requirements, obligations to guarantee EU data subject rights are not compromised in countries outside the EU, and public disclosure of significant data breaches. Other countries, such as China with its PIPL, have enacted or are enacting data localization and security laws, as well as various reporting requirements. All of these evolving legal and operational requirements impose significant costs of compliance that are likely to increase over time. We cannot guarantee that we will at all times be in compliance with all requirements. In addition, any violation could result in substantial fines, sanctions and/or civil penalties, damage to our reputation and could materially and adversely affect our business, results of operations or financial condition.

***Failure to comply with, and the cost of complying with, laws, regulations, policies and taxes applicable to our operations, products and services, including those involving the environment, climate change, and health and safety, could have a material adverse impact on us.***

Certain of our operations, products and services are governed by various federal, state, and local or foreign laws and regulations for the protection of the public, our employees and the environment, including those related to: emissions; potable and non-potable water; wastewater treatment and discharge; the generation, handling, storage, use, transport, treatment and disposal of non-hazardous and hazardous materials and wastes; the use of U.S. FCC-licensed radio spectrum (as detailed above); and our employees' health and safety. Such laws and regulations include the Occupational Health and Safety Act, the federal Safe Drinking Water Act, the Clean Water Act, the Clean Air Act, RCRA, CERCLA, the Toxic Substances Control Act, the Federal Insecticide, Fungicide and Rodenticide Act, the EU's Restriction of Hazardous Substance Directive, and the EU's Registration, Evaluation and Authorization of Chemicals Directive, as well as others enacted in response to environmental and climate change concerns. In addition, certain of our products may be subject to product safety regulations. For example, certain of our products supplied to the medical industry are subject to U.S. Food and Drug Administration 510(k). The aforementioned laws and regulations establish, among other things, criteria and standards we must comply with and may require licensing, permitting, approval or reporting. We cannot guarantee that our operations, products or services will at all times be in compliance with all applicable laws, regulations and permits or that we will be able to obtain or renew all required permits.

Increasing public and governmental concern regarding the environment and the effects of climate change has, and may continue to, result in new or increased legal and regulatory requirements, policies and taxes intended to limit environmental damage and GHG emissions. These may encompass pollution and discharges, emissions trading schemes, carbon, fuel or other taxes. In addition, as discussed above, we are subject to increasing regulatory requirements around disclosures related to our business' impact on climate change. Compliance with all of these requirements is complex. Applicable requirements change frequently and the timing and substance of future changes is uncertain and difficult to predict. We incur, and expect to continue to incur, increased costs to comply with applicable requirements, including: i) operating and capital expenditures related to our facilities and equipment; ii) research and development costs, including with respect to the design or re-design of our products in order to conform to changing emissions and efficiency standards and regulations, and iii) costs for tools, talent and resources to meet the increasing disclosures requirements (discussed above). Our failure to comply with applicable laws, regulations, policies and taxes may result in substantial litigation and defense costs, fines, penalties and criminal sanctions; facility shutdowns to address violations; and investments in costly pollution control equipment or operational changes to limit emissions or discharges. Developments such as the adoption of new environmental or

climate change laws and regulations, enforcement actions or litigation, discovery of previously unknown or more extensive contamination conditions, obsolescence of our products, interruption or suspension of our operations, an inability to recover costs associated with any such developments, or the financial insolvency of other responsible parties, could have material adverse effects on our business, financial condition, cash flows, results of operations, and reputation.

***We face risks related to legal and regulatory proceedings.***

We are subject to various laws, regulations and other requirements of U.S. and foreign governmental authorities, any violation of which could potentially create substantial liability and damage our reputation. Changes in laws, ordinances, regulations or other government policies, the nature, timing, and effect of which are uncertain, may significantly increase our expenses and liabilities.

From time to time, we are involved in legal and regulatory proceedings that are incidental to the operation of our businesses (including that of acquired or previously owned entities). These proceedings may seek remedies relating to environmental matters, tax, securities, intellectual property, acquisitions or divestitures, product liability, property damage, personal injury, privacy, employment, labor and pensions, governmental and commercial or contractual issues or disputes. In addition, our continued transition to connected products and services and digital technologies and solutions has increased our exposure to intellectual property litigation and we expect that this risk will continue to increase as we execute on our innovation and technology priorities. It is not possible to predict with certainty the outcome of claims, investigations, regulatory proceedings and lawsuits, and we have in the past and could in the future incur judgments, fines or penalties or enter into settlements. Additionally, we may be required to change or cease operations at one or more facilities if a regulatory agency determines that we have failed to comply with laws, regulations or orders applicable to our business.

The global and diverse nature of our operations, coupled with the increase in regulation and enforcement in many regions globally, means that we will continue to face legal and compliance risks. Additional legal and regulatory proceedings and other contingencies, the outcome of which cannot be predicted with certainty, have in the past and may in the future arise from time to time. In addition, subsequent developments in legal and regulatory proceedings may affect our assessments and estimates of loss contingencies recorded as a reserve and require us to make payments in excess of our reserves. Any of the foregoing impacts could have an adverse effect on our business, results of operations, financial condition and reputation.

***Infringement or expiration of our intellectual property rights, or allegations that we have infringed upon the intellectual property rights of third parties could negatively affect us.***

We own numerous patents, trademarks, copyrights, trade secrets and other intellectual property and licenses to intellectual property owned by others, that are important to our business. Our intellectual property rights may provide us with competitive advantages because they may help us differentiate our technologies, products and services. However, our current or future intellectual property rights may not be sufficiently broad or may be challenged, invalidated, circumvented, misappropriated, independently developed, or designed around, particularly given our operations in countries where laws governing intellectual property rights are not highly developed, protected or enforced. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property, or detect or prevent circumvention, misappropriation or unauthorized use of such property, as well as the cost of enforcing our intellectual property rights, could adversely impact our business, financial condition and results of operations.

From time to time, we receive claims from third parties alleging intellectual property infringement or misappropriation. We may not be successful in defending, asserting a counterclaim or negotiating a license, in response to such claims. In addition, as a result of such infringement or misappropriation claims, we could lose our rights to use or license critical technology, sell critical products and services, be required to pay substantial damages or license fees with respect to the use of third-party intellectual property rights, or be required to redesign our products at substantial cost, any of which could adversely impact our competitive position, financial condition and results of operations. Even if we successfully defend against claims of infringement or misappropriation, we may incur significant costs and diversion of management attention and resources, which could adversely affect our business, financial condition and results of operations.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

## **ITEM 1C. CYBER SECURITY.**

### *Cybersecurity Risk Management and Strategy*

Cybersecurity risk management is integrated into our Enterprise Risk Management (“ERM”) Program, which is our approach to identifying, assessing, prioritizing and mitigating risks to the Company, with mitigation efforts focused on the highest risks. Our ERM Program assesses risks, including those related to cybersecurity, annually, and monitors such risks on an ongoing basis.

We maintain a comprehensive cybersecurity program that encompasses our enterprise information technology, including operational technology and technology of third parties on which we rely, and connected products and services. Our enterprise cybersecurity program is guided by the National Institute of Standards and Technology’s (“NIST”) Cybersecurity Framework. Key areas of responsibility in the program include governance, risk and compliance, threat analysis and response, security architecture and engineering, security operations and secure manufacturing operations. Our connected products and services cybersecurity program is guided by the ISA/IEC 62443 standard. Key areas of responsibility include product security, software development, innovation management, threat analysis and incident response. Both the enterprise and connected products and services programs are designed to assess, identify and manage risks from cybersecurity threats in order to protect and preserve the security, resiliency, integrity and continued availability of the Company’s information technology systems and connected products and services, and also to protect the confidentiality and integrity of information owned by, or in the custody and care of, the Company. Elements of the programs include policies, standards, architecture, processes, tools, technology, employee education and training, and incident response. Our enterprise and product security programs undergo regular testing, including periodic vulnerability scanning and penetration testing. In addition, we also periodically engage third parties to assess our enterprise and product security programs and provide consultation and advice to assist with assessing, identifying and managing cybersecurity risks.

We maintain cybersecurity policies that apply to all employees, businesses and functions, as well as third-party vendors and contractors as required by our legal agreements with them. These policies specify roles and responsibilities, fundamental principles and proper controls required for Xylem’s protection, and also require the use of certain cyber risk management processes to onboard new suppliers and other third parties. We periodically review our policies to identify potential gaps or areas for improvement, considering changes in the Company, and its connected products and services, as appropriate.

Our Cybersecurity Incident Response Plan (“IRP”), which generally aligns with NIST’s guidance, provides management with a standardized framework for responding to an actual or potential cybersecurity threat or incident. The IRP sets out a coordinated approach to investigating, containing, documenting and mitigating incidents, including reporting findings and keeping senior management and other key stakeholders informed and involved as appropriate. The IRP also specifies the use of third-party experts for legal advice, consulting and incident response, as appropriate. The IRP undergoes at least annual tabletop exercises, the results of which are used to identify areas for improvement in our processes and technologies. We have protocols and processes by which certain cybersecurity incidents, as specified by our IRP, are escalated within the Company and, as appropriate, to the Audit Committee of the Board of Directors.

Employees receive annual and ongoing education and training regarding relevant cybersecurity risks and practices, including how to protect information and systems from cyber threats. We also conduct monthly phishing simulations to increase employees’ ability to detect and prevent such threats.

The Company maintains insurance as part of its cybersecurity risk mitigation strategy to provide protection against certain potential losses arising from certain cybersecurity incidents.

### *Cybersecurity Governance*

In line with its broader strategic oversight, the Board oversees cybersecurity, including strategy and processes. To assist with oversight of cybersecurity, the Board has delegated to its Audit Committee responsibility to oversee certain aspects of cybersecurity, including controls and reporting. At least semi-annually, the Audit Committee or full Board receive reports from the Chief Information Officer (“CIO”) and Chief Information Security Officer (“CISO”). Reports include topics such as updates on the Company’s cybersecurity risk profile, assessments of the Company’s enterprise and product security programs, management’s strategy for managing risks, measures implemented to identify and mitigate cybersecurity risks, the status of projects to strengthen the Company’s cybersecurity posture, the emerging cybersecurity threat landscape and other relevant topics. The Board also receives a report from management on the results of the Company’s annual ERM Program risk assessment, as well periodic updates on the ERM Program and ongoing monitoring of the Company’s risks, including cybersecurity risk, as appropriate.

The Company's Cyber Risk Committee ("CRC"), comprised of a cross-functional group of senior executives, provides advice and governance regarding the Company's strategic management of cybersecurity across the Company, including cybersecurity risk posture, projects, issues, threat intelligence and escalations. At its periodic meetings, the CRC receives reports and presentations from the CISO or third parties on internal and external cybersecurity matters, and, as appropriate, briefings from the CISO on cybersecurity incidents, the Company's incident response, recovery and remediation and actual or potential impacts.

Our CISO, who has extensive cybersecurity knowledge and skills gained from over 25 years of relevant work experience, and is a Certified Information Systems Security Professional, is responsible for assessing, monitoring and advising the Company's various business units, management and the Board on risks from cybersecurity threats; implementing cybersecurity strategy, programs and processes across our enterprise and connected products and services; reviewing the risk management measures implemented by the Company to identify and mitigate cybersecurity risks; and overseeing the maintenance and deployment of the Cybersecurity Incident Response Plan. The CISO leads the Company's Cybersecurity Team ("Team"), comprised of individuals with a broad range of cybersecurity skills, experiences and certifications. The Team is responsible for the implementation, monitoring and maintenance of the Company's cybersecurity practices in coordination with its businesses, operations and functions, and oversees the Company's cybersecurity program.

#### *Material Cybersecurity Risks, Threats & Incidents*

Although we have experienced actual and attempted cybersecurity threats and incidents in the past, we do not believe that the risks from any of these events or incidents, individually or in the aggregate, have materially affected our business, operations or financial condition, or are reasonably likely to have such an effect. However, due to evolving cybersecurity threats, it has and will continue to be difficult to prevent, detect, mitigate, and remediate cybersecurity incidents. For a more detailed discussion of the risks we face see the discussion set forth under "Item 1A. Risk Factors" in this Report.

## ITEM 2. PROPERTIES

We have approximately 500 locations in more than 50 countries. These properties total approximately 15 million square feet, of which more than 400 locations, or approximately 8 million square feet, are leased. We consider the offices, plants, warehouses and other properties that we own or lease to be in good condition and generally suitable for the purposes for which they are used. The following table shows our significant locations by segment:

<u>Location</u>	<u>State or Country</u>	<u>Principal Business Activity</u>	<u>Approx. Square Feet</u>	<u>Owned or Leased</u>
<b><u>Water Infrastructure</u></b>				
Emmaboda	Sweden	Administration and Manufacturing	1,197,000	Owned
Shenyang	China	Manufacturing	271,000	Owned
Vadodara	India	Manufacturing and Research & Development	240,000	Leased
Stockholm	Sweden	Administration and Research & Development	182,000	Leased
<b><u>Applied Water</u></b>				
Morton Grove	IL	Administration and Manufacturing	530,000	Owned
Montecchio	Italy	Administration and Manufacturing	379,000	Owned
Nanjing	China	Manufacturing	363,000	Owned
Auburn	NY	Manufacturing	273,000	Owned
Abony	Hungary	Manufacturing	250,000	Leased
Stockerau	Austria	Sales & Service Office	234,000	Owned
Strzelin	Poland	Manufacturing	185,000	Owned
Cheektowaga	NY	Manufacturing	147,000	Owned
<b><u>Measurement and Control Solutions</u></b>				
Ludwigshafen	Germany	Manufacturing	318,000	Owned
Texarkana	AR	Manufacturing	254,000	Owned
Uniontown	PA	Manufacturing	240,000	Leased
DuBois	PA	Manufacturing	197,000	Owned
Durham	NC	Administration and Research & Development	172,000	Leased
Weilheim	Germany	Manufacturing	160,000	Leased
Dubois	PA	Manufacturing	137,000	Leased
<b><u>Water Solutions and Services</u></b>				
Thomasville	GA	Manufacturing	211,000	Owned
Rockford	IL	Manufacturing	165,000	Owned
Bridgeport	NJ	Administration and Manufacturing	136,000	Leased
Holland	MI	Manufacturing	132,000	Owned
Houston	TX	Service	107,000	Leased
<b><u>Regional Locations</u></b>				
Dubai	United Arab Emirates	Manufacturing	144,000	Owned
Nottinghamshire	United Kingdom	Administration	139,000	Leased
Nanterre	France	Sales & Service Office	139,000	Leased
Langenhagen	Germany	Sales & Service Office	134,000	Owned
Schaffhausen	Switzerland	Administration	26,000	Leased
<b><u>Corporate Headquarters</u></b>				
Washington	DC	Administration	18,000	Leased

**ITEM 3. LEGAL PROCEEDINGS**

From time to time, we are involved in legal and regulatory proceedings that are incidental to the operation of our businesses (or the business operations of previously owned entities). These proceedings may seek remedies relating to matters including environmental, tax, intellectual property, acquisitions or divestitures, product liability, property damage, personal injury, privacy, employment, labor and pension, government investigations or contract issues and commercial or contractual disputes.

Evoqua previously disclosed in its public filings that the United States Attorney's Office for the District of Massachusetts was investigating whether financial misstatements were made in Evoqua's public filings and earnings announcements from 2016 to 2018 and prior to Xylem's purchase of Evoqua. Xylem previously disclosed in our 2023 Annual Report that the investigation was moved to the United States Attorney's Office for the District of Rhode Island (the "USAO"). On May 13, 2024, Evoqua and the USAO entered into a non-prosecution agreement (the "Agreement") to resolve the matter. Under the Agreement, Evoqua paid a criminal monetary penalty of \$8.5 million. The Agreement does not include a compliance monitorship, and Evoqua agreed to certain ongoing monitoring, reporting and compliance obligations for a period of two years.

See Note 20, "Commitments and Contingencies", of the consolidated financial statements included in Item 8 of Part II of this 10-K for information regarding certain legal and regulatory proceedings we are involved in.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following information is provided regarding the executive officers of Xylem as of February 4, 2025:

NAME	AGE	CURRENT TITLE	OTHER BUSINESS EXPERIENCE DURING PAST 5 YEARS
Matthew F. Pine	53	President and Chief Executive Officer (2024)	<ul style="list-style-type: none"> <li>Chief Operating Officer (2023)</li> <li>Senior VP and President, Americas, Applied Water Systems and Measurement and Control Systems (2022)</li> <li>Senior VP and President, Americas and Applied Water Systems (2020)</li> <li>President, Carrier Residential, United Technologies Corporations (2018), a multinational industrial conglomerate</li> </ul>
William K. Grogan	46	Senior VP, Chief Financial Officer (2023)	<ul style="list-style-type: none"> <li>Senior VP and Chief Financial Officer, IDEX Corporation, a diversified manufacturer of highly engineered products (2017)</li> </ul>
Rodney O. Aulick	57	Senior VP and President, Water Solutions and Services (2023)	<ul style="list-style-type: none"> <li>Executive Vice President Water Solutions and Services, Evoqua Water Technologies Corp. (2018)</li> </ul>
Dorothy G. Capers	63	Senior VP, General Counsel (2022)	<ul style="list-style-type: none"> <li>Executive Vice President, Global General Counsel and Corporate Secretary, National Express Group, a leading transport provider (2015)</li> </ul>
Albert Cho	44	Senior VP, Chief Strategy and External Affairs Officer (2022)	<ul style="list-style-type: none"> <li>Senior VP, Chief Strategy and Digital Officer (2020)</li> <li>VP and General Manager, Advanced Infrastructure Analytics (2018)</li> </ul>
Meredith Emmerich	49	Senior VP and President, Applied Water Systems (2024)	<ul style="list-style-type: none"> <li>VP and General Manager, Americas Commercial HVAC, Carrier Global Corporate, a climate and energy solutions provider (2020)</li> </ul>
Michael J. McGann	54	Senior VP and President, Americas and Measurement and Control Solutions (2023)	<ul style="list-style-type: none"> <li>VP, North America Utilities Commercial Team (2022)</li> <li>VP, Sensus Americas, Global Engineering and Assessment Services (2017)</li> </ul>
Geri-Michelle McShane	51	VP, Controller and Chief Accounting Officer (2019)	<ul style="list-style-type: none"> <li>Controller, Accounting and Reporting (2016)</li> </ul>
Claudia S. Toussaint	61	Senior VP, Chief People and Sustainability Officer (2021)	<ul style="list-style-type: none"> <li>Senior VP, General Counsel and Corporate Secretary (2014)</li> </ul>
Hayati Yarkadas	56	Senior VP and President, Europe, Water Infrastructure (2020)	<ul style="list-style-type: none"> <li>Senior VP and President, Performance Materials, Trinseo S.A., a specialty material solutions provider (2015)</li> </ul>

Note: Date in parentheses indicates the year in which the position was assumed.

## BOARD OF DIRECTORS

The following information is provided regarding the Board of Directors of Xylem as of February 4, 2025:

<b>NAME</b>	<b>TITLE</b>
Robert F. Friel	Board Chair, Xylem Inc., Former Chairman, President and CEO, PerkinElmer, Inc.
Matthew F. Pine	President and Chief Executive Officer, Xylem Inc.
Jeanne Beliveau-Dunn	Chief Executive Officer and President of Claridad, LLC
Earl R. Ellis	Executive Vice President and Chief Financial Officer, ABM Industries Incorporated
Lisa Glatch	Former President, LNG and Net-Zero Solutions and Chief Sustainability Officer, Semptra Infrastructure
Victoria D. Harker	Former Executive Vice President and Chief Financial Officer, TEGNA, Inc.
Mark D. Morelli	President and Chief Executive Officer, Vontier Corporation
Jerome A. Peribere	Former President and Chief Executive Officer, Sealed Air Corporation
Lila Tretikov	Partner, Head of Artificial Intelligence Strategy, New Enterprise Associates, Inc.
Uday Yadav	Chief Executive Officer, TK Elevator

## PART II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### *Market Price and Dividends*

Our common stock trades publicly on the New York Stock Exchange under the trading symbol "XYL". As of January 31, 2025, there were 7,365 holders of record of our common stock.

Dividends are declared and paid on the common stock at the discretion of our Board and depend on our profitability, financial condition, capital needs, future prospects and other factors deemed relevant by our Board. Therefore, there can be no assurance as to what level of dividends, if any, will be paid in the future. In the first quarter of 2025, we declared a dividend of \$0.40 per share to be paid on March 19, 2025 to shareholders of record on February 18, 2025.

There were no unregistered offerings of our common stock during 2024.

#### *Fourth Quarter 2024 Share Repurchase Activity*

The following table summarizes our repurchases of our common stock for the quarter ended December 31, 2024:

(in millions, except per share amounts)

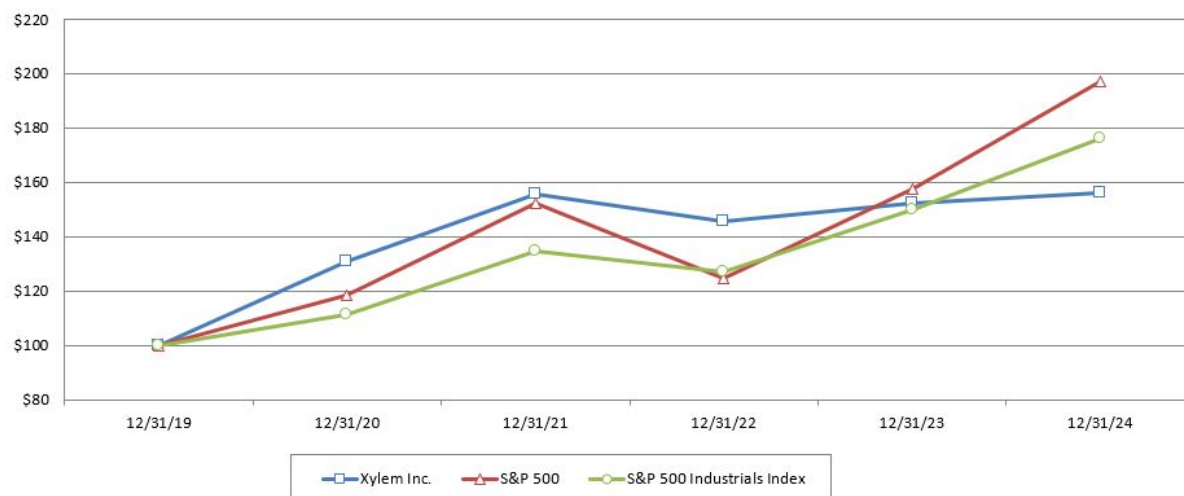
Period	Total Number of Shares Purchased	Average Price Paid per Share (a)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (b)
10/1/24 - 10/31/24	—	—	—	\$182
11/1/24 - 11/30/24	—	—	—	\$182
12/1/24 - 12/31/24	—	—	—	\$182

(a) Average price paid per share is calculated on a settlement basis.

(b) On August 24, 2015, our Board authorized the repurchase of up to \$500 million in shares with no expiration date. The program's objective is to deploy our capital in a manner that benefits our shareholders and maintains our focus on growth. There were no shares repurchased under this program during the three months ended December 31, 2024. There are up to \$182 million in shares that may still be purchased under this plan as of December 31, 2024.

**PERFORMANCE GRAPH**  
**CUMULATIVE TOTAL RETURN**

The following graph compares the relative performance of our common stock, the S&P 500 Index and the S&P 500 Industrials Index. This graph covers the period from December 31, 2019 through December 31, 2024 and assumes that \$100 was invested on December 31, 2019 in our common stock, the S&P 500 and the S&P 500 Industrials with the reinvestment of any dividends.



	XYL	S&P 500	S&P 500 Industrials Index
December 31, 2020	131	118	111
December 31, 2021	156	152	134
December 31, 2022	145	125	127
December 31, 2023	152	157	150
December 31, 2024	156	197	176

The graph is not, and is not intended to be, indicative of future performance of our common stock.

This performance graph shall not be deemed “filed” with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, and should not be deemed incorporated by reference into any of our prior or subsequent filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.



## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto. This discussion summarizes the significant factors affecting our results of operations and the financial condition of our business. Except as otherwise indicated or unless the context otherwise requires, "Xylem," "we," "us," "our" and "the Company" refer to Xylem Inc. and its subsidiaries.*

*This section of this Form 10-K generally discusses 2024 and 2023 items and year-to-year comparisons between 2024 and 2023. Due to the change in reportable segments effective January 1, 2024, we have provided an updated discussion covering 2023 and 2022 and year-to-year comparisons between 2023 and 2022, reflective of the current reportable segments.*

### Overview

Xylem is a leading global water technology company. We design, manufacture and service highly engineered products and solutions ranging across a wide variety of critical applications in utility, industrial, residential and commercial building services settings. Our broad portfolio of solutions addresses customer needs across the water cycle, from the delivery, measurement and use of drinking water to the collection, test, treatment and analysis of wastewater, to the return of water to the environment. Our product and service offerings are organized into four reportable segments that are aligned around the critical market applications they provide: Water Infrastructure, Applied Water, Measurement and Control Solutions and Water Solutions and Services.

- *Water Infrastructure* serves the water infrastructure sector with pump systems that transport water from aquifers, lakes, rivers and seas; with filtration, ultraviolet and ozone systems that provide treatment, making the water fit to use; and pumping solutions that move the wastewater and storm water to treatment facilities where our mixers, biological treatment, monitoring and control systems provide the primary functions in the treatment process. Additionally, our offerings use monitoring and control, smart and connected technologies to allow for remote monitoring of performance and enable products to self-optimize pump operations maximizing energy efficiency and minimizing unplanned downtime and maintenance for our customers. The Water Infrastructure segment also provides a range of highly differentiated and scalable products and technologies with product offerings in the filtration and separation, disinfection, and wastewater solutions, for municipal and industrial applications. In the Water Infrastructure segment, we provide the majority of our sales directly to customers along with strong applications expertise, while the remaining amount is through distribution partners.
- *Applied Water* serves the water usage applications sector with water pressure boosting systems for heating, ventilation and air conditioning, and for fire protection systems to the residential and commercial building solutions markets. In addition, our pumps, heat exchangers and controls provide cooling to power plants and manufacturing facilities, circulation for food and beverage processing, as well as boosting systems for agricultural irrigation. In the Applied Water segment, we provide the majority of our sales through long-standing relationships with many of the leading independent distributors in the markets we serve, with the remainder going directly to customers.
- *Measurement and Control Solutions* primarily serves the utility infrastructure solutions and services sector by delivering communications, smart metering, measurement and control capabilities and critical infrastructure technologies that allow customers to more effectively use their distribution networks for the delivery, monitoring and control of critical resources such as water, electricity and natural gas. We also provide analytical instrumentation used to measure and analyze water quality, flow and level in clean water, wastewater and outdoor water environments. Additionally, we offer software and services which have been further enhanced by our Xylem Vue platform to enable a holistic view of the water cycle for our customers through cloud-based analytics, remote monitoring and data management with the purpose of optimizing their operating efficiency. In the Measurement and Control Solutions segment, we generate our sales through a combination of long-standing relationships with leading distributors and dedicated channel partners, as well as direct sales depending on the regional availability of distribution channels and the type of product.

- *Water Solutions and Services* provides tailored services and solutions, in collaboration with customers, including on-demand water, outsourced water, recycle/reuse, pipeline assessment services, specialty dewatering and emergency response service alternatives to improve operational reliability, performance and environmental compliance. Key offerings within this segment also include equipment systems for industrial needs (influent water, boiler feed water, ultrahigh purity, process water, wastewater treatment, and recycle/reuse), full-scale outsourcing of operations and maintenance, and municipal services, including odor and corrosion control services, as well as leak detection, condition assessment and asset management and pressure monitoring solutions.

### **Evoqua Acquisition**

On May 24, 2023, Xylem completed the acquisition of Evoqua. Commencing from the acquisition date, Xylem's financial statements include the assets, liabilities, operating results and cash flows of Evoqua. Refer to Note 3, "Acquisitions and Divestitures," for additional information.

### **Key Performance Indicators and Non-GAAP Measures**

Management reviews key performance indicators including revenue, gross margins, segment operating income and operating income margins, orders growth, working capital and backlog, among others. In addition, we consider certain non-GAAP (or "adjusted") measures to be useful to management and investors evaluating our operating performance for the periods presented, and to provide a tool for evaluating our ongoing operations, liquidity and management of assets. This information can assist investors in assessing our financial performance and measures our ability to generate capital for deployment among competing strategic alternatives and initiatives, including, but not limited to, dividends, acquisitions, share repurchases and debt repayment. Excluding revenue, Xylem provides guidance only on a non-GAAP basis due to the inherent difficulty in forecasting certain amounts that would be included in GAAP earnings, such as discrete tax items, without unreasonable effort. These adjusted metrics are consistent with how management views our business and are used to make financial, operating and planning decisions. These metrics, however, are not measures of financial performance under GAAP and should not be considered a substitute for revenue, operating income, net income, earnings per share (basic and diluted) or net cash from operating activities as determined in accordance with GAAP. We consider the following non-GAAP measures to be key performance indicators, as well as the related reconciling items to the most directly comparable measure calculated and presented in accordance with GAAP. The non-GAAP measures may not be comparable to similarly titled measures reported by other companies.

- "organic revenue" and "organic orders" defined as revenue and orders, respectively, excluding the impact of fluctuations in foreign currency translation and contributions from acquisitions and divestitures. Divestitures include sales or discontinuance of insignificant portions of our business that did not meet the criteria for classification as a discontinued operation. The period-over-period change resulting from foreign currency translation impacts is determined by translating current period and prior period activity using the same currency conversion rate.
- "constant currency" defined as financial results adjusted for foreign currency translation impacts by translating current period and prior period activity using the same currency conversion rate. This approach is used for countries whose functional currency is not the U.S. dollar.
- "adjusted net income" and "adjusted earnings per share" defined as net income and earnings per share, respectively, adjusted to exclude restructuring and realignment costs, amortization of acquired intangible assets, gain or loss from sale of businesses, gain on remeasurement of previously held equity interest,

special charges and tax-related special items, as applicable. A reconciliation of adjusted net income and adjusted earnings per share is provided below.

(in millions, except per share data)

	2024		2023	
<b>Net income and Earnings per share</b>	<b>\$ 890</b>	<b>\$ 3.65</b>	<b>\$ 609</b>	<b>\$ 2.79</b>
Restructuring and realignment	91	0.37	106	0.49
Acquired intangible amortization	216	0.89	176	0.81
Special charges (a)	57	0.23	138	0.63
Gain on remeasurement of previously held equity interest	(152)	(0.62)	—	—
Tax-related special items	(19)	(0.08)	(115) (c)	(0.53)
Loss from sale of business	46	0.19	1	—
Tax effects of adjustments (b)	(88)	(0.36)	(90)	(0.41)
<b>Adjusted net income and Adjusted earnings per share</b>	<b>\$ 1,041</b>	<b>\$ 4.27</b>	<b>\$ 825</b>	<b>\$ 3.78</b>
<b>Weighted average number of shares - diluted</b>	<b>243.5</b>		<b>218.2</b>	

- (a) The special charges in the years end December 31, 2024 and 2023 primarily relate to \$50 million and \$134 million of acquisition and integration related costs, respectively.
- (b) The tax effects of adjustments are calculated using the statutory tax rate, taking into consideration the nature of the item and the relevant taxing jurisdiction.
- (c) The tax-related special items in 2023 primarily relate to \$70 million of tax benefits from tax exam impacts and \$27 million of tax benefits relating to tax law changes.
- "adjusted operating expenses" defined as operating expenses adjusted to exclude amortization of acquired intangible assets, restructuring and realignment costs and special charges, as applicable.
  - "adjusted operating income" defined as operating income, adjusted to exclude restructuring and realignment costs, amortization of acquired intangible assets, gain or loss from sale of businesses, gain on remeasurement of previously held equity interest, special charges and tax-related special items, as applicable, and "adjusted operating margin" defined as adjusted operating income divided by total revenue.
  - "EBITDA" defined as earnings before interest, taxes, depreciation and amortization expense, "EBITDA margin" defined as EBITDA divided by total revenue, "adjusted EBITDA" reflects the adjustment to EBITDA to exclude share-based compensation charges, restructuring and realignment costs, gain or loss from sale of businesses, gain on remeasurement of previously held equity interest and special charges, and "adjusted EBITDA margin" defined as adjusted EBITDA divided by total revenue.
  - "realignment costs" defined as costs not included in restructuring costs that are incurred as part of actions taken to reposition our business, including items such as professional fees, severance, relocation, travel, facility set-up and other costs.
  - "special charges" defined as costs incurred by the Company, such as acquisition and integration related costs, non-cash impairment charges and both operating and non-operating adjustments for costs related to the U.K. pension plan buy-out.
  - "tax-related special items" defined as tax items, such as tax return versus tax provision adjustments, tax exam impacts, tax law change impacts, excess tax benefits/losses and other discrete tax adjustments.
  - "free cash flow" defined as net cash from operating activities, as reported in the Statement of Cash Flows, less capital expenditures. Our definition of "free cash flow" does not consider certain non-discretionary cash payments, such as debt. The following table provides a reconciliation of free cash flow.

(in millions)	2024	2023
<b>Net cash provided by operating activities</b>	<b>\$ 1,263</b>	<b>\$ 837</b>
Capital expenditures	(321)	(271)
<b>Free cash flow</b>	<b>\$ 942</b>	<b>\$ 566</b>
<b>Net cash used in investing activities</b>	<b>\$ (482)</b>	<b>\$ (628)</b>
<b>Net cash used in financing activities</b>	<b>\$ (615)</b>	<b>\$ (157)</b>

## Executive Summary

Xylem reported revenue of \$8,562 million for 2024, an increase of \$1,198 million, or 16.3%, from \$7,364 million reported in 2023. On a constant currency basis, revenue increased by \$1,210 million, or 16.4%, during the year. The increase at constant currency consists of revenue from acquisitions of \$786 million and an increase in organic revenue of \$424 million reflecting organic growth across all major geographic regions, with organic growth in the Measurement and Control Solutions, Water Infrastructure, and Water Solutions and Services segments, more than offsetting organic declines in the Applied Water segment.

Operating income for 2024 was \$1,009 million, reflecting an increase of \$357 million, or 54.8%, compared to \$652 million in 2023. Operating margin was 11.8% in 2024, up 290 basis points from 8.9% in 2023. The increase in operating income for 2024 included a decrease in special charges of \$81 million, an increase in purchased intangible amortization of \$40 million, and a decrease in restructuring and realignment costs of \$15 million as compared to 2023. Excluding the impact of these items, adjusted operating income was \$1,373 million, with an adjusted operating margin of 16.0% in 2024 as compared to adjusted operating income of \$1,072 million with an adjusted operating margin of 14.6% in 2023, an increase of 140 basis points.

Additional financial highlights for 2024 include the following:

- Net income of \$890 million, or \$3.65 per diluted share, up 30.8% (\$1,041 million or \$4.27 per diluted share on an adjusted basis, up 13.0% from 2023)
- Net cash provided by operating activities of \$1,263 million, up 51% from 2023, and free cash flow of \$942 million, up 66% from 2023
- Orders of \$8,730 million, up 16.4% from \$7,501 million in 2023 (up 4.7% on an organic basis)
- Dividends paid to shareholders increased 9% in 2024.

## Results of Operations

(in millions)	2024	2023	2022	2024 v. 2023	2023 v. 2022
Revenue	\$ 8,562	\$ 7,364	\$ 5,522	16.3 %	33.4 %
Gross profit	3,212	2,717	2,084	18.2 %	30.4 %
<i>Gross margin</i>	37.5 %	36.9 %	37.7 %	60 bp	(80)bp
Total operating expenses	2,203	2,065	1,462	6.7 %	41.2 %
<i>Expense to revenue ratio</i>	25.7 %	28.0 %	26.5 %	(230)bp	150 bp
Operating income	1,009	652	622	54.8 %	4.8 %
<i>Operating margin</i>	11.8 %	8.9 %	11.3 %	290 bp	(240)bp
U.K. pension settlement expense	—	—	140	NM	NM
Interest and other non-operating expense, net	28	16	43	75.0 %	(62.8) %
Gain on remeasurement of previously held equity interest	152	—	—	NM	NM
(Loss)/gain from sale of business	(46)	(1)	1	4,500.0 %	(200.0) %
Income tax expense	197	26	85	657.7 %	(69.4) %
<i>Tax rate</i>	18.1 %	4.1 %	19.2 %	1,400 bp	(1,510)bp
Net income	\$ 890	\$ 609	\$ 355	46.1 %	71.5 %

NM Not Meaningful

## 2024 versus 2023

### Revenue

Revenue generated for 2024 was \$8,562 million, an increase of \$1,198 million, or 16.3%, compared to \$7,364 million in 2023. The increase at constant currency consists of revenue from acquisitions of \$786 million and an increase in organic revenue of \$424 million, reflecting organic growth across all major geographic regions, with organic growth in the Measurement and Control Solutions, Water Infrastructure, and Water Solutions and Services segments, more than offsetting organic declines in the Applied Water segment.

The following table illustrates the impact from organic growth, recent acquisitions and divestitures, and foreign currency translation in relation to revenue during 2024:

(in millions)	<u>Water Infrastructure</u>		<u>Applied Water</u>		<u>Measurement and Control Solutions</u>		<u>Water Solutions and Services</u>		<u>Total Xylem</u>	
	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>
2023 Revenue	\$ 2,215		\$ 1,853		\$ 1,612		\$ 1,684		\$ 7,364	
Organic Growth	123	5.5 %	(58)	(3.2)%	255	15.9 %	104	6.2 %	424	5.8 %
Acquisitions/(Divestitures)	221	10.0 %	—	— %	4	0.2 %	561	33.3 %	786	10.7 %
Constant Currency	344	15.5 %	(58)	(3.2)%	259	16.1 %	665	39.5 %	1,210	16.5 %
Foreign currency translation (a)	(4)	(0.2)%	(2)	(0.1)%	—	— %	(6)	(0.3)%	(12)	(0.2)%
Total change in revenue	340	15.3 %	(60)	(3.3)%	259	16.1 %	659	39.2 %	1,198	16.3 %
<b>2024 Revenue</b>	<b>\$ 2,555</b>		<b>\$ 1,793</b>		<b>\$ 1,871</b>		<b>\$ 2,343</b>		<b>\$ 8,562</b>	

(a) Foreign currency translation impact for the year primarily due to the weakening in value of various currencies against the U.S. Dollar, the largest being the Canadian Dollar, Chinese Yuan, Chilean Peso, Brazilian Real and the Hungarian Forint, offset by the strengthening in the British Pound.

#### *Water Infrastructure*

Water Infrastructure revenue increased \$340 million, or 15.3%, to \$2,555 million in 2024 compared to 2023. Revenue growth was partially made up of the revenue contributed by acquisitions of \$221 million, with the remainder of the increase coming from organic revenue growth of \$123 million, or 5.5%. Revenue was negatively impacted by \$4 million of foreign currency translation. The transport application had \$79 million of organic revenue growth, driven by strength in all of our major geographic regions, led by increased sales volume and price realization in the U.S. and Canada, and backlog execution and infrastructure projects in western Europe. Organic revenue for the transport application also benefited from increased infrastructure projects in the emerging markets. Organic revenue for the treatment applications grew by \$44 million, led by infrastructure projects in the U.S. and emerging markets.

#### *Applied Water*

Applied Water revenue decreased \$60 million, or 3.3%, to \$1,793 million in 2024 compared to 2023. Revenue was negatively impacted by \$2 million of foreign currency translation, with the change at constant currency coming entirely from organic declines of \$58 million. Industrial organic revenue decreased by \$32 million due to timing of projects and softness across all major geographic regions. Organic revenue from building solutions declined \$26 million driven by softness in the U.S.

#### *Measurement and Control Solutions*

Measurement and Control Solutions revenue increased \$259 million, or 16.1%, to \$1,871 million in 2024 compared to 2023. Foreign currency translation was flat during the year, with the change at constant currency coming from organic growth of \$255 million, and \$4 million of acquisition activity. Smart metering and other applications had \$261 million of organic growth, driven by increased sales volume due to backlog execution in the U.S. Organic growth was partially offset by \$6 million of organic decline in analytics, driven by lapping of project deliveries and backlog execution in the U.S. and emerging markets in the prior year.

#### *Water Solutions and Services*

Water Solutions and Services revenue increased \$659 million, or 39.2% to \$2,343 million in 2024 compared to 2023. Revenue growth was partially made up of the revenue contributed by acquisitions of \$561 million, with the remainder of the increase coming from organic revenue growth of \$104 million, or 6.2%. Revenue was negatively impacted by \$6 million of foreign currency translation. Organic revenue growth was primarily from strength in the dewatering applications in the emerging markets and the U.S. due to increased sales volume, strong rental demand and increased capital project revenue in Canada.

## Orders/Backlog

An order represents a legally enforceable, written document that includes the scope of work or services to be performed or equipment to be supplied to a customer, the corresponding price and the expected delivery date for the applicable products or services to be provided. An order often takes the form of a customer purchase order or a signed quote from a Xylem business.

The following table illustrates the impact from organic growth, recent acquisitions and divestitures, and foreign currency translation in relation to orders during 2024:

(in millions)	Water Infrastructure		Applied Water		Measurement and Control Solutions		Water Solutions and Services		Total Xylem	
	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change
2023 Orders	\$ 2,313		\$ 1,770		\$ 1,670		\$ 1,748		\$ 7,501	
Organic Impact	173	7.5 %	57	3.2 %	(3)	(0.2)%	122	7.0 %	349	4.7 %
Acquisitions/(Divestitures)	243	10.5 %	—	— %	5	0.3 %	643	36.8 %	891	11.9 %
Constant Currency	416	18.0 %	57	3.2 %	2	0.1 %	765	43.8 %	1,240	16.6 %
Foreign currency translation (a)	(2)	(0.1)%	(3)	(0.2)%	—	— %	(6)	(0.3)%	(11)	(0.1)%
Total change in orders	414	17.9 %	54	3.1 %	2	0.1 %	759	43.4 %	1,229	16.4 %
<b>2024 Orders</b>	<b>\$ 2,727</b>		<b>\$ 1,824</b>		<b>\$ 1,672</b>		<b>\$ 2,507</b>		<b>\$ 8,730</b>	

(a) Foreign currency translation impact for the year primarily due to the weakening in value of various currencies against the U.S. Dollar, the largest being the Canadian Dollar, Chinese Yuan, Chilean Peso, Brazilian Real and the Hungarian Forint, offset by the strengthening in the British Pound.

## Backlog

Backlog includes orders on hand as well as contractual customer agreements at the end of the period. Delivery schedules vary from customer to customer based on their requirements. Annual or multi-year contracts are subject to rescheduling and cancellation by customers due to the long-term nature of the contracts. As such, beginning total backlog, plus orders, minus revenues, will not equal ending total backlog due to contract adjustments, foreign currency fluctuations, and other factors. Typically, large projects require longer lead production cycles and deployment schedules and delays occur from time to time. Total backlog was \$5,070 million at December 31, 2024 and \$5,088 million at December 31, 2023, a decrease of 0.4%. We anticipate that more than 50% of our total backlog at December 31, 2024 will be recognized as revenue during 2025.

## Gross Margin

Gross margin as a percentage of consolidated revenue increased 60 basis points to 37.5% in 2024 as compared to 36.9% in 2023. The gross margin increase included 40 basis points of favorable impacts from decreases in realignment costs and special charges as compared to the prior year and 10 basis points of unfavorable impacts from increased intangible amortization expense. The gross margin increase for the year included favorable operational impacts of 280 basis points, driven by 180 basis points of productivity savings and 90 basis points of price realization. These impacts were partially offset by 250 basis points of negative operating impacts, driven by 150 basis points of inflation, 50 basis points of unfavorable impacts from the Evoqua acquisition, and 30 basis points of increased spending on strategic investments.

## Operating Expenses

(in millions)	2024	2023	Change
Selling, general and administrative expenses	\$ 1,911	\$ 1,757	8.8 %
SG&A as a % of revenue	22.3 %	23.9 %	(160)bp
Research and development expenses	230	232	(0.9) %
R&D as a % of revenue	2.7 %	3.2 %	(50)bp
Restructuring and asset impairment charges	62	76	(18.4) %
Operating expenses	\$ 2,203	\$ 2,065	6.7 %
Expense to revenue ratio	25.7 %	28.0 %	(230)bp

### Selling, General and Administrative ("SG&A") Expenses

SG&A expenses increased by \$154 million (increase of 8.8%) to 22.3% of revenue in 2024, as compared to 23.9% of revenue in 2023. Cost increases were driven by \$146 million of additional operational SG&A from the acquisition of Evoqua, \$49 million of inflation, \$36 million of increased spending on strategic investments, \$24 million of increased acquired intangible asset amortization and \$11 million of increased volume, partially offset by \$61 million of savings from productivity initiatives and \$56 million of decreased special charges, primarily costs associated with the Evoqua acquisition in the prior year.

### Research and Development ("R&D") Expenses

R&D expense was \$230 million, or 2.7% of revenue, in 2024 which was fairly consistent with the 2023 expense of \$232 million, or 3.2% of revenue.

### Restructuring and Asset Impairment Charges

#### Restructuring

From time to time, the Company will incur costs related to restructuring actions in order to optimize our cost base and more strategically position itself. Restructuring charges were \$55 million in 2024 as compared to \$72 million in 2023.

For the year ended December 31, 2024, the charges incurred primarily related to actions taken to further streamline our organization in order to strengthen our competitive positioning and the ability to better serve our customers. The charges incurred were across all of our segments, with the majority of the charges impacting the Water Solutions and Services and Water Infrastructure segments.

For the year ended December 31, 2023, we incurred these charges primarily as a result of our acquisition of Evoqua. Approximately \$27 million of the charges related to share-based compensation expense due to acceleration clauses in Evoqua's equity compensation agreements. Approximately \$15 million of the charges represented the reduction of headcount related to the integration of Evoqua. Additionally, during 2023 we incurred \$30 million of charges related to our efforts to reposition our businesses to optimize our cost structure, improve our operational efficiency and effectiveness, strengthen our competitive positioning and better serve our customers. The charges were incurred across all of our segments.

Refer to Note 5, "Restructuring and Asset Impairment Charges" for more information.

The following is a roll-forward of employee position eliminations associated with restructuring activities for the years ended December 31, 2024 and 2023:

	2024	2023
Planned reductions - January 1	113	102
Additional planned reductions	749	454
Actual reductions and reversals	(480)	(443)
Planned reductions - December 31	382	113

As a result of the actions initiated in 2024, we achieved savings of approximately \$8 million in 2024 and estimate annual future net savings beginning in 2025 of approximately \$55 million, resulting in \$47 million of incremental savings from 2024 actions.

#### *Asset Impairment*

Refer to Note 12, "Goodwill and Other Intangible Assets," for more information on intangible asset impairment charges incurred during the years ended December 31, 2024 and 2023.

#### **Operating Income, Net Income, and Adjusted EBITDA**

Operating income was \$1,009 million (operating margin of 11.8%) during 2024, an increase of \$357 million, or 54.8%, when compared to operating income of \$652 million (operating margin of 8.9%) during the prior year. Operating margin included favorable impacts of 150 basis points from a net decrease in special charges, restructuring and realignment costs, and acquired intangible asset amortization as compared to the prior year. Additionally, operating margin included 490 basis points of expansion from favorable operating impacts, driven by a 270 basis point increase from productivity savings, 130 basis points from price realization, and 80 basis points from favorable volume. Margin expansion was offset by 350 basis points of unfavorable impacts driven by 210 basis points of inflation and 80 basis points of increased spending on strategic investments. Excluding special charges, acquired intangible asset amortization, and restructuring and realignment costs, adjusted operating income was \$1,373 million (adjusted operating margin of 16.0%) for 2024 as compared to adjusted operating income of \$1,072 million (adjusted operating margin of 14.6%) during the prior year.

Net income was \$890 million (net income margin of 10.4%) during 2024, an increase of \$281 million as compared to net income in the prior year of \$609 million (net income margin of 8.3%). The increase in net income was driven by increased operating income of \$357 million and a non-recurring gain on the remeasurement of our previously held equity interest in Idrica of \$152 million. Net income growth was partially offset by increased income tax expense of \$171 million, increased loss on sale of businesses of \$45 million, and increased interest and non-operating expense of \$12 million. Adjusted EBITDA was \$1,763 million (adjusted EBITDA margin of 20.6%) during 2024, an increase of \$371 million, or 26.7%, when compared to adjusted EBITDA of \$1,392 million (adjusted EBITDA margin of 18.9%) during the prior year. The increase in adjusted EBITDA margin was primarily due to the same factors impacting adjusted operating margin noted above; however, adjusted EBITDA was not negatively impacted by the relative impact of increased depreciation and software amortization expense.

The table below provides a reconciliation of total and each segment's operating income to adjusted operating income, and a calculation of the corresponding adjusted operating margin:

(In millions)	2024	2023	Change
<b>Water Infrastructure</b>			
Operating income	\$ 356	\$ 275	29.5 %
Operating margin	13.9 %	12.4 %	150 bp
Restructuring and realignment costs	30	18	66.7 %
Purchase accounting intangible amortization	59	47	25.5 %
Special charges	10	28	(64.3) %
Adjusted operating income	\$ 455	\$ 368	23.6 %
Adjusted operating margin	17.8 %	16.6 %	120 bp
<b>Applied Water</b>			
Operating income	\$ 271	\$ 310	(12.6) %
Operating margin	15.1 %	16.7 %	(160) bp
Restructuring and realignment costs	15	14	7.1 %
Purchase accounting intangible amortization	—	—	NM %
Special charges	—	—	NM %
Adjusted operating income	\$ 286	\$ 324	(11.7) %
Adjusted operating margin	16.0 %	17.5 %	(150) bp
<b>Measurement and Control Solutions</b>			
Operating income	\$ 247	\$ 133	85.7 %
Operating margin	13.2 %	8.3 %	490 bp
Restructuring and realignment costs	10	19	(47.4) %
Purchase accounting intangible amortization	58	57	1.8 %
Special charges	12	4	200.0 %
Adjusted operating income	\$ 327	\$ 213	53.5 %
Adjusted operating margin	17.5 %	13.2 %	430 bp
<b>Water Solutions and Services</b>			
Operating income	\$ 219	\$ 132	65.9 %
Operating margin	9.3 %	7.8 %	150 bp
Restructuring and realignment costs	35	20	75.0 %
Purchase accounting intangible amortization	99	72	37.5 %
Special charges	15	22	(31.8) %
Adjusted operating income	\$ 368	\$ 246	49.6 %
Adjusted operating margin	15.7 %	14.6 %	110 bp
<b>Corporate and other</b>			
Operating loss	\$ (84)	\$ (198)	(57.6) %
Restructuring and realignment costs	1	35	(97.1) %
Special charges	20	84	(76.2) %
Adjusted operating loss	\$ (63)	\$ (79)	(20.3) %
<b>Total Xylem</b>			
Operating income	\$ 1,009	\$ 652	54.8 %
Operating margin	11.8 %	8.9 %	290 bp
Restructuring and realignment costs	91	106	(14.2) %
Purchase accounting intangible amortization	216	176	22.7 %
Special charges	57	138	(58.7) %
Adjusted operating income	\$ 1,373	\$ 1,072	28.1 %
Adjusted operating margin	16.0 %	14.6 %	140 bp

NM Not Meaningful

The table below provides a reconciliation of net income to consolidated EBITDA and adjusted EBITDA:

	Year Ended December 31,		
	2024	2023	Change
<b>Net Income</b>	<b>\$ 890</b>	<b>\$ 609</b>	<b>46 %</b>
<b>Net Income margin</b>	<b>10.4 %</b>	<b>8.3 %</b>	<b>210 bp</b>
Depreciation	258	193	34 %
Amortization	304	243	25 %
Interest expense, net	16	21	(24) %
Income tax expense	197	26	658 %
<b>EBITDA</b>	<b>\$ 1,665</b>	<b>\$ 1,092</b>	<b>52 %</b>
Share-based compensation	56	60	(7) %
Restructuring and realignment	91	103	(12) %
Special charges	57	136	(58) %
Gain on remeasurement of previously held equity interest	(152)	—	NM
Loss from sale of business	46	1	4500 %
<b>Adjusted EBITDA</b>	<b>\$ 1,763</b>	<b>\$ 1,392</b>	<b>27 %</b>
<b>Adjusted EBITDA margin</b>	<b>20.6 %</b>	<b>18.9 %</b>	<b>170 bp</b>

The tables below provide a reconciliation of each segment's operating income (loss) to EBITDA and adjusted EBITDA:

	Year Ended December 31, 2024			
	Water Infrastructure	Applied Water Systems	Measurement and Control Solutions	Water Solutions and Services
<b>Operating Income</b>	<b>\$ 356</b>	<b>\$ 271</b>	<b>\$ 247</b>	<b>\$ 219</b>
Operating margin	13.9 %	15.1 %	13.2 %	9.3 %
Gain on remeasurement of previously held equity interest	—	—	152	—
Loss from sale of business	(40)	—	—	(6)
Depreciation	46	25	26	159
Amortization	76	3	106	108
Other non-operating expense, excluding interest	(1)	(3)	(10)	1
<b>EBITDA</b>	<b>\$ 437</b>	<b>\$ 296</b>	<b>\$ 521</b>	<b>\$ 481</b>
Share-based compensation	12	6	4	11
Restructuring and realignment	30	15	10	35
Special charges	10	—	12	15
Loss from sale of business	40	—	—	6
<b>Adjusted EBITDA</b>	<b>\$ 529</b>	<b>\$ 317</b>	<b>\$ 395</b>	<b>\$ 548</b>
<b>Adjusted EBITDA margin</b>	<b>20.7 %</b>	<b>17.7 %</b>	<b>21.1 %</b>	<b>23.4 %</b>

Year Ended December 31, 2023

(in millions)	Water Infrastructure	Applied Water Systems	Measurement and Control Solutions	Water Solutions Services
<b>Operating Income</b>	<b>\$ 275</b>	<b>\$ 310</b>	<b>\$ 133</b>	<b>\$ 132</b>
Operating margin	12.4 %	16.7 %	8.3 %	7.8 %
Loss from sale of business	—	—	(1)	—
Depreciation	34	25	27	105
Amortization	55	3	97	79
Other non-operating expense, excluding interest	3	(2)	(4)	1
<b>EBITDA</b>	<b>\$ 367</b>	<b>\$ 336</b>	<b>\$ 252</b>	<b>\$ 317</b>
Share-based compensation	13	3	7	10
Restructuring and realignment	18	13	17	20
Special charges	28	—	4	22
Loss from sale of business	—	—	1	—
<b>Adjusted EBITDA</b>	<b>\$ 426</b>	<b>\$ 352</b>	<b>\$ 281</b>	<b>\$ 369</b>
<b>Adjusted EBITDA margin</b>	<b>19.2 %</b>	<b>19.0 %</b>	<b>17.4 %</b>	<b>21.9 %</b>

(in millions)	Water Infrastructure	Applied Water Systems	Measurement and Control Solutions	Water Solutions and Services
<b>Operating Income (Loss)</b>	<b>\$ 81</b>	<b>\$ (39)</b>	<b>\$ 114</b>	<b>\$ 87</b>
Operating margin	150 bps	(160) bps	490 bps	150 bps
Gain on remeasurement of previously held equity interest	—	—	152	—
Loss from sale of business	(40)	—	1	(6)
Depreciation	12	—	(1)	54
Amortization	21	—	9	29
Other non-operating expense, excluding interest	(4)	(1)	(6)	—
<b>EBITDA</b>	<b>\$ 70</b>	<b>\$ (40)</b>	<b>\$ 269</b>	<b>\$ 164</b>
Share-based compensation	(1)	3	(3)	1
Restructuring and realignment	12	2	(7)	15
Special charges	(18)	—	8	(7)
Loss from sale of business	40	—	(1)	6
<b>Adjusted EBITDA</b>	<b>\$ 103</b>	<b>\$ (35)</b>	<b>\$ 114</b>	<b>\$ 179</b>
<b>Adjusted EBITDA margin</b>	<b>150 bps</b>	<b>(130) bps</b>	<b>370 bps</b>	<b>150 bps</b>

### *Water Infrastructure*

Operating income was \$356 million for our Water Infrastructure segment (operating margin of 13.9%) during 2024, an increase of \$81 million, or 29.5%, when compared to operating income of \$275 million (operating margin of 12.4%) during the prior year, or a total increase of 150 basis points of operating margin. Operating margin growth included favorable impacts of 30 basis points from a minor overall net increase in acquired intangible asset amortization, restructuring and realignment costs, and special charges relative to the increase in revenue as compared to the prior year. Additionally, operating margin increases included 520 basis points from favorable operating impacts, driven by 270 basis points from productivity savings, 90 basis points of price realization, 60 basis points of favorable mix, and 40 basis points of favorable volume. Operating margin growth was partially offset by negative operating impacts of 400 basis points including 190 basis points of inflation, 60 basis points of increased spending on strategic investments and 40 basis points of negative operating impact from the impact of the Evoqua acquisition. Excluding acquired intangible asset amortization, special charges and restructuring and realignment costs, adjusted operating income was \$455 million (adjusted operating margin of 17.8%) during 2024 as compared to adjusted operating income of \$368 million (adjusted operating margin of 16.6%) during the prior year.

Adjusted EBITDA was \$529 million (adjusted EBITDA margin of 20.7%) during 2024, an increase of \$103 million, or 24.2%, when compared to adjusted EBITDA of \$426 million (adjusted EBITDA margin of 19.2%) during the prior year. The increase in adjusted EBITDA margin was primarily due to the same factors impacting the increase in adjusted operating margin; however, adjusted EBITDA was not negatively impacted by the relative impact of increased depreciation and software amortization expense.

### *Applied Water*

Operating income was \$271 million for our Applied Water segment (operating margin of 15.1%) during 2024, a decrease of \$39 million, or 12.6%, when compared to operating income of \$310 million (operating margin of 16.7%) during the prior year, or a total decrease of 160 basis points of operating margin. The decrease in operating margin included unfavorable impacts of 10 basis points from a slight increase in restructuring and realignment costs as compared to the prior year. Operating margin also included negative operating impacts of 470 basis points, driven by 220 basis points of inflation, 110 basis points of unfavorable volume, and 80 basis points of unfavorable mix. Declines were partially offset by 320 basis points of favorable operating impacts, consisting of 270 basis points from productivity savings and 50 basis points of price realization. Excluding restructuring and realignment costs, adjusted operating income was \$286 million (adjusted operating margin of 16.0%) during 2024 as compared to adjusted operating income of \$324 million (adjusted operating margin of 17.5%) during the prior year.

Adjusted EBITDA was \$317 million (adjusted EBITDA margin of 17.7%) during 2024, a decrease of \$35 million, or (9.9)%, when compared to adjusted EBITDA of \$352 million (adjusted EBITDA margin of 19.0%) during the prior year. The decrease in adjusted EBITDA margin was primarily due to the same factors impacting the decrease in adjusted operating margin.

### *Measurement and Control Solutions*

Operating income was \$247 million for our Measurement and Control Solutions segment (operating margin of 13.2%) during 2024, an increase of \$114 million, or 85.7%, when compared to operating income of \$133 million (operating margin of 8.3%) during the prior year, or a total increase of 490 basis points of operating margin. Operating margin increases included favorable impacts of 60 basis points from the net impact of restructuring and realignment costs, acquired intangible asset amortization, and special charges being flat as compared to the prior year relative to an increase in revenue. Additionally, the operating margin increase included 870 basis points from favorable operating impacts driven by 340 basis points from productivity savings, 260 basis points of price realization, and 240 basis points from favorable volume. Favorable impacts were partially offset by 440 basis points of unfavorable impacts driven by 270 basis points of inflation, 80 basis points of increased spending on strategic investments, and 60 basis points of increased inventory management costs. Excluding restructuring and realignment costs, acquired intangible asset amortization, and special charges, adjusted operating income was \$327 million (adjusted operating margin of 17.5%) during 2024 as compared to adjusted operating income of \$213 million (adjusted operating margin of 13.2%) during the prior year.

Adjusted EBITDA was \$395 million (adjusted EBITDA margin of 21.1%) during 2024, an increase of \$114 million, or 40.6%, when compared to adjusted EBITDA of \$281 million (adjusted EBITDA margin of 17.4%) during the prior year. The increase in adjusted EBITDA margin was due to the same factors as those impacting the increase in adjusted operating margin; however, adjusted EBITDA margin was negatively impacted by increased non-operating expense and did not benefit from the relative impact of decreased share-based compensation expense.

### *Water Solutions and Services*

Operating income was \$219 million for our Water Solutions and Services segment (operating margin of 9.3%) during 2024 an increase of \$87 million, or 65.9%, when compared to operating income of \$132 million (operating margin of 7.8%) during the prior year, or a total increase of 150 basis points of operating margin. Operating margin increases included favorable impacts of 40 basis points from increases in revenue outpacing a net increase in acquired intangible asset amortization, restructuring and realignment costs, and special charges as compared to the prior year. Additionally, the operating margin increase included 490 basis points from favorable operating impacts consisting of 160 basis points from productivity savings, 150 basis points from favorable volume, 130 basis points of price realization, and 50 basis points of positive operating impact from the impact of the Evoqua acquisition. Favorable impacts were partially offset by 380 basis points of unfavorable impacts driven by 150 basis points of inflation, and 150 basis points of increased spending on strategic investments. Excluding acquired intangible asset amortization, restructuring and realignment costs, and special charges, adjusted operating income was \$368 million (adjusted operating margin of 15.7%) during 2024 as compared to adjusted operating income of \$246 million (adjusted operating margin of 14.6%) during the prior year.

Adjusted EBITDA was \$548 million (adjusted EBITDA margin of 23.4%) during 2024, an increase of \$179 million, or 49%, when compared to adjusted EBITDA of \$369 million (adjusted EBITDA margin of 21.9%) during the prior year. The increase in adjusted EBITDA margin was due to the same factors as those impacting the increase in adjusted operating margin; however, adjusted EBITDA was not unfavorably impacted by the increase in depreciation and software amortization expense.

### *Corporate and other*

Operating loss was \$84 million for corporate and other during 2024, a decrease of \$114 million, or 57.6% when comparing to operating loss of \$198 million during the prior year. The decrease in operating loss for the year was primarily due to lower special charges and restructuring and realignment costs as compared to the prior year. Excluding special charges and restructuring and realignment costs, adjusted operating loss decreased \$16 million during 2024 or 20.3%, compared to the prior year. The decrease in adjusted operating loss is primarily driven by lower employee costs and productivity savings.

### **Interest Expense**

Interest expense was \$44 million and \$49 million for 2024 and 2023, respectively. The decrease in interest expense was primarily driven by increased interest income generated on cross currency swaps offsetting interest expense, and decreased interest from commercial paper. See Note 15, "Credit Facilities and Debt", of our consolidated financial statements for a description of our credit facilities and long-term debt and related interest.

### **Income Tax Expense**

The income tax provision for 2024 was \$197 million at an effective tax rate of 18.1% as compared to \$26 million at an effective tax rate of 4.1% in 2023. The 2024 effective tax rate differs from that of 2023 primarily due to the impact of audit settlements and tax rate changes in the prior period. See Note 7, "Income Taxes", of our consolidated financial statements for additional details on our tax attributes and related tax expense.

### **2023 versus 2022**

#### **Revenue**

Revenue generated for 2023 was \$7,364 million, an increase of \$1,842 million, or 33.4%, compared to \$5,522 million in 2022. On a constant currency basis, revenue grew 33.8% during 2023. The increase at constant currency consists of revenue from acquisitions of \$1,177 million and an increase in organic revenue of \$690 million, reflecting strong organic growth in all segments as well as across all major geographic regions.

The following table illustrates the impact from organic growth, recent acquisitions and divestitures, and foreign currency translation in relation to revenue during 2023 as recast by segment structure change effective on January 1, 2024:

(in millions)	<b>Water Infrastructure</b>		<b>Applied Water</b>		<b>Measurement and Control Solutions</b>		<b>Water Solutions and Services</b>		<b>Total Xylem</b>	
	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>	<u>\$ Change</u>	<u>% Change</u>
2022 Revenue	\$ 1,686		\$ 1,767		\$ 1,275		\$ 794		\$ 5,522	
Organic Growth	175	10.4 %	96	5.4 %	337	26.4 %	82	10.3 %	690	12.5 %
Acquisitions/(Divestitures)	362	21.5 %	—	— %	—	— %	815	102.6 %	1,177	21.3 %
Constant Currency	537	31.9 %	96	5.4 %	337	26.4 %	897	112.9 %	1,867	33.8 %
Foreign currency translation (a)	(8)	(0.5)%	(10)	(0.5)%	—	— %	(7)	(0.8)%	(25)	(0.4)%
Total change in revenue	529	31.4 %	86	4.9 %	337	26.4 %	890	112.1 %	1,842	33.4 %
<b>2023 Revenue</b>	<b>\$ 2,215</b>		<b>\$ 1,853</b>		<b>\$ 1,612</b>		<b>\$ 1,684</b>		<b>\$ 7,364</b>	

(a) Foreign currency translation impact for the year primarily due to the weakening in value of various currencies against the U.S. Dollar, the largest being the Chinese Yuan, the Canadian Dollar and the Norwegian Krone

#### *Water Infrastructure*

Water Infrastructure revenue increased \$529 million, or 31.4%, to \$2,215 million in 2023 (31.9% increase on a constant currency basis) compared to 2022. Revenue growth was partially made up of the revenue contributed by acquisitions from Applied Product Technologies of \$362 million, with the remainder of the increase coming from organic revenue growth of \$175 million, or 10.4%. Revenue was negatively impacted by \$8 million of foreign currency translation. Organic revenue growth was driven by our transport applications. Transport experienced \$160 million of revenue growth. All three of our major geographic regions contributed to the organic revenue growth in transport. Western Europe also experienced increases driven by strong price realization and delivery on capital projects. Organic revenue growth for the treatment application was \$15 million for the year due to increased sales volume in the U.S. driven by strong backlog execution.

#### *Applied Water*

Applied Water revenue increased \$86 million, or 4.9%, in 2023 (5.4% increase on a constant currency basis) compared to 2022. Revenue was negatively impacted by \$10 million of foreign currency translation, with the change at constant currency coming entirely from organic growth during the year of \$96 million. Organic growth was led by strength in building solutions, with commercial revenue growth of \$97 million, driven by the U.S. with increased sales volume from backlog execution in the first half of the year and strong price realization, partially offset by the residential declines in revenue of \$33 million primarily in the emerging markets, driven by softness in the Middle East, and volume declines in the U.S. The industrial water application had organic growth of \$32 million, led by the emerging markets due to increased sales volume, and western Europe where we benefited from strong price realization.

#### *Measurement and Control Solutions*

Measurement and Control Solutions revenue increased \$337 million, or 26.4%, in 2023, consisting entirely of organic growth. Organic revenue growth during the year was led by growth in the smart metering and other applications of \$312 million led by the U.S., where we saw increased sales volume enabled by recovery on prior year component constraints, and western Europe due to strong backlog execution. We also had organic revenue growth in the analytics application of \$25 million, driven by strong backlog execution in the U.S.

#### *Water Solutions and Services*

Water Solutions and Services revenue increased \$890 million, or 112.1%, in 2023 compared to 2022. The increase in revenue consisted primarily of \$815 million contributed from the Evoqua acquisition and \$82 million of organic growth. Revenue was negatively impacted by \$7 million of foreign currency translation. Organic revenue growth was led by the U.S. due to higher volume in the dewatering business.

## Orders/Backlog

An order represents a legally enforceable, written document that includes the scope of work or services to be performed or equipment to be supplied to a customer, the corresponding price and the expected delivery date for the applicable products or services to be provided. An order often takes the form of a customer purchase order or a signed quote from a Xylem business.

The following table illustrates the impact from organic growth, recent acquisitions and divestitures, and foreign currency translation in relation to orders during 2023:

(in millions)	Water Infrastructure		Applied Water		Measurement and Control Solutions		Water Solutions and Services		Total Xylem	
	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change
2022 Orders	\$ 1,916		\$ 1,794		\$ 1,736		\$ 811		\$ 6,257	
Organic Impact	62	3.2 %	(6)	(0.3)%	(67)	(3.9)%	76	9.4 %	65	1.0 %
Acquisitions/(Divestitures)	352	18.4 %	—	— %	—	— %	868	107.0 %	1,220	19.5 %
Constant Currency	414	21.6 %	(6)	(0.3)%	(67)	(3.9)%	944	116.4 %	1,285	20.5 %
Foreign currency translation (a)	(17)	(0.9)%	(18)	(1.0)%	1	0.1 %	(7)	(0.9)%	(41)	(0.7)%
Total change in orders	397	20.7 %	(24)	(1.3)%	(66)	(3.8)%	937	115.5 %	1,244	19.9 %
<b>2023 Orders</b>	<b>\$ 2,313</b>		<b>\$ 1,770</b>		<b>\$ 1,670</b>		<b>\$ 1,748</b>		<b>\$ 7,501</b>	

(a) Foreign currency translation impact for the year primarily due to the weakening in value of various currencies against the U.S. Dollar, the largest being the Chinese Yuan, the Canadian Dollar and the Norwegian Krone.

## Backlog

Backlog includes orders on hand as well as contractual customer agreements at the end of the period. Delivery schedules vary from customer to customer based on their requirements. Annual or multi-year contracts are subject to rescheduling and cancellation by customers due to the long-term nature of the contracts. As such, beginning total backlog, plus orders, minus revenues, will not equal ending total backlog due to contract adjustments, foreign currency fluctuations, and other factors. Typically, large projects require longer lead production cycles and deployment schedules and delays occur from time to time. Total backlog was \$5,088 million at December 31, 2023 and \$3,605 million at December 31, 2022, an increase of 41.1%, with backlog from the acquisition of Evoqua contributing \$1,268 million, or 35.2%, of the increase.

## Gross Margin

Gross margin as a percentage of consolidated revenue decreased 80 basis points to 36.9% in 2023 as compared to 37.7% in 2022. The gross margin decline for the year included 60 basis points from increases in acquired intangible asset amortization and special charges as compared to 2022. Additionally, the gross margin decline for the year included 530 basis points of negative operating impacts, driven by 230 basis points of inflation, 140 basis points of unfavorable impacts from the Evoqua acquisition, 80 basis points of unfavorable mix, and 30 basis points of increased spending on strategic investments. These impacts were partially offset by favorable impacts of 510 basis points, driven by 270 basis points of price realization and 210 basis points of productivity savings.

## Operating Expenses

(in millions)	2023	2022	Change
Selling, general and administrative expenses	\$ 1,757	\$ 1,227	43.2 %
SG&A as a % of revenue	23.9 %	22.2 %	170 bp
Research and development expenses	232	206	12.6 %
R&D as a % of revenue	3.2 %	3.7 %	(50)bp
Restructuring and asset impairment charges	76	29	162.1 %
Operating expenses	\$ 2,065	\$ 1,462	41.2 %
Expense to revenue ratio	28.0 %	26.5 %	150 bp

### Selling, General and Administrative ("SG&A") Expenses

SG&A expenses increased by \$530 million (increase of 43.2%) to 23.9% of revenue in 2023, as compared to 22.2% of revenue in 2022. Cost increases were driven by \$188 million of additional operational SG&A from the acquisition of Evoqua, increased special charges (mostly Evoqua acquisition related costs) and realignment costs of \$115 million, increased acquired intangible asset amortization of \$58 million, \$54 million of inflation, and \$51 million in increased spending on strategic investments.

### Research and Development ("R&D") Expenses

R&D expense was \$232 million, or 3.2% of revenue, in 2023 which was fairly consistent with the 2022 expense of \$206 million, or 3.7% of revenue.

### Restructuring and Asset Impairment Charges

#### Restructuring

From time to time, the Company will incur costs related to restructuring actions in order to optimize our cost base and more strategically position itself. Restructuring charges were \$72 million in 2023 as compared to \$15 million in 2022.

During 2023, we incurred these charges primarily as a result of our acquisition of Evoqua. Approximately \$27 million of the charges related to share-based compensation expense due to acceleration clauses in Evoqua's equity compensation agreements. Approximately \$15 million of the charges represented the reduction of headcount related to the integration of Evoqua. Additionally, during 2023 we incurred \$30 million of charges related to our efforts to reposition our businesses to optimize our cost structure, improve our operational efficiency and effectiveness, strengthen our competitive positioning and better serve our customers. The charges were incurred across all of our segments.

During 2022, we incurred restructuring charges primarily as a continuation of our efforts to reposition our European and North American businesses to optimize our cost structure and improve our operational efficiency and effectiveness. The charges included the reduction of headcount across all of our segments.

The following is a roll-forward of employee position eliminations associated with restructuring activities for the years ended December 31, 2023 and 2022:

	2023	2022
Planned reductions - January 1	102	60
Additional planned reductions	454	203
Actual reductions and reversals	(443)	(161)
Planned reductions - December 31	113	102

#### Asset Impairment

Refer to Note 12, "Goodwill and Other Intangible Assets," for more information on intangible asset impairment charges incurred during the years ended December 31, 2023 and 2022.

### Operating Income, Net Income, and Adjusted EBITDA

Operating income was \$652 million (operating margin of 8.9%) during 2023, an increase of \$30 million, or 4.8%, when compared to operating income of \$622 million (operating margin of 11.3%) during 2022. Operating margin included unfavorable impacts of 350 basis points from increases in special charges, acquired intangible asset

amortization, and restructuring and realignment costs as compared to 2022. Additionally, operating margin included 780 basis points of expansion from favorable operating impacts, consisting of a 370 basis point increase from price realization, 280 basis points from productivity savings and 130 basis points from favorable volume. Margin expansion was offset by 670 basis points of unfavorable impacts driven by 310 basis points of inflation, 110 basis points of increased spending on strategic investments, 80 basis points of unfavorable mix, and 50 basis points of increased employee related costs. Excluding special charges, acquired intangible asset amortization, and restructuring and realignment costs, adjusted operating income was \$1,072 million (adjusted operating margin of 14.6%) for 2023 as compared to adjusted operating income of \$744 million (adjusted operating margin of 13.5%) during 2022.

Net income was \$609 million (net income margin of 8.3%) during 2023, an increase of \$254 million as compared to net income in 2022 of \$355 million (net income margin of 6.4%). The increase in net income was almost entirely due to increased operating income of \$30 million, \$140 million of charges related to the U.K. pension plan buy-out in the prior year that did not recur, decreased income tax expense of \$59 million, and an increase in other non-operating income of \$24 million. Adjusted EBITDA was \$1,392 million (adjusted EBITDA margin of 18.9%) during 2023, an increase of \$452 million, or 48.1%, when compared to adjusted EBITDA of \$940 million (adjusted EBITDA margin of 17.0%) during 2022. The increase in adjusted EBITDA margin was primarily due to the same factors impacting adjusted operating margin noted above; however, adjusted EBITDA was not negatively impacted by the relative impact of depreciation and software amortization expense.

The table below provides a reconciliation of total and each segment's operating income to adjusted operating income, and a calculation of the corresponding adjusted operating margin:

(In millions)	2023	2022	Change
<b>Water Infrastructure</b>			
Operating income	\$ 275	\$ 279	(1.4) %
Operating margin	12.4 %	16.5 %	(410) bp
Restructuring and realignment costs	18	9	100.0 %
Purchase accounting intangible amortization	47	4	1,075.0 %
Special charges	28	—	NM %
Adjusted operating income	\$ 368	\$ 292	26.0 %
Adjusted operating margin	16.6 %	17.3 %	(70) bp
<b>Applied Water</b>			
Operating income	\$ 310	\$ 258	20.2 %
Operating margin	16.7 %	14.6 %	210 bp
Restructuring and realignment costs	14	13	7.7 %
Purchase accounting intangible amortization	—	—	NM %
Special charges	—	—	NM %
Adjusted operating income	\$ 324	\$ 271	19.6 %
Adjusted operating margin	17.5 %	15.3 %	220 bp
<b>Measurement and Control Solutions</b>			
Operating income	\$ 133	\$ 19	600.0 %
Operating margin	8.3 %	1.5 %	680 bp
Restructuring and realignment costs	19	10	90.0 %
Purchase accounting intangible amortization	57	57	— %
Special charges	4	13	(69.2) %
Adjusted operating income	\$ 213	\$ 99	115.2 %
Adjusted operating margin	13.2 %	7.8 %	540 bp
<b>Water Solutions and Services</b>			
Operating income	\$ 132	\$ 122	8.2 %
Operating margin	7.8 %	15.4 %	(760) bp
Restructuring and realignment costs	20	2	900.0 %
Purchase accounting intangible amortization	72	11	554.5 %
Special charges	22	1	2,100.0 %
Adjusted operating income	\$ 246	\$ 136	80.9 %
Adjusted operating margin	14.6 %	17.1 %	(250) bp
<b>Corporate and other</b>			
Operating loss	\$ (198)	\$ (56)	253.6 %
Restructuring and realignment costs	35	—	NM %
Special charges	84	2	4,100.0 %
Adjusted operating loss	\$ (79)	\$ (54)	46.3 %
<b>Total Xylem</b>			
Operating income	\$ 652	\$ 622	4.8 %
Operating margin	8.9 %	11.3 %	(240) bp
Restructuring and realignment costs	106	34	211.8 %
Purchase accounting intangible amortization	176	72	144.4 %
Special charges	138	16	762.5 %
Adjusted operating income	\$ 1,072	\$ 744	44.1 %
Adjusted operating margin	14.6 %	13.5 %	110 bp

NM Not Meaningful

The table below provides a reconciliation of net income to consolidated EBITDA and adjusted EBITDA:

	Year Ended December 31,		
	2023	2022	Change
(in millions)			
<b>Net Income</b>	<b>\$ 609</b>	<b>\$ 355</b>	<b>72 %</b>
<b>Net Income margin</b>	<b>8.3 %</b>	<b>6.4 %</b>	<b>190 bp</b>
Depreciation	193	111	74 %
Amortization	243	125	94 %
Interest expense, net	21	34	(38) %
Income tax expense	26	85	(69) %
<b>EBITDA</b>	<b>\$ 1,092</b>	<b>\$ 710</b>	<b>54 %</b>
Share-based compensation	60	37	62 %
Restructuring and realignment	103	34	203 %
U.K. pension settlement expense	—	140	(100) %
Special charges	136	20	580 %
Gain (loss) from sale of business	1	(1)	(200) %
<b>Adjusted EBITDA</b>	<b>\$ 1,392</b>	<b>\$ 940</b>	<b>48 %</b>
<b>Adjusted EBITDA margin</b>	<b>18.9 %</b>	<b>17.0 %</b>	<b>190 bp</b>

The tables below provide a reconciliation of each segment's operating income (loss) to EBITDA and adjusted EBITDA:

	Year Ended December 31, 2023			
	Water Infrastructure	Applied Water Systems	Measurement and Control Solutions	Water Solutions and Services
(in millions)				
<b>Operating Income</b>	<b>\$ 275</b>	<b>\$ 310</b>	<b>\$ 133</b>	<b>\$ 132</b>
Operating margin	12.4 %	16.7 %	8.3 %	7.8 %
(Loss) from sale of business	—	—	(1)	—
Depreciation	34	25	27	105
Amortization	55	3	97	79
Other non-operating expense, excluding interest	3	(2)	(4)	1
<b>EBITDA</b>	<b>\$ 367</b>	<b>\$ 336</b>	<b>\$ 252</b>	<b>\$ 317</b>
Share-based compensation	13	3	7	10
Restructuring and realignment	18	13	17	20
Special charges	28	—	4	22
Loss from sale of business	—	—	1	—
<b>Adjusted EBITDA</b>	<b>\$ 426</b>	<b>\$ 352</b>	<b>\$ 281</b>	<b>\$ 369</b>
<b>Adjusted EBITDA margin</b>	<b>19.2 %</b>	<b>19.0 %</b>	<b>17.4 %</b>	<b>21.9 %</b>

Year Ended December 31, 2022

(in millions)	Water Infrastructure	Applied Water Systems	Measurement and Control Solutions	Water Solutions and Services
<b>Operating Income</b>	<b>\$ 279</b>	<b>\$ 258</b>	<b>\$ 19</b>	<b>\$ 122</b>
Operating margin	16.5 %	14.6 %	1.5 %	15.4 %
Depreciation	24	22	27	36
Amortization	10	3	92	14
Other non-operating expense, excluding interest	(3)	(2)	(2)	—
<b>EBITDA</b>	<b>\$ 310</b>	<b>\$ 281</b>	<b>\$ 136</b>	<b>\$ 172</b>
Share-based compensation	7	4	6	3
Restructuring and realignment	9	13	10	2
Special charges	—	—	13	1
Loss/(Gain) from sale of business	—	—	(1)	—
<b>Adjusted EBITDA</b>	<b>\$ 326</b>	<b>\$ 298</b>	<b>\$ 164</b>	<b>\$ 178</b>
<b>Adjusted EBITDA margin</b>	<b>19.3 %</b>	<b>16.9 %</b>	<b>12.9 %</b>	<b>22.4 %</b>

(in millions)	Water Infrastructure	Applied Water Systems	Measurement and Control Solutions	Water Solutions and Services
<b>Operating Income (Loss)</b>	<b>\$ (4)</b>	<b>\$ 52</b>	<b>\$ 114</b>	<b>\$ 10</b>
Operating margin	(410) bps	210 bps	680 bps	(760) bps
(Loss)/Gain from sale of business	—	—	(1)	—
Depreciation	10	3	—	69
Amortization	45	—	5	65
Other non-operating expense, excluding interest	6	—	(2)	1
<b>EBITDA</b>	<b>\$ 57</b>	<b>\$ 55</b>	<b>\$ 116</b>	<b>\$ 145</b>
Share-based compensation	6	(1)	1	7
Restructuring and realignment	9	—	7	18
Special charges	28	—	(9)	21
Loss/(Gain) from sale of business	—	—	2	—
<b>Adjusted EBITDA</b>	<b>\$ 100</b>	<b>\$ 54</b>	<b>\$ 117</b>	<b>\$ 191</b>
<b>Adjusted EBITDA margin</b>	<b>(10) bps</b>	<b>210 bps</b>	<b>450 bps</b>	<b>(50) bps</b>

### *Water Infrastructure*

Operating income was \$275 million for our Water Infrastructure segment (operating margin of 12.4%) during 2023, a decrease of \$4 million, or 1.4%, when compared to operating income of \$279 million (operating margin of 16.5%) during 2022, or a total decrease of 410 basis points of operating margin. Operating margin declines included unfavorable impacts of 340 basis points from an increase in acquired intangible asset amortization, special charges and restructuring and realignment costs as compared to 2022. Additionally, operating margin declines included 910 basis points from unfavorable operating impacts, driven by 340 basis points of inflation, 210 basis points of unfavorable mix, 160 basis points of increased spending on strategic investments, 30 basis points of increased inventory management costs and 20 basis points of negative operating impact from the impact of the Evoqua acquisition. Operating margin declines were offset by 840 basis points of favorable impacts, consisting of 440 basis points of price realization, 280 basis points from productivity savings and 120 basis points of favorable volume. Excluding acquired intangible asset amortization, special charges and restructuring and realignment costs, adjusted operating income was \$368 million (adjusted operating margin of 16.6%) during 2023 as compared to adjusted operating income of \$292 million (adjusted operating margin of 17.3%) during 2022.

Adjusted EBITDA was \$426 million (adjusted EBITDA margin of 19.2%) during 2023, an increase of \$100 million, or 31%, when compared to adjusted EBITDA of \$326 million (adjusted EBITDA margin of 19.3%) during 2022. The slight increase in adjusted EBITDA margin was primarily due to the same factors impacting the decrease in adjusted operating margin; however, adjusted EBITDA was not negatively impacted by the relative impact of the increase in depreciation and amortization and share-based compensation expense.

### *Applied Water*

Operating income was \$310 million for our Applied Water segment (operating margin of 16.7%) during 2023, an increase of \$52 million, or 20.2%, when compared to operating income of \$258 million (operating margin of 14.6%) during 2022, or a total increase of 210 basis points of operating margin. Operating margin expansion was partially offset by unfavorable impacts of 10 basis points from increases in restructuring and realignment costs as compared to 2022. Operating margin increases included 820 basis points of favorable operating impacts, consisting of 470 basis points of price realization and 350 basis points from productivity savings. Margin expansion was partially offset by negative operating impacts of 600 basis points, consisting of 320 basis points of inflation, 100 basis points of unfavorable volume, 80 basis points of increased spending on strategic investments and 50 basis points of increased employee related costs. Excluding restructuring and realignment costs, adjusted operating income was \$324 million (adjusted operating margin of 17.5%) during 2023 as compared to adjusted operating income of \$271 million (adjusted operating margin of 15.3%) during 2022.

Adjusted EBITDA was \$352 million (adjusted EBITDA margin of 19.0%) during 2023, an increase of \$54 million, or 18.1%, when compared to adjusted EBITDA of \$298 million (adjusted EBITDA margin of 16.9%) during 2022. The increase in adjusted EBITDA margin was due to the same factors impacting the increase in adjusted operating margin.

### *Measurement and Control Solutions*

Operating income was \$133 million for our Measurement and Control Solutions segment (operating margin of 8.3%) during 2023, an increase of \$114 million, or 600.0%, when compared to operating income of \$19 million (operating margin of 1.5%) during 2022, or a total increase of 680 basis points of operating margin. Operating margin increases included favorable impacts of 140 basis points driven by no net increase in special charges, acquired intangible asset amortization, and restructuring and realignment costs on increased revenue as compared to 2022. Additionally, the operating margin increase included 1,360 basis points from favorable operating impacts consisting of 650 basis points from favorable volume, 360 basis points from productivity savings and 350 basis points of price realization. Favorable impacts were partially offset by 820 basis points of unfavorable impacts driven by 400 basis points of inflation, 160 basis points of increased inventory management costs, 70 basis points of increased spending on strategic investments, 50 basis points of unfavorable mix, and 30 basis points of increased employee related costs. Excluding special charges, acquired intangible asset amortization, and restructuring and realignment costs, adjusted operating income was \$213 million (adjusted operating margin of 13.2%) during 2023 as compared to adjusted operating income of \$99 million (adjusted operating margin of 7.8%) during 2022.

Adjusted EBITDA was \$281 million (adjusted EBITDA margin of 17.4%) during 2023, an increase of \$117 million, or 71.3%, when compared to adjusted EBITDA of \$164 million (adjusted EBITDA margin of 12.9%) during 2022. The increase in adjusted EBITDA margin was due to the same factors as those impacting the increase in adjusted operating margin; however, adjusted EBITDA was not favorably impacted by the relative impact of only slight increases in depreciation and amortization expense relative to increased revenue.

### Water Solutions and Services

Operating income was \$132 million for our Water Solutions and Services segment during 2023 (operating margin of 7.8%), an increase of \$10 million, or 8%, when compared to operating income of \$122 million (operating margin of 15.4%) during 2022, or a total decrease of 760 basis points of operating margin. Operating margin declines included unfavorable impacts of 510 basis points from an increase in acquired intangible asset amortization, special charges and restructuring and realignment costs as compared to 2022. Additionally, operating margin declines included 580 basis points from unfavorable operating impacts, driven by 210 basis points of negative operating impact from the Evoqua acquisition, 160 basis points of inflation, 60 basis points of increased spending on strategic investments, and 30 basis points of unfavorable mix. Operating margin declines were offset by 330 basis points of favorable impacts, including 180 basis points of price realization, 60 basis points from productivity savings, and 40 basis points of favorable volume. Excluding amortization of acquired intangible asset amortization, special charges and restructuring and realignment costs, adjusted operating income was \$246 million (adjusted operating margin of 14.6%) during 2023 as compared to adjusted operating income of \$136 million (adjusted operating margin of 17.1%) during 2022.

Adjusted EBITDA was \$369 million for our Water Solutions and Services segment during 2023 (adjusted EBITDA margin of 21.9%), an increase of \$191 million, or 107.3%, when compared to adjusted EBITDA of \$178 million (adjusted EBITDA margin of 22.4%) during 2022. The increase in adjusted EBITDA margin was due to the same factors as those impacting the increase in adjusted operating margin; however, adjusted EBITDA was not favorably impacted by the relative impact of depreciation and software amortization and share-based compensation expense.

### Corporate and other

Operating loss for corporate and other increased \$142 million during 2023, or 253.6%, compared to 2022. The increase in operating loss for the year was primarily due to higher special charges and restructuring and realignment costs as compared to 2022. Excluding special charges and restructuring and realignment costs, adjusted operating loss increased \$25 million during 2023, or 46.3%, compared to 2022. The increase in adjusted operating loss is primarily related to increased operating expense due to the acquisition of Evoqua, increased employee costs and spending on strategic investments.

### Interest Expense

Interest expense was \$49 million and \$50 million for 2023 and 2022, respectively. The decrease in interest expense was primarily driven by a reduction of interest expense incurred during 2023 related to our 2.250% Senior Notes due 2023 that were paid off in December 2022, and reduced expense generated by cross currency swaps. Partially offsetting these items was interest expense on several debt facilities, including a term loan entered into in May 2023 for use in funding the acquisition of Evoqua, securitization and equipment financing facilities assumed as part of our acquisition of Evoqua. See Note 15, "Credit Facilities and Debt", of our consolidated financial statements for a description of our credit facilities and long-term debt and related interest.

### Income Tax Expense

The income tax provision for 2023 was \$26 million at an effective tax rate of 4.1% as compared to \$85 million at an effective tax rate of 19.2% in 2022. The 2023 effective tax rate differs from that of 2022 primarily due to the impact of audit settlements and tax rate changes in 2023. See Note 7, "Income Taxes", of our consolidated financial statements for a description of our credit facilities and long-term debt and related interest.

### Liquidity and Capital Resources

The following table summarizes our sources and uses of cash:

(in millions)	Year Ended December 31,		
	2024	2023	Change
Operating activities	\$ 1,263	\$ 837	\$ 426
Investing activities	(482)	(628)	146
Financing activities	(615)	(157)	(458)
Foreign exchange (a)	(53)	23	(76)
Total	\$ 113	\$ 75	\$ 38

(a) The impact of foreign exchange is primarily due to weakening of the Euro, Canadian Dollar and the Chilean Peso.

## *Sources and Uses of Liquidity*

### **Operating Activities**

During 2024, net cash provided by operating activities was \$1,263 million, compared to \$837 million in 2023. The \$426 million year-over-year increase was primarily driven by higher cash earnings and non-recurring payments made in 2023 associated with transaction costs related to the acquisition of Evoqua and the investment in a distribution agreement of select technology. Higher use of net working capital partially offset the improved cash performance, driven by increases in inventory and receivables from strong demand in the fourth quarter, partially offset by timing of payables.

### **Investing Activities**

Cash used in investing activities was \$482 million in 2024, compared to \$628 million in 2023. This decrease in cash used of \$146 million reflects higher spending in 2023 on acquisitions, primarily the acquisition of Evoqua, and reduced cash used to fund equity investments in 2024. Reduced proceeds from the sale of businesses, higher capital expenditures and cash received from interest rates swaps in 2023 that did not recur in 2024 partially offset the decrease in cash used.

### **Financing Activities**

Cash used in financing activities was \$615 million in 2024, compared to \$157 million in 2023. The year-over-year increase in cash used was mainly driven by cash received from a term loan in connection with the Evoqua acquisition in 2023 that was repaid in 2024 and higher dividend payments. These increased outflows were partially offset by the repayment of a receivable securitization program in 2023 that did not recur in the current year.

### **Funding and Liquidity Strategy**

Our ability to fund our capital needs depends on our ongoing ability to generate cash from operations and access to bank financing and the capital markets. We continually evaluate aspects of our spending, including capital expenditures, strategic investments and dividends. Historically, we have generated operating cash flow sufficient to fund our primary cash needs.

If our cash flows from operations are less than we expect, we may need to incur debt or issue equity. From time to time, we may need to access the long-term and short-term capital markets to obtain financing. Our access to, and the availability of, financing on acceptable terms and conditions in the future will be impacted by many factors, including: (i) our credit ratings or absence of a credit rating, (ii) the liquidity of the overall capital markets and (iii) the current state of the economy. There can be no assurance that such financing will be available to us on acceptable terms or that such financing will be available at all. Our securities are rated investment grade. A significant change in credit rating could impact our ability to borrow at favorable rates. Refer to Note 15, "Credit Facilities and Debt", of our consolidated financial statements for a description of limitations on obtaining additional funding.

We monitor our global funding requirements and seek to meet our liquidity needs on a cost-effective basis. In addition, our existing committed credit facilities and access to the public debt markets would provide further liquidity if required.

Based on our current global cash positions, cash flows from operations and access to the capital markets, we believe there is sufficient liquidity to meet our funding requirements and service debt and other obligations in both the U.S. and outside of the U.S. over the next twelve months. Currently, we have available liquidity of approximately \$2.1 billion, consisting of \$1.1 billion of cash and \$1 billion of available credit facilities as disclosed in Note 15, "Credit Facilities and Debt", of our consolidated financial statements.

### **Contractual Obligations**

Material contractual obligations arising in the normal course of business primarily consist of debt obligations and related interest payments, lease obligations and unconditional purchase obligations. Refer Note 15, "Credit Facilities and Debt" and Note 11, "Leases" of the consolidated financial statements for related to these matters.

The Company has future unconditional purchase commitments which are legally binding and that specify all significant terms including price and/or quantity. Total future commitments within the next twelve months for these obligations is \$664 million, excluding contracts that can be canceled without penalty.

### **Credit Facilities and Long-Term Contractual Commitments**

See Note 15, "Credit Facilities and Debt" of our consolidated financial statements for a description of our credit facilities and long-term debt.

### *Non-U.S. Operations*

As we continue to grow our operations in the emerging markets and elsewhere outside of the U.S., we expect to continue to generate significant revenue from non-U.S. operations and expect that a substantial portion of our cash will be held by our foreign subsidiaries. We expect to manage our worldwide cash requirements considering available funds among the many subsidiaries through which we conduct business and the cost effectiveness with which those funds can be accessed. We may transfer cash from certain international subsidiaries to the U.S. and other international subsidiaries when we believe it is cost effective to do so. We continually review our domestic and foreign cash profile, expected future cash generation and investment opportunities and reassess whether there is a need to repatriate funds held internationally to support our U.S. operations.

### *Off-Balance Sheet Arrangements*

We are a party to certain off-balance sheet arrangements including certain guarantees. For discussion of these arrangements, see Note 20, "Commitments and Contingencies" of the consolidated financial statements.

### **Critical Accounting Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Significant accounting policies used in the preparation of the consolidated financial statements are discussed in Note 1, "Summary of Significant Accounting Policies," of the consolidated financial statements. Accounting estimates and assumptions discussed in this section are those that we consider most critical to an understanding of our financial statements because they are inherently uncertain, involve significant judgments and include areas where different estimates reasonably could have been used, and because changes in such estimates that are reasonably possible could materially impact the financial statements. Management believes that the accounting estimates employed and the resulting balances are reasonable; however, actual results in these areas could differ from management's estimates under different assumptions or conditions.

**Revenue Recognition.** Xylem recognizes revenue in a manner that depicts the transfer of promised goods and services to customers in an amount that reflects the consideration to which it expects to be entitled for providing those goods and services. For each arrangement with a customer, we identify the contract and the associated performance obligations within the contract, determine the transaction price of that contract, allocate the transaction price to each performance obligation and recognize revenue as each performance obligation is satisfied.

The satisfaction of performance obligations in a contract is based upon when the customer obtains control over the asset. Depending on the nature of the performance obligation, control transfers either at a particular point in time, or over time, which determines the pattern of revenue recognition.

For product sales, other than long-term construction-type contracts, we recognize revenue once control has passed at a point in time, which is generally when products are shipped. In instances where contractual terms include a provision for customer acceptance, revenue is recognized when either (i) we have previously demonstrated that the product meets the specified criteria based on either seller or customer-specified objective criteria, or (ii) upon formal acceptance received from the customer where the product has not been previously demonstrated to meet customer-specified objective criteria. We recognize revenue on product sales to channel partners, including resellers, distributors or value-added solution providers, at the point in time when the risks and rewards, possession, and title have transferred to the customer, which usually occurs at the point of delivery.

Revenue from performance obligations related to services is primarily recognized over time, as the performance obligations are satisfied. In these instances, the customer consumes the benefit of the service as Xylem performs.

Certain businesses also enter into long-term construction-type sales contracts where revenue is recognized over time. In these instances, revenue is recognized using a measure of progress that applies the input method based on costs incurred in relation to total estimated costs. We also recognize revenue for certain of these arrangements using the output method and measure progress based on shipments of product where control has transferred to the customer.

For all contracts with customers, we determine the transaction price in the arrangement and allocate the transaction price to each performance obligation identified in the contract. Judgment is required to determine the appropriate unit of account, and we separate out the performance obligations if they are capable of being distinct and are distinct within the context of the contract. The transaction price is adjusted for our estimate of variable consideration,

which may include a right of return, discounts, rebates, penalties and retainage. To estimate variable consideration, we apply the expected value method or the most likely amount method, based on whichever method most appropriately predicts the amount of consideration we expect to be entitled to. The method applied is typically based on historical experience and known trends. We constrain the amounts of variable consideration that are included in the transaction price, to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur or when uncertainties around the variable consideration are resolved.

**Income Taxes.** Deferred tax assets and liabilities are determined based on temporary differences between the financial reporting and tax bases of assets and liabilities, applying enacted tax rates in effect for the year in which we expect the differences will reverse. Based on the evaluation of available evidence, we recognize future tax benefits, such as net operating loss carryforwards, to the extent that we believe it is more likely than not we will realize these benefits. We periodically assess the likelihood that we will be able to recover our deferred tax assets and reflect any changes to our estimate of the amount we are more likely than not to realize in the valuation allowance, with a corresponding adjustment to earnings or other comprehensive income, as appropriate.

In assessing the need for a valuation allowance, we look to the future reversal of existing taxable temporary differences, taxable income in carryback years and the feasibility of tax planning strategies and estimated future taxable income. The valuation allowance can be affected by changes to tax laws, changes to statutory tax rates and changes to future taxable income estimates.

We have recorded net foreign withholding taxes and state income taxes on earnings that are expected to be repatriated to the U.S. parent. We have not recorded any deferred taxes on the amounts that the Company currently does not intend to repatriate. The determination of deferred taxes on this amount is not practicable.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws in a multitude of jurisdictions across our global operations. We recognize potential liabilities and record tax liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. Furthermore, we recognize the tax benefit from an uncertain tax position only if based on the technical merits of the position it is more likely than not that the tax position will be sustained on examination by the taxing authorities or upon completion of the litigation process. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution.

We adjust our liability for uncertain tax positions in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. If our estimate of tax liabilities proves to be less than the ultimate assessment, an additional tax expense would result. If a payment of these amounts ultimately proves to be less than the recorded amounts, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary.

**Business Combinations.** We record acquisitions using the purchase method of accounting. All of the assets acquired, liabilities assumed, contractual contingencies and contingent consideration is recorded at fair value as of the acquisition date. The excess of the purchase price over the estimated fair values of the net tangible and intangible assets acquired is recorded as goodwill. The application of the purchase method of accounting for business combinations requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed, in order to properly allocate purchase price consideration between assets that are depreciated and amortized from goodwill. These assumptions and estimates include a market participant's use of the asset and the appropriate discount rates for a market participant. Our estimates are based on historical experience, information obtained from the management of the acquired companies and, when appropriate, includes assistance from independent third-party appraisal firms. Significant assumptions and estimates include, but are not limited to, the cash flows that an asset is expected to generate in the future, the cost to build/recreate certain technology, the appropriate weighted-average cost of capital, and the cost savings expected to be derived from acquiring an asset. These estimates are inherently uncertain and unpredictable. In addition, unanticipated events and circumstances may occur which may affect the accuracy or validity of such estimates.

**Goodwill and Intangible Assets.** We review goodwill and indefinite-lived intangible assets for impairment annually and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. We also review the carrying value of our finite-lived intangible assets for potential impairment when impairment indicators arise. We conduct our annual impairment test as of the first day of the fourth quarter. For goodwill, the estimated fair value of each reporting unit is compared to the carrying value of the net assets assigned to that reporting unit. If the estimated fair value of the reporting unit exceeds its carrying value, goodwill is not impaired. If

the carrying value of the reporting unit exceeds its estimated fair value, then an impairment charge is recognized for that excess up to the amount of recorded goodwill. We estimate the fair value of our reporting units using both the income approach and market approach. Weighting is equally attributed to both the market and income approaches in arriving at the fair value of the reporting units. To determine the reasonableness of the calculated fair values, we review the assumptions to ensure that neither the income approach nor the market approach yielded significantly different valuations. Our projected cash flows are discounted using weighted costs of capital and are derived using revenue growth rates and operating margin estimates, taking into consideration industry and market conditions. In instances where we have completed an acquisition shortly before our annual impairment assessment we perform a qualitative assessment to determine if a quantitative assessment is necessary. We estimate the fair value of our intangible assets with indefinite lives using either the income approach or the market approach. Under the income approach, we calculate fair value based on the present value of estimated future cash flows. Under the market approach, we calculate fair value based on recent sales and selling prices of similar assets.

Determining the fair value of a reporting unit or an indefinite-lived intangible asset is judgmental in nature and involves the use of significant estimates and assumptions, particularly related to future operating results and cash flows. These estimates and assumptions include, but are not limited to, revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, assumed royalty rates, future economic and market conditions and identification of appropriate market comparable data. In addition, the identification of reporting units and the allocation of assets and liabilities to the reporting units when determining the carrying value of each reporting unit also require judgment. Goodwill is tested for impairment at either the operating segment level identified in Note 21, "Segment and Geographic Data," of the consolidated financial statements, or one level below. The fair values of our reporting units and indefinite-lived intangible assets are based on estimates and assumptions that are believed to be reasonable. Significant changes to these estimates and assumptions could adversely impact our conclusions. Actual future results may differ from those estimates.

The risks around impairment of our assets are included in our risk factor disclosures referenced under "Item 1A. Risk Factors".

During the fourth quarter of 2024, we performed our annual impairment assessment and determined that the estimated fair values of our goodwill reporting units were substantially in excess of each of their carrying values. However, future goodwill impairment tests could result in a charge to earnings. We will continue to evaluate goodwill on an annual basis as of the beginning of our fourth quarter and whenever events and changes in circumstances require us to do so. We determined that no material impairment of the indefinite-lived intangibles existed as of the measurement date in 2024. However, future indefinite-lived intangible impairment tests could result in a charge to earnings. We will continue to evaluate indefinite-lived intangibles on an annual basis as of the beginning of our fourth quarter and whenever events and changes in circumstances indicate there may be a potential impairment.

**Post-retirement Benefit Plans.** Company employees around the world participate in numerous defined benefit plans. The determination of projected benefit obligations and the recognition of expenses related to these plans are dependent on various assumptions. These assumptions primarily relate to discount rates, expected long-term rates of return on plan assets, rate of future compensation increases, mortality, years of service and other factors (some of which are disclosed in Note 16, "Post-retirement Benefit Plans," of the consolidated financial statements). Actual results that differ from our assumptions are accumulated and amortized on a straight-line basis only to the extent they exceed 10% of the higher of the market-related value or projected benefit obligation, over the average remaining service period of active plan participants, or for plans with all or substantially all inactive participants, over the average remaining life expectancy.

#### *Significant Assumptions*

Management develops each assumption using relevant Company experience, in conjunction with market-related data for each individual country in which such plans exist. All assumptions are reviewed annually with third-party consultants and are adjusted as necessary. The table below provides the weighted average assumptions used to estimate our defined benefit pension obligations and costs as of and for the years ended 2024 and 2023.

	2024		2023	
	U.S.	Int'l	U.S.	Int'l
<b>Benefit Obligation Assumptions</b>				
Discount rate	<b>5.65 %</b>	<b>3.62 %</b>	5.00 %	3.55 %
Rate of future compensation increase	<b>NM</b>	<b>2.85 %</b>	NM	2.87 %
<b>Net Periodic Benefit Cost Assumptions</b>				
Discount rate	<b>5.00 %</b>	<b>3.55 %</b>	5.25 %	4.13 %
Expected long-term return on plan assets	<b>6.00 %</b>	<b>5.78 %</b>	6.00 %	5.85 %
Rate of future compensation increase	<b>NM</b>	<b>2.87 %</b>	NM	2.79 %

NM Not meaningful. The pension benefits for future service for all the U.S. pension plans are based on years of service and not impacted by future compensation increases.

We determine the expected long-term rate of return on plan assets by evaluating both historical returns and estimates of future returns. Specifically, the Company analyzes the estimated future returns based on independent estimates of asset class returns and evaluates historical broad market returns over long-term timeframes based on the strategic asset allocation, which is detailed in Note 16, "Post-retirement Benefit Plans" of the consolidated financial statements.

For the recognition of net periodic pension cost, the calculation of the expected return on plan assets is generally derived by applying the expected long-term rate of return to the market-related value of plan assets. The market-related value of plan assets is based on average asset values at the measurement date over the last five years. The use of fair value, rather than a calculated value, could materially affect net periodic pension cost. The weighted average expected long-term rate of return for all of our plan assets to be used in determining net periodic benefit costs for 2025 is estimated at 5.70%. We estimate that every 25 basis point change in the expected return on plan assets impacts the expense by less than \$1 million.

The discount rate reflects our expectation of the present value of expected future cash payments for benefits at the measurement date. A decrease in the discount rate increases the present value of benefit obligations and increases pension expense. We base the discount rate assumption on current investment yields of high-quality fixed income investments during the retirement benefits maturity period. The pension discount rate was determined by considering an interest rate yield curve comprising AAA/AA bonds, with maturities between zero and 30 years, developed by the plan's actuaries. Annual benefit payments are then discounted to present value using this yield curve to develop a single-point discount rate matching the plan's characteristics. Our weighted average discount rate for all pension plans effective January 1, 2025, is 3.97%. We estimate that every 25 basis point change in the discount rate impacts the expense by less than \$1 million.

The rate of future compensation increase assumption reflects our long-term actual experience and future and near-term outlook. Effective January 1, 2025, our expected rate of future compensation increase is 2.99% for all pension plans. The estimated impact of a 25 basis point change in the expected rate of future compensation is less than \$1 million.

We currently anticipate making contributions to our pension and post-retirement benefit plans in the range of \$17 million to \$23 million during 2025. Approximately \$5 million of contributions are expected to be made in the first quarter.

#### *Funded Status*

Funded status is derived by subtracting the respective year-end values of the projected benefit obligations from the fair value of plan assets. We estimate that every 25 basis point change in the discount rate impacts the funded status by approximately \$11 million.

#### *Fair Value of Plan Assets*

The plan assets of our pension plans comprise a broad range of investments, including domestic and foreign equity securities, interests in hedge funds, fixed income investments, insurance contracts, and cash and cash equivalents.

A portion of our pension benefit plan assets portfolio comprises investments in hedge funds that are generally measured at net asset value. However, in certain instances, the values reported by the asset managers were not current at the measurement date. Accordingly, we made estimate adjustments to the last reported value where necessary to measure the assets at fair value at the measurement date. These adjustments consider information received from the asset managers, as well as general market information. The adjustment recorded at December 31, 2024 and 2023 for these assets represented less than 1% of total plan assets in each respective

year. Asset values for other positions were generally measured using market observable prices. We estimate that a 5.00% change in asset values will impact funded status by approximately \$11 million.

### **New Accounting Pronouncements**

See Note 2, "Recently Issued Accounting Pronouncements," of the consolidated financial statements for a complete discussion of recent accounting pronouncements.

### **2025 Business Outlook**

We anticipate total revenue growth of up to 2% in 2025, with organic revenue growth anticipated to be in the range of 3% to 4%. Our outlook reflects our current visibility and expectations based on the current market environment and other factors. Our ability to meet our expectations is subject to a number of risks, including, but not limited to, those described in "Item 1A. Risk Factors."

On January 28, 2025, at the delegation of the Company's Board of Directors, management committed to a restructuring plan. The plan consists of workforce reductions across all of our businesses and functions. Inclusive of these actions, we expect to incur between \$90 million and \$110 million in restructuring and realignment charges in 2025. Associated with these actions we expect to realize between \$75 million and \$95 million in incremental savings during 2025.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk, primarily related to foreign currency exchange rates and interest rates. These exposures are actively monitored by management. Our exposure to foreign exchange rate risk is due to certain costs, revenue and borrowings being denominated in currencies other than one of our subsidiaries' functional currency. Similarly, we are exposed to market risk as a result of changes in interest rates which may affect the cost of our financing. It is our policy and practice to use derivative financial instruments only to the extent necessary to manage exposures.

### **Foreign Currency Exchange Rate Risk**

Approximately 43% of our 2024 revenues were from customers in various locations outside the U.S.

Our economic foreign currency risk primarily relates to receipts from customers, payments to suppliers and intercompany transactions denominated in foreign currencies. We may use derivative financial instruments to offset risk related to receipts from customers and payments to suppliers, when it is believed that the exposure will not be limited by our normal operating and financing activities. We enter into currency forward contracts periodically in order to manage the exchange rate fluctuation risk on certain intercompany transactions associated with third-party sales and purchases. These risks are also mitigated by natural hedges including the presence of manufacturing facilities outside the U.S., global sourcing and other spending which occurs in foreign countries. Our principal foreign currency transaction exposures primarily relate to the Euro, Swedish Krona, British Pound, Canadian Dollar, Australian Dollar, and Polish Zloty. We estimate that a hypothetical 10% movement in foreign currency exchange rates would not have a material economic impact to Xylem's financial position and results of operations.

Additionally, we are subject to foreign exchange translation risk due to changes in the value of foreign currencies in relation to our reporting currency, the U.S. Dollar. The translation risk is primarily concentrated in the exchange rate between the U.S. Dollar and the Euro, British Pound, Chinese Yuan, Canadian Dollar, Australian Dollar, Swedish Krona, and Indian Rupee. As the U.S. Dollar strengthens against other currencies in which we transact business, revenue and income will generally be negatively impacted, and if the U.S. Dollar weakens, revenue and income will generally be positively impacted. We expect to continue to generate significant revenue from non-U.S. operations and we expect the cash generated from that revenue to be predominately held by our foreign subsidiaries. We expect to manage our worldwide cash requirements considering available funds among the many subsidiaries through which we conduct business and the cost effectiveness with which those funds can be accessed. We may transfer cash from certain international subsidiaries to the U.S. and other international subsidiaries when it is cost effective to do so, though we continually review our domestic and foreign cash profile, expected future cash generation and investment opportunities and reassess whether there is a need to repatriate funds held internationally to support our U.S. operations. We also hedge our investment in certain foreign subsidiaries via the use of cross-currency swaps. Accordingly, we estimate that a 10% movement of the U.S. Dollar to various foreign currency exchange rates we translate from, in aggregate would not have a material economic impact on our financial position and results of operations.

### **Interest Rate Risk**

As of December 31, 2024, our long-term debt portfolio is primarily comprised of four series of fixed-rate senior notes that total approximately \$1.9 billion. The senior notes are not exposed to interest rate risk as the bonds are at a fixed rate until maturity. In addition to the senior notes, we also have \$74 million in equipment financings with fixed interest rates. Our long-term debt portfolio also includes \$32 million of variable rate debt, comprised entirely of the \$32 million for equipment financings. We estimate that a 10% movement in interest rates would not have a material economic impact on our financial position and results of operations. Based on the current interest rate market we do not anticipate material risk associated with our debt refinancing within the target time frame of maturity.

### **Commodity Price Exposures**

For a discussion of risks relating to commodity prices, refer to "Item 1A. Risk Factors."

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page No.
Audited Consolidated Financial Statements:	
<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)</a>	<a href="#">68</a>
<a href="#">Consolidated Income Statements for the Years Ended December 31, 2024, 2023 and 2022</a>	<a href="#">70</a>
<a href="#">Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2024, 2023 and 2022</a>	<a href="#">71</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2024 and 2023</a>	<a href="#">72</a>
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2024, 2023 and 2022</a>	<a href="#">73</a>
<a href="#">Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2024, 2023 and 2022</a>	<a href="#">74</a>
Notes to Consolidated Financial Statements:	
<a href="#">Note 1 Summary of Significant Accounting Policies</a>	<a href="#">75</a>
<a href="#">Note 2 Recently Issued Accounting Pronouncements</a>	<a href="#">83</a>
<a href="#">Note 3 Acquisitions and Divestitures</a>	<a href="#">83</a>
<a href="#">Note 4 Revenue</a>	<a href="#">89</a>
<a href="#">Note 5 Restructuring and Asset Impairment Charges</a>	<a href="#">91</a>
<a href="#">Note 6 Other Non-Operating Income, Net</a>	<a href="#">94</a>
<a href="#">Note 7 Income Taxes</a>	<a href="#">94</a>
<a href="#">Note 8 Earnings Per Share</a>	<a href="#">99</a>
<a href="#">Note 9 Inventories</a>	<a href="#">99</a>
<a href="#">Note 10 Property, Plant and Equipment</a>	<a href="#">100</a>
<a href="#">Note 11 Leases</a>	<a href="#">100</a>
<a href="#">Note 12 Goodwill and Other Intangible Assets</a>	<a href="#">102</a>
<a href="#">Note 13 Derivative Financial Instruments</a>	<a href="#">104</a>
<a href="#">Note 14 Accrued and Other Current Liabilities</a>	<a href="#">107</a>
<a href="#">Note 15 Credit Facilities and Debt</a>	<a href="#">108</a>
<a href="#">Note 16 Post-retirement Benefit Plans</a>	<a href="#">111</a>
<a href="#">Note 17 Share-Based Compensation Plans</a>	<a href="#">118</a>
<a href="#">Note 18 Capital Stock</a>	<a href="#">121</a>
<a href="#">Note 19 Accumulated Other Comprehensive Income (Loss)</a>	<a href="#">123</a>
<a href="#">Note 20 Commitment and Contingencies</a>	<a href="#">124</a>
<a href="#">Note 21 Segment and Geographic Data</a>	<a href="#">126</a>
<a href="#">Note 22 Redeemable Non-controlling Interests</a>	<a href="#">128</a>
<a href="#">Note 23 Subsequent Events</a>	<a href="#">129</a>

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Xylem Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Xylem Inc. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 3, 2025 expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which they relate.

### Goodwill — Annual impairment test for one Reporting Unit within Water Solutions and Services Segment — Refer to Note 12 to the financial statements

#### *Critical Audit Matter Description*

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The goodwill balance was \$7.9 billion as of December 31, 2024, of which \$2.5 billion related to one reporting unit within the Water Solutions and Services segment. The fair value of the Company's reporting units exceeded their carrying value as of the 2024 measurement date and, therefore, no impairment was recognized.

To determine the fair value of the Company's reporting units, the Company used an average of fair values derived from the income and market approaches. Under the income approach, the fair value of the reporting units was based on the discounted value of the estimated cash flows that the reporting unit is expected to generate. Projections were based on management's estimates of revenue growth rates and the selection of the discount rate, taking into consideration industry and market conditions. The discount rate was based on the weighted average cost of capital appropriate for the reporting units. The determination of the fair value using the market approach requires

management to make significant assumptions related to market multiples of earnings derived from comparable publicly traded companies with similar operating and investment characteristics as the reporting units.

We identified the Company's goodwill impairment assessment for \$2.5 billion of goodwill related to the one reporting unit within the Water Solutions and Services segment as a critical audit matter because of the significant judgments made by management to estimate the fair value of the reporting unit, performing audit procedures to evaluate the reasonableness of management's estimates and assumptions related to the selection of the discount rate and forecasts of future revenue, as well as multiples of earnings for the market approach required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to forecasts of future revenue, selection of the discount rate, and selection of the multiples in the market approach for the one reporting unit within the Water Solutions and Services segment included the following, among others:

- We tested the effectiveness of controls over management's goodwill impairment evaluation, including those over the determination of the fair value of the reporting unit, such as controls related to management's forecasts of future revenue and the selection of the discount rate for the income approach, and determination of multiples of earnings for the market approach.
- We assessed the reasonableness of management's revenue forecasts by comparing the projections to historical results and certain peer companies and information included in industry reports.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the (1) valuation methodology, (2) discount rate, (3) long-term revenue growth rate, including testing the source information underlying the determination of the discount rate and long-term revenue growth rate, testing the mathematical accuracy of the calculation, and developing a range of independent estimates and comparing those to the discount rate selected by management and (4) evaluated the multiples of earnings in the market approach, including testing the underlying source information and mathematical accuracy of the calculations.

/s/ Deloitte & Touche LLP

Stamford, Connecticut

March 3, 2025

We have served as the Company's auditor since 2010.

**XYLEM INC. AND SUBSIDIARIES**  
**CONSOLIDATED INCOME STATEMENTS**  
(In Millions, except per share data)

Year Ended December 31,	2024	2023	2022
Revenue from products	\$ 7,095	\$ 6,291	\$ 4,978
Revenue from services	1,467	1,073	544
Revenue	<u>8,562</u>	<u>7,364</u>	<u>5,522</u>
Cost of revenue from products	4,250	3,817	3,002
Cost of revenue from services	1,100	830	436
Cost of revenue	<u>5,350</u>	<u>4,647</u>	<u>3,438</u>
Gross profit	3,212	2,717	2,084
Selling, general and administrative expenses	1,911	1,757	1,227
Research and development expenses	230	232	206
Restructuring and asset impairment charges	62	76	29
Operating income	<u>1,009</u>	<u>652</u>	<u>622</u>
Interest expense	44	49	50
U.K. pension settlement expense	—	—	140
Gain on remeasurement of previously held equity interest	152	—	—
Other non-operating income, net	16	33	7
(Loss) Gain on sale of businesses	(46)	(1)	1
Income before taxes	<u>1,087</u>	<u>635</u>	<u>440</u>
Income tax expense	197	26	85
Net income	<u>\$ 890</u>	<u>\$ 609</u>	<u>\$ 355</u>
Earnings per share:			
Basic	\$ 3.67	\$ 2.81	\$ 1.97
Diluted	\$ 3.65	\$ 2.79	\$ 1.96
Weighted average number of shares:			
Basic	242.6	217.0	180.2
Diluted	243.5	218.2	181.0

See accompanying notes to consolidated financial statements.

**XYLEM INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In Millions)

Year Ended December 31,	2024	2023	2022
Net income	\$ 890	\$ 609	\$ 355
Other comprehensive (loss) income, before tax:			
Foreign currency translation adjustment	(157)	(45)	(53)
Net change in derivative hedge agreements:			
Unrealized loss	(17)	(2)	(24)
Amount of loss reclassified into net income	2	7	21
Net change in post-retirement benefit plans:			
Net gain (loss)	23	(35)	101
Amortization of prior service credit	(2)	(2)	(2)
Amortization of net actuarial loss (gain) into net income	2	(2)	12
U.K. pension settlement	—	—	137
Foreign currency translation adjustment	3	(2)	39
Other comprehensive (loss) income, before tax	(146)	(81)	231
Income tax expense (benefit) related to other comprehensive loss	20	(38)	86
Other comprehensive (loss) income, net of tax	(166)	(43)	145
Comprehensive income	\$ 724	\$ 566	\$ 500

See accompanying notes to consolidated financial statements.

**XYLEM INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In Millions, except per share amounts)

December 31,	2024	2023
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,121	\$ 1,019
Receivables, less allowances for discounts, returns and credit losses of \$59 and \$56 in 2024 and 2023, respectively	1,668	1,617
Inventories	996	1,018
Prepaid and other current assets	236	230
Assets held for sale	77	—
<b>Total current assets</b>	<b>4,098</b>	<b>3,884</b>
Property, plant and equipment, net	1,152	1,169
Goodwill	7,980	7,587
Other intangible assets, net	2,379	2,529
Other non-current assets	884	943
<b>Total assets</b>	<b>\$ 16,493</b>	<b>\$ 16,112</b>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST, AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,006	\$ 968
Accrued and other current liabilities	1,271	1,221
Short-term borrowings and current maturities of long-term debt	38	16
Liabilities held for sale	21	—
<b>Total current liabilities</b>	<b>2,336</b>	<b>2,205</b>
Long-term debt, net	1,978	2,268
Accrued post-retirement benefit obligations	304	344
Deferred income tax liabilities	497	557
Other non-current accrued liabilities	496	562
<b>Total liabilities</b>	<b>5,611</b>	<b>5,936</b>
Commitment and Contingencies (Note 20)		
<b>Redeemable non-controlling interest</b>	<b>235</b>	<b>—</b>
Stockholders' equity:		
Common stock — par value \$0.01 per share:		
Authorized 750.0 shares, issued 259.2 and 257.6 shares in 2024 and 2023, respectively	3	3
Capital in excess of par value	8,687	8,564
Retained earnings	3,140	2,601
Treasury stock – at cost 16.2 shares and 16.0 shares in 2024 and 2023, respectively	(753)	(733)
Accumulated other comprehensive loss	(435)	(269)
<b>Total stockholders' equity</b>	<b>10,642</b>	<b>10,166</b>
Non-controlling interest	5	10
<b>Total equity</b>	<b>10,647</b>	<b>10,176</b>
<b>Total liabilities, redeemable non-controlling interest, and stockholders' equity</b>	<b>\$ 16,493</b>	<b>\$ 16,112</b>

See accompanying notes to consolidated financial statements.

**XYLEM INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (In Millions)**

Year Ended December 31,	2024	2023	2022
<b>Operating Activities</b>			
Net income	\$ 890	\$ 609	\$ 355
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	258	193	111
Amortization	304	243	125
Deferred income taxes	(36)	(79)	(64)
Share-based compensation	56	60	37
Restructuring and asset impairment charges	62	76	29
U.K. pension settlement expense	—	—	140
Loss (gain) from sale of businesses	46	1	(1)
Gain on remeasurement of previously held equity interest	(152)	—	—
Other, net	4	—	(4)
Payments for restructuring	(32)	(30)	(11)
Contributions to post-retirement benefit plans	(25)	(25)	(19)
Changes in assets and liabilities (net of acquisitions):			
Changes in receivables	(107)	(87)	(192)
Changes in inventories	(41)	41	(147)
Changes in accounts payable	64	22	117
Changes in accrued liabilities	17	(4)	57
Changes in accrued and deferred taxes	14	(109)	57
Net changes in other assets and liabilities	(59)	(74)	6
<b>Net Cash — Operating activities</b>	<b>1,263</b>	<b>837</b>	<b>596</b>
<b>Investing Activities</b>			
Capital expenditures	(321)	(271)	(208)
Proceeds from the sale of property, plant and equipment	4	1	4
Acquisitions of businesses, net of cash acquired	(193)	(476)	—
Proceeds from sale of businesses	11	105	1
Cash received from investments	6	1	5
Cash paid for investments	(11)	(1)	(11)
Cash paid for equity investments	(6)	(57)	(3)
Cash received from interest rate swaps	—	38	—
Cash received from cross-currency swaps	29	28	28
Settlement of currency forward agreement	—	—	(10)
Other, net	(1)	4	3
<b>Net Cash — Investing activities</b>	<b>(482)</b>	<b>(628)</b>	<b>(191)</b>
<b>Financing Activities</b>			
Short-term debt repaid	(268)	—	—
Long-term debt issued, net	1	278	—
Long-term debt repaid, net	(17)	(160)	(527)
Repurchase of common stock	(20)	(25)	(52)
Proceeds from exercise of employee stock options	67	62	8
Dividends paid	(350)	(299)	(217)
Other, net	(28)	(13)	(2)
<b>Net Cash — Financing activities</b>	<b>(615)</b>	<b>(157)</b>	<b>(790)</b>
<b>Effect of exchange rate changes on cash</b>	<b>(53)</b>	<b>23</b>	<b>(20)</b>
<b>Cash classified within assets held for sale</b>	<b>(11)</b>	<b>—</b>	<b>—</b>
Net change in cash and cash equivalents	102	75	(405)
Cash and cash equivalents at beginning of year	1,019	944	1,349
<b>Cash and cash equivalents at end of year</b>	<b>\$ 1,121</b>	<b>\$ 1,019</b>	<b>\$ 944</b>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid during the year for:			
Interest	\$ 67	\$ 69	\$ 76
Income taxes (net of refunds received)	\$ 219	\$ 211	\$ 91

See accompanying notes to consolidated financial statements.

**XYLEM INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

(In Millions, except per share amounts)

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non-Controlling Interest	Total
Balance at December 31, 2021	\$ 2	\$ 2,089	\$ 2,154	\$ (371)	\$ (656)	\$ 8	\$ 3,226
Net income			355				355
Other comprehensive income, net				145			145
Other Activity						1	1
Dividends declared (\$1.20 per share)			(217)				(217)
Stock incentive plan activity		45			(6)		39
Repurchase of common stock					(46)		(46)
Balance at December 31, 2022	\$ 2	\$ 2,134	\$ 2,292	\$ (226)	\$ (708)	\$ 9	\$ 3,503
Net Income			609				609
Other comprehensive income, net				(43)			(43)
Other activity						1	1
Issuance of common stock	1	6,120					6,121
Issuance of replacement equity awards		160					160
Dividends declared (\$1.32 per share)			(300)				(300)
Stock incentive plan activity		150			(25)		125
Balance at December 31, 2023	\$ 3	\$ 8,564	\$ 2,601	\$ (269)	\$ (733)	\$ 10	\$ 10,176
Net income			890				890
Other comprehensive income, net				(166)			(166)
Other activity						(4)	(4)
Dividends declared (\$1.44 per share)			(351)				(351)
Stock incentive plan activity		125			(20)		105
Distributions to minority shareholders						(1)	(1)
Acquisition activity		(2)					(2)
Balance at December 31, 2024	\$ 3	\$ 8,687	\$ 3,140	\$ (435)	\$ (753)	\$ 5	\$ 10,647

See accompanying notes to consolidated financial statements.

**XYLEM INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1. Summary of Significant Accounting Policies**

Xylem Inc. ("Xylem" or the "Company") is a leading global water technology company. We design, manufacture and service engineered products and solutions across a wide variety of critical applications primarily in the water sector. Our broad portfolio of products, services and solutions addresses customer needs of scarcity, resilience, quality, and affordability across the water cycle, from the delivery, treatment, measurement and use of drinking water, to the collection, testing, analysis and treatment of wastewater, to the return of water to the environment.

Xylem operates in four segments, Water Infrastructure, Applied Water, Measurement and Control Solutions and Water Solutions and Services. See Note 21, "Segment and Geographic Data," for further segment background information.

Hereinafter, except as otherwise indicated or unless the context otherwise requires, "Xylem," "we," "us," "our" and "the Company" refer to Xylem Inc. and its subsidiaries.

**Acquisition of Evoqua**

On May 24, 2023, Xylem completed the acquisition of Evoqua Water Technologies Corp. ("Evoqua"). Refer to Note 3, "Acquisitions and Divestitures," for additional information.

**Basis of Presentation**

The consolidated financial statements reflect our financial position and results of operations in conformity with accounting principles generally accepted in the United States of America ("GAAP"). All intercompany transactions between our businesses have been eliminated. Certain prior year amounts have been conformed to the current year presentation.

The Company announced a change to its reportable segments effective January 1, 2024, and as a result, is now reporting the financial position and results of operations of its former Integrated Solutions and Services segment together with the dewatering business, previously within our Water Infrastructure segment, and the assessment services business, previously within our Measurement and Control Solutions segment, in a new segment that is referred to as Water Solutions and Services. The Company's Water Infrastructure reportable segment no longer includes the results of the dewatering business, and the Company's Measurement and Control Solutions reportable segment no longer includes the results of the assessment services business. The Company's Applied Water reportable segment remains unchanged. As a result of the change, the Company has recast prior period segment amounts to align with the new segment reporting. The recast financial information reflects depreciation, amortization and share-based compensation specifically identified to the segments that were previously reported within Corporate and other and Regional selling locations as part of an overall allocation. These changes have no impact on the Company's historical consolidated financial position or results of operations.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Estimates are revised as additional information becomes available. Estimates and assumptions are used for, but not limited to, post-retirement obligations and assets, revenue recognition, income taxes, valuation of intangible assets, goodwill and indefinite-lived intangible impairment testing and contingent liabilities. Actual results could differ from these estimates.

**Consolidation Principles**

We consolidate companies in which we have a controlling financial interest or when Xylem is considered the primary beneficiary of a variable interest entity. We account for investments under the equity method in companies over which we have the ability to exercise significant influence but do not hold a controlling financial interest, and we record our proportionate share of income or losses in the Consolidated Income Statements. Equity method investments are reviewed for impairment when events or circumstances indicate the investment may be other than temporarily impaired. This requires significant judgment, including an assessment of the investee's financial condition, the possibility of subsequent rounds of financing, and the investee's historical and projected results of

operations. If the actual results of operations for the investee are significantly different from projections, we may incur future charges for the impairment of these investments.

### **Foreign Currency Translation**

The national currencies of our foreign companies are generally the functional currencies. Balance sheet accounts are translated at the exchange rate in effect at the end of each period; income statement accounts are translated at the average rates of exchange prevailing during the period. Gains and losses on foreign currency translations are reflected in the cumulative translation adjustments component of stockholders' equity. Net gains or losses from foreign currency transactions are reported currently in selling, general and administrative expenses.

### **Revenue Recognition**

Xylem recognizes revenue in a manner that depicts the transfer of promised goods and services to customers in an amount that reflects the consideration to which it expects to be entitled for providing those goods and services. For each arrangement with a customer, we identify the contract and the associated performance obligations within the contract, determine the transaction price of that contract, allocate the transaction price to each performance obligation and recognize revenue as each performance obligation is satisfied. As a result of the Evoqua acquisition, we assessed our prior definition of service revenue and redefined service revenue for the combined company as revenue resulting from the satisfaction of performance obligations primarily related to outsourced water services, maintenance, repair, preventive and inspection services, software as a service ("SaaS") subscriptions, and spare parts sales related to these service offerings.

The satisfaction of performance obligations in a contract is based upon when the customer obtains control over the asset. Depending on the nature of the performance obligation, control transfers either at a particular point in time, or over time, which determines the pattern of revenue recognition.

For product sales, other than long-term construction-type contracts, we recognize revenue once control has passed at a point in time, which is generally when products are shipped. In instances where contractual terms include a provision for customer acceptance, revenue is recognized when either (i) we have previously demonstrated that the product meets the specified criteria based on either seller or customer-specified objective criteria or (ii) upon formal acceptance received from the customer where the product has not been previously demonstrated to meet customer-specified objective criteria. We recognize revenue on product sales to channel partners, including resellers, distributors or value-added solution providers, at the point in time when control is transferred which is determined based on when the risks and rewards, possession, and title have transferred to the customer, which usually occurs at the point of delivery.

Revenue from performance obligations related to services is primarily recognized over time, as the performance obligations are satisfied. In these instances, the customer consumes the benefit of the service as Xylem performs.

Certain businesses also enter into long-term construction-type sales contracts where revenue is recognized over time. In these instances, revenue is recognized using a measure of progress that applies an input method based on costs incurred in relation to total estimated costs. We also recognize revenue for certain of these arrangements using the output method and measure progress based on shipments of product where control has transferred to the customer.

If shipping and handling activities are performed after a customer obtains control of a good, we account for the shipping and handling activities as activities to fulfill a promise to transfer a good. Shipping and handling related costs are accrued as revenue is recognized.

For all contracts with customers, we determine the transaction price in the arrangement and allocate the transaction price to each performance obligation identified in the contract. Judgment is required to determine the appropriate unit of account, and we separate the performance obligations if they are capable of being distinct and are distinct within the context of the contract. We base our allocation of the transaction price to the performance obligations on the relative stand-alone selling prices for the goods or services contained in a particular performance obligation. The stand-alone selling prices are determined first by reference to observable prices. In the event observable prices are not available, we estimate the stand-alone selling price by maximizing observable inputs and applying an adjusted market assessment approach, expected cost plus margin approach, or a residual approach in limited situations. Revenue in these instances is recognized on individual performance obligations within the same contract as they are satisfied.

The transaction price is adjusted for our estimate of variable consideration which may include a right of return, discounts, rebates, penalties, retainage, and warranties. To estimate variable consideration, we apply the expected value or the most likely amount method, based on whichever method most appropriately predicts the amount of

consideration we expect to receive. The method applied is typically based on historical experience and known trends. We constrain the amounts of variable consideration that are included in the transaction price, to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur or when uncertainties around the variable consideration are resolved.

We exclude from the measurement of the transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected from a customer, for example sales, use, value added and some excise taxes.

For all contracts with customers, payment received for our products and services may not necessarily follow the same pattern of revenue recognition to which it relates and are dictated by the terms and conditions of our contracts with customers. Payments received for product sales typically occur following delivery and the satisfaction of the performance obligations based upon the terms outlined in the contracts. Payments received for services typically occur following the services being rendered. For long-term construction-type projects, payments are typically made throughout the contract as progress is made.

In limited situations, contracts with customers include financing components where payment terms exceed one year; however, we believe that the financing effects are not significant to Xylem. In addition, we apply a practical expedient and do not adjust the promised amount of consideration in a contract for the effects of significant financing components when we expect payment terms to be one year or less from the time the goods or services are transferred until ultimate payment.

We offer standard warranties for our products to enable compliance with agreed-upon specifications in our contracts. Standard warranties do not give rise to performance obligations and represent assurance-type warranties. In certain instances, product warranty terms are adjusted to account for the specific nature of the contract. In these instances, we assess the warranties to determine whether they represent service-type warranties, and should be accounted for as a separate performance obligation in the contract.

Costs to obtain a contract include incremental costs that the Company has incurred that it expects to recover. Incremental costs only include costs that the Company would not have incurred had the contract not been obtained. Costs that would have been incurred regardless of whether or not the contract was obtained are expensed as incurred, unless they are explicitly chargeable to the customer whether or not the contract is obtained.

Costs to obtain contracts are capitalized when incurred, and are then amortized in a manner that is consistent with the pattern of transfer of the related goods or services provided in the contract. The Company elects to apply the practical expedient to expense costs to obtain contracts when the associated amortization period of those costs would be one year or less.

#### ***Shipping and Handling Costs***

Shipping and handling costs are recorded as a component of cost of revenue.

#### ***Share-Based Compensation***

Share-based awards issued to employees include non-qualified stock options, restricted stock units and performance share units. Share-based awards issued to members of the Board of Directors include restricted stock units. Compensation costs resulting from share-based payment transactions are recognized primarily at fair value over the requisite service period (typically three years), on a straight-line basis, within selling, general and administrative expenses. The calculated compensation cost is adjusted based on an estimate of awards ultimately expected to vest. The fair value of a non-qualified stock option is determined on the date of grant using a binomial lattice pricing model incorporating multiple and variable assumptions over time, including assumptions such as employee exercise patterns, stock price volatility and changes in dividends. The fair value of restricted stock unit awards is determined using the closing price of our common stock on date of grant. The fair value of Return on Invested Capital ("ROIC"), Revenue, and adjusted EBITDA performance share units at 100% target is determined using the closing price of our common stock on date of grant. The calculated compensation cost is adjusted based on an estimate of awards ultimately expected to vest and our assessment of the probable outcome of the performance condition. The fair value of Total Shareholder Return ("TSR") performance share units is calculated on the date of grant using a Monte Carlo simulation model utilizing several key assumptions, including expected Company and peer company share price volatility, correlation coefficients between peers, the risk-free rate of return, the expected dividend yield and other award design features.

### **Research and Development**

We conduct research and development activities, which consist primarily of the development of new products, product applications, and manufacturing processes. To the extent these activities involve developing software that is sold to our customers, we capitalize the applicable development costs. All other research and development costs are charged to expense as incurred.

### **Exit and Disposal Costs**

We periodically initiate management-approved restructuring activities to achieve cost savings through reduced operational redundancies and to position ourselves strategically in the market in response to prevailing economic conditions and associated customer demand. Costs associated with restructuring actions can include severance, acceleration of share-based compensation expense due to "double trigger" change in control provisions, infrastructure charges to vacate facilities or consolidate operations, contract termination costs and other related charges. For involuntary separation plans, a liability is recognized when it is probable and reasonably estimable. For voluntary separation plans, a liability is recognized when the employee irrevocably accepts the voluntary termination. For one-time termination benefits, such as additional severance pay or benefit payouts and other exit costs, the liability is measured and recognized initially at fair value in the period in which the liability is incurred, with subsequent changes to the liability recognized as adjustments in the period of change.

### **Deferred Financing Costs**

Deferred financing costs represent costs incurred in conjunction with our debt financing activities and are capitalized in long-term debt and amortized over the life of the related financing arrangements. If the debt is retired early, the related unamortized deferred financing costs are recorded within the results of operations under the caption "interest expense" in the period the debt is retired.

### **Income Taxes**

Income taxes are calculated using the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the financial reporting and tax bases of assets and liabilities, applying enacted tax rates in effect for the year in which we expect the differences will reverse.

We maintain valuation allowances when it is more likely than not that all or a portion of a deferred asset will not be realized. In determining whether a valuation allowance is warranted, we consider all positive and negative evidence and all sources of taxable income such as prior earnings history, expected future earnings, carryback and carryforward periods and tax strategies to estimate if sufficient future taxable income will be generated to realize the deferred tax asset. The assessment of the adequacy of our valuation allowance is based on our estimates of taxable income by the jurisdiction in which we operate and the period over which our deferred tax assets will be recoverable. If actual results differ from these estimates, or we adjust these estimates in future periods for current trends or expected changes in our estimating assumptions, we may need to modify the level of valuation allowance that could materially impact our business, financial condition and results of operations.

We have recorded net foreign withholding taxes and state income taxes on earnings that are expected to be repatriated to the U.S. parent. We have not recorded any deferred taxes on the amounts that the Company currently does not intend to repatriate. The determination of deferred taxes on this amount is not practicable.

Tax benefits are recognized for an uncertain tax position when, based on the technical merits of the position it is more likely than not that the position will be sustained upon examination by a taxing authority or upon completion of the litigation process. For a tax position that meets the more-likely-than-not recognition threshold, the tax benefit is measured as the largest amount that is judged to have a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority. The liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances and when new information becomes available. Such adjustments are recognized in the period in which they are identified. The effective tax rate includes the net impact of changes in the liability for unrecognized tax benefits and subsequent adjustments as considered appropriate by management. While it is often difficult to predict the final outcome or the timing of resolution of any particular tax matter, we believe our liability for unrecognized tax benefits is adequate. We classify interest relating to unrecognized tax benefits as a component of other non-operating income, net and tax penalties as a component of income tax expense in our Consolidated Income Statements.

### **Earnings Per Share**

We present two calculations of earnings per share (“EPS”). “Basic” EPS equals net income divided by weighted average shares outstanding during the period. “Diluted” EPS equals net income divided by the sum of weighted average common shares outstanding during the period plus potentially dilutive shares. Potentially dilutive common shares that are anti-dilutive are excluded from diluted EPS.

### **Cash Equivalents**

We consider all liquid investments purchased with an original maturity of three months or less to be cash equivalents.

### **Receivables and Allowance for Credit Losses and Discounts**

Receivables are primarily comprised of uncollected amounts owed to us from transactions with customers and are presented net of allowances for credit losses, returns and early payment discounts.

We determine our allowance for credit losses using a combination of factors to reduce our trade receivable balances to the net amount expected to be collected. We maintain an allowance for credit losses based on a variety of factors, including the length of time receivables were past due, macro-economic trends and conditions, significant one-time events, historical experience, and current and future expectations of economic conditions. In addition, we record an allowance for individual accounts when we become aware of specific customer circumstances, such as in the case of bankruptcy filings or deterioration in the customer’s operating results or financial position. The past due or delinquency status of a receivable is based on the contractual payment terms of the receivable. If circumstances related to the specific customer change, we adjust estimates of the recoverability of receivables as appropriate. We determine our allowance for early payment discounts primarily based on historical experience with customers.

Credit risk with respect to accounts receivable is generally diversified due to the large number of entities comprising our customer base and their dispersion across many different geographical regions. We evaluate the financial condition of our third-party distributors, resellers and other customers and require collateral, such as letters of credit and bank guarantees, in certain circumstances. As of December 31, 2024 and 2023 we do not believe we have any significant concentrations of credit risk.

### **Inventories**

Inventories, which include the costs of material, labor and overhead, are stated at the lower of cost or net realizable value. Estimated losses from obsolete and slow-moving inventories are recorded to reduce inventory values to their estimated net realizable value. Our manufacturing operations recognize costs of sales using standard costs with full overhead absorption, which generally approximates actual cost.

### **Property, Plant and Equipment**

These assets are recorded at historical cost and are depreciated using the straight-line method of depreciation over the estimated useful lives as follows:

	<u>Estimated Life</u>
Buildings and improvements	5 to 40 years
Machinery and equipment	2 to 10 years
Furniture and fixtures	3 to 7 years
Equipment held for lease or rental	2 to 10 years

Leasehold improvements are depreciated over the shorter of their estimated useful life or the term of the lease. Costs related to maintenance and repairs that do not prolong the assets’ useful lives are expensed as incurred.

### **Leases**

We determine if an arrangement is a lease at inception. We have recorded right of use (“ROU”) assets and liabilities for lease arrangements that are reasonably certain to extend beyond 12 months. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments under the lease. ROU assets and liabilities are recognized at lease commencement date based on the present value of lease payments over the lease term. The implicit rate within our leases is generally not determinable, and we use our incremental borrowing rate at the lease commencement date to determine the net present value of lease payments. The determination of the appropriate incremental borrowing rate requires judgment. We determine the appropriate incremental borrowing rate for each lease using our current borrowing rate, adjusted for various factors including geographic region, level of collateralization and term, to align with the term of the underlying lease.

Lease expense for lease payments is recognized on a straight-line basis over the lease term. Many of our leases are subject to payment adjustments to reflect annual changes in price indexes, such as the Consumer Price Index. While associated lease liabilities are not re-measured as a result of changes in the applicable price indexes, changes to required lease payments are treated as variable lease payments and recognized in the period in which the obligation for those payments was incurred.

Leases with a lease term of 12 months or less, including renewal options that are reasonably certain to be exercised, that also do not include an option to purchase the underlying asset that is reasonably certain of exercise, are not recorded on the Consolidated Balance Sheets. Instead, lease payments for these leases are recognized as a lease cost on a straight-line basis over the lease term.

We elected the package of practical expedients, which among other things, does not require reassessment of lease classification. Additionally, we have made an accounting policy election whereby we chose not to separate non-lease components from lease components in agreements in all leases which we are the lessee.

In addition to manufacturing and selling equipment, we also lease equipment to customers in exchange for consideration. These arrangements are generally short term in nature and predominantly involve the rental of pumps and accessories within the Water Solutions and Services segment. Short term rental arrangements generally do not provide the customer the right to purchase the equipment as Xylem's strategy is to rent these items over their useful lives. Customers may be billed based on daily, weekly or monthly rates depending on the expected rental period. We assessed that these arrangements constitute a lease under ASC 842, and have recognized them as operating leases. In situations where arrangements contain both the sale of products and a leasing component, contract consideration is allocated based on relative standalone selling price.

The Company also generates revenue through the lease of its water treatment equipment and systems to customers within the Water Solutions and Services segment. At the time of contract inception, the Company determines if an arrangement is or contains a lease. These contracts generally contain both lease and non-lease components, including installation, maintenance, and monitoring services of the Company-owned equipment. In situations where arrangements contain multiple elements, contract consideration is allocated based on relative standalone selling price.

### ***Goodwill and Intangible Assets***

Goodwill represents purchase consideration paid in a business combination that exceeds the values assigned to the net assets of acquired businesses. Intangible assets include customer relationships, proprietary technology, brands and trademarks, patents, software and other intangible assets. Intangible assets with a finite life are amortized on a straight-line basis over an estimated economic useful life which ranges from 1 to 40 years and is included in cost of revenue or selling, general and administrative expenses. Certain of our intangible assets, namely certain brands and trademarks, as well as FCC licenses, have an indefinite life and are not amortized.

Goodwill and indefinite-lived intangible assets are not amortized, but rather are tested for impairment annually (or more frequently if impairment indicators arise, such as changes to the reporting unit structure, significant adverse changes in the business or business climate or an adverse action or assessment by a regulator). We conduct our annual impairment testing as of the beginning of the fourth quarter. For goodwill, the estimated fair value of each reporting unit is compared to the carrying value of the net assets assigned to that reporting unit. If the estimated fair value of the reporting unit exceeds its carrying value, goodwill is not impaired. If the carrying value of the reporting unit exceeds its estimated fair value, then an impairment charge is recognized for that excess up to the amount of recorded goodwill. In assessing goodwill for impairment, we estimate the fair value of our reporting units using both the income approach and market approach. Weighting is equally attributed to both the market and income approaches in arriving at the fair value of the reporting units. To determine the reasonableness of the calculated fair values, we review the assumptions to ensure that neither the income approach nor the market approach yielded significantly different valuations. We estimate the fair value of our intangible assets with indefinite lives using either the income approach or the market approach. Under the income approach, we calculate fair value based on the present value of estimated future cash flows. Under the market approach, we calculate fair value based on recent sales and selling prices of similar assets.

### ***Long-Lived Asset Impairment***

Long-lived assets, including intangible assets with finite lives, are amortized and tested for impairment whenever events or changes in circumstances indicate their carrying value may not be recoverable. We assess the recoverability of long-lived assets based on the undiscounted future cash flow the assets are expected to generate and recognize an impairment loss when estimated undiscounted future cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the

asset. When an impairment is identified, we reduce the carrying amount of the asset to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values.

### ***Product Warranties***

For assurance-type warranties, we accrue for the estimated cost of product warranties at the time revenue is recognized and record it as a component of cost of revenue. Our product warranty liability reflects our best estimate of probable liability under the terms and conditions of our product warranties offered to customers. We estimate the liability based on our standard warranty terms, the historical frequency of claims and the cost to replace or repair our products under warranty. Factors that impact our warranty liability include the number of units sold, the length of warranty term, historical and anticipated rates of warranty claims and cost per claim. We also record a warranty liability for specific matters. We assess the adequacy of our recorded warranty liabilities quarterly and adjust amounts as necessary.

For service-type warranties (i.e. non-standard warranties) costs incurred to fulfill the extended or service warranty are recognized/recorded as the costs are incurred.

### ***Post-retirement Benefit Plans***

The determination of defined benefit pension and post-retirement plan obligations and their associated costs requires the use of actuarial computations to estimate participant plan benefits to which the employees will be entitled. The assumptions primarily relate to discount rates, expected long-term rates of return on plan assets, rate of future compensation increases, mortality, years of service and other factors. We develop each assumption using relevant company experience in conjunction with market-related data for each individual country in which such plans exist. All actuarial assumptions are reviewed annually with third-party consultants and adjusted as necessary. For the recognition of net periodic post-retirement cost, the calculation of the expected return on plan assets is generally derived by applying the expected long-term rate of return on the market-related value of plan assets. The market-related value of plan assets is based on average asset values at the measurement date over the last five years. Actual results that differ from our assumptions are accumulated and amortized on a straight-line basis only to the extent they exceed 10% of the higher of the market-related value or the projected benefit obligation, over the average remaining service period of active participants, or for plans with all or substantially all inactive participants, over the average remaining life expectancy. The fair value of plan assets is determined based on market prices or estimated fair value at the measurement date.

We consider changes to a plan's benefit formula that eliminate the accrual for future service but continue to allow for future salary increases (i.e. "soft freeze") to be a curtailment.

### ***Business Combinations***

We allocate the purchase price of acquisitions to the tangible and intangible assets acquired, liabilities assumed, and non-controlling interests in the acquiree based on their estimated fair value at the acquisition date. The excess of the acquisition price over those estimated fair values is recorded as goodwill. Changes to the acquisition date provisional fair values prior to the expiration of the measurement period, a period not to exceed 12 months from date of acquisition, are recorded as an adjustment to the associated goodwill. Acquisition-related expenses and restructuring costs, if any, are recognized separately from the business combination and are expensed as incurred.

### ***Derivative Financial Instruments***

We record all derivatives on the Consolidated Balance Sheets at fair value. The accounting for changes in the fair value of derivatives depends on whether we have elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, including forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We may enter into derivative contracts that are intended to hedge certain risks economically, even though hedge accounting does not apply or we elect not to apply hedge accounting.

Changes in the fair value of derivatives designated and that qualify as cash flow hedges of foreign exchange risk are recorded in Other Comprehensive Income (Loss) ("OCI/L") and are subsequently reclassified into either

revenue or cost of revenue (hedge of sales classified into revenue and hedge of purchases classified into cost of revenue) in the period that the hedged forecasted transaction affects earnings. Our policy is to de-designate cash flow hedges at the time forecasted transactions are recognized as assets or liabilities on a business unit's balance sheet and report subsequent changes in fair value through selling, general and administrative expenses where the gain or loss due to movements in currency rates on the underlying asset or liability is revalued. If it becomes probable that the originally forecasted transaction will not occur, the gain or loss related to the hedge recorded within Accumulated Other Comprehensive Loss ("AOCL") is immediately recognized into net income.

Effectiveness of derivatives designated as net investment hedges is assessed using the spot method. The changes in the fair value of these derivatives due to movements in spot exchange rates are recorded in OCI/L. Amounts in AOCL are reclassified into earnings at the time the hedged net investment is sold or substantially liquidated. Furthermore, we recognize interest income based on the interest rate differential embedded in the derivative instrument.

### ***Commitments and Contingencies***

We record accruals for commitments and loss contingencies for those which are both probable and for which the amount can be reasonably estimated. In addition, legal fees are accrued for cases where a loss is probable and the related fees can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount of loss. We review these accruals quarterly and adjust the accruals to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other current information.

Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. Our estimated liability is reduced to reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of the relevant costs. These accruals are reviewed quarterly and are adjusted as assessment and remediation efforts progress, or as additional technical or legal information becomes available. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given inherent uncertainties in evaluating environmental exposures. Accruals for environmental liabilities are primarily included in other non-current liabilities at undiscounted amounts.

### ***Concentrations of Credit Risk***

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and cash equivalents, derivative contracts and accounts receivable from trade customers. We maintain cash and cash equivalents and derivative contracts with various financial institutions. These financial institutions are located in many different geographical regions, and our policy is designed to limit exposure with any one institution. As part of our cash and risk management processes, we perform periodic evaluations of the relative credit standing of the financial institutions. We have not sustained any material credit losses during the previous three years from instruments held at financial institutions. We may utilize forward contracts to protect against the effects of foreign currency fluctuations. Such contracts involve the risk of non-performance by the counterparty. Credit risk with respect to accounts receivable is generally diversified due to the large number of entities comprising our customer base and their dispersion across many different industries and geographic regions. We perform ongoing credit evaluations of the financial condition of our third-party distributors, resellers and other customers and require collateral, such as letters of credit and bank guarantees, in certain circumstances.

Substantially all of the cash and cash equivalents, including foreign cash balances, at December 31, 2024 and 2023 were uninsured. Foreign cash balances at December 31, 2024 and 2023 were \$741 million and \$955 million, respectively.

### ***Fair Value Measurements***

We determine fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We use a hierarchical structure to prioritize the inputs to valuation techniques used to measure fair value into three broad levels defined as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices (in non-active markets or in active markets for similar assets or liabilities), inputs other than quoted prices that are observable, and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 inputs are unobservable inputs for the assets or liabilities.

The fair value hierarchy is based on maximizing the use of observable inputs and minimizing the use of unobservable inputs when measuring fair value. Classification within the fair value hierarchy is based on the lowest level input that is significant to the fair value measurement.

Certain investments which measure fair value using the net asset value ("NAV") per share practical expedient are not classified within the fair value hierarchy and are separately disclosed.

#### **Redeemable Non-Controlling Interest**

Non-controlling interest that is redeemable upon the occurrence of an event that is not solely within the control of the issuer is classified as mezzanine equity in the Company's consolidated balance sheets. Initial measurement is at acquisition date fair value and subsequent measurement is at the greater of the carrying value or the redemption value. Changes in the redemption value are recognized immediately as they occur and the carrying amount of the redeemable non-controlling interest is adjusted at the end of each reporting period. This method views the end of the reporting period as if it were also the redemption date for the instrument. Increases or decreases in the estimated redemption amount are recorded with corresponding adjustments against equity and are reflected in the computation of earnings per share.

### **Note 2. Recently Issued Accounting Pronouncements**

#### **Pronouncements Not Yet Adopted**

In November 2024, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2024-03, "*Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*". This ASU requires a footnote disclosure to disaggregate each relevant expense caption on the face of the income statement that includes specific natural expense categories. In addition, the standard requires disclosure of selling expenses on an annual and interim basis. The standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The standard is required to be adopted prospectively, but retrospective adoption is permitted. The Company is currently evaluating the method of adoption and the impacts of the guidance on our disclosures in future periods.

In December 2023, the FASB issued ASU No. 2023-09, "*Improvements to Income Tax Disclosures*". The ASU is intended to improve income tax disclosure requirements, primarily through additional disclosures about a reporting entity's effective tax rate reconciliations as well as information on income taxes paid. The standard is effective for fiscal years beginning after December 15, 2024, and interim periods within fiscal years beginning after December 15, 2025, with early adoption permitted. The amendments are required to be applied on a prospective basis, with the option to apply retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the method of adoption and the impacts of the guidance on our disclosures in future periods.

#### **Recently Adopted Pronouncements**

In November 2023, the FASB issued ASU No. 2023-07, "*Segment Reporting (Topic 280) Improvements to Reportable Segment Disclosures*." This guidance requires disclosure information about significant segment expenses. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The standard is required to be applied on a retrospective basis to all periods presented in the consolidated financial statements. Refer to Note 21, "Segment and Geographic Data" for the disclosures related to our adoption of the standard.

In September 2022, the FASB issued ASU 2022-04, "*Liabilities-Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations*." This guidance requires disclosure of the key terms of outstanding supplier finance programs and a rollforward of the related obligations. The standard does not affect the recognition, measurement, or financial statement presentation of supplier finance program obligations. The ASU became effective January 1, 2023, and the rollforward requirement became effective January 1, 2024. Refer to Note 14., "Current Liabilities" for the disclosures related to our adoption of the standard.

### **Note 3. Acquisitions and Divestitures**

#### **2024 Acquisitions**

##### *Global Omnium Idrica, S.L.*

On April 26, 2023, we acquired a 25.1% equity interest in Global Omnium Idrica S.L. ("Idrica"), a global company specializing in digital transformation for the water industry, offering innovative services and technological solutions

for comprehensive water cycle management for \$51 million. In connection with the transaction, the Company was granted the right to purchase a majority interest in Idrica from the joint venture partner at a fixed price. The investment was accounted for as an equity method investment as the Company had significant influence but did not have control over Idrica.

On December 10, 2024, we acquired an additional 35.9% equity interest in Idrica for \$154 million (\$150 million, net of cash received) by exercising our call right and now hold an aggregate ownership interest of 61.0% of Idrica. This was accounted for as a step acquisition where the Company has applied the acquisition method of accounting in accordance with ASC 805, Business Combinations ("ASC 805"). The fair value of our call right was included within the fair value of previously held equity interest and recognized as part of the consideration transferred and the gain on remeasurement of our call right was also included in the gain on remeasurement of previously held equity interest (as discussed below). The Company recognized assets acquired and liabilities assumed at their fair value as of the date of acquisition, with the excess purchase consideration recorded to goodwill. As the Company finalizes the estimation of the fair value of the assets acquired and liabilities assumed, additional adjustments may be recorded during the measurement period (a period not to exceed 12 months from the acquisition date).

The total fair value of consideration transferred was \$637 million, which includes cash paid to Idrica, the remeasurement to fair value of our previously held equity interest, the fair value of the redeemable non-controlling interest, and the settlement of a preexisting contractual relationship between the Company and Idrica. This relationship related to a distribution agreement which the Company had previously recognized in other non-current assets.

The acquisition-date fair value of the consideration consisted of the following:

(in millions)

	<b>Fair Value of Purchase Consideration</b>
Cash paid	\$ 154
Fair value of previously held equity interest	193
Fair value of redeemable non-controlling interest	237
Settlement of preexisting relationship	53
<b>Total</b>	<b>\$ 637</b>

The Company remeasured its previously held 25.1% equity interest in Idrica immediately prior to the completion of the acquisition to its estimated fair value of approximately \$193 million. This fair value was derived by using the discounted cash flow method of the income approach, which considers future cash flows that are discounted to present value at a rate of return commensurate with the business and financial risks associated with the expected achievement of the projected cash flows. As a result of the remeasurement of its previously held equity interest, the Company recognized a gain of approximately \$152 million in the fourth quarter of 2024. The gain reflects the excess of the estimated fair value of \$193 million for the Company's previously held 25.1% equity interest over its carrying value of approximately \$41 million.

The following table summarizes the preliminary acquisition date fair value of net tangible and intangible assets acquired, net of liabilities assumed from Idrica:

(in millions)	Fair Value
Cash and cash equivalents	\$ 4
Receivables	5
Prepaid and other current assets	6
Goodwill	521
Other intangible assets, net	165
Other non-current assets	15
Accounts payable	(8)
Accrued and other current liabilities	(4)
Short term borrowings and current maturities of long-term debt	(16)
Long term debt	(7)
Deferred income tax liabilities	(41)
Other non-current accrued liabilities	(3)
<b>Total</b>	<b>\$ 637</b>

The preliminary purchase price allocation is subject to further refinement and may require significant adjustments to arrive at the final purchase price allocation. The above fair values of assets acquired and liabilities assumed are preliminary. The fair values of the intangible assets acquired were preliminarily determined using the income and cost approaches. In many cases, the determination of the fair values required estimates about discount rates, future expected cash flows, and other future events that are judgmental and subject to change. The final determination of the fair value of certain assets and liabilities will be completed as soon as the necessary information becomes available but no later than one year from the acquisition date.

Our revenue and net loss attributable to the Idrica for the year ended December 31, 2024 were not material. The \$521 million of goodwill recognized, which is not deductible for U.S. income tax purposes, is primarily attributable to costs and revenue synergies and economies of scale expected from combining the operations of Idrica with Xylem.

#### Identifiable Intangible Assets Acquired

The following table summarizes key information underlying identifiable intangible assets related to the Idrica acquisition:

(in millions)	Useful Life (in years) (a)	Fair Value (in millions)
Customer Relationships	24	\$ 28
Backlog	9	2
Technology	7	132
Trade Name	10	2
Intangible Assets Under Construction		1
<b>Total</b>	<b>10</b>	<b>\$ 165</b>

(a) Useful life approximates weighted average useful life.

- The preliminary estimates of fair value of Idrica's identifiable intangible assets were determined using a combination of the income and cost approaches. The fair value measurements were primarily based on significant inputs that are not observable in the market and thus, represent a Level 3 measurement of the fair value hierarchy as defined in ASC 820, Fair Value Measurements ("ASC 820"). Intangible assets consisting of the customer relationships, backlog, and trade name were valued using the multi-period excess earnings method ("MEEM") or the relief from royalty ("RFR") method, both of which are forms of the income approach. The intangible asset related to Idrica's developed technology was valued using the replacement cost approach.
- The customer and backlog intangible assets were valued using the MEEM. The MEEM is an approach where the net earnings attributable to the asset being measured are isolated from other "contributory assets" over the intangible asset's remaining economic life.

- The trade name intangible asset was valued using the RFR method. The RFR method suggests that in lieu of ownership, the acquirer can obtain comparable rights to use the subject asset via a license from a hypothetical third-party owner. The asset's fair value is the present value of license fees avoided by owning it (i.e., the royalty savings).
- The developed technology intangible asset was valued using the replacement cost approach. The replacement cost approach is a valuation method that relies on estimating the replacement costs of assets based on the principle that an asset would not be purchased for a price higher than the cost to replace it with an asset of comparable utility.

Pro forma results of operations have not been included, as the acquisition of Idrica was not material to our results of operations for any periods presented.

#### *Heusser*

On December 5, 2024, we acquired all issued and outstanding shares of Heusser Water Solutions AG ("Heusser"), a leading distributor and provider of advanced pumping systems and treatment solutions in Switzerland, for \$40 million (\$35 million, net of cash received). Heusser, a privately-owned company headquartered in Cham, Switzerland, has approximately 90 employees. Our consolidated financial statements include Heusser's results of operations prospectively from December 5, 2024 primarily within the Water Infrastructure segment.

### **2023 Acquisitions and Divestitures**

#### *Evoqua Water Technologies Corp.*

On May 24, 2023, the Company completed the acquisition of 100% of the issued and outstanding shares of Evoqua, a leader in providing water and wastewater treatment solutions, offering a broad portfolio of products and services to support industrial, municipal, and recreational customers, pursuant to the Agreement and Plan of Merger dated January 22, 2023 (the "Merger Agreement"). The Merger Agreement provided that Fore Merger Sub, Inc., a wholly owned subsidiary of the Company, merge with and into Evoqua, with Evoqua surviving as a wholly owned subsidiary of Xylem (the "Merger"). Under the terms and conditions of the Merger Agreement, each share of Evoqua common stock issued and outstanding immediately prior to the effective time of the Merger (other than certain excluded shares as described in the Merger Agreement) was converted into the right to receive 0.48 (the "Exchange Ratio") of a share of the common stock of Xylem. Upon the effectiveness of the Merger, legacy Evoqua stockholders owned approximately 25% and legacy Xylem shareholders owned approximately 75% of the combined company. The purchase price for purposes of the Merger consisted of an aggregate of \$6,121 million of the Company's common stock, \$160 million in replacement equity awards, and \$619 million to repay certain indebtedness of Evoqua (refer to Note 15, "Credit Facilities and Debt"). Acquisition costs for the year ended December 31, 2023 of \$57 million have been recorded within Selling, general and administrative expense in our Consolidated Income Statements.

The acquisition-date fair value of the consideration totaled \$6,900 million, which consisted of the following:

(in millions, except share amounts)	<b>Fair Value of Purchase Consideration</b>	
Xylem Common Stock issued to Evoqua stockholders (58,779,096 shares)	\$	6,121
Estimated replacement equity awards		160
Payment of certain Evoqua indebtedness		619
<b>Total</b>	<b>\$</b>	<b>6,900</b>

The Company has applied the acquisition method of accounting in accordance with ASC 805 and recognized assets acquired and liabilities assumed at their fair value as of the date of acquisition, with the excess purchase consideration recorded to goodwill. During the second quarter of 2024, the Company finalized the purchase price allocation.

We recorded measurement period adjustments as a result of refining certain assumptions that were based on facts and circumstances that existed as of the acquisition date, which did not have a material impact on our Consolidated Balance Sheets at December 31, 2024.

The following table summarizes the acquisition date fair value of net tangible and intangible assets acquired, net of liabilities assumed from Evoqua:

(in millions)	<b>Fair Value</b>
Cash and cash equivalents	\$ 143
Receivables (a)	430
Inventories	258
Prepaid and other current assets	78
Assets held for sale	8
Property, plant and equipment, net	508
Goodwill	4,801
Other intangible assets, net	1,769
Other non-current assets	180
Non-current assets held for sale	85
Accounts payable	(210)
Accrued and other current liabilities	(357)
Short-term borrowings and current maturities of long-term debt	(166)
Liabilities held for sale	(1)
Long-term debt	(111)
Other non-current accrued liabilities	(120)
Deferred income tax liabilities	(392)
Non-current liabilities held for sale	(3)
<b>Total</b>	<b>\$ 6,900</b>

(a) Including \$320 million of receivables and \$110 million of contract assets.

The fair values of the assets acquired and liabilities assumed were determined using the income and cost approaches. In many cases, the determination of the fair values required estimates about discount rates, future expected cash flows and other future events that are judgmental and subject to change.

The fair value of receivables acquired is \$320 million, with the gross contractual amount being \$329 million. The Company expects \$9 million to be uncollectible.

The \$4,801 million of goodwill recognized, which is not deductible for U.S. income tax purposes, is primarily attributable to synergies and economies of scale expected from combining the operations of Evoqua and Xylem, as well as the assembled workforce of Evoqua.

#### Identifiable Intangible Assets Acquired

The following table summarizes key information underlying identifiable intangible assets related to the Evoqua acquisition:

(in millions)	<b>Useful Life (in years)</b>	<b>Useful Life Weighted Average (in years)</b>	<b>Fair Value (in millions)</b>
Trademarks	6	6.0	\$ 50
Proprietary technology and patents	4 - 9	7.1	120
Customer and distributor relationships	6 - 20	17.9	1,395
Backlog	1 - 10	5.4	120
Permits	8	8.0	70
Software	1 - 13	2.3	14
<b>Total</b>		<b>15.4</b>	<b>\$ 1,769</b>

The fair value of Evoqua's identifiable intangible assets was determined primarily using the "income approach," which requires a forecast of all of the expected future cash flows either through the use of the MEEM method or the RFR method. The fair value measurements were primarily based on significant inputs that are not observable in the

market and thus represent a Level 3 measurement of the fair value hierarchy as defined in ASC 820. Intangible assets consisting of the Evoqua tradename, technology, customer relationships, backlog, and permits were valued using the MEEM method, the RFR method, or the with and without method, which are all forms of the income approach. Intangible assets related to Evoqua software were valued using the cost approach.

- Trademarks and proprietary technology intangible assets were valued using the RFR method as described above.
- Customer and distributor relationships and backlog intangible assets were valued using the MEEM method as described above.
- The Permits intangible asset was valued using the with and without method. The with and without method of valuation is an approach that considers the hypothetical impact to the projected cash flows of the business if the intangible asset was not in place.
- The Software intangible asset was valued using the replacement cost approach as described above.
- Inventory was estimated using the comparative sales method, which quantifies the fair value of inventory based on the expected sales price of the subject inventory (when complete), reduced for: (i) all costs expected to be incurred in its completion and disposition efforts and (ii) a profit on those value-added completion and disposition costs.

#### Share-Based Compensation

In connection with the Merger, each outstanding and issued option, restricted stock unit (“RSU”), performance stock unit (“PSU”) and cash-settled stock appreciation right (“SAR”) was converted into the Xylem equivalent, with outstanding PSUs being converted into Xylem RSUs. As a result, Xylem issued 2 million replacement equity options and 707 thousand RSU awards (of which 330 thousand were converted PSUs.) The portion of the fair value related to pre-combination services of \$160 million was included in the purchase price, and \$56 million will be recognized over the remaining service periods. As of December 31, 2024, the future unrecognized expense related to the outstanding RSUs was approximately \$2 million. The future unrecognized expense related to RSUs will be recognized over a weighted-average service period of one year. SARs and options are immaterial.

#### Pro Forma Financial Information

The following table summarizes, on an unaudited pro forma basis, the condensed combined results of operations of the Company for the year ended December 31, 2023 and 2022, assuming the acquisition had occurred on January 1, 2022.

(in millions)	Year Ended December 31,	
	2023	2022
Revenue	\$ 8,146	\$ 7,329
Net income	\$ 668	\$ 256

The foregoing unaudited pro forma results are for informational purposes only and are not necessarily indicative of the actual results of operations that might have occurred had the acquisition occurred on January 1, 2022, nor are they necessarily indicative of future results. The unaudited pro-forma information for all periods presented includes the following adjustments, where applicable, for business combination accounting effects resulting from the acquisition: (i) amortization of the fair value step up in inventory, (ii) additional amortization expense related to finite-lived intangible assets acquired, (iii) repayment of Evoqua’s term loan and revolver and the settlement of the related interest rate swap, (iv) additional interest expense related to financing for the acquisition (refer to Note 15, "Credit Facilities and Debt"), (v) depreciation expense on property, plant and equipment, (vi) additional incremental share-based compensation expense for the replacement of Evoqua’s outstanding equity awards with Xylem’s replacement equity awards, and (vii) the related tax effects assuming that the business combination occurred on January 1, 2022.

The significant non-recurring adjustments reflected in the unaudited pro-forma consolidated information above include the reclassification of the transaction costs to the earliest period presented and the reversal of the impacts related to the settlement of the interest rate swap, each net of tax.

### Divestitures

During the third quarter ended September 30, 2023, Xylem sold the former Evoqua hemodialysis concentrates business for approximately \$12 million.

On June 15, 2023, Xylem sold the former Evoqua carbon reactivation and slurry operations to Desotec US LLC, a subsidiary of Desotec N.V., for approximately \$91 million, a price equal to the fair value less costs to sell the business.

### Assets Held For Sale

During the quarter ended December 31, 2024, the Company committed to a plan to sell the former Evoqua Magneto business, a part of the Water Infrastructure segment, within one year. The Magneto business focuses on development and manufacture of anodes for the electrochemical industry and refurbishment of electro chlorination cells for seawater electrolysis, with locations in Schiedam, the Netherlands and Suzhou, China.

As a result, assets and liabilities of the business were reclassified as held for sale as of December 31, 2024, and loss on assets held for sale of \$40 million was recorded during the year ended December 31, 2024, because the carrying value of the magneto business is greater than its estimated fair value less cost to sell. The loss is presented within "(Loss) Gain on sale of businesses" on our Consolidated Income Statements.

### Note 4. Revenue

#### Disaggregation of Revenue

The following table illustrates the sources of revenue:

(in millions)	Year Ended December 31,		
	2024	2023	2022
Revenue from contracts with customers	\$ 8,273	\$ 6,963	\$ 5,294
Lease Revenue	289	401	228
Total	\$ 8,562	\$ 7,364	\$ 5,522

The following table reflects revenue from contracts with customers by application:

(in millions)	Year Ended December 31,		
	2024	2023	2022
<b>Water Infrastructure</b>			
Transport	\$ 1,496	\$ 1,421	\$ 1,265
Treatment	1,057	795	421
<b>Applied Water</b>			
Building Solutions	997	1,025	965
Industrial Water	796	828	802
<b>Measurement and Control Solutions</b>			
Smart Metering and Other	1,519	1,253	941
Analytics	352	358	334
<b>Water Solutions and Services</b>			
Capital and Other	1,081	804	424
Services	975	479	142
Total	\$ 8,273	\$ 6,963	\$ 5,294

The following table reflects revenue from contracts with customers by geographical region:

(in millions)	Year Ended December 31,		
	2024	2023	2022
<b>Water Infrastructure</b>			
United States	\$ 891	\$ 744	\$ 496
Western Europe	914	822	678
Emerging Markets (a)	526	458	355
Other	222	192	157
<b>Applied Water</b>			
United States	942	970	914
Western Europe	398	401	380
Emerging Markets (a)	321	342	349
Other	132	140	124
<b>Measurement and Control Solutions</b>			
United States	1,267	1,042	785
Western Europe	282	282	232
Emerging Markets (a)	190	193	185
Other	132	94	73
<b>Water Solutions and Services</b>			
United States	1,570	916	240
Western Europe	101	105	87
Emerging Markets (a)	213	142	153
Other	172	120	86
<b>Total</b>	<b>\$ 8,273</b>	<b>\$ 6,963</b>	<b>\$ 5,294</b>

(a) Emerging Markets includes results from the following regions: Eastern Europe, the Middle East and Africa, Latin America and Asia Pacific (excluding Japan, Australia and New Zealand, which are presented in "Other")

### Contract Balances

We receive payments from customers based on a billing schedule as established in our contracts. Contract assets relate to costs incurred to perform in advance of scheduled billings. Contract liabilities relate to payments received in advance of performance under the contracts. Changes in contract assets and liabilities are due to our performance under the contract.

The table below provides contract assets, contract liabilities, and significant changes in contract assets and liabilities:

(in millions)	Contract Assets (a)		Contract Liabilities (b)	
Balance at 1/1/2023	\$	151	\$	183
Opening balance from the acquisition of Evoqua		110		107
Additions, net		121		162
Revenue recognized from opening balance		—		(128)
Billings transferred to accounts receivable		(126)		—
Other		7		(9)
Balance at 1/1/2024	\$	263	\$	315
Additions, net		265		265
Revenue recognized from opening balance		—		(247)
Billings transferred to accounts receivable		(227)		—
Other		2		(11)
Balance at 12/31/2024	\$	303	\$	322

(a) Contract assets are included in either receivables or other non-current assets on the Consolidated Balance Sheets.

(b) Contract liabilities are included in either accrued and other current liabilities or other non-current liabilities on the Consolidated Balance Sheets.

### Performance obligations

Delivery schedules vary from customer to customer based upon their requirements. Typically, large projects require longer lead production cycles and delays can occur from time to time. As of December 31, 2024, the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied for contracts with performance obligations, amount to \$1,709 million, of which \$1,170 million was obtained through the Evoqua acquisition. We expect to recognize 81% of revenue upon the completion of satisfying these performance obligations in the following 60 months and the balance thereafter. The Company elects to apply the practical expedient to exclude from this disclosure revenue related to performance obligations that are part of a contract whose original expected duration is less than one year.

### Note 5. Restructuring and Asset Impairment Charges

From time to time, the Company will incur costs related to restructuring actions in order to optimize our cost base and more strategically position itself. During 2024, we incurred restructuring costs of \$55 million. We incurred these charges primarily related to actions taken to further streamline our organization in order to strengthen our competitive positioning and the ability to better serve our customers. The charges were incurred across all of our segments.

During 2023, we incurred restructuring costs of \$72 million. We incurred these charges primarily as a result of our acquisition of Evoqua. Approximately \$27 million of the charges related to share-based compensation expense due to acceleration clauses in Evoqua's equity compensation agreements. Approximately \$15 million of the charges represented the reduction of headcount related to the integration of Evoqua. Additionally, during 2023 we incurred \$30 million of charges related to our efforts to reposition our businesses to optimize our cost structure, improve our operational efficiency and effectiveness, strengthen our competitive positioning and better serve our customers. The charges were incurred across all of our segments.

The following table presents the components of restructuring expense and asset impairment charges incurred during each of the previous three years:

(in millions)	Year Ended December 31,		
	2024	2023	2022
By component:			
Severance and other charges	\$ 41	\$ 70	\$ 15
Asset impairment	19	3	—
Reversal of restructuring accruals	(5)	(1)	—
Total restructuring costs	55	72	15
Asset impairment charges	7	4	14
Total restructuring and asset impairment charges	\$ 62	\$ 76	\$ 29
By segment:			
Water Infrastructure	\$ 23	\$ 13	\$ 5
Applied Water	6	7	4
Measurement and Control Solutions	2	14	19
Water Solutions and Services	29	7	1
Corporate and Other	2	35	—

### Restructuring

The following table displays a roll-forward of the restructuring accruals, presented on our Consolidated Balance Sheets within "accrued and other current liabilities" and "other non-current accrued liabilities," for the years ended December 31, 2024 and 2023:

(in millions)	2024	2023
Restructuring accruals - January 1	\$ 24	\$ 10
Restructuring costs	55	72
Cash payments	(32)	(30)
Asset impairment	(19)	(3)
Share based compensation included within AOCL	(2)	(27)
Foreign currency and other	(1)	2
Restructuring accruals - December 31	\$ 25	\$ 24
By segment:		
Water Infrastructure	\$ 4	\$ 3
Applied Water	3	1
Measurement and Control Solutions	3	8
Water Solutions and Services	4	1
Regional selling locations (a)	9	7
Corporate and other	2	4

- (a) Regional selling locations consist primarily of selling and marketing organizations that incurred restructuring expense which was allocated to the segments. The liabilities associated with restructuring expense were not allocated to the segments.

The following table presents the total costs expected to be incurred, the amount incurred in the period, and the cumulative costs incurred to date for our 2024, 2023 and 2022 restructuring actions:

(in millions)	Water Infrastructure	Applied Water	Measurement and Control Solutions	Water Solutions and Services	Corporate	Total
<b>Actions Commenced in 2024:</b>						
Total expected costs	\$ 14	\$ 6	\$ 1	\$ 29	\$ 1	\$ 51
Costs incurred during 2024	14	5	1	28	1	49
Total expected costs remaining	<u>\$ —</u>	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ 2</u>
<b>Actions Commenced in 2023:</b>						
Total expected costs	\$ 20	\$ 7	\$ 8	\$ 8	\$ 35	\$ 78
Costs incurred during 2023	13	6	10	7	35	71
Costs incurred during 2024	6	1	(2)	1	—	6
Total expected costs remaining	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1</u>
<b>Actions Commenced in 2022:</b>						
Total expected costs	\$ 5	\$ 5	\$ 4	\$ 1	\$ —	\$ 15
Costs incurred during 2022	5	4	4	1	—	14
Costs incurred during 2023	—	1	—	—	—	1
Costs incurred during 2024	—	—	—	—	—	—
Total expected costs remaining	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

The actions commenced in 2024 consist primarily of severance and asset impairment charges. The actions within the Applied Water and Water Solutions and Services segments are expected to continue through the end of 2025.

During the third quarter of 2024, we recognized \$3 million in fixed asset impairment charges due to restructuring actions within our Water Solutions and Services segment.

Through the second quarter of 2024, we recognized \$16 million in impairment charges primarily related to customer relationships and trademarks due to restructuring actions within our Water Solutions and Services segment. Refer to Note 12, "Goodwill and Other Intangible Assets," for additional information.

The actions commenced in 2023 consist primarily of severance charges. The actions within Water Infrastructure are expected to continue through the end of 2025.

The actions commenced in 2022 consist primarily of severance charges. The actions commenced in 2022 are complete.

During 2022, we also incurred charges of \$1 million within the Measurement and Control Solutions segment, related to actions commenced prior to 2020.

#### *Asset Impairment*

During the fourth quarter of 2024, we recognized an impairment charge of \$6 million related to certain leases and leasehold improvements within our Measurement and Control Solutions and Water Infrastructure segments.

During the first quarter of 2024, we recognized a \$1 million impairment charge for internally developed software within Corporate.

During the first and fourth quarters of 2023, we determined that internally developed in-process software within our Measurement and Control Solutions segment was impaired as a result of actions taken to prioritize strategic investments and we therefore recognized an impairment charge of \$2 million and \$1 million, respectively.

During the third quarter of 2023, we recognized a \$1 million impairment charge for certain fixed assets within our Measurement and Control Solutions segment.

During the third quarter of 2022, we determined that certain assets including software and customer relationships within our Measurement and Control Solutions segment were impaired. Accordingly, we recognized an impairment charge of \$14 million.

Refer to Note 12, "Goodwill and Other Intangible Assets," for additional information.

### Note 6. Other Non-Operating Income, Net

The components of other non-operating income, net are as follows:

(in millions)	Year Ended December 31,		
	2024	2023	2022
Interest income	\$ 28	\$ 28	\$ 16
Expense from equity method investments	(4)	—	—
Other (expense) income – net	(8)	5	(9)
Total other non-operating income, net	\$ 16	\$ 33	\$ 7

### Note 7. Income Taxes

The source of pre-tax income and the components of income tax expense are as follows:

(in millions)	Year Ended December 31,		
	2024	2023	2022
Income components:			
Domestic	\$ 471	\$ 123	\$ 90
Foreign	616	512	350
Total pre-tax income	\$ 1,087	\$ 635	\$ 440
Income tax expense (income) components:			
Current:			
Domestic – federal	\$ 108	\$ (4)	\$ 77
Domestic – state and local	35	23	16
Foreign	90	86	56
Total Current	\$ 233	\$ 105	\$ 149
Deferred:			
Domestic – federal	\$ (38)	\$ (49)	\$ (43)
Domestic – state and local	(11)	(8)	(12)
Foreign	13	(22)	(9)
Total Deferred	(36)	(79)	(64)
Total income tax provision	\$ 197	\$ 26	\$ 85
Effective income tax rate	18.1 %	4.1 %	19.2 %

Reconciliations between taxes at the U.S. federal income tax rate and taxes at our effective income tax rate on earnings before income taxes are as follows:

	Year Ended December 31,		
	2024	2023	2022
Tax provision at U.S. statutory rate	21.0 %	21.0 %	21.0 %
Increase (decrease) in tax rate resulting from:			
State income taxes	1.8	1.7	1.2
Uncertain tax positions	—	(9.9)	(1.2)
Net interest deductions	—	—	(1.8)
U.S. tax on foreign earnings	1.2	2.5	2.7
Tax incentives	(1.3)	(2.6)	(4.4)
Valuation allowance	1.7	(5.8)	0.1
Gain on remeasurement of previously held equity interest	(3.0)	—	—
Rate change	(0.6)	(2.0)	(0.6)
Federal R&D tax credit	(0.6)	(0.5)	(0.7)
Stock compensation	(0.7)	(0.6)	0.1
U.S. foreign derived intangible income tax benefit	(0.6)	(0.7)	(1.3)
Tax on distribution of foreign earnings	1.0	—	2.4
Non-deductible compensation	0.4	1.2	0.7
Other tax credits	(0.2)	(1.8)	—
Other – net	(2.0)	1.6	1.0
Effective income tax rate	18.1 %	4.1 %	19.2 %

Deferred tax assets and liabilities are determined based on temporary differences between the financial reporting and tax bases of assets and liabilities, applying enacted tax rates in effect for the year in which we expect the differences will reverse.

The following is a summary of the components of the net deferred tax assets and liabilities recognized in the Consolidated Balance Sheets:

(in millions)	December 31,	
	2024	2023
<b>Deferred tax assets:</b>		
Employee benefits	\$ 77	\$ 79
Accrued expenses	52	49
Loss and other tax credit carryforwards	236	241
R&D capitalization	57	40
Inventory	3	5
Lease Liabilities	73	79
Hedging instruments	2	8
Other	11	12
	<u>511</u>	<u>513</u>
Valuation allowance	(189)	(179)
Net deferred tax asset	<u>\$ 322</u>	<u>\$ 334</u>
<b>Deferred tax liabilities:</b>		
Intangibles	\$ 501	\$ 500
Investment in foreign subsidiaries	6	11
Property, plant and equipment	105	131
Lease right-of-use assets	70	78
Hedging Instruments	7	—
Other	5	—
Total deferred tax liabilities	<u>\$ 694</u>	<u>\$ 720</u>

Management assesses all available positive and negative evidence, including prudent and feasible tax planning strategies, and estimates if sufficient future taxable income will be generated to realize existing deferred tax assets. On the basis of this evaluation, as of December 31, 2024, a valuation allowance of \$189 million has been established to reduce the deferred income tax asset related to certain U.S. and foreign net operating losses and U.S. and foreign capital loss carryforwards.

A reconciliation of the change in valuation allowance on deferred tax assets is as follows:

(in millions)	2024	2023	2022
Valuation allowance — January 1	\$ 179	\$ 204	\$ 201
Change in assessment (a)	—	(47)	1
Current year operations	22	12	3
Other comprehensive income	1	1	—
Foreign currency and other (b)	(12)	5	(1)
Acquisitions	(1)	4	—
Valuation allowance — December 31	<u>\$ 189</u>	<u>\$ 179</u>	<u>\$ 204</u>

(a) Decrease in valuation allowance in 2023 is primarily attributable to changes in realization on deferred tax assets in various foreign jurisdictions.

(b) Decrease in valuation allowance in 2024 is primarily attributed to foreign exchange movement impacting foreign balances.

Deferred taxes are classified in the Consolidated Balance Sheets as follows:

(in millions)	December 31,	
	2024	2023
Non-current assets	\$ 125	\$ 171
Non-current liabilities	(497)	(557)
Total net deferred tax liabilities	\$ (372)	\$ (386)

Tax attributes available to reduce future taxable income begin to expire as follows:

(in millions)	December 31, 2024	First Year of Expiration
U.S. net operating loss	\$ 3	December 31, 2025
State net operating loss	106	December 31, 2025
U.S. tax credits	7	December 31, 2032
State excess interest expense	30	Indefinite
Foreign net operating loss	962	December 31, 2025
Foreign tax credits	5	December 31, 2030

As of December 31, 2024, the Company has provided a deferred tax liability of \$6 million for net foreign withholding taxes on \$451 million of foreign earnings expected to be repatriated to the U.S. parent as deemed necessary in the future.

### Unrecognized Tax Benefits

We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities or upon the completion of the litigation process, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(in millions)	2024	2023	2022
Unrecognized tax benefits — January 1	\$ 35	\$ 102	\$ 111
Gross Increases - Current year tax positions	3	2	—
Gross Increases - Prior year tax positions	1	4	3
Gross Decreases - Prior year tax positions	(1)	(75)	(8)
Acquisitions	4	2	—
Settlements	(2)	—	(1)
Lapse of Statute of Limitations	(3)	—	(2)
Currency Translation Adjustment	—	—	(1)
Unrecognized tax benefits — December 31	\$ 37	\$ 35	\$ 102

The amount of unrecognized tax benefits at December 31, 2024 is \$37 million, which, if ultimately recognized, will reduce our effective tax rate. Changes in tax laws, regulations, administrative practices, principles, and interpretations may impact our unrecognized tax benefits. The timing of the resolution of income tax controversies is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ from the amounts accrued. It is reasonably possible that within the next twelve months we will receive additional assessments by various tax authorities or possibly reach resolution of income tax controversies in one or more jurisdictions. These assessments or settlements could result in changes to our unrecognized tax benefits related to positions on prior years' tax filings. The actual amount of any change could vary significantly depending on the ultimate timing and nature of any settlements. We cannot currently provide an estimate of the range of possible outcomes.

We classify interest relating to unrecognized tax benefits as a component of other non-operating (expense) income, net and tax penalties as a component of income tax expense in our Consolidated Income Statements. The amount of accrued interest relating to unrecognized tax benefits as of December 31, 2024 and 2023 was \$7 million and \$5 million, respectively.

During 2019, Xylem's Swedish subsidiary received a tax assessment from the Swedish Tax Agency (the "STA") for the 2013 tax year related to the tax treatment of an intercompany transfer of certain intellectual property that was made in connection with a reorganization of our European businesses. Xylem filed an appeal with the Administrative Court of Växjö, which rendered a decision adverse to Xylem in June 2022 for SEK837 million (approximately \$76 million USD), consisting of the full tax assessment amount plus penalties and interest. Xylem appealed this decision with the intermediate appellate court, the Administrative Court of Appeal, and on May 15, 2024, that court rendered a decision in favor of Xylem and also remanded an issue to the trial court for resolution. In June 2024, the STA filed a notice of appeal of this decision to the Supreme Administrative Court (the "Court"). The parties await the Court's decision as to whether it will hear the STA's appeal, and the trial court has stayed the proceeding on the issue on remand until the Court's decision. Management, in consultation with external legal advisors, continues to believe it is more likely than not that Xylem will prevail on the proposed assessment and will continue to vigorously defend our position through this litigation. There can be no assurance that the final determination by the authorities will not be materially different than our position. As of December 31, 2024, we have not recorded any unrecognized tax benefits related to this uncertain tax position.

The following table summarizes our earliest open tax years by major jurisdiction:

<b>Jurisdiction</b>	<b>Earliest Open Year</b>
Italy	2019
Luxembourg	2020
Sweden	2013
Germany	2016
United Kingdom	2016
United States	2017
Switzerland	2019

## Note 8. Earnings Per Share

The following is a reconciliation of the shares used in calculating basic and diluted EPS:

	Year Ended December 31,		
	2024	2023	2022
Net income (in millions)	\$ 890	\$ 609	\$ 355
Shares (in thousands):			
Weighted average common shares outstanding	242,557	216,982	180,189
Add: Participating securities (a)	26	30	28
Weighted average common shares outstanding — Basic	242,583	217,012	180,217
Plus incremental shares from assumed conversions: (b)			
Dilutive effect of stock options	526	768	549
Dilutive effect of restricted stock units and performance share units	412	400	213
Weighted average common shares outstanding — Diluted	243,521	218,180	180,979
Basic earnings per share	\$ 3.67	\$ 2.81	\$ 1.97
Diluted earnings per share	\$ 3.65	\$ 2.79	\$ 1.96

- (a) Restricted stock units containing rights to non-forfeitable dividends that participate in undistributed earnings with common shareholders are considered participating securities for purposes of computing EPS.
- (b) Incremental shares from stock options, restricted stock units and performance share units are computed by the treasury stock method. The weighted average shares listed below were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive for the periods presented or were otherwise excluded under the treasury stock method. The treasury stock method calculates dilution assuming the exercise of all in-the-money options and vesting of restricted stock units and performance share units, reduced by the repurchase of shares with the proceeds from the assumed exercises and unrecognized compensation expense for outstanding awards. Performance share units are included in the treasury stock calculation of diluted earnings per share based upon achievement of underlying performance and market conditions at the end of the reporting period, as applicable. See Note 17, "Share-Based Compensation Plans" for further detail on the performance share units.

(in thousands)	Year Ended December 31,		
	2024	2023	2022
Stock options	951	1,703	1,453
Restricted stock units	404	566	353
Performance share units	262	289	284

## Note 9. Inventories

The components of total inventories are summarized as follows:

(in millions)	December 31,	
	2024	2023
Finished goods	\$ 341	\$ 355
Work in process	100	102
Raw materials	555	561
Total inventories	\$ 996	\$ 1,018

## Note 10. Property, Plant and Equipment

The components of total property, plant and equipment, net are as follows:

(in millions)	December 31,	
	2024	2023
Land, buildings and improvements	\$ 477	\$ 480
Machinery and equipment	1,342	1,124
Equipment held for lease or rental	328	456
Furniture and fixtures	150	143
Construction work in progress	228	217
Other	61	47
Total property, plant and equipment, gross	2,586	2,467
Less accumulated depreciation	1,434	1,298
Total property, plant and equipment, net	\$ 1,152	\$ 1,169

Depreciation expense related to property, plant and equipment was \$230 million, \$177 million, and \$111 million for 2024, 2023, and 2022, respectively.

## Note 11. Leases

### Leasing Arrangements

We lease certain offices, manufacturing buildings, transportation equipment, machinery, computers and other equipment. Our most significant lease liabilities relate to real estate leases. These leases include renewal, termination or purchase options, and we have assessed these to determine whether it is reasonably certain for us to exercise any of the previously mentioned options. All periods relating to options that are reasonably certain to be exercised have been included in the lease term of the respective leases.

We did not identify any events or conditions during the 12-month period ended December 31, 2024 to indicate that a reassessment or re-measurement of our existing leases was required. Accordingly, we recognized a ROU asset impairment of approximately \$5 million for the 12-month period ended December 31, 2024 as a result of strategic decisions to close certain locations and to impair office locations that were no longer being used as intended or weren't able to be subleased.

Our current operating lease liabilities of \$82 million and \$84 million are included in "accrued and other current liabilities" as of December 31, 2024 and 2023, respectively. Our non-current operating lease liabilities of \$242 million and \$272 million are included in "Other non-current accrued liabilities" as of December 31, 2024 and 2023, respectively. Our net operating lease ROU asset balances of \$309 million and \$348 million are included in "other non-current assets" as of December 31, 2024 and 2023, respectively.

Our current finance lease liabilities of \$27 million and \$22 million are included in accrued and other current liabilities as of December 31, 2024 and 2023, respectively. Our non-current finance lease liabilities of \$76 million and \$64 million are included in "other non-current accrued liabilities" as of December 31, 2024 and 2023, respectively. Our net finance lease ROU asset balances of \$97 million and \$85 million are included in "other non-current assets" as of December 31, 2024 and 2023, respectively.

(in millions)	Year Ended December 31,		
	2024	2023	2022
Lease cost			
Finance lease cost:			
Depreciation of ROU assets	\$ 28	\$ 16	\$ 3
Interest on lease liabilities	4	2	1
Operating lease cost	106	96	83
Short-term lease cost	3	4	2
Variable lease cost	30	23	21
Total lease cost	\$ 171	\$ 141	\$ 110

The supplemental cash flow information related to leases are as follows:

(in millions)	Year Ended December 31,		
	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from finance leases	\$ 4	\$ 2	—
Operating cash flows from operating leases	\$ 103	\$ 92	\$ 82
Financing cash flows from finance leases	\$ 24	\$ 14	\$ 3
Right-of-use assets obtained in exchange for lease obligations:			
Finance leases	\$ 38	\$ 34	\$ 24
Operating leases	\$ 57	\$ 74	\$ 94

Information relating to the lease term and discount rate are as follows:

	Year Ended December 31,	
	2024	2023
Weighted-average remaining lease term (years)		
Operating leases	5 Years	6 Years
Finance leases	4 Years	5 Years
Weighted-average discount rate		
Operating leases	3.5%	3.2%
Finance leases	4.5%	4.2%

As of December 31, 2024, the maturities of finance lease liabilities were as follows:

(in millions)		
2025	\$	31
2026		27
2027		22
2028		16
2029		9
Thereafter		9
Total lease payments		114
Less: Imputed interest		(11)
Total	\$	103

As of December 31, 2024, the maturities of operating lease liabilities were as follows:

(in millions)	
2025	\$ 92
2026	78
2027	59
2028	44
2029	27
Thereafter	55
Total lease payments	355
Less: Imputed interest	(31)
Total	<u>\$ 324</u>

#### *Lessor arrangements*

Our gross assets available for rent were \$328 million and \$457 million as of December 31, 2024 and 2023, respectively. The accumulated amortization related to our gross assets was \$193 million and \$203 million as of December 31, 2024 and 2023, respectively. Depreciation expense for these assets was \$38 million, \$58 million and \$27 million for the 12 month period ended December 31, 2024, 2023 and 2022, respectively. Total revenue from lease arrangements was \$289 million, \$401 million and \$228 million for the years ended December 31, 2024, 2023 and 2022, respectively.

#### **Note 12. Goodwill and Other Intangible Assets**

As a result of the change in reportable segments disclosed in Note 1, "Summary of Significant Accounting Policies," goodwill was reallocated amongst segments. This reallocation and changes in the carrying value of goodwill by reportable segment during the years ended December 31, 2024 and 2023 are as follows:

(in millions)	Water Infrastructure	Applied Water	Measurement and Control Solutions	Water Solutions and Services	Total
Balance as of December 31, 2022	\$ 638	\$ 502	\$ 1,579	\$ —	\$ 2,719
<i>Activity in 2023</i>					
Acquisitions/divestitures (a)	1,779	385	141	2,508	4,813
Foreign currency and other	17	8	19	11	55
Balance as of December 31, 2023	\$ 2,434	\$ 895	\$ 1,739	\$ 2,519	\$ 7,587
Reallocation	(287)	—	(64)	351	—
Balance as of January 1, 2024	2,147	895	1,675	2,870	7,587
<i>Activity in 2024</i>					
Acquisitions (a)	15	—	521	1	537
Foreign currency and other	(64)	(11)	(33)	(36)	(144)
Balance as of December 31, 2024	<u>\$ 2,098</u>	<u>\$ 884</u>	<u>\$ 2,163</u>	<u>\$ 2,835</u>	<u>\$ 7,980</u>

(a) See Note 3, Acquisitions and Divestitures for additional information.

As of December 31, 2024 and 2023, goodwill included accumulated impairment losses \$206 million, within the Water Solutions and Services.

The Company has applied the acquisition method of accounting in accordance with ASC 805 and recognized assets acquired and liabilities assumed of Evoqua at their fair value as of the date of acquisition, with the excess purchase consideration recorded to goodwill. We have allocated goodwill to segments of the Company that are expected to benefit from the synergies of the acquisition.

During the fourth quarter of 2024, we performed our annual impairment assessment and determined that the estimated fair values of our goodwill reporting units were in excess of each of their carrying values. However, future goodwill impairment tests could result in a charge to earnings. We will continue to evaluate goodwill on an annual

basis as of the beginning of our fourth quarter and whenever events and changes in circumstances indicate there may be a potential impairment.

### **Other Intangible Assets**

Information regarding our other intangible assets is as follows:

(in millions)	December 31, 2024			December 31, 2023		
	Carrying Amount	Accumulated Amortization	Net Intangibles	Carrying Amount	Accumulated Amortization	Net Intangibles
Customer and distributor relationships	\$ 2,151	\$ (576)	\$ 1,575	\$ 2,172	\$ (475)	\$ 1,697
Proprietary technology and patents	360	(138)	222	292	(141)	151
Trademarks	182	(107)	75	188	(96)	92
Software	595	(367)	228	598	(335)	263
Other	194	(79)	115	201	(41)	160
Indefinite-lived intangibles	164	—	164	166	—	166
<b>Other intangibles</b>	<b>\$ 3,646</b>	<b>\$ (1,267)</b>	<b>\$ 2,379</b>	<b>\$ 3,617</b>	<b>\$ (1,088)</b>	<b>\$ 2,529</b>

We determined that no impairment of the indefinite-lived intangibles existed as of the measurement date of our impairment assessment in 2024. Future impairment tests could result in a charge to earnings. We will continue to evaluate the indefinite-lived intangible assets on an annual basis as of the beginning of our fourth quarter and whenever events and changes in circumstances indicate there may be a potential impairment.

During 2024, we recognized \$13 million in impairment charges primarily related to customer relationships and trademarks due to restructuring actions within our Water Solutions and Services segment. We also recognized a \$1 million impairment charge for internally developed software within Corporate.

During 2023, the Company assessed whether the carrying amounts of long-lived assets in the Measurement and Control Solutions segment may not be recoverable based on the updated forecast of future cash flows, and therefore impaired. Our assessment resulted in an impairment charge of \$3 million, primarily related to software. The charge was calculated using an income approach, which is considered a Level 3 input for fair value measurement, and is reflected in "Restructuring and asset impairment charges" in our Consolidated Income Statements.

During 2022, the Company assessed whether the carrying amounts of long-lived assets in the Measurement and Control Solutions segment may not be recoverable based on the updated forecast of future cash flows, and therefore impaired. Our assessment resulted in an impairment charge of \$14 million, primarily related to software and customer relationships. The charge was calculated using an income approach, which is considered a Level 3 input for fair value measurement, and is reflected in "Restructuring and asset impairment charges" in our Consolidated Income Statements.

Customer and distributor relationships, proprietary technology and patents, trademarks, software and other are amortized over weighted average lives of approximately 17 years, 10 years, 11 years, 4 years and 5 years, respectively.

Total amortization expense for intangible assets was \$304 million, \$243 million, and \$125 million for 2024, 2023 and 2022, respectively.

Estimated amortization expense for each of the five succeeding years is as follows:

(in millions)		
2025	\$	297
2026		295
2027		265
2028		244
2029		222

### Note 13. Derivative Financial Instruments

#### *Risk Management Objective of Using Derivatives*

We are exposed to certain risks arising from both our business operations and economic conditions, and we principally manage our exposures to these risks through management of our core business activities. Certain of our foreign operations expose us to fluctuations of foreign interest rates and exchange rates that may impact revenue, expenses, cash receipts, cash payments, and the value of our stockholders' equity. We enter into derivative financial instruments to protect the value or fix the amount of certain cash flows in terms of the functional currency of the business unit with that exposure and reduce the volatility in stockholders' equity.

As a result of Evoqua terminating their interest rate swaps prior to the Company completing the acquisition, the Company received \$38 million in proceeds during the second quarter of 2023 from the termination of the interest rate swaps.

#### *Cash Flow Hedges of Foreign Exchange Risk*

We are exposed to fluctuations in various foreign currencies against our functional currencies. We use foreign currency derivatives, including currency forward agreements, to manage our exposure to fluctuations in the various exchange rates. Currency forward agreements involve fixing the foreign currency exchange rate for delivery of a specified amount of foreign currency on a specified date.

Certain business units with exposure to foreign currency exchange risks have designated certain currency forward agreements as cash flow hedges of forecasted intercompany inventory purchases and sales. Our principal currency exposures relate to the Euro, Swedish Krona, British Pound, Canadian Dollar, Australian Dollar, and Polish Zloty. We had foreign exchange contracts with purchase notional amounts totaling \$657 million and \$29 million as of December 31, 2024 and 2023, respectively. As of December 31, 2024, our most significant foreign currency derivatives included contracts to sell U.S. Dollar and purchase Euro, purchase Swedish Krona and sell Euro, sell British Pound and purchase Euro, sell Canadian Dollar and purchase Euro, sell Canadian Dollar and purchase U.S. Dollar, purchase Polish Zloty and sell Euro, and sell Australian Dollar and purchase Euro. The purchased notional amounts associated with these currency derivatives are \$258 million, \$169 million, \$90 million, \$42 million, \$40 million, \$34 million, and \$24 million, respectively. As of December 31, 2023, our most significant foreign currency derivatives included contracts to purchase U.S. Dollar and sell Chinese Yuan and purchase Canadian Dollar and sell U.S. Dollar. The purchased notional amounts associated with these currency derivatives are \$19 million and \$10 million, respectively.

## Hedges of Net Investments in Foreign Operations

We are exposed to changes in foreign currencies impacting our net investments held in foreign subsidiaries.

### Cross-Currency Swaps

Beginning in 2015, we entered into cross-currency swaps to manage our exposure to fluctuations in the Euro-U.S. Dollar exchange rate. During the second quarter of 2019, second quarter of 2021, third quarter of 2022, and fourth quarter of 2024, we entered into additional cross-currency swaps. The total notional amount of derivative instruments designated as net investment hedges was \$2,181 million and \$1,691 million as of December 31, 2024 and 2023, respectively.

### Fair Value Hedges of Foreign Exchange Risk

The de-designation of our 2.250% Senior Notes of €500 million resulted in exposure to fluctuations in the Euro-U.S. Dollar exchange rate. We use currency forward agreements to manage our exposure to fluctuations in the Euro-U.S. Dollar exchange rate. Currency forward agreements involve fixing the foreign currency exchange rate for delivery of a specified amount of foreign currency on a specified date.

On June 2, 2022, we entered into a currency forward agreement with a total notional amount of €500 million, designating the agreement as a fair value hedge of our Euro denominated notes. On December 12, 2022 the currency forward agreement matured.

The effectiveness of derivatives designated as fair value hedges is assessed using the spot method. The changes in the fair value of these derivatives due to movements in spot exchange rates are recorded in Selling, general and administrative expenses. Changes in the fair value of the 2.250% Senior Notes of €500 million related to spot exchange rates are also recorded in Selling, general and administrative expenses. Changes in the spot-forward differential and counterparty non-performance risk of the derivatives are excluded from the assessment of hedge effectiveness and are recognized in AOCL. Amounts in AOCL are recognized in earnings, specifically Interest expense, using a systematic and rational method over the life of the hedging instrument.

The table below presents the effect of our derivative financial instruments on the Consolidated Income Statements and Consolidated Statements of Comprehensive Income:

(in millions)	Year Ended December 31,		
	2024	2023	2022
<b>Derivatives in Cash Flow Hedges</b>			
<b>Foreign Exchange Contracts</b>			
Amount of loss recognized in OCI/L	\$ (17)	\$ (2)	\$ (24)
Amount of loss reclassified from OCI/L into revenue	1	3	19
Amount of loss reclassified from OCI/L into cost of revenue	1	4	2
<b>Derivatives in Net Investment Hedges</b>			
<b>Cross-Currency Swaps</b>			
Amount of gain (loss) recognized in OCI/L	\$ 62	\$ (121)	\$ 94
Amount of income recognized in Interest Expense	32	30	29
<b>Foreign Currency Denominated Debt</b>			
Amount of gain recognized in OCI/L	\$ —	\$ —	\$ 31
<b>Fair Value Hedges</b>			
<b>Foreign Exchange Contracts</b>			
Amount of loss recognized in Selling, general and administrative expenses	\$ —	\$ —	\$ (7)
Amount recognized in Interest expense	—	—	(3)

As of December 31, 2024, \$14 million of net losses on cash flow hedges are expected to be reclassified into earnings in the next 12 months.

As of December 31, 2024, no gains or losses on the net investment hedges are expected to be reclassified into earnings over their duration.

The fair values of our derivative assets and liabilities are measured on a recurring basis using Level 2 inputs and are determined through the use of models that consider various assumptions including yield curves, time value and other measurements.

The fair values of our derivative contracts currently included in our hedging program were as follows:

(in millions)	December 31,	
	2024	2023
<b>Derivatives designated as hedging instruments</b>		
<b>Assets</b>		
<i>Cash Flow Hedges</i>		
Prepaid and other current assets	\$ 3	\$ —
<i>Net Investment Hedges</i>		
Other non-current assets	\$ 50	\$ 9
<b>Liabilities</b>		
<i>Cash Flow Hedges</i>		
Accrued and other current liabilities	\$ (15)	\$ —
<i>Net Investment Hedges</i>		
Other non-current accrued liabilities	\$ (30)	\$ (54)

#### Note 14. Current Liabilities

The components of total accrued and other current liabilities are as follows:

(in millions)	December 31,	
	2024	2023
Compensation and other employee-benefits	\$ 409	\$ 403
Customer-related liabilities	384	370
Accrued taxes	201	170
Lease liabilities	109	106
Accrued warranty costs	43	45
Other accrued liabilities	125	127
Total accrued and other current liabilities	\$ 1,271	\$ 1,221

The Company facilitates the opportunity for suppliers to participate in voluntary supply chain financing programs with third-party financial institutions. Xylem agrees on commercial terms, including payment terms, with suppliers regardless of program participation. The Company does not determine the terms or conditions of the arrangement between suppliers and the third-party financial institutions. Participating suppliers are paid directly by the third-party financial institution. Xylem pays the third-party financial institution the stated amount of confirmed invoices from its designated suppliers at the original invoice amount on the original maturity dates of the invoices, ranging from 45-180 days. Xylem does not pay fees related to these programs. Xylem or the third-party financial institutions may terminate the agreements upon at least 30 days' notice. The total outstanding balance presented within "Accounts payable" on our Condensed Consolidated Balance Sheets under these programs is \$250 million and \$176 million as of December 31, 2024 and 2023, respectively.

The table below provides changes in the confirmed obligations outstanding related to our supplier financing programs over the year December 31, 2024:

(in millions)	2024
Confirmed obligations outstanding – January 1	\$ 176
Invoices confirmed	\$ 1,053
Confirmed invoices paid	\$ (975)
Foreign currency and other	\$ (4)
Confirmed obligations outstanding – December 31	\$ 250

## Note 15. Credit Facilities and Debt

Total debt outstanding is summarized as follows:

(in millions)	December 31,	
	2024	2023
3.250% Senior Notes due 2026 (a)	\$ 500	\$ 500
1.950% Senior Notes due 2028 (a)	500	500
2.250% Senior Notes due 2031 (a)	500	500
4.375% Senior Notes due 2046 (a)	400	400
Equipment Financing due 2025 to 2032	106	123
Term loan	—	278
Other	25	—
Debt issuance costs and unamortized discount (b)	(15)	(17)
Total debt	\$ 2,016	\$ 2,284
Less: short-term borrowings and current maturities of long-term debt	38	16
Total long-term debt	\$ 1,978	\$ 2,268

(a) The fair value of our Senior Notes was determined using quoted prices in active markets for identical securities, which are considered Level 1 inputs. The fair value of our Senior Notes due 2026 was \$488 million and \$482 million as of December 31, 2024 and 2023, respectively. The fair value of our Senior Notes due 2028 was \$459 million and \$453 million as of December 31, 2024 and 2023, respectively. The fair value of our Senior Notes due 2031 was \$427 million and \$429 million as of December 31, 2024 and 2023, respectively. The fair value of our Senior Notes due 2046 was \$327 million and \$349 million as of December 31, 2024 and 2023, respectively.

(b) The debt issuance costs and unamortized discount is recognized as a reduction in the carrying value of the Senior Notes in the Consolidated Balance Sheets and is being amortized to interest expense in our Consolidated Income Statements over the expected remaining terms of the Senior Notes.

### Senior Notes

On June 26, 2020, we issued 1.950% Senior Notes of \$500 million aggregate principal amount due January 2028 (the "Senior Notes due 2028") and 2.250% Senior Notes of \$500 million aggregate principal amount due January 2031 (the "Senior Notes due 2031" and, together with the Senior Notes due 2028, the "Green Bond").

The Green Bond includes covenants that restrict our ability, and the ability of our restricted subsidiaries, to incur debt secured by liens on certain property above a threshold, to engage in certain sale and leaseback transactions involving certain property above a threshold, and to consolidate or merge, or convey or transfer all or substantially all of our assets. We may redeem the Green Bond at any time, at our option, subject to certain conditions, at specified redemption prices, plus accrued and unpaid interest to the redemption date.

If a change of control triggering event (as defined in the applicable Green Bond indenture) occurs, we will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase.

Interest on the Green Bond is payable on January 30 and July 30 of each year. As of December 31, 2024, we are in compliance with all covenants for the Green Bond.

On October 11, 2016, we issued 3.250% Senior Notes of \$500 million aggregate principal amount due October 2026 (the "Senior Notes due 2026") and 4.375% Senior Notes of \$400 million aggregate principal amount due October 2046 (the "Senior Notes due 2046" and, together with the Senior Notes due 2026, the "Senior Notes").

The Senior Notes include covenants that restrict our ability, and the ability of our restricted subsidiaries, to incur debt secured by liens on certain property above a threshold, to engage in certain sale and leaseback transactions involving certain property above a threshold, and to consolidate or merge, or convey or transfer all or substantially all of our assets. We may redeem the Senior Notes, as applicable, in whole or in part, at any time at a redemption price equal to the principal amount of the Senior Notes to be redeemed, plus a make-whole premium. We may also redeem the Senior Notes in certain other circumstances, as set forth in the applicable Senior Notes indenture.

If a change of control triggering event (as defined in the applicable Senior Notes indenture) occurs, we will be required to make an offer to purchase the Senior Notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase.

Interest on the Senior Notes due 2023 is payable on March 11 of each year. Interest on the Senior Notes due 2026 and the Senior Notes due 2046 is payable on May 1 and November 1 of each year. As of December 31, 2024, we are in compliance with all covenants for the Senior Notes.

### **Credit Facilities**

#### **2023 Five-Year Revolving Credit Facility**

On March 1, 2023, Xylem entered into a five-year revolving credit facility (the "2023 Credit Facility") with Citibank, N.A., as Administrative Agent, and a syndicate of lenders. The 2023 Credit Facility provides for an aggregate principal amount of up to \$1 billion (available in U.S. Dollars and in Euros), with increases of up to \$300 million for a maximum aggregate principal amount of \$1.3 billion at the request of Xylem and with the consent of the institutions providing such increased commitments.

Interest on all loans under the 2023 Credit Facility is payable either quarterly or at the expiration of any Term SOFR or EURIBOR interest period applicable thereto. Borrowings accrue interest at a rate equal to, at Xylem's election, a base rate or an adjusted Term SOFR or EURIBOR rate plus an applicable margin. The 2023 Credit Facility includes customary provisions for implementation of replacement rates for Term SOFR-based and EURIBOR-based loans. The 2023 Credit Facility also includes a pricing grid that determines the applicable margin based on Xylem's credit rating, with a further adjustment based on Xylem's achievement of certain Environmental, Social and Governance ("ESG") key performance indicators. Xylem will also pay quarterly fees to each lender for such lender's commitment to lend accruing on such commitment at a rate based on Xylem's credit rating, whether such commitment is used or unused, as well as a quarterly letter of credit fee accruing on the letter of credit exposure of such lender during the preceding quarter at a rate based on the credit rating of Xylem with a further adjustment based on Xylem's achievement of certain ESG key performance indicators.

The 2023 Credit Facility requires that Xylem maintain a consolidated total debt to consolidated EBITDA ratio (or maximum leverage ratio), which will be based on the last four fiscal quarters. In accordance with the terms of the agreement to the 2023 Credit Facility, Xylem may not exceed a maximum leverage ratio of 4.00 to 1.00 for a period of four consecutive fiscal quarters beginning with the fiscal quarter during which a material acquisition is consummated and a maximum leverage ratio of 3.50 to 1.00 thereafter for a minimum of four fiscal quarters before another material acquisition is consummated. In addition, the 2023 Credit Facility contains a number of customary covenants, including limitations on the incurrence of secured debt and debt of subsidiaries, liens, sale and lease-back transactions, mergers, consolidations, liquidations, dissolutions and sales of assets. The 2023 Credit Facility also contains customary events of default. Xylem has the ability to designate subsidiaries that can borrow under the 2023 Credit Facility, subject to certain requirements and conditions set forth in the 2023 Credit Facility. As of December 31, 2024, the 2023 Credit Facility was undrawn, and we are in compliance with all revolver covenants. The 2023 Credit Facility has availability of \$1 billion, comprised of the \$1 billion aggregate principal as of December 31, 2024.

#### **Term Loan Facility**

On May 9, 2023, the Company's subsidiary, Xylem Europe GmbH (the "Borrower") entered into a 24-month €250 million (approximately \$278 million) term loan facility (the "Term Facility") the terms of which are set forth in a term loan agreement, among the Borrower, the Company, as parent guarantor and ING Bank. The Company has entered into a parent guarantee in favor of ING Bank also dated May 9, 2023 to secure all present and future obligations of the borrower under the Term Loan Agreement. The net cash proceeds were used to repay a portion of Evoqua's indebtedness pursuant to the Merger Agreement.

On April 19, 2024 our Term Loan Facility was settled with cash on hand for a total of €250 million (\$268 million).

#### **Equipment Financings**

As a result of the Evoqua acquisition, the Company has secured financing agreements that require providing a security interest in specified equipment and, in some cases, the underlying contract and related receivables. As of December 31, 2024, the gross and net amounts of those assets are included on the Consolidated Balance Sheets as follows:

(in millions)	December 31, 2024	
	Gross	Net
Property, plant, and equipment, net	\$ 73	\$ 61
Receivables, net	3	3
Prepaid and other current assets	5	5
Other non-current assets	101	100
	<u>\$ 182</u>	<u>\$ 169</u>

As of December 31, 2024, the future maturities of our debt were as follows:

(in millions)	Maturity
2025	\$ 38
2026	523
2027	20
2028	516
2029	28
Thereafter	906
Total Future Maturities	<u>2,031</u>
Debt issuance costs and unamortized discount (a)	(15)
Total	<u>\$ 2,016</u>

(a) The debt issuance costs and unamortized discount is recognized as a reduction in the carrying value of the Senior Notes in the Consolidated Balance Sheets and is being amortized to interest expense in our Consolidated Income Statements over the expected remaining terms of the Senior Notes.

### **Commercial Paper**

#### *U.S. Dollar Commercial Paper Program*

Our U.S. Dollar commercial paper program generally serves as a means of short-term funding with a \$600 million maximum issuing balance and a combined limit of \$1 billion inclusive of the 2023 Credit Facility. As of December 31, 2024 and 2023, none of the Company's \$600 million U.S. Dollar commercial paper program was outstanding. The net cash proceeds from issuance of commercial paper were used to repay a portion of Evoqua's indebtedness pursuant to the Merger Agreement. We have the ability to continue borrowing under this program going forward in future periods.

#### *Euro Commercial Paper Program*

On June 3, 2019, Xylem entered into a Euro commercial paper program with Citigroup., as administrative agent, and a syndicate of dealers. The Euro commercial paper program provides for a maximum issuing balance of up to €500 million (approximately \$521 million) which may be denominated in a variety of currencies. The maximum issuing balance may be increased in accordance with the Dealer Agreement. As of December 31, 2024 and 2023, none of the Company's Euro commercial paper program was outstanding. We have the ability to continue borrowing under this program going forward in future periods.

## Receivables Securitization Program

On April 1, 2021, Evoqua Finance LLC ("Evoqua Finance"), now an indirect wholly-owned subsidiary of the Company, entered into an accounts receivable securitization program (the "Receivables Securitization Program") consisting of, among other agreements, (i) a Receivables Financing Agreement (as amended, the "Receivables Financing Agreement") among Evoqua Finance, as the borrower, the lenders from time to time party thereto (the "Receivables Financing Lenders"), PNC Bank, National Association ("PNC"), as administrative agent, EWT LLC, as initial servicer, and PNC Capital Markets LLC, as structuring agent, pursuant to which the lenders have made available to Evoqua Finance a receivables finance facility in an amount up to \$150 million, (ii) a Sale and Contribution Agreement (as amended, the "Sale and Contribution Agreement") among Evoqua Finance, as purchaser, EWT LLC, as initial servicer and as an originator, and Neptune Benson, Inc., an indirectly wholly-owned subsidiary of the Company, as an originator (together with EWT LLC, the "Originators"), and (iii) a Performance Guaranty of Xylem Inc. dated as of May 24, 2023 (the "Performance Guaranty") in favor of PNC and for the benefit of PNC and the other secured parties under the Receivables Financing Agreement that replaced the performance guaranty of EWT Holdings II Corp. and EWT Holdings III Corp dated as of April 1, 2021.

The Receivables Securitization Program contains certain customary representations, warranties, affirmative covenants, and negative covenants, subject to certain cure periods in some cases, including the eligibility of the receivables being sold by the Originators and securing the loans made by the Receivables Financing Lenders, as well as customary reserve requirements, events of default, termination events, and servicer defaults.

On July 20, 2023, the Receivables Financing Agreement, the Sale and Contribution Agreement and the Performance Guaranty and the other transaction documents under the Receivables Financing Program were terminated and all outstanding obligations for principal, interest, and fees under the agreement were paid in full.

## Note 16. Post-retirement Benefit Plans

**Defined contribution plans** – Xylem and certain of our subsidiaries maintain various defined contribution savings plans, which allow employees to contribute a portion of their pre-tax and/or after-tax income in accordance with specified guidelines. Several of the plans require us to match a percentage of the employee contributions up to certain limits, generally between 3.0% – 7.0% of employee eligible pay. Matching obligations, the majority of which were funded in cash in connection with the plans, and other company contributions are as follows:

(in millions)	Defined Contribution	
2024	\$	84
2023		74
2022		53

The Xylem Stock Fund, an investment option under the defined contribution plan in which Company employees participate, is considered an Employee Stock Ownership Plan. As a result, participants in the Xylem Stock Fund may receive dividends in cash or may reinvest such dividends into the Xylem Stock Fund. Company employees held approximately 204 thousand and 231 thousand shares of Xylem Inc. common stock in the Xylem Stock Fund at December 31, 2024 and 2023, respectively.

**Defined benefit pension plans and other post-retirement plans** – We historically have maintained qualified and non-qualified defined benefit retirement plans covering certain current and former employees, including hourly and union plans as well as salaried plans, which generally require up to 5 years of service to be vested and for which the benefits are determined based on years of credited service and either specified rates, final pay, or final average pay. The other post-retirement benefit plans are all unfunded plans in the U.S. and Canada.

During 2024 and 2023, no plan amendments had a material impact to the Company's financial statements.

The Company initiated the process for a full buy-out of its largest defined benefit plan in the U.K. in 2019. During the first quarter of 2020, the Company purchased a bulk annuity policy as a plan asset to facilitate the termination and buy-out of the plan. The buyout was completed in September 2022, at which point the remaining benefit obligations were transferred to the insurer and we were relieved of any further obligation. As a result, we recorded a pension settlement charge of £123 million (approximately \$140 million), primarily consisting of unrecognized actuarial losses.

Amounts recognized in the Consolidated Balance Sheets for pension and other employee-related benefit plans (collectively, "Post-retirement Plans") reflect the funded status of the post-retirement benefit plans. The following

table provides a summary of the funded status of our Post-retirement Plans, the presentation of such balances and a summary of amounts recorded within AOCL:

(in millions)

	December 31, 2024			December 31, 2023		
	Pension	Other	Total	Pension	Other	Total
Fair value of plan assets	\$ 301	\$ —	\$ 301	\$ 296	\$ —	\$ 296
Projected benefit obligation	(533)	(31)	(564)	(582)	(31)	(613)
Funded status	<u>\$ (232)</u>	<u>\$ (31)</u>	<u>\$ (263)</u>	<u>\$ (286)</u>	<u>\$ (31)</u>	<u>\$ (317)</u>
<b>Amounts recognized in the Consolidated Balance Sheets</b>						
Other non-current assets	\$ 56	\$ —	\$ 56	\$ 43	\$ —	\$ 43
Accrued and other current liabilities	(12)	(3)	(15)	(13)	(3)	(16)
Accrued post-retirement benefit obligations	(276)	(28)	(304)	(316)	(28)	(344)
Net amount recognized	<u>\$ (232)</u>	<u>\$ (31)</u>	<u>\$ (263)</u>	<u>\$ (286)</u>	<u>\$ (31)</u>	<u>\$ (317)</u>
<b>Accumulated other comprehensive loss:</b>						
Net actuarial losses	\$ (60)	\$ (8)	\$ (68)	\$ (88)	\$ (7)	\$ (95)
Prior service credit	(2)	1	(1)	(2)	2	—
Total	<u>\$ (62)</u>	<u>\$ (7)</u>	<u>\$ (69)</u>	<u>\$ (90)</u>	<u>\$ (5)</u>	<u>\$ (95)</u>

The unrecognized amounts recorded in AOCL will be subsequently recognized as expense on a straight-line basis only to the extent they exceed 10% of the higher of the market-related value or the projected benefit obligation, over the average remaining service period of active participants, or for plans with all or substantially all inactive participants, over the average remaining life expectancy. Actuarial gains and losses incurred in future periods and not recognized as expense in those periods will initially be recognized as increases or decreases in other comprehensive income, net of tax.

The benefit obligation, fair value of plan assets, funded status, and amounts recognized in the consolidated financial statements for our defined benefit domestic and international pension plans were:

(in millions)	Domestic Plans		International Plans	
	December 31,		December 31,	
	2024	2023	2024	2023
<b>Change in benefit obligation:</b>				
Benefit obligation at beginning of year	\$ 99	\$ 92	\$ 483	\$ 390
Service cost	2	2	9	7
Interest cost	5	5	16	16
Benefits paid	(8)	(8)	(21)	(18)
Actuarial (gain) loss (a)	(6)	6	(10)	36
Plan amendments, settlements and curtailments	—	2	—	(2)
Acquisitions	—	—	—	31
Foreign currency translation and other	—	—	(36)	23
Benefit obligation at end of year	\$ 92	\$ 99	\$ 441	\$ 483
<b>Change in plan assets:</b>				
Fair value of plan assets at beginning of year	\$ 86	\$ 80	\$ 210	\$ 166
Employer contributions	5	5	17	17
Actual return on plan assets	2	9	25	16
Benefits paid	(8)	(8)	(21)	(18)
Plan amendments, settlements and curtailments	—	—	—	(1)
Acquisitions	—	—	—	22
Foreign currency translation and other	—	—	(15)	8
Fair value of plan assets at end of year	\$ 85	\$ 86	\$ 216	\$ 210
<b>Unfunded status of the plans</b>	<b>\$ (7)</b>	<b>\$ (13)</b>	<b>\$ (225)</b>	<b>\$ (273)</b>

(a) Actuarial gains for our qualified defined benefit pension plans in 2024 primarily reflect an increase in the discount rate in 2024 as compared to 2023, which decreased benefit obligations.

The following table provides a roll-forward of the projected benefit obligation for the other post-retirement employee benefit plans:

(in millions)	2024	2023
<b>Change in benefit obligation:</b>		
Benefit obligation at beginning of year	\$ 31	\$ 31
Interest cost	2	2
Benefits paid	(3)	(3)
Actuarial loss	1	1
Benefit obligation at the end of year	\$ 31	\$ 31

The accumulated benefit obligation (“ABO”) for all the defined benefit pension plans was \$518 million and \$551 million at December 31, 2024 and 2023, respectively.

For defined benefit pension plans in which the ABO was in excess of the fair value of the plans’ assets, the projected benefit obligation, ABO and fair value of the plans’ assets were as follows:

(in millions)	December 31,	
	2024	2023
Projected benefit obligation	\$ 437	\$ 474
Accumulated benefit obligation	425	448
Fair value of plan assets	149	146

The components of net periodic benefit cost for our defined benefit pension plans are as follows:

(in millions)	Year Ended December 31,		
	2024	2023	2022
<b>Domestic defined benefit pension plans:</b>			
Service cost	\$ 2	\$ 2	\$ 3
Interest cost	5	5	3
Expected return on plan assets	(6)	(6)	(6)
Amortization of net actuarial loss	1	—	3
Net periodic benefit cost	\$ 2	\$ 1	\$ 3
<b>International defined benefit pension plans:</b>			
Service cost	\$ 9	\$ 7	\$ 12
Interest cost	16	16	13
Expected return on plan assets	(13)	(11)	(13)
Amortization of net actuarial (gain) loss	—	(2)	10
U.K. pension settlement expense	—	—	140
Net periodic benefit cost	\$ 12	\$ 10	\$ 162
<b>Total net periodic benefit cost</b>	<b>\$ 14</b>	<b>\$ 11</b>	<b>\$ 165</b>

The components of net periodic benefit cost other than the service cost component are included in the line item "Other non-operating (expense) income, net" in the Consolidated Income Statements.

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss), as they pertain to our defined benefit pension plans are as follows:

(in millions)	Year Ended December 31,		
	2024	2023	2022
<b>Domestic defined benefit pension plans:</b>			
Net (gain) loss	\$ (2)	\$ 3	\$ 3
Amortization of net actuarial loss	(1)	—	(3)
(Gains) losses recognized in other comprehensive income (loss)	\$ (3)	\$ 3	\$ —
<b>International defined benefit pension plans:</b>			
Net (gain) loss	\$ (22)	\$ 31	\$ (95)
Amortization of net actuarial gain (loss)	—	2	(8)
U.K. pension settlement expense	—	—	(137)
Foreign Exchange	(3)	2	(39)
(Gains) losses recognized in other comprehensive income (loss)	\$ (25)	\$ 35	\$ (279)
<b>Total (gains) losses recognized in other comprehensive income (loss)</b>	<b>\$ (28)</b>	<b>\$ 38</b>	<b>\$ (279)</b>
<b>Total (gains) losses recognized in comprehensive income</b>	<b>\$ (14)</b>	<b>\$ 49</b>	<b>\$ (114)</b>

The components of net periodic benefit cost for other post-retirement employee benefit plans are as follows:

(in millions)	Year Ended December 31,		
	2024	2023	2022
Interest cost	\$ 2	\$ 2	\$ 1
Amortization of prior service credit	(2)	(2)	(2)
Amortization of net actuarial loss	1	—	1
<b>Net periodic benefit cost</b>	<b>\$ 1</b>	<b>\$ —</b>	<b>\$ —</b>

Other changes in benefit obligations recognized in other comprehensive income (loss), as they pertain to other post-retirement employee benefit plans are as follows:

(in millions)	Year Ended December 31,					
	2024		2023		2022	
Net loss (gain)	\$	1	\$	1	\$	(9)
Amortization of prior service credit		2		2		2
Amortization of net actuarial loss		(1)		—		(1)
Losses (gains) recognized in other comprehensive income (loss)	\$	2	\$	3	\$	(8)
<b>Total losses (gains) recognized in comprehensive income</b>	<b>\$</b>	<b>3</b>	<b>\$</b>	<b>3</b>	<b>\$</b>	<b>(8)</b>

### Assumptions

The following table provides the weighted-average assumptions used to determine projected benefit obligations and net periodic benefit cost, as they pertain to our pension plans.

	2024		2023		2022	
	U.S.	Int'l	U.S.	Int'l	U.S.	Int'l
<b>Benefit Obligation Assumptions</b>						
Discount rate	5.65 %	3.62 %	5.00 %	3.55 %	5.25 %	4.13 %
Rate of future compensation increase	NM	2.85 %	NM	2.87 %	NM	2.79 %
<b>Net Periodic Benefit Cost Assumptions</b>						
Discount rate	5.00 %	3.55 %	5.25 %	4.13 %	3.00 %	1.55 %
Expected long-term return on plan assets	6.00 %	5.78 %	6.00 %	5.85 %	5.50 %	2.79 %
Rate of future compensation increase	NM	2.87 %	NM	2.79 %	NM	2.84 %

NM Not meaningful. The pension benefits for future service for all the U.S. pension plans are based on years of service and not impacted by future compensation increases.

Management develops each assumption using relevant company experience in conjunction with market-related data for each individual country in which plans exist. Assumptions are reviewed annually and adjusted as necessary.

The expected long-term rate of return on assets reflects the expected returns for each major asset class in which the plans hold investments, the weight of each asset class in the target mix, the correlations among asset classes and their expected volatilities. The assets of the pension plans are held by a number of independent trustees, managed by several investment institutions and are accounted for separately in the Company's pension funds.

Our expected return on plan assets is estimated by evaluating both historical returns and estimates of future returns. Specifically, we analyze the plans' actual historical annual return on assets, net of fees, over the past 15, 20 and 25 years; we estimate future returns based on independent estimates of asset class returns; and we evaluate historical broad market returns over long-term timeframes based on our asset allocation range. For the U.S. Master Trust which has existed since 2011, historical returns were estimated using a constructed portfolio that reflects the Company's strategic asset allocation and the historical compound geometric returns of each asset class for the longest time period available. Based on this approach, the weighted average expected long-term rate of return for all of our plan assets to be used in determining net periodic benefit costs for 2025 is estimated at 5.70%.

### Investment Policy

The investment strategy for managing worldwide post-retirement benefit plan assets is to seek an optimal rate of return relative to an appropriate level of risk for each plan. Investment strategies vary by plan, depending on the specific characteristics of the plan, such as plan size and design, funded status, liability profile and legal requirements. In general, the plans are managed closely to their strategic allocations.

The following table provides the actual asset allocations of plan assets as of December 31, 2024 and 2023, and the related asset target allocation ranges by asset category:

	2024	2023	Target Allocation Ranges
Equity securities	45.2 %	43.9 %	35-75%
Fixed income	40.5 %	42.9 %	45-60%
Cash, insurance contracts and other	14.3 %	13.2 %	0-15%

### **Fair Value of Plan Assets**

In measuring plan assets at fair value, the fair value hierarchy is applied which categorizes and prioritizes the inputs used to estimate fair value into three levels. See Note 1, "Summary of Significant Accounting Policies" for further detail on fair value hierarchy.

In certain instances, fair value is estimated using quoted market prices obtained from external pricing services. In obtaining such data from the pricing service, we have evaluated the methodologies used to develop the estimate of fair value in order to assess whether such valuations are representative of fair value, including NAV.

The following is a description of the valuation methodologies and inputs used to measure fair value for major categories of investments.

- Equity securities — Equities (including common and preferred shares, domestic listed and foreign listed and closed end mutual funds) are generally valued at the closing price reported on the major market on which the individual securities are traded at the measurement date. Equity securities and mutual funds held by the Company that are publicly traded in active markets are classified within Level 1 of the fair value hierarchy. Those equities that are held in proprietary funds pooled with other investor accounts and collective trust funds measured at fair value using the NAV per share practical expedient are not classified in the fair value hierarchy.
- Fixed income — Government securities are generally valued using quoted prices of securities with similar characteristics. Corporate bonds are generally valued by using pricing models, quoted prices of securities with similar characteristics or broker quotes and are classified in Level 2. Fixed income securities held in proprietary funds pooled with other investor accounts and collective trust funds measured at fair value using the NAV per share practical expedient are not classified in the fair value hierarchy. Hedging instruments are collateralized daily with either cash or government bonds, have daily liquidity and pricing based on observable inputs from over-the-counter markets, and are classified as Level 2.
- Insurance contracts and other — Primarily comprised of insurance contracts held by foreign plans. Insurance contracts are valued on an insurer pricing basis calculated at purchase price adjusted for changes in discount rates and other actuarial assumptions or contract value, which approximates fair value. Insurance contracts are generally classified as Level 3.
- Cash — Cash and cash equivalents are held in accounts with brokers or custodians, available on demand, for liquidity and investment collateral and are classified as Level 1.

The following table provides the fair value of plan assets held by our pension benefit plans by asset class:

(in millions)	2024					2023				
	Level 1	Level 2	Level 3	NAV Practical Expedient	Total	Level 1	Level 2	Level 3	NAV Practical Expedient	Total
<b>Equity securities</b>										
Global stock funds/securities	\$ 42	\$ 65	\$ —	\$ 15	\$ 122	\$ 43	\$ 56	\$ —	\$ 13	\$ 112
Diversified growth and income funds	—	—	—	14	14	—	—	—	18	18
<b>Fixed income</b>										
Corporate bonds	1	69	—	11	81	1	64	—	12	77
Government bonds	—	15	—	18	33	—	22	—	23	45
Hedging instruments	—	8	—	—	8	—	5	—	—	5
Insurance contracts and other	—	—	31	5	36	—	—	26	6	32
Cash and cash equivalents	7	—	—	—	7	7	—	—	—	7
<b>Total plan assets subject to leveling</b>	<b>\$ 50</b>	<b>\$ 157</b>	<b>\$ 31</b>	<b>\$ 63</b>	<b>\$ 301</b>	<b>\$ 51</b>	<b>\$ 147</b>	<b>\$ 26</b>	<b>\$ 72</b>	<b>\$ 296</b>

The following table presents a reconciliation of the beginning and ending balances of fair value measurement within our pension plans using significant unobservable inputs (Level 3):

(in millions)	Insurance Contracts and Other
Balance, December 31, 2022	\$ 20
Purchases, sales, settlements, net	5
Actual return on plan assets	—
Currency impact	1
Balance, December 31, 2023	26
Purchases, sales, settlements, net	3
Actual return on plan assets	4
Currency impact	(2)
<b>Balance, December 31, 2024</b>	<b>\$ 31</b>

### **Contributions and Estimated Future Benefit Payments**

Funding requirements under governmental regulations are a significant consideration in making contributions to our post-retirement plans. We made contributions of \$25 million and \$25 million to our post-retirement plans during 2024 and 2023, respectively. We currently anticipate making contributions to our post-retirement plans in the range of \$17 million to \$23 million during 2025, of which approximately \$5 million is expected to be made in the first quarter.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

(in millions)	Pension	Other Benefits
2025	\$ 29	\$ 3
2026	29	3
2027	30	3
2028	31	3
2029	31	3
Years 2030 - 2034	161	12

#### Note 17. Share-Based Compensation Plans

Our share-based compensation program is a broad-based program designed to attract and retain employees while also aligning employees' interests with the interests of our shareholders. In addition, members of our Board of Directors participate in our share-based compensation program in connection with their service on our board. Share-based awards issued to employees include non-qualified stock options, restricted stock units and performance share units. Under the 2011 Omnibus Incentive Plan, the number of shares initially available for awards was 18 million. On November 18, 2022, there were an additional 3.2 million of shares registered for issuance under this plan, which do not increase the total pool of 18 million. On May 24, 2023, there were an additional 2.7 million shares registered for issuance. As of December 31, 2024, there were approximately 5.3 million shares of common stock available for future awards.

Total share-based compensation expense recognized for 2024, 2023 and 2022 was \$56 million, \$60 million, and \$37 million, respectively. The unamortized compensation expense at December 31, 2024 related to our stock options, restricted share units and performance share units was \$7 million, \$35 million and \$14 million, respectively, and is expected to be recognized over a weighted average period of 2.0, 1.8 and 1.8 years, respectively. See Note 5, "Restructuring and Asset Impairment Charges" of our consolidated financial statements for discussion of certain restructuring charges related to share-based compensation expense.

The amount of cash received from the exercise of stock options was \$67 million, \$62 million and \$8 million for 2024, 2023 and 2022 with a tax benefit of \$19 million, \$12 million and \$3 million, respectively, realized associated with stock option exercises and vesting of restricted stock units. We classify as an operating activity the cash flows attributable to excess tax benefits arising from stock option exercises and restricted stock unit vestings.

### Stock Option Grants

Options are awarded with a contractual term of 10 years, generally vest over a three-year period and are exercisable within the contractual term, except in certain instances of termination due to death, retirement, disability and other limited circumstances in accordance with the terms of the grant agreements. The exercise price per share is the fair market value of the underlying common stock on the date each option is awarded. At December 31, 2024, there were options to purchase an aggregate of 1.2 million shares of common stock. The following is a summary of the changes in outstanding stock options for 2024:

	Share units (in thousands)	Weighted Average Exercise Price / Share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)
Outstanding at January 1, 2024	2,150	\$ 69.34	5.6	\$ 97
Granted	210	128.66		
Exercised	(1,085)	61.56		
Forfeited and expired	(93)	98.40		
<b>Outstanding at December 31, 2024</b>	<b>1,182</b>	<b>\$ 84.76</b>	<b>6.3</b>	<b>\$ 40</b>
<b>Options exercisable at December 31, 2024</b>	<b>811</b>	<b>\$ 72.36</b>	<b>5.3</b>	<b>\$ 35</b>
<b>Vested and non-vested expected to vest as of December 31, 2024</b>	<b>1,149</b>	<b>\$ 83.70</b>	<b>5.9</b>	<b>\$ 39</b>

The amount of non-vested options outstanding was 0.4 million, 0.6 million and 0.6 million at a weighted average grant date share price of \$111.88, \$88.48 and \$87.62 as of December 31, 2024, 2023 and 2022, respectively. The total intrinsic value of options exercised (which is the amount by which the stock price exceeded the exercise price of the options on the date of exercise) during 2024, 2023 and 2022 was \$74 million, \$140 million and \$4 million, respectively.

The fair value of each option grant was estimated on the date of grant using the binomial lattice pricing model which incorporates multiple and variable assumptions over time, including assumptions such as employee exercise patterns, stock price volatility and changes in dividends. The following are weighted-average assumptions used for 2024, 2023, and 2022 (excluding the valuation of options granted in conjunction with the Evoqua acquisition):

	2024	2023	2022
Dividend yield	1.13 %	1.31 %	1.37 %
Volatility	26.70 %	27.30 %	26.25 %
Risk-free interest rate	4.18 %	4.25 %	1.74 %
Expected term (in years)	5.7	5.4	5.6
Weighted-average fair value per option	\$ 38.04	\$ 29.06	\$ 20.38

Expected volatility is calculated based on an analysis of historic volatility measures for Xylem. We use historical data to estimate option exercise and employee termination behavior within the valuation model. The expected term represents an estimate of the period of time options are expected to remain outstanding. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of option grant.

### Restricted Stock Unit Grants

Restricted stock units awarded to employees vest over a three-year period. Prior to the time a restricted stock unit becomes fully vested, the awardees cannot transfer, pledge or encumber such units. Prior to the time a restricted stock unit is fully vested, the awardees do not have certain rights of a stockholder, such as the right to vote and receive dividends; however, dividends accrue during the vesting period and are paid upon vesting. If an employee leaves prior to vesting, whether through resignation or termination for cause, the restricted stock unit and related accrued dividends are forfeited. If an employee retires prior to vesting, a pro-rata portion of the restricted stock unit may vest in accordance with the terms of the applicable grant agreements. Restricted stock units awarded to member of our Board become fully vested upon the day prior to the next annual meeting. The fair value of the restricted stock unit awards is determined using the closing price of our common stock on date of grant.

The following is a summary of the changes in outstanding restricted stock units for 2024:

	Share Units (in thousands)	Weighted Average Grant Date Fair Value / Share
Outstanding at January 1, 2024	862	\$ 98.49
Granted	288	128.96
Vested	(439)	98.86
Forfeited	(79)	102.98
<b>Outstanding at December 31, 2024</b>	<b>632</b>	<b>\$ 111.33</b>

### **Performance Share Units**

Performance share units awarded under the long-term incentive plan vest based upon performance by the Company over a three-year period against targets approved by the Leadership Development & Compensation Committee of the Company's Board of Directors prior to the grant date. For the performance periods, the performance share units were awarded at a target of 100% with actual payout contingent upon the achievement of a pre-set, three-year adjusted ROIC performance target for ROIC performance share units, pre-set, third-year adjusted EBITDA performance target for adjusted EBITDA performance share units, a pre-set third year revenue target for Revenue performance share units and a relative TSR performance for TSR performance share units. The calculated compensation cost for ROIC and Revenue performance share units is adjusted based on an estimate of awards ultimately expected to vest and our assessment of the probable outcome of the performance condition.

#### *ROIC and Adjusted EBITDA Performance Share Unit Grants*

The following is a summary of the changes in outstanding ROIC and EBITDA performance share units for 2024. The fair value of the adjusted EBITDA performance share unit awards is determined using the closing price of our common stock on date of grant.:

	Share units (in thousands)	Weighted Average Grant Date Fair Value / Share
Outstanding at January 1, 2024	114	\$ 97.70
Granted	26	127.94
Adjustment for Performance Condition Achieved (a)	16	102.51
Vested	(64)	102.51
Forfeited	(15)	97.22
<b>Outstanding at December 31, 2024</b>	<b>77</b>	<b>\$ 105.02</b>

(a) Represents an increase in the number of original ROIC performance share units awarded based on the final performance condition achievement at the end of the performance period of such awards.

#### *Revenue Performance Share Unit Grants*

The fair value of the Revenue performance share unit awards is determined using the closing price of our common stock on date of grant.

The following is a summary of our Revenue performance share unit grants for 2024:

	Share units (in thousands)	Weighted Average Grant Date Fair Value / Share
Outstanding at January 1, 2024	66	\$ 94.19
Granted	26	127.94
Forfeited	(15)	97.22
<b>Outstanding at December 31, 2024</b>	<b>77</b>	<b>\$ 105.06</b>

### TSR Performance Share Unit Grants

The following is a summary of the changes in outstanding TSR performance share units for 2024:

	Share units (in thousands)	Weighted Average Grant Date Fair Value / Share
Outstanding at January 1, 2024	180	\$ 103.52
Granted	52	181.80
Adjustment for Market Condition Achieved (a)	(9)	117.67
Vested	(39)	117.67
Forfeited	(29)	105.05
<b>Outstanding at December 31, 2024</b>	<b>155</b>	<b>\$ 125.42</b>

(a) Represents an increase in the number of original TSR performance share units awarded based on the final market condition achievement at the end of the performance period of such awards.

The fair value of TSR performance share units were calculated on the date of grant using a Monte Carlo simulation model utilizing several key assumptions, including expected Company and peer company share price volatility, correlation coefficients between peers, the risk-free rate of return, the expected dividend yield and other award design features. The following are weighted-average key assumptions for 2024 grants.

	2024	2023	2022
Volatility	27.2 %	35.9 %	33.3 %
Risk-free interest rate	4.33 %	4.66 %	1.44 %

### Note 18. Capital Stock

The Company has the authority to issue an aggregate of 750 million shares of common stock having a par value of \$0.01 per share. The shareholders of Xylem common stock are entitled to receive dividends as declared by the Xylem Board of Directors. Dividends declared were \$1.44, \$1.32 and \$1.20 during 2024, 2023 and 2022, respectively.

The changes in shares of common stock outstanding for the three years ended December 31 are as follows:

(share units in thousands)	2024	2023	2022
Beginning Balance, January 1	241,504	180,253	180,392
Shares issued for the Evoqua acquisition (a)	—	58,779	—
Stock incentive plan net activity	1,637	2,730	437
Repurchase of common stock	(156)	(258)	(576)
<b>Ending Balance, December 31</b>	<b>242,985</b>	<b>241,504</b>	<b>180,253</b>

(a) See Note 3 "Acquisitions and Divestitures" of our consolidated financial statements for further information.

For the years ended December 31, 2024 and December 31, 2023 the Company repurchased 0.2 million shares of common stock for \$20 million and repurchased 0.3 million shares of common stock for \$25 million, respectively. Repurchases include both share repurchase programs approved by the Board of Directors and repurchases in relation to settlement of employee tax withholding obligations due as a result of the vesting of restricted stock units. The detail of repurchases by each program are as follows:

On August 24, 2015, our Board of Directors authorized the repurchase of up to \$500 million in shares with no expiration date. The program's objective is to deploy our capital in a manner that benefits our shareholders and maintains our focus on growth. For the years ended December 31, 2024 and December 31, 2023 there were no shares repurchased under the program. There are up to \$182 million in shares that may still be purchased under this plan as of December 31, 2024.

Aside from the aforementioned repurchase programs, we repurchased approximately 0.2 million and approximately 0.3 million shares for \$20 million and \$25 million during 2024 and 2023, respectively, in relation to settlement of employee income tax withholding obligations due as a result of the vesting of restricted stock units. The shares repurchased are included in the stock incentive plan net activity in the above table.

## Note 19. Accumulated Other Comprehensive Loss

The following table provides the components of accumulated other comprehensive loss for 2024, 2023 and 2022:

(in millions)	Foreign Currency Translation	Post-retirement Benefit Plans	Derivative Instruments	Total
Balance at January 1, 2022	\$ (101)	\$ (268)	\$ (2)	\$ (371)
Foreign currency translation adjustment	(53)			(53)
Income tax impact on foreign currency translation adjustment	(26)			(26)
Changes in post-retirement benefit plans		101		101
U.K. pension settlement		137		137
Foreign currency translation adjustment for post-retirement benefit plans		39		39
Income tax expense on changes in post-retirement benefit plans, including settlement		(58)		(58)
Amortization of prior service cost and net actuarial loss on post-retirement benefit plans into other non-operating income (expense), net		10		10
Income tax impact on amortization of post-retirement benefit plan items		(2)		(2)
Unrealized loss on derivative hedge agreements			(24)	(24)
Reclassification of unrealized loss on foreign exchange agreements into revenue			19	19
Reclassification of unrealized (gain) loss on foreign exchange agreements into cost of revenue			2	2
Balance at December 31, 2022	\$ (180)	\$ (41)	\$ (5)	\$ (226)
Foreign currency translation adjustment	(45)			(45)
Income tax impact on foreign currency translation adjustment	29			29
Changes in post-retirement benefit plans		(35)		(35)
Foreign currency translation adjustment for post-retirement benefit plans		(2)		(2)
Income tax expense on changes in post-retirement benefit plans		9		9
Amortization of prior service cost and net actuarial loss on post-retirement benefit plans into other non-operating income (expense), net		(4)		(4)
Income tax impact on amortization of post-retirement benefit plan items		1		1
Unrealized loss on derivative hedge agreements			(2)	(2)
Tax on unrealized loss on derivative hedge agreements			(1)	(1)
Reclassification of unrealized loss on foreign exchange agreements into revenue			3	3
Reclassification of unrealized loss on foreign exchange agreements into cost of revenue			4	4
Balance at December 31, 2023	\$ (196)	\$ (72)	\$ (1)	\$ (269)

(in millions)	Foreign Currency Translation	Post-retirement Benefit Plans	Derivative Instruments	Total
Foreign currency translation adjustment	(157)			(157)
Income tax impact on foreign currency translation adjustment	(15)			(15)
Changes in post-retirement benefit plans		23		23
Foreign currency translation adjustment for post-retirement benefit plans		3		3
Income tax impact on changes in post-retirement benefit plans, including settlement		(7)		(7)
Unrealized loss on derivative hedge agreements			(17)	(17)
Tax on unrealized loss on derivative hedge agreements			2	2
Reclassification of unrealized loss on foreign exchange agreements into revenue			1	1
Reclassification of unrealized loss on foreign exchange agreements into cost of revenue			1	1
<b>Balance at December 31, 2024</b>	<b>\$ (368)</b>	<b>\$ (53)</b>	<b>\$ (14)</b>	<b>\$ (435)</b>

## Note 20. Commitments and Contingencies

### Legal Proceedings

From time to time, we are involved in legal and regulatory proceedings that are incidental to the operation of our businesses (or the business operations of previously owned entities). These proceedings may seek remedies relating to matters including environmental, tax, intellectual property, acquisitions or divestitures, product liability, property damage, personal injury, privacy, employment, labor and pension, government investigations or contract issues and commercial or contractual disputes.

See Note 7, "Income Taxes" of our consolidated financial statements for a description of a pending tax litigation matter.

Although the ultimate outcome of any legal matter cannot be predicted with certainty, based on present information, including our assessment of the merits of the particular claims, we do not believe it is reasonably possible that any asserted or unasserted legal claims or proceedings, individually or in aggregate, will have a material adverse effect on our results of operations, or financial condition.

We have estimated and accrued \$4 million and \$18 million as of December 31, 2024 and 2023, respectively, for these general legal matters.

### Unconditional Purchase Obligations

We have future unconditional purchase commitments which are legally binding and that specify all significant terms including price and/or quantity. Total future commitments for these obligations is \$705 million, of which \$664 million is committed within the next twelve months, excluding contracts that can be canceled without penalty.

### Guarantees

We obtain certain stand-by letters of credit, bank guarantees, surety bonds and insurance letters of credit from third-party financial institutions in the ordinary course of business when required under contracts or to satisfy insurance related requirements. As of December 31, 2024 and 2023, the amount of surety bonds, bank guarantees, insurance letters of credit and stand-by letters of credit was \$758 million and \$729 million, respectively.

## Environmental

In the ordinary course of business, we are subject to federal, state, local, and foreign environmental laws and regulations. We are responsible, or are alleged to be responsible, for ongoing environmental investigation and remediation of sites in various countries. These sites are in various stages of investigation and/or remediation and in many of these proceedings our liability is considered de minimis. We have received notification from the U.S. Environmental Protection Agency, and from similar state and foreign environmental agencies, that a number of sites formerly or currently owned and/or operated by Xylem and other properties or water supplies that may be or have been impacted from those operations, contain disposed or recycled materials or wastes and require environmental investigation and/or remediation. These sites include instances where we have been identified as a potentially responsible party under federal and state environmental laws and regulations.

Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. Our accrued liabilities for these environmental matters represent our best estimates related to the investigation and remediation of environmental media such as water, soil, soil vapor, air and structures, as well as related legal fees. These estimates, and related accruals, are reviewed quarterly and updated for progress of investigation and remediation efforts and changes in facts and legal circumstances. Liabilities for these environmental expenditures are recorded on an undiscounted basis. We have estimated and accrued \$4 million as of both December 31, 2024 and 2023, respectively, for environmental matters.

It is difficult to estimate the final costs of investigation and remediation due to various factors, including incomplete information regarding particular sites and other potentially responsible parties, uncertainty regarding the extent of investigation or remediation and our share, if any, of liability for such conditions, the selection of alternative remedial approaches, and changes in environmental standards and regulatory requirements. We believe the total amount accrued is reasonable based on existing facts and circumstances.

## Warranties

We warrant numerous products, the terms of which vary widely. In general, we warrant products against defects and specific non-performance. Warranty expense was \$36 million, \$29 million, and \$24 million for 2024, 2023 and 2022, respectively. The table below provides changes in the combined current and non-current product warranty accruals over each period.

(in millions)	2024	2023	2022
Warranty accrual – January 1	\$ 63	\$ 54	\$ 57
Net charges for product warranties in the period	36	29	24
Net Evoqua additions from acquisition	—	10	—
Settlement of warranty claims	(37)	(32)	(25)
Foreign currency and other	(5)	2	(2)
Warranty accrual – December 31	\$ 57	\$ 63	\$ 54

## Note 21. Segment and Geographic Data

Our business has four reportable segments: Water Infrastructure, Applied Water, Measurement and Control Solutions and Water Solutions and Services. The Water Infrastructure segment focuses on the transportation and treatment of water, offering a range of products including water, wastewater and storm water pumps, controls and systems; and treatment equipment: filtration and separation, disinfection, wastewater solutions for municipal and industrial applications. The Applied Water segment serves many of the primary uses of water and focuses on the residential, commercial and industrial markets. The Applied Water segment's major products include pumps, valves, heat exchangers, controls and dispensing equipment. The Measurement and Control Solutions segment focuses on developing advanced technology solutions that enable intelligent use and conservation of critical water and energy resources as well as analytical instrumentation used in the testing of water. The Measurement and Control Solutions segment's major products include smart metering, networked communications, measurement and control technologies, critical infrastructure technologies, software and services including cloud-based analytics, and remote monitoring and data management. The Water Solutions and Services segment provides tailored services and solutions, in collaboration with customers and backed by life-cycle services, including on-demand water, outsourced water, recycle/reuse, specialty dewatering and emergency response service alternatives to improve operational reliability, performance and environmental compliance. Key offerings within this segment also include equipment systems for industrial needs (influent water, boiler feed water, ultrahigh purity, process water, wastewater treatment, and recycle/reuse), full-scale outsourcing of operations and maintenance, and municipal services, including odor and corrosion control services, as well as leak detection, condition assessment and asset management and pressure monitoring solutions.

Additionally, we have Regional selling locations, which consist primarily of selling and marketing organizations and related support services, that offer products and services across our reportable segments. Corporate and other consists of corporate office expenses including compensation, benefits, occupancy, depreciation, and other administrative costs, as well as charges related to certain matters, such as environmental matters, that are managed at a corporate level and are not included in the business segments in evaluating performance or allocating resources. The accounting policies of each segment are the same as those described in the summary of significant accounting policies (see Note 1, "Summary of Significant Accounting Policies").

The chief operating decision maker ("CODM") for the Company is our President and Chief Executive Officer. The CODM uses segment operating income/(loss) as a primary factor in allocating resources to the segments. The CODM considers budget-to-actual variances on a quarterly basis for the profit measure to assess segment performance. Disaggregated asset information by segment is not provided to the CODM for review, therefore, such information is not presented.

The following tables contain financial information provided to the CODM for each reportable segment:

(in millions)	Water Infrastructure	Applied Water	Measurement and Control Solutions	Water Solutions and Services	Total
<b>Balance for year ended December 31, 2024</b>					
Revenue	\$ 2,555	\$ 1,793	\$ 1,871	\$ 2,343	\$ 8,562
Less:					
Adjusted cost of revenue (a)	1,460	1,162	1,128	1,521	
Adjusted operating expenses (a)	640	345	416	454	
Other segment items (b)	99	15	80	149	
Segment operating income	\$ 356	\$ 271	\$ 247	\$ 219	\$ 1,093
<b>Reconciliation of segment operating income</b>					
Corporate and other (loss)					(84)
Interest expense					(44)
Gain on remeasurement of previously held equity interest					152
Other non-operating income, net					16
Loss on sale of businesses					(46)
Income before income taxes					\$ 1,087

(in millions)	Water Infrastructure	Applied Water	Measurement and Control Solutions	Water Solutions and Services	Total
Balance for year ended December 31, 2023					
Revenue	\$ 2,215	\$ 1,853	\$ 1,612	\$ 1,684	\$ 7,364
Less:					
Adjusted cost of revenue (a)	1,277	1,195	990	1,093	
Adjusted operating expenses (a)	570	334	409	345	
Other segment items (b)	93	14	80	114	
Segment operating income	\$ 275	\$ 310	\$ 133	\$ 132	\$ 850
<b>Reconciliation of segment operating income</b>					
Corporate and other loss					(198)
Interest expense					(49)
Other non-operating income, net					33
Loss on sale of businesses					(1)
Income before income taxes					\$ 635

(in millions)	Water Infrastructure	Applied Water	Measurement and Control Solutions	Water Solutions and Services	Total
Balance for year ended December 31, 2022					
Revenue	\$ 1,686	\$ 1,767	\$ 1,275	\$ 794	\$ 5,522
Less:					
Adjusted cost of revenue (a)	965	1,185	804	482	
Adjusted operating expenses (a)	429	311	372	176	
Other segment items (b)	13	13	80	14	
Segment operating income	\$ 279	\$ 258	\$ 19	\$ 122	\$ 678
<b>Reconciliation of segment operating income</b>					
Corporate and other loss					(56)
Interest expense					(50)
U.K. pension settlement expense					(140)
Other non-operating income, net					7
Gain on sale of businesses					1
Income before income taxes					\$ 440

(a) Adjusted costs of revenue and adjusted operating expenses represent segment-level information that are regularly provided to the CODM. These balances represent costs of revenue and operating expenses, respectively, adjusted to exclude purchase accounting intangible amortization, restructuring and realignment expenses, and special charges.

(b) Other segment items for each segment represents purchase accounting intangible amortization, restructuring and realignment expenses, and special charges, which are excluded from the above significant expense categories regularly provided to the CODM in line with our adjusted measures as outlined in Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report on Form 10-K.

(in millions)	Year Ended December 31,		
	2024	2023	2022
<b>Depreciation and amortization:</b>			
Water Infrastructure	\$ 122	\$ 89	\$ 34
Applied Water	28	28	25
Measurement and Control Solutions	132	124	119
Water Solutions and Services	267	184	50
Corporate and other	13	11	8
Total	<u>\$ 562</u>	<u>\$ 436</u>	<u>\$ 236</u>
<b>Capital expenditures:</b>			
Water Infrastructure	\$ 36	\$ 36	\$ 24
Applied Water	22	32	21
Measurement and Control Solutions	71	62	71
Water Solutions and Services	148	106	53
Regional selling locations (a)	20	20	23
Corporate and other	24	15	16
Total	<u>\$ 321</u>	<u>\$ 271</u>	<u>\$ 208</u>

(a) Represents capital expenditures incurred by the Regional selling locations not allocated to the segments.

### Geographical Information

Revenue is attributed to countries based upon the location of the customer. Property, Plant & Equipment is attributed to countries based upon the location of the assets:

(in millions)	Revenue		
	Year Ended December 31,		
	2024	2023	2022
United States	\$ 4,862	\$ 3,956	\$ 2,573
Western Europe	1,745	1,655	1,411
Emerging Markets	1,274	1,182	1,074
Other	681	571	464
Total	<u>\$ 8,562</u>	<u>\$ 7,364</u>	<u>\$ 5,522</u>

(in millions)	Property, Plant & Equipment		
	December 31,		
	2024	2023	2022
United States	\$ 732	\$ 725	\$ 239
Western Europe	258	268	227
Emerging Markets	132	141	133
Other	30	35	31
Total	<u>\$ 1,152</u>	<u>\$ 1,169</u>	<u>\$ 630</u>

### Note 22. Redeemable Non-controlling Interests

The holders of non-controlling interest in Idrica, a consolidated subsidiary of the Company, have a right to sell the remaining equity interest in Idrica to the Company for cash (the "Put Right"). The Put Right is exercisable after December 10, 2027 and has a fixed strike price of €168 million during the first two years after it is exercisable. Beginning in the third year of exercisability, the Put Right is exercisable at the fair market value of underlying equity

interests. Redeemable non-controlling interest is reflected in the consolidated balance sheets at the greater of the carrying value or the redemption value. As of December 31, 2024, the Redeemable Non-Controlling Interest is reflected in the consolidated balance sheet at its carrying value.

**Note 23. Subsequent Events**

On February 7, 2025, we closed on the divestiture of our Magneto business, as referenced in Note 3 "Acquisitions and Divestitures" for a selling price of \$61 million in cash.

On January 28, 2025, at the delegation of the Company's Board of Directors, management committed to a restructuring plan. The plan consists of workforce reductions across all of our businesses and functions. The majority of the workforce reductions are expected to be completed during fiscal year 2025 with some completing in 2026, subject to local laws.

As a result of this restructuring, the Company currently expects to incur pre-tax charges of approximately \$95 million to \$115 million primarily during 2025, with some charges expected in 2026, and inclusive of approximately \$19 million in the fourth quarter of 2024. The expected charges are comprised of employee severance, termination benefits, and associated costs, to be paid in cash.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES****Evaluation of Disclosure Controls and Procedures**

Our management, with the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the year ended December 31, 2024 pursuant to Rule 13a-15(b) and 15d-15(e) of the Securities Exchange Act of 1934 ("the Exchange Act"). Based upon that evaluation, our CEO and our CFO concluded that our disclosure controls and procedures as of the year ended December 31, 2024 were effective, in all material respects, and designed to provide reasonable assurance that the information required to be disclosed by us in the reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosures.

**Management's Annual Report on Internal Control Over Financial Reporting**

As required by the SEC's rules and regulations for the implementation of Section 404 of the Sarbanes-Oxley Act, the Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

The Company's management, including the CEO and CFO, conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2024 based on the framework established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission (2013). This assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls. Based on our assessment, the Company's management has concluded that our internal control over financial reporting was effective as of December 31, 2024.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2024 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which appears following Item 9C of this Annual Report on Form 10-K.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the 1934 Act) during the fiscal quarter ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION****Trading Plans**

During the quarter ended December 31, 2024, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements (in each case, as defined in Item 408(a) of Regulation S-K).

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

None.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Xylem Inc.

### Opinion on Internal Control over Financial

We have audited the internal control over financial reporting of Xylem Inc. and subsidiaries (the "Company") as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated March 3, 2025, expressed an unqualified opinion on those financial statements.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Stamford, Connecticut  
March 3, 2025

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is incorporated herein by reference to the information in our Definitive Proxy Statement to be filed with the SEC in connection with our 2025 Annual Meeting of Shareholders (the "2025 Proxy Statement") under the captions "Proposal 1 - Election of Directors," "Board Composition and Refreshment," "Board Committees - Audit Committee," and "Audit Committee Report."

The information called for by Item 10 with respect to executive officers is set forth in Part I of this Report under the caption "Information about our Executive Officers" and is incorporated by reference in this section.

The information required by this item relating to our insider trading policies and procedures is incorporated herein by reference to the information in our 2025 Proxy Statement under caption "Stock Ownership - Insider Trading and Rule10b5-1 Trading Plans Policy".

We have adopted Corporate Governance Principles and charters for each of our Board committees. The Corporate Governance Principles address director qualification standards, responsibilities, access to management and independent advisors, compensation, orientation and continuing education, succession planning and board and committee assessment. The Corporate Governance Principles and Board committee charters are available on the Company's website at [www.xylem.com/en-us/investors/governance/](http://www.xylem.com/en-us/investors/governance/). A copy of the Corporate Governance Principles and Board committee charters are also available to any shareholder who requests a copy from the Company's Corporate Secretary at our Principal Executive Offices.

We have also adopted a written Code of Conduct that is applicable to all of our directors, officers and employees, including the Company's CEO and CFO and other executive officers identified pursuant to this Item 10. In accordance with the SEC's rules and regulations, a copy of the Code of Conduct has been posted to our website and it is also available to any shareholder who requests a copy from the Company's Corporate Secretary at our Principal Executive Offices. We intend to disclose any amendments to our Code of Conduct and any waivers of the Code of Conduct on our website at [www.xylem.com](http://www.xylem.com) within four business days following the date of the amendment or waiver.

### ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under captions "Compensation Discussion and Analysis," "Director Compensation," "Board Committees - Leadership Development and Compensation Committee" and "Leadership Development and Compensation Committee Report."

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under the captions "Stock Ownership - Certain Beneficial Owners," "Stock Ownership - Directors and Named Executive Officers" and "Equity Compensation Plan Information."

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under the captions "Corporate Governance - Director Independence" and "Corporate Governance Policies and Practices - Related Party Transactions."

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under the captions "Proposal 2 - Fees of Audit and Other Services" and "Proposal 2 - Pre-Approval of Audit and Non-Audit Services."

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

- (a) (1) The Index to Consolidated Financial Statements of the Registrant under Item 8 of this Report is incorporated herein by reference as the list of Financial Statements required as part of this Report.
- (2) Financial Statement Schedules — All financial statement schedules have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.
- (3) Exhibits — See exhibits listed under Part (b) below.

#### EXHIBIT INDEX

Exhibit Number	Description	Location
<a href="#">3.1</a>	Fourth Amended and Restated Articles of Incorporation of Xylem Inc.	Incorporated by reference to Exhibit 3.1 of Xylem Inc.'s Form 8-K filed on May 15, 2017 (CIK No. 1524472, File No. 1-35229).
<a href="#">3.2</a>	Fifth Amended and Restated By-laws of Xylem Inc.	Incorporated by reference to Exhibit 3.1 of Xylem Inc.'s Form 8-K filed on November 15, 2022 (CIK No. 1524472, File No. 1-35229).
<a href="#">4.1</a>	Description of securities registered under Section 12 of the Exchange Act.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 10-K Annual report filed on February 24, 2023 (CIK No. 1524472, File No. 1-35229).
<a href="#">4.2</a>	Indenture, dated as of September 20, 2011, between Xylem Inc., ITT Corporation, as initial guarantor, and Union Bank, N.A., as trustee.	Incorporated by reference to Exhibit 4.2 of ITT Corporation's Form 8-K filed on September 21, 2011 (CIK No. 216228, File No. 1-5672).
<a href="#">4.3</a>	Senior Indenture, dated March 11, 2016, by and between the Company and Deutsche Bank Trust Company Americas, as trustee.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 8-K filed on March 11, 2016 (CIK No. 1524472, File No. 1-35229).
<a href="#">4.4</a>	First Supplemental Indenture, dated March 11, 2016, by and between the Company and Deutsche Bank Trust Company Americas, as trustee.	Incorporated by reference to Exhibit 4.2 of Xylem Inc.'s Form 8-K filed on March 11, 2016 (CIK No. 1524472, File No. 1-35229).
<a href="#">4.5</a>	Third Supplemental Indenture, dated October 11, 2016, by and between the Company and Deutsche Bank Trust Company Americas, as trustee.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 8-K filed on October 11, 2016 (CIK No. 1524472, File No. 1-35229).
<a href="#">4.6</a>	Fourth Supplemental Indenture, dated June 26, 2020, by and between the Company and Deutsche Bank Trust Company Americas, as trustee.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 8-K filed on June 26, 2020 (CIK No. 1524472, File No. 1-35229).
<a href="#">4.7</a>	Form of Xylem Inc. 3.250% Senior Notes due 2026.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 8-K filed on October 11, 2016 (CIK No. 1524472, File No. 1-35229).
<a href="#">4.8</a>	Form of 1.950% Senior Notes due 2028.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 8-K filed on June 26, 2020 (CIK 1524472, File No. 1-35229).
<a href="#">4.9</a>	Form of 2.250% Senior Notes due 2031.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 8-K filed on June 26, 2020 (CIK 1524472, File No. 1-35229).
<a href="#">4.10</a>	Form of Xylem Inc. 4.375% Senior Notes due 2046.	Incorporated by reference to Exhibit 4.1 of Xylem Inc.'s Form 8-K filed on October 11, 2016 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.1</a>	# Xylem 2011 Omnibus Incentive Plan (Amended and Restated as of February 24, 2016).	Incorporated by reference to Exhibit 10.6 of Xylem Inc.'s Form 10-K Annual Report filed on February 26, 2016 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.2</a>	# Xylem Retirement Savings Plan.	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 10-Q Quarterly Report filed on July 30, 2013 (CIK No. 1524472, File No. 1-35229).

Exhibit Number	Description	Location
<a href="#">10.3</a>	# Xylem Supplemental Retirement Savings Plan.	Incorporated by reference to Exhibit 10.11 of Xylem Inc.'s Form 10-Q Quarterly Report filed on November 21, 2011 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.4</a>	# Xylem Deferred Compensation Plan.	Incorporated by reference to Exhibit 10.12 of Xylem Inc.'s Form 10-K Annual Report filed on February 23, 2017 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.5</a>	# Xylem Annual Incentive Plan for the Senior Leadership Team (formerly "Annual Incentive Plan for Executive Officers") restated, with administrative changes only, on July 11, 2022.	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 10-Q Quarterly Report filed on August 2, 2022 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.6</a>	# Xylem Special Senior Executive Severance Pay Plan, restated, with administrative changes only, on July 11, 2022 .	Incorporated by reference to Exhibit 10.15 of Xylem Inc.'s Form 10-Q Quarterly Report filed on August 2, 2022 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.7</a>	# Xylem Senior Executive Severance Pay Plan (Amended as of May 10, 2017 ).	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 10-Q Quarterly Report filed on August 1, 2017 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.8</a>	# Form of Xylem 2011 Omnibus Incentive Plan Non-Qualified Stock Option Award Agreement (2021).	Incorporated by reference to Exhibit 10.3 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2021 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.9</a>	# Form of 2011 Omnibus Incentive Plan ESG Performance Share Unit Agreement (2021).	Incorporated by reference to Exhibit 10.6 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2021 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.10</a>	# Form of 2011 Omnibus Incentive Plan Performance Share Unit Agreement (2022).	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2022 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.11</a>	# Form of 2011 Omnibus Incentive Plan Restricted Stock Unit Agreement (2022).	Incorporated by reference to Exhibit 10.2 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2022 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.12</a>	# Xylem Deferred Compensation Plan for Non-Employee Directors.	Incorporated by reference to Exhibit 10.13 of Xylem Inc.'s Form 10-Q Quarterly Report filed on November 21, 2011 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.13</a>	# Form of Non-Employee Director Restricted Stock Unit Award Agreement.	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 10-Q Quarterly Report filed on July 30, 2015 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.14</a>	# Form of 2011 Omnibus Incentive Plan Non-Qualified Stock Option Award Agreement (2023).	Incorporated by reference to Exhibit 10.3 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2023 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.15</a>	# Form of 2011 Omnibus Incentive Plan Performance Share Unit Agreement (2023).	Incorporated by reference to Exhibit 10.4 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2023 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.16</a>	# Form of 2011 Omnibus Incentive Plan Restricted Stock Unit Agreement (2023).	Incorporated by reference to Exhibit 10.5 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2023 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.17</a>	# Form of 2011 Omnibus Incentive Plan Non-Qualified Stock Option Grant Agreement (2024).	Incorporated by reference to Exhibit 10.2 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 2, 2024 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.18</a>	# Form of 2011 Omnibus Incentive Plan Non-Qualified Stock Option Grant Agreement for Senior Leadership Team (2024).	Incorporated by reference to Exhibit 10.3 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 2, 2024 (CIK No. 1524472, File No. 1-35229). Incorporated by reference to Exhibit 10.3 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 2, 2024 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.19</a>	# Form of 2011 Omnibus Incentive Plan Performance Share Unit Grant Agreement (2024).	Incorporated by reference to Exhibit 10.4 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 2, 2024 (CIK No. 1524472, File No. 1-35229).

<b>Exhibit Number</b>	<b>Description</b>	<b>Location</b>
<a href="#">10.20</a>	# Form of 2011 Omnibus Incentive Plan Performance Share Unit Grant Agreement for Senior Leadership Team (2024).	Incorporated by reference to Exhibit 10.5 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 2, 2024 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.21</a>	# Form of 2011 Omnibus Incentive Plan Restricted Stock Unit Agreement (2024).	Incorporated by reference to Exhibit 10.6 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 2, 2024 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.22</a>	# Form of 2011 Omnibus Incentive Plan Restricted Stock Unit Agreement for Senior Leadership Team (2024).	Incorporated by reference to Exhibit 10.7 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 2, 2024 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.23</a>	# Amended and Restated Evoqua Water Technologies Corp. 2017 Equity Incentive Plan.	Incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed on May 6, 2020 (File No. 001-38272).
<a href="#">10.24</a>	# Form of Restricted Stock Unit Award-Notice of Grant under the Amended and Restated Evoqua Water Technologies Corp. 2017 Equity Incentive Plan (for awards made after fiscal 2021).	Incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q filed on February 1, 2022 (File No. 001-38272).
<a href="#">10.25</a>	# Form of Performance Share Unit Award-Notice of Grant under the Amended and Restated Evoqua Water Technologies Corp. 2017 Equity Incentive Plan (for awards made after fiscal 2021).	Incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed on February 1, 2022 (File No. 001-38272).
<a href="#">10.26</a>	# Form of Director's Indemnification Agreement restated, with administrative changes only, on November 12, 2020.	Incorporated by reference to Exhibit 10.20 of Xylem Inc.'s Form 10-K Annual Report filed on February 26, 2021 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.27</a>	# Letter Agreement between Xylem Inc. and Claudia S. Toussaint.	Incorporated by reference to Exhibit 10.23 of Xylem Inc.'s Form 10-K Annual Report filed on February 26, 2021 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.28</a>	# Individual Employment Contract between Xylem Europe GmbH and Hayati Yarkadas.	Incorporated by reference to Exhibit 10.2 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2021 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.29</a>	# Letter Agreement between Xylem Inc. and Dorothy Capers.	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 10-Q Quarterly Report filed on May 4, 2023 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.30</a>	# Letter agreement between Xylem Inc. and Matthew Pine dated September 1, 2023.	Incorporated by reference to Exhibit 10.33 of Xylem Inc.'s Form 10-K Annual Report filed on February 28, 2024 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.31</a>	# Letter Agreement between Xylem Inc. and William K. Grogan.	Incorporated by reference to Exhibit 10.3 of Xylem Inc.'s Form 10-Q Quarterly Report filed on October 31, 2023 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.32</a>	# Transition Services Agreement entered into between Franz W. Cerwinka and Xylem Inc. dated October 14, 2024.	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 8-K filed on October 15, 2024 (CIK No. 1524472, File No. 1-35229).
<a href="#">10.33</a>	# Separation Memorandum and Separation Agreement entered into between Sandra Rowland and Xylem Inc. dated April 4, 2024.	Filed herewith.
<a href="#">10.34</a>	# Five-Year Revolving Credit Facility Agreement, dated as of March 1, 2023 among Xylem Inc. and the Lenders party thereto.	Incorporated by reference to Exhibit 10.1 of Xylem Inc.'s Form 8-K filed on March 2, 2023 (CIK No. 1524472, File No. 1-35229).
<a href="#">19.0</a>	Insider Trading and 10b5-1 Trading Plans Policy.	Filed herewith.
<a href="#">21.0</a>	Subsidiaries of the Registrant.	Filed herewith.
<a href="#">23.1</a>	Consent of Independent Registered Public Accounting Firm.	Filed herewith.

Exhibit Number	Description	Location
<a href="#">31.1</a>	Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
<a href="#">31.2</a>	Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
<a href="#">32.1</a>	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	This Exhibit is intended to be furnished in accordance with Regulation S-K Item 601(b) (32) (ii) and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 or incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference
<a href="#">97</a>	Recoupment of Incentive-Based Compensation ("Clawback") Policy.	Incorporated by reference to Exhibit 97 of Xylem Inc.'s Form 10-K Annual Report filed on February 28, 2024 (CIK No. 1524472, File No. 1-35229).
101.0	The following materials from Xylem Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline Extensible Business Reporting Language (Inline XBRL): (i) Consolidated Income Statements, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows, (v) Consolidated Statement of Stockholder's Equity and (vi) Notes to Consolidated Financial Statements.	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
104.0	The cover page from Xylem Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline XBRL and contained in Exhibit 101.0.	

#Management contract or compensatory plan or arrangement

**ITEM 16. FORM 10-K SUMMARY**

None

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**XYLEM INC.**

**(Registrant)**

/s/ Geri-Michelle McShane

Geri-Michelle McShane

Vice President, Controller and Chief Accounting Officer

March 3, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

March 3, 2025 /s/ Matthew F. Pine  
Matthew F. Pine  
President and Chief Executive Officer  
(Principal Executive Officer)

March 3, 2025 /s/ William K. Grogan  
William K. Grogan  
Senior Vice President, Chief Financial Officer

March 3, 2025 /s/ Geri-Michelle McShane  
Geri-Michelle McShane  
Vice President, Controller and Chief Accounting Officer

March 3, 2025 /s/ Robert F. Friel  
Robert F. Friel, Board Chair

March 3, 2025 /s/ Jeanne Beliveau-Dunn  
Jeanne Beliveau-Dunn, Director

March 3, 2025 /s/ Earl R. Ellis  
Earl R. Ellis, Director

March 3, 2025 /s/ Lisa Glatch  
Lisa Glatch, Director

March 3, 2025 /s/ Victoria D. Harker  
Victoria D. Harker, Director

March 3, 2025 /s/ Mark D. Morelli  
Mark D. Morelli, Director

March 3, 2025 /s/ Jerome A. Peribere  
Jerome A. Peribere, Director

March 3, 2025 /s/ Lila Tretikov  
Lila Tretikov, Director

March 3, 2025 /s/ Uday Yadav  
Uday Yadav, Director

PRIVILEGED

**Xylem Inc.**  
**301 Water Street SE**  
**Washington, DC, 20003**



Personal and Confidential

Date: March 20, 2024  
To: Sandy Rowland  
From: Claudia Toussaint and Shan Jarvis  
Subject: Separation Documents

As referenced in Paragraph 2 of your transition services agreement, enclosed please find the Separation Memorandum ("Memorandum") and Separation Agreement and General Release ("the Release"). These documents set out the terms and benefits we are offering you relative to the separation from employment with Xylem Inc., and the conditions under which you will be eligible to receive severance benefits from Xylem Inc.

These are confidential legal documents, which we encourage you to read very carefully. You are also encouraged to have them reviewed by an attorney of your choice. You have 21 calendar days during which to consider the Release, although you may sign and return it sooner if you choose to do so. Additionally, you also have 7 calendar days to revoke the Release after signing it. Should you decide to accept the benefits described in the Memorandum, please sign and return them to me no later than 21 calendar days after your Termination Date. We will then forward a signed copy back to you for your records.

While your acceptance of the terms of the Memorandum and Release is voluntary, to receive these benefits you must return the signed Release on or before the date indicated in that document.

Please contact me should you have any questions related to this matter. Lastly, please sign this letter below, signifying your receipt of this information.

Sincerely,

Shan Jarvis  
VP, Global Compensation, Benefits & Wellness

Enclosures  
EMPLOYEE: Sandy Rowland

\_\_\_\_\_  
Employee Signature    Date

**Xylem Inc.**  
**301 Water Street SE**  
**Washington, DC, 20003**



Personal and Confidential

Date: March 20, 2024  
To: Sandy Rowland  
From: Shan Jarvis  
Subject: Separation Memorandum

The purpose of this Separation Memorandum (the "Memorandum") is to confirm our mutual understanding regarding your severance arrangements and separation from employment from Xylem Inc. ("Xylem" or the "Company") as set forth in this Memorandum and the accompanying Separation Agreement and General Release (the "Release"), and in accordance with the terms of the Xylem Inc. Senior Executive Severance Pay Plan (the "Severance Plan"). The Severance Plan accompanies these documents and is incorporated herein. We suggest that you review the Severance Plan carefully, along with the Memorandum and the Release, and have them reviewed by your attorney, particularly since these documents specify eligibility requirements for the receipt of severance pay, and other important provisions. Upon the execution of the Release and expiration of the review and revocation period set forth therein, Xylem agrees to make the payments and provide the benefits to you as set forth herein.

Expiration of Service and Severance Arrangements

**Termination Date** – Your last day of employment will be March 31, 2024 ("Termination Date").

**Severance Pay** – You will be eligible for Severance Pay of 12 months' salary continuation ("Severance Payments"). Xylem will make these Severance Payments on the Company's regular payroll schedule (currently bi-weekly) for the period from the Termination Date through 12 months thereafter ("Severance Period"). Provided you do not become eligible for disability payments on or prior to your Termination Date, you will continue to receive the Severance Payments at the rate of your current annual base salary of \$750,130 through the "Severance End Date", which is the earlier of (i) 12 months from the Termination Date or (ii) the date your Severance Payments end in accordance with the "Right to Terminate Benefits" section of the Severance Plan. In the event that you become disabled on or prior to your Termination Date, your entitlement to any short-term disability and/or long-term disability benefits shall be determined in accordance with the applicable disability plans, and the treatment of any such benefits in coordination with the Severance Payments will be in accordance with the terms of such disability plans.

You will not be entitled to receive any other pay or any other compensation from Xylem except as described in this Memorandum.

Long Term Incentive Awards

Details regarding your long-term incentive grants are provided in Exhibit A of the attached Separation Agreement and General Release. You will receive the net vested shares after settlement of shares in respect of your tax liability.

## **PRIVILEGED**

You will continue to have access to your equity grants and holdings through Xylem's plan administrator, Morgan Stanley. Their contact information is [www.stockplanconnect.com](http://www.stockplanconnect.com) or 1-800-367-4777. Seaneen Cline can also assist with any questions. Seaneen can be reached at [Seaneen.Cline@xylem.com](mailto:Seaneen.Cline@xylem.com) or 1-724-772-1219.

### **Outplacement Services**

In lieu of outplacement services, the Company will make a payment to you of \$5,000 (subject to all applicable taxes). The payment will be made by the next payroll date after your Termination Date.

### **Workday**

You will continue to have access to Workday after your termination. Prior to your departure, please review Workday to make sure your personal email address has been entered into the system. You can also reach out to People Operations at [askhrus@xylem.com](mailto:askhrus@xylem.com) to assist with updating Workday with your personal email address.

If needed, after your Termination Date, please reach out to People Operations at [askhrus@xylem.com](mailto:askhrus@xylem.com) to have a temporary password generated and sent to your personal email address. You can access Workday at <https://wd5.myworkday.com/xylem> and you will need to select Native Login to log into Workday. Your user name will be the same user name used as an active employee with Xylem.

Pay Statements and W2 statements for calendar year 2021 and beyond should be accessed through Workday. We encourage you to update your address if needed to assure important information, including year-end W2 forms, are sent to the correct address in the future.

For W2 statements, pay stubs, or earning/deduction details for the year 2020 and prior, please reach out to People Operations at [askhrus@xylem.com](mailto:askhrus@xylem.com).

### **Benefit Plans**

**Benefit Plan Eligibility** – Your eligibility for certain employee benefit plans outlined in subsequent paragraphs of this Memorandum is subject to the actual terms of the applicable plan documents. You will not be entitled to any benefits or perquisites beyond those specifically described in this Memorandum. In the event of revisions to any or all of the subject benefit plans, your benefits will not be diminished except in accordance with the changes that are generally applicable to all similarly situated benefit plan participants.

- **Xylem Retirement Savings Plan (RSP)** – Your contributions and Company matching and core contributions to the RSP will cease as of your Separation Date. Please contact Fidelity at 1-800-835-5095 or online at [www.netbenefits.com](http://www.netbenefits.com) to review your distribution options effective as of the start date of your Severance Period. In addition, please reach out to Fidelity with any address changes so they can update your Fidelity account.
- **Xylem Supplemental Retirement Savings Plan (SRSP)** – Company contributions will cease as of your Separation Date. The balance will be automatically disbursed on the first business day of the month following six (6) months from your Separation Date and will be paid to you on the next regular payroll date, subject to applicable tax withholding. The balance is not rollover-eligible. The disbursement will be included as ordinary income on your Form W-2 from Xylem.
- **Medical, Dental and Vision Plans** – Your current Medical, Dental and Vision coverage under the Xylem plans will cease on your Separation Date. Starting April 1, 2024, you will be eligible to elect continuation of coverage under COBRA for a maximum period of 18 months – the cost for Medical (including prescription drug), Dental, and Vision plans will continue at the same rates as an active employee during the Severance Period, provided all terms and conditions of the Separation Agreement and General Release have been met.

To continue coverage under COBRA, you will be required to make the monthly subsidized premium payments directly to PayFlex, Xylem's COBRA administrator. If you wish to continue your current coverages, please complete the COBRA Enrollment Form and return it to PayFlex within the timeframe indicated in the letter. COBRA paperwork is generally mailed to participants approximately two weeks following the coverage termination date directly from PayFlex. Should you want to contact PayFlex directly regarding COBRA and get

## PRIVILEGED

the process started prior to receiving your paperwork, their phone number is 844-729-3539 and the online registration is available at [www.payflex.com](http://www.payflex.com).

If you elect to continue coverage under COBRA, Xylem will provide you a lump sum payment equivalent to the tax gross-up amount of your monthly subsidized premium payment (up to 12 months). This lump sum payment will be provided to you when the COBRA plan is renewed and/or expired based on then effective tax rate per our payroll record.

After your Severance End Date, you will be responsible for the full cost of the COBRA coverage.

- **Group Life Insurance Conversion** – Your company-paid group basic life insurance coverage ends on your Termination Date. You may convert this life insurance coverage to an individual policy issued by Reliance Standard Life Insurance Company. If you are interested in learning more, please complete the attached conversion application and submit it to Reliance Standard as directed on the form. You may also contact Reliance Standard directly at 1-800-644-1103 to learn more. Xylem will provide a lump sum payment (including any tax gross-up amount) to cover the premium cost for the Severance Period. **Conversions must be completed within 31 days of your Termination Date.**
- **Voluntary Accidental Death & Dismemberment (AD&D)** – If you have elected to participate in this coverage, coverage ends on your Termination Date. However, you may elect to convert this coverage to an individual policy. If you are interested in converting this coverage, please complete the attached conversion application and submit it to Reliance Standard as directed on the form. You may also contact Reliance Standard directly at 1-800-644-1103 to learn more. You must complete the conversion application and return it to Reliance Standard within 31 days of your Termination Date.
- **UnitedHealthcare (UHC) Critical Illness, Accident and Hospital Indemnity Coverage** – If participating, payroll contributions will end upon your Termination Date. However, you may elect to continue your UHC coverage after your Termination Date. You will have 31 days from your Termination Date to port the coverage. You can call UHC Customer Service at 1-888-299-2070 and work with a representative to set up your policy on a direct bill basis. If you do not set up this direct bill process, your coverage will end on your Termination Date.
- **Health Savings Account (HSA)** – If enrolled, your HSA will remain active and belongs to you. You will continue to have access to your account at [www.netbenefits.com](http://www.netbenefits.com). For assistance with your account, please contact Fidelity Investments at 1-800-835-5095. Please note that Fidelity does not assess any monthly fees to your HSA account after leaving Xylem.
- **Limited Purpose Flexible Spending Account (LPFSA)** – If enrolled, your participation will cease as of your termination date. You may elect to continue your participation in this program based on your analysis of plan costs vs. benefits through a COBRA arrangement on an after-tax basis. Our COBRA administrator will send you an election form to continue this benefit if you wish to do so.
- **Disability Insurance** – Coverage ends on your Termination Date for both Short-Term and Long-Term Disability.
- **Business Travel Accident Insurance Plan** – Coverage terminates on your Termination Date.
- **Employee Assistance Program (EAP)** – Your coverage ends 90 days after your Termination Date. For EAP access, contact UHC at 1-866-374-6061 or online at [www.liveandworkwell.com](http://www.liveandworkwell.com). The access code is: Xylem.

### Payroll Deductions

To the extent applicable, payroll deductions currently authorized by you, as well as appropriate tax withholding, will continue until your Severance End Date. If you wish to change your deductions after your Separation Date but before the Severance End Date, please contact People Operations at [askhrus@xylem.com](mailto:askhrus@xylem.com) or 1-855-995-7877.

### Miscellaneous

**Company Equipment** – Please plan on returning all Company-provided equipment such as credit cards, access badges and office keys, computer, smartphone, tablet and any other Company equipment by your Separation Date. If you are unable to return the equipment in person, instructions will be provided to you on how to send them back via UPS.

**PRIVILEGED**

**Final Expenses** – If you have an outstanding Company-issued credit card and/or cash expenses due to you for reimbursement, please be sure to clear these items through your Concur expense account by your Separation Date.

The parties hereby indicate their agreement with the terms and conditions of this Memorandum and the attached Agreement and Release by signing and dating this Memorandum in the space provided below.

EMPLOYEE: Sandy Rowland

---

Employee Signature    Date

EMPLOYER: Xylem Inc.

---

Shan Jarvis, VP, Global Compensation, Benefits & Wellness, Xylem Inc.

**Separation Agreement and General Release**

This Separation Agreement and General Release ("Release") is made and entered into by and between Xylem Inc. ("Xylem" or the "Company") and Employee (referred to herein in the first person). Capitalized terms herein are defined as specified in this Release or the Separation Memorandum ("Memorandum") entered into between Xylem and me (the "Memorandum") to which this Release is attached and incorporated by reference. In consideration of the mutual promises contained herein, it is agreed as follows:

1. I will be employed with Xylem through the Separation Date set forth in the Memorandum.
2. I agree to the following:
  - a) I am not eligible and will not receive any compensation, fringe benefits, employee benefits, pay in lieu of notice, or severance or termination pay except as provided in the Memorandum. I agree and acknowledge that the payments and benefits set forth in the Memorandum constitute good and sufficient consideration for all of my promises, obligations and covenants set forth in the Memorandum and in this Release.
  - b) On behalf of myself and my heirs, executors, administrators, personal and legal representatives, successors and assigns, I waive, release and forever discharge Xylem, its current and former subsidiaries, affiliates, divisions and related entities and their predecessors, successors and assigns, and all of their past and present officers, directors, shareholders, agents, representatives, administrators, employees, insurers, attorneys, and benefit plans (collectively "Releasees") from any and all claims, demands, debts, liabilities, obligations, expenses (including attorney's fees and costs), promises, covenants, controversies, grievances, claims, suits, actions or causes of action, in law or in equity, known or unknown to me, foreseen or unforeseen, contingent or not contingent, liquidated or not liquidated, which I may have had in the past, may have now, or may in the future claim to have against Releasees, arising with respect to any incident, event, act or omission occurring at any time prior to my signing of this Release. This Release shall not operate as a release or waiver of claims or rights that may arise after the date of its execution, for vested benefits or other applicable benefit plan entitlements, for indemnification pursuant to Company policy or applicable law, for coverage under any directors' and officers' liability or any fiduciary liability insurance policies in accordance with the terms of such policy, or any rights I may have as a shareholder in a public company (collectively, the "Reserved Rights") and this Release shall not affect my right to seek enforcement of the terms and conditions of the Memorandum, this Release or the Reserved Rights.
  - c) This Release specifically includes, but is not limited to, any and all claims and causes of action arising under tort or contract law, other common law claims, including without limitation wrongful discharge claims, and claims under specific statutes prohibiting discrimination based on sex, color, race, national origin, religion, disability, veteran status, age, gender identity, sexual orientation, marital status, genetic information, citizenship status or other protected characteristics including without limitation, the Americans With Disabilities Act, the Age Discrimination in Employment Act of 1967, Title VII of the Civil Rights Act of 1964, the Civil Rights Acts of 1866 and 1871, the Equal Pay Act, Fair Labor Standards Act of 1938, the Worker Adjustment and Retraining Notification Act of 1988, the Employee Retirement Income Security Act of 1974, the Family Medical Leave Act of 1993; (all as amended); or any other federal, state, city, or local laws. This Release specifically includes but is not limited to all claims and causes of action under these laws and any contractual or tort claims arising under common law, including but not limited to wrongful discharge.
  - d) In consideration of the benefits provided to me under the Memorandum and this Release, I agree to waive, and will not assert any of the claims or causes of action I have waived in this Release, before any federal or state court, any federal or state agency, or in any public or private arbitration. This prohibition does not apply if it would be a violation of applicable law or regulation. If this prohibition does not apply, however, and a charge or lawsuit is filed by or on behalf of me, I agree not to seek or accept any personal relief, award, monetary damages or other benefits in connection with or based on such charge or lawsuit.

This paragraph is not intended to limit my right to commence and maintain legal action for the sole purpose of enforcing the Memorandum, this Release or the Reserved Rights.

- e) I also agree to waive, release and forever discharge the Releasees from any and all claims, causes of action and/or lawsuits that may arise from any incident, event, act or omission occurring prior to my Separation Date or during my Severance Period, as those terms are defined in the Memorandum, except for the purpose of enforcing the Memorandum, this Release or the Reserved Rights.
3. Long-Term Incentives: Outstanding long-term incentive equity-based awards from the Company are set forth in Exhibit A attached hereto. Upon and following the Termination Date, each such award will be treated in accordance with the terms of applicable grant agreements (including, without limitation, any such applicable terms requiring execution of this Release) with respect to termination of my employment.
4. Except as may be required under applicable law or the rules of a stock exchange or national securities quotation system, I agree to keep the Memorandum and this Release confidential and not disclose their contents to anyone except my immediate family, my financial or legal consultants, and appropriate governmental agencies that may subpoena this information. If I receive a subpoena that calls for the production of this Release, the Memorandum or related documents, I will advise Xylem in writing before I respond to any subpoena, and give Xylem an opportunity to move to quash any such subpoena.
5. I agree not to slander, defame or otherwise intentionally injure the reputation of Xylem, its Subsidiaries (as defined in 6 b) below), officers, directors, employees, agents, representatives, products or services. Additionally, I agree that any restrictive covenants that I agreed to with respect to my employment with Xylem, including but not limited to obligations with respect to confidentiality, and non-solicitation, will remain in effect for twelve (12) months from my Termination Date for Xylem and/or the businesses specified in any such restrictive covenants.
6. Xylem agrees to the following:
  - a) Xylem waives, releases and forever discharges me and my heirs (collectively "Rowland Releasees") from any and all claims, demands, debts, liabilities, obligations, expenses (including attorney's fees and costs), promises, covenants, controversies, grievances, claims, suits, actions or causes of action, in law or in equity, known or unknown, foreseen or unforeseen, contingent or not contingent, liquidated or not liquidated, which they or any of them may have had in the past, may have now, or may in the future claim to have against any Rowland Releasees arising out of, in relation to or with respect to any incident, event, act or omission occurring at any time prior to the signing of this Release. The release in this paragraph 6(a) shall not operate as a release or waiver of claims or rights that may arise after the date of the execution of this Release or any rights under the restrictive covenants, agreements and plans described in paragraph 5 (collectively, the "Xylem Reserved Rights") and the release in this paragraph 6(a) shall not affect Xylem's right to seek enforcement of the terms and conditions of the Memorandum, this Release and/or the Xylem Reserved Rights.
  - b) From and after the date of this Release, Xylem Inc. agrees, and agrees to cause each of its direct and indirect wholly or partially owned subsidiaries and other affiliates worldwide (collectively, "Subsidiaries"), to jointly and severally indemnify and hold harmless Employee in respect of his service as an officer and/or director of Xylem Inc. and any of its Subsidiaries to the same extent Employee is indemnified by Xylem Inc. or its Subsidiaries as of the date hereof pursuant to the governing documents of Xylem Inc. or its Subsidiaries or any agreement between Xylem Inc. or its Subsidiaries and Employee, for acts or omissions occurring at or prior to the date of this Release.
  - c) Xylem, including on behalf of its Subsidiaries, its corporate officers and members of the Board of Directors, agrees not to slander, defame, disparage or otherwise injure my reputation.
7. I acknowledge: (i) I have been advised in writing to consult with an attorney of my own choice regarding this Release and the Memorandum and have had an opportunity to do so; (ii) I have been advised in writing I have 21 calendar days from my receipt of this Release and the Memorandum to review and consider them; (iii) I fully understand the terms and conditions of this Release and the Memorandum; (iv) I am voluntarily and of my own free will executing this Release and the Memorandum on the date reflected below and I was not

**PRIVILEGED**

subjected to any duress or undue influence in connection with my decision to execute them; and (v) during a period of 7 calendar days following my execution of this Release and the Memorandum, I may revoke such executions and this Release and the Memorandum shall not be effective or enforceable until such 7 calendar-day period has expired. Should I desire to revoke this Release and the Memorandum, my revocation must be made in writing and sent to the attention of Shan Jarvis, VP, Global Compensation, Benefits & Wellness, via email to [Shannon.Jarvis@xylem.com](mailto:Shannon.Jarvis@xylem.com) within the 7 calendar-day revocation period.

8. This Release and the Memorandum, which is incorporated herein, contain the entire agreement between me, Xylem, and all Releasees relating to the subject matter thereof. I represent and acknowledge in signing this Release and the Memorandum, I have not relied upon any representation or statement, oral or written, not otherwise set forth herein. No amendment to this Release or the Memorandum shall be binding unless it is in writing, expressly designated as an amendment, dated, and signed by the parties.
9. Nothing in this Release or the Memorandum constitutes an admission of liability by Xylem or any Releasees or me, and this Release and/or the Memorandum will not be used by me, Xylem or any other entity or person as evidence in any administrative or legal proceeding or trial, except to enforce the terms of this Release, Memorandum and/or the Reserved Rights.
10. This Release and the Memorandum shall be construed in accordance with the laws of the State of Indiana. Should any provision of this Release or the Memorandum be determined invalid or unenforceable, the validity of the remaining provisions shall not be affected and shall remain in full force and effect to the maximum extent permitted by law. Any claim or dispute involving the Memorandum and/or Release shall be resolved in Indiana state courts or federal courts, both located in Marion County, Indiana. The parties mutually agree to waive a jury trial in any such proceeding.
11. The Memorandum and Release may be assigned to the successors and assigns of Xylem Inc.
12. In the event of my death during the Severance Period, the unpaid amount of Severance Pay remaining shall be paid in a discounted lump sum to such beneficiary or beneficiaries designated by me in writing, or if such designation has not been made, to my estate.
13. I have carefully read this Release and the Memorandum, fully understand their provisions, and my signature below indicates my understanding and agreement with their terms and conditions.

A scanned copy of the signed Release and Memorandum must be emailed to Shan Jarvis, VP, Global Compensation, Benefits & Wellness at [Shannon.Jarvis@xylem.com](mailto:Shannon.Jarvis@xylem.com).

EMPLOYEE: Sandy Rowland

---

Employee Signature    Date

EMPLOYER: Xylem Inc.

---

Shan Jarvis, VP, Global Compensation, Benefits & Wellness  
Xylem Inc. 301 Water Street SE, Washington, DC, 20003

**Exhibit A**  
**Long-Term Incentive Awards**

Termination Date: March 31, 2024

Age as of Termination: 52

Years of Service as of Termination Date: 3 years and 6 months

**Stock Options**

Unvested stock options are forfeited and cancelled upon termination on the Termination Date.

<b>Grant Date</b>	<b>Grant Price</b>	<b>Shares Granted</b>	<b>Exercised</b>	<b>Available for Exercise</b>	<b>Cancelled Shares</b>
3/1/2022	\$86.76	21,400	14,266	0	7,134
3/1/2023	\$101.09	14,625	4,875	0	9,750

**Restricted Stock Units (RSUs)**

Unvested RSUs are forfeited and cancelled upon termination on the Termination Date.

<b>Grant Date</b>	<b>Type</b>	<b>Units Granted</b>	<b>Vested Units</b>	<b>Cancelled Units</b>
3/1/2022	RSU	4,899	3,266	1,633
3/1/2023	RSU	4,204	1,401	2,803

**Performance Share Units (PSUs)**

Unvested PSUs are forfeited and cancelled upon termination on the Termination Date.

<b>Grant Date</b>	<b>Type</b>	<b>Units Granted</b>	<b>Prorata Vesting</b>	<b>Payout Date</b>	<b>Cancelled Units</b>
3/1/2021	PSU-ESG	4,157	0	3/1/2026	4,157
3/1/2022	PSU-TSR	4,899	0	3/1/2025	4,899
3/1/2022	PSU-REVG	2,449	0	3/1/2025	2,449
3/1/2022	PSU-ROIC	2,449	0	3/1/2025	2,449
3/1/2023	PSU-TSR	4,204	0	3/1/2026	4,204
3/1/2023	PSU-REVG	2,102	0	3/1/2026	2,102
3/1/2023	PSU-ROIC	2,102	0	3/1/2026	2,102

The information above is a summary of the treatment of your long-term incentive grants upon termination on the Separation Date. If there is a conflict between this summary and the applicable plan documents and grant agreements, the plan documents and grant agreements will govern.

**PRIVILEGED**

Based on the transition services agreement between you and the company, the company currently does not expect you to be a Restricted Insider as of your Separation Date. Please note however that per Policy 40-04 and Securities and Exchange Commission regulations, you are not permitted to trade any securities at any time, including after your Separation Date, on the basis of material, non-public information.

All words or phrases that are capitalized are defined in the “Key Terms and Definitions” section of this policy, unless otherwise defined in the body of the policy. Use of the terms “Xylem” or “Company” in this policy refers to Xylem Inc. and its subsidiaries. Use of the terms “you” or “your” in this policy refers to the persons and entities covered by this policy as described in “Persons and Entities Covered” in the “Scope” section below.

CONTEXT AND OBJECTIVES

Federal and state laws prohibit an individual and companies from purchasing, selling or making other transfers of Securities of a U.S. public company while in possession of Material Non-Public Information concerning that company or its Securities (commonly referred to as “insider trading”). These laws also prohibit disclosing Material Non-Public Information to others who then trade on the basis of that information (commonly referred to as “tipping”).

The consequences for insider trading and tipping violations can be severe. Individuals who engage in insider trading may be subject to significant criminal and civil penalties, including imprisonment, substantial fines and repayment of any profit made or loss avoided. In the event of “tipping” allegations, penalties may apply to the tipper even if the individual does not personally benefit. An individual charged with insider trading or tipping will also personally incur legal defense fees and costs, which can be substantial. Companies and their directors, officers and other supervisory personnel may be subject to criminal and civil fines and penalties for failure to take appropriate steps to prevent insider trading.

The objectives of this policy are: a) to promote compliance with applicable securities laws and avoid even the appearance of improper conduct relative to these laws; b) to describe the general standards and procedures for engaging in transactions involving Xylem Securities or the Securities of other publicly traded companies; and c) to preserve the reputation and integrity of Xylem and its Directors, officers and employees.

It is the responsibility of all Directors, officers, employees, contractors and consultants to read, understand and comply with this policy and insider trading laws. You must also ensure that your Family Members and Controlled Entities, as applicable, comply with this policy and applicable laws. Xylem may take disciplinary actions against a Director, officer or employee for their or their Family Member or Controlled Entity’s failure to comply with this policy, up to and including termination of employment or affiliation with Xylem.

Questions about this policy or its application to any proposed Securities transaction should be directed to the Office of the General Counsel. While this policy is intended to protect you and the Company from insider trading violations, the matters set forth in this policy are guidelines only and are not intended to replace your ultimate responsibility for understanding and complying with securities laws and adhering to this policy. Any action on the part of the Company, the Office of the General Counsel or any other employee does not in any way constitute legal advice or insulate you from liability. You should report suspected violations of this policy to the Office of the General Counsel or via other reporting channels specified in the Company’s Code of Conduct.

SCOPE

*Persons and Entities Covered.* This policy applies to: a) all Xylem Directors, officers and employees, b) each such person's Family Members and Controlled Entities, and c) contractors or consultants who have or may be provided with Material Non-Public Information in the course and scope of their services to Xylem. Because Xylem is a US company, US securities laws apply to all Xylem Directors, officers and employees globally. Individuals who are citizens or residents of non-US countries are not insulated from compliance with US securities laws and this policy.

*Securities Covered.* The Securities covered by this policy include those in which you have or share the ability to determine whether the Securities will be bought, sold, exercised, transferred or gifted. This policy applies whether you obtained the Securities as part of your compensation at Xylem, on the open market or otherwise.

*Transactions Covered.* Except as specifically set forth in this policy, the transactions subject to this policy broadly include a) the purchase, sale, transfer, gifting or donation of Xylem Securities, b) sales of Xylem Securities obtained through the exercise of stock options, including broker-assisted cashless exercise (e.g., the broker sells some or all of the shares underlying the option on the open market), c) certain transactions involving Securities under Xylem benefit plans as specified by this policy, d) using Xylem Securities to secure a loan, and e) transactions in the Securities of publicly traded companies with whom Xylem has an existing or potential business relationship (e.g. customer, supplier, strategic partner, or entity with which Xylem may be involved in negotiating an acquisition, disposition or other transaction) (collectively, "Business Partners").

POLICY

1. Prohibition Against Trading While in Possession of Material Non-Public Information.
  - a. You may not trade in Xylem Securities while aware of any Material Non-Public Information relating to Xylem or its Securities.
  - b. You may not trade in the Securities of any of the Company's Business Partners while aware of any Material Non-Public Information relating to that company or its Securities that was obtained as a result of Your employment, affiliation or service with Xylem.
  - c. You should also be aware that insider trading could include situations where, among other things, you trade in Securities of other companies (e.g., competitors) based on Material Non-Public Information concerning Xylem or Xylem Securities that you are aware of.
2. Prohibition Against Tipping. You may not disclose Material Non-Public Information about Xylem or another company (including Xylem's Business Partners) to any other person or entity, or suggest that anyone purchase, sell, gift or otherwise transact any company's Securities on the basis of Material Non-Public Information about that company or that company's Securities. Collectively, these prohibitions are referred to as "tipping" and apply regardless of whether or not you receive any benefit from the use of that information by the other person or entity.

3. **Prohibition on Short Swing Transactions.** Directors and Section 16 Officers are prohibited from engaging in the purchase and sale, or the sale and purchase, of the same class of Xylem Securities within any 6-month period (commonly referred to as “short swing” transactions), regardless of whether the individual is in possession of Material Non-Public Information at the time of the transactions. If a Director or Section 16 Officer engages in such transactions, the individual will be required to remit to Xylem any gain on or loss avoided by the transactions, and also comply with all reporting requirements under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). This prohibition **does not** include grants, awards, vesting or other acquisitions of Xylem Securities as part of the director or Section 16 Officer’s compensation.
4. **Other Prohibited Transactions.** You may not engage in the following types of transactions, whether or not you are in possession of Material Non-Public Information, as they may lead to inadvertent violations of insider trading laws or otherwise create conflicts of interest:
  - a. Short sales of Xylem Securities (that is, a sale of Securities which are not then owned)
  - b. Engaging in derivative or speculative transactions in Xylem Securities, including the purchase or sale of puts, calls, warrants or options (other than the exercise of vested options received pursuant to Xylem’s long-term incentive compensation plans).
  - c. Transactions (including through the purchase of financial instruments, such as prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of Xylem Securities (commonly referred to as “hedging”). This includes hedging transactions of Securities subject to an in-force Rule 10b5-1 Plan (see “Rule 10b5-1 Trading Plans” section below).
  - d. Pledging Xylem Securities as collateral or holding them in margin accounts.
  - e. Placing standing or limit orders with brokers (except those under approved Rule 10b5-1 Plans) where there is no control over the timing of purchases or sales and as a result the broker could execute a transaction after you have come into possession of Material Non-Public Information. You are strongly discouraged from placing standing and limit orders. If you determine that you must use a standing order or limit order, the order should be used for only five (5) trading days and must be cancelled (i) if you subsequently obtain Material Non-Public Information or (ii) prior to the start of a blackout period to which you are subject.
  - f. Any other transactions that Xylem’s General Counsel may from time to time prohibit.
5. **Additional Restrictions Applicable to Restricted Insiders.**
  - a. **Trading Windows and Blackout Periods.** Subject to paragraph 5.b. below, Restricted Insiders may only engage in transactions in Xylem Securities during a Trading Window. Restricted Insiders are prohibited from trading in Xylem Securities during Quarterly Blackout Periods or other special blackout periods if notified by the Office of the General Counsel (see section 6. below), other than pursuant to an approved Rule 10b5-1 trading plan (see “Rule 10b5-1 Trading Plans” section

below) or as specified under the “Applicability of Policy to Transactions Under Company Plans” section below. Prior to the inception of a Quarterly Blackout Period, a Restricted Insider’s pending transactions in Xylem Securities that could be, but have not been, executed (other than pursuant to a Rule 10b5-1 trading plan) must be cancelled.

b. **Mandatory Pre-Clearance of All Transactions by Restricted Insiders.** Prior to engaging in a transaction in Xylem Securities or implementing a Rule 10b5-1 trading plan (see “Rule 10b5-1 Trading Plans” section below) during a Trading Window, Restricted Insiders must complete a pre-clearance process, as follows:

i. Directors, the Chief Executive Officer (“CEO”), the General Counsel, the Chief Financial Officer (“CFO”), Section 16 Officers and other CEO direct reports: must receive written pre-clearance as indicated below. To initiate the pre-clearance process, a completed Trading Clearance Request Form for Insiders must be submitted at least 2 trading days in advance of the proposed transaction to the Office of the General Counsel whose designee (typically the Corporate Secretary or an Assistant Corporate Secretary) will then facilitate the pre-clearance process. In the case of the General Counsel’s (“GC”) request for pre-clearance, the Trading Clearance Request Form must be submitted to the Chief Financial Officer, who will then facilitate the pre-clearance process.

Restricted Insider	Pre-clearing Party		
	CEO	CFO	GC
Directors			
Section 16 Officers			
CEO			
CEO direct reports (other than the CFO and General Counsel)			
General Counsel			
CFO			

All other Restricted Insiders: must submit a completed Trading Clearance Request Form for Insiders to the Corporate Secretary or their designee who will review and advise of the individual’s written pre-clearance.

- ii. If a pre-clearance request is granted, the Restricted Insider must execute the transaction as soon as reasonably possible, but in any case, no later than five (5) trading days following the date of receipt of pre-clearance, subject to the Trading Window. However, if the Restricted Insider becomes aware of Material Non-Public Information concerning Xylem before the transaction is executed, the pre-clearance shall be considered void, the transaction must not be completed and any standing limit order must be cancelled.
- iii. If a pre-clearance request is denied, the Restricted Insider should not inform anyone within or outside the Company about the denial. The General Counsel has no obligation to inform the requestor of the reasons for the denial.

6. Special Blackout Periods. From time to time, Material Non-Public Information regarding the Company may be pending, such as potential mergers, acquisitions or divestitures, or any other highly sensitive matter. In such cases, Xylem's General Counsel may impose a special blackout period. Individuals subject to the special blackout period will be notified by the Office of the General Counsel, including when the blackout begins and ends. If you are notified of a special blackout period, you must keep that fact confidential and not discuss it with anyone else, including co-workers, and you are prohibited from transactions of Xylem Securities during special blackout periods.
7. Hardship Exceptions. The General Counsel may, on a case-by-case basis, authorize transactions in Xylem Securities by Restricted Insiders, other than Directors and Section 16 Officers, outside of Trading Windows (but not during special blackout periods) due to financial hardships. The General Counsel will only consider a request for a hardship exception if the individual has notified the General Counsel in writing of the circumstances of the hardship and does not in fact possess Material Non-Public Information. Hardship exceptions are granted infrequently and only in exceptional circumstances.

APPLICABILITY OF POLICY TO TRANSACTIONS UNDER COMPANY BENEFIT PLANS

1. 401(k) Plans. The policy's trading prohibition **does not apply** to automatic purchases or acquisitions of Xylem stock in a 401(k) plan sponsored by Xylem or its subsidiaries ("Xylem 401(k) Plan") that are transacted pursuant to a continuing investment election and periodic contributions from an existing payroll deduction.  
However, the policy's trading prohibition **does apply** to the following elections:
  - a. Beginning or terminating investment in Xylem stock in a Xylem 401(k) Plan;
  - b. Increasing or decreasing the percentage of periodic contributions that will be allocated to the Xylem stock in a Xylem 401(k) Plan;
  - c. Transferring an existing account balance into or out of Xylem stock in a Xylem 401(k) Plan;
  - d. Borrowing against a Xylem 401(k) Plan balance if the loan will result in a liquidation of some or all of your Xylem stock in the 401(k) Plan; and
  - e. Pre-paying a Xylem 401(k) Plan loan if the pre-payment will result in the allocation of loan proceeds to Xylem stock.
2. Deferred Compensation Plan. The policy's trading prohibition **does not apply** to acquisitions of Xylem stock units resulting from periodic deferrals of compensation made pursuant to an advance deferral election in a deferred compensation plan sponsored by Xylem.
3. Dividend Reinvestment Plan. The policy's trading prohibition **does not apply** to automatic acquisitions of Xylem stock pursuant to a dividend reinvestment plan sponsored by Xylem.

However, the policy's trading prohibition **does apply** to the following elections:

- a. Beginning or terminating participation in the plan;
- b. Increasing or decreasing your level of participation in the plan;

- c. Making additional contributions to the plan that result in a voluntary purchase of Xylem stock; and
  - d. Selling Xylem stock acquired pursuant to the plan.
4. Performance Share Unit (“PSU”) Awards and Restricted Stock Unit (“RSU”) Awards. The policy’s trading prohibition, including as respects Quarterly Blackout Periods and special blackout periods, **does not apply** to the grant, vesting or settlement of PSUs and RSUs, the payment of related dividend equivalents, or the withholding of Xylem stock to cover an employee’s tax obligation consequent to a vesting as part of Xylem’s long-term incentive compensation plans. However, grants of PSUs and RSUs are **not permitted** during Equity Grant Blackout Periods.

In the case of employees in non-U.S. countries, sales of shares of Xylem stock on the employee’s behalf upon the vesting of PSUs or RSUs, as directed by the Company using a broker designated by the Company, to (i) satisfy tax withholding obligations incident to such vesting where share withholding is not possible, or (ii) provide the cash proceeds from the sales as settlement for the vested awards where settlement in shares upon vesting is not permitted by the applicable laws, the policy’s trading prohibition, including restrictions during Quarterly Blackout Periods and special blackout periods applicable to Restricted Persons, **does not apply**.

To facilitate compliance with this policy, it is the Company’s policy that (i) for Directors and US employees, including Section 16 Officers, all tax withholding obligations incident to vesting of RSUs and PSUs be satisfied by net settlement, as applicable; (ii) for all non-US employees, tax withholding obligations be satisfied by sell-to-cover where withholding of shares is not possible; and (iii) where settlement in shares upon vesting is not permitted by applicable laws, shares will be sold and cash proceeds will be provided to employees as settlement for the applicable awards.

Except as provided above, the policy’s trading prohibition **does apply** to transactions involving the underlying shares of Xylem stock after the PSUs and RSUs vest, including any market sales, gifting or other transfer of the stock.

5. Stock Options. The policy’s trading prohibition, including as respects Quarterly Blackout Periods and special blackout periods, **does not apply** to the grant or vesting of Xylem stock options as part of Xylem’s long-term incentive compensation plans. However, options grants are **not permitted** during Equity Grant Blackout Periods.

The policy’s trading prohibition also **does not apply** to the exercise of an option if no Xylem stock is sold, or to the withholding of Xylem stock to satisfy tax withholding requirements.

The policy’s trading prohibition, including as respects Quarterly Blackout Periods and special blackout periods, and other requirements **does apply** to all other exercises of Xylem stock options, including net exercises or cashless exercises.

APPLICABILITY OF POLICY TO CERTAIN OTHER TRANSACTIONS

1. Mutual Funds. The policy's trading prohibition **does not apply** to transactions in mutual funds that are invested in Xylem Securities, as long as you do not control the investment decisions on individual securities within the fund or portfolio and Xylem Securities do not represent a substantial portion of the assets of the fund or portfolio.
2. Certain Transfers. The policy's trading prohibition **does not apply** to the transfer of Xylem Securities to any entity or account that does not involve a change in beneficial ownership of the securities (e.g. transferring shares from one brokerage account to another brokerage account where both accounts are solely controlled by you).
3. Rule 10b5-1 Plans. The policy's trading prohibition **does not apply** to transactions in Securities pursuant to a trading plan that complies with the US Securities and Exchange Commission's ("SEC") Rule 10b5-1 and has been approved through the Company's mandatory pre-clearance process (see the "Rule 10b5-1 Trading Plans" section).
4. Public Offering. The policy's trading prohibition **does not apply** to sales of Xylem Securities in a registered public offering in accordance with applicable securities laws.
5. Company Transactions. From time to time, the Company may engage in transactions in Xylem Securities. It is the Company's policy that Xylem will not engage in repurchases of Xylem Securities while aware of Material Non-Public Information or during a Quarterly Blackout Period or a special blackout period (other than pursuant to a trading plan that complies with Rule 10b5-1 under the Exchange Act and this policy). Xylem will comply with all applicable securities laws and state laws (including appropriate approvals by the Board of Directors or appropriate committee, if required), as well as this policy's trading prohibition when engaging in transactions in Xylem Securities.

#### RULE 10b5-1 TRADING PLANS

Rule 10b5-1(c) under the Exchange Act provides an affirmative defense against insider trading liability if trades occur pursuant to a written plan, contract, instruction or arrangement that meets the specified conditions of the Rule (referred to as a "10b5-1 Plan"). Transactions under a 10b5-1 Plan may occur even when the person who has entered into the plan is aware of Material Non-Public Information.

Who May Enter Into a 10b5-1 Plan. Because of the trading restrictions imposed on Restricted Insiders under this policy, only Restricted Insiders are eligible to enter into a Rule 10b5-1 Plan. In addition to complying with the requirements of the SEC's Rule 10b5-1(c), under this policy the design, adoption, amendment or termination of a Rule 10b5-1 Plan must meet the requirements set forth in Appendix A, "Guidelines for Rule 10b5-1 Trading Plans."

Disclosures Regarding 10b5-1 Plans. The Company will comply with all SEC requirements pertaining to disclosures, including mandatory quarterly disclosure in its periodic reports of Directors' and Section 16 Officers' adoption or termination of 10b5-1 Plans and material terms (other than with respect to price). When required by SEC rules, the Company will also make required disclosures of applicable Family Members and Controlled Entities' 10b5-1 Plans.

#### SECTION 16 REPORTING

Directors and Section 16 Officers are subject to Section 16 of the Exchange Act, which requires them to file reports with the SEC of all acquisitions, dispositions, including gifts, and other changes in beneficial ownership of Xylem Securities within two (2) business days after any such transaction, including those made pursuant to an approved 10b5-1 Plan, unless specifically exempt.

The Office of the General Counsel and its designee(s) will assist Directors and Section 16 Officers in preparing and filing the required Section 16 reports. However, Directors and Section 16 Officers are ultimately individually responsible for ensuring the required reports are filed with accurate information and on a timely basis.

NO SAFE HARBOR

Trading on the basis of Material Non-Public Information is prohibited even if trades are made in compliance with Quarterly Blackout Periods, special blackout periods, Trading Windows and pre-clearance procedures. As a result, these mechanisms should not be considered as creating a safe harbor for trading Xylem Securities. In addition, the existence of a personal financial hardship or emergency does not excuse compliance with this policy or applicable laws. You should use good judgment at all times.

APPLICABILITY OF POLICY UPON TERMINATION OF EMPLOYMENT OR AFFILIATION

1. If you are in possession of Material Non-Public Information when your employment, service or affiliation with Xylem terminates, you, your Family Members and Controlled Entities may not trade in Xylem Securities until that information has become public or is no longer considered Material Information.
2. If you are a Restricted Insider and your employment, service or affiliation with Xylem terminates during a Quarterly Blackout Period or other special blackout period, you, your Family Members and Controlled Entities may not trade in Xylem Securities until the Trading Window re-opens.

KEY TERMS AND DEFINITIONS

**Controlled Entities** includes any corporation, partnership, trust, estate or other entity for which you have, or share the ability to, influence, manage or control investment decisions of such entity.

**Directors** means individuals who are members of Xylem Inc.'s Board of Directors. Directors are subject to Section 16 of the Exchange Act.

**Equity Grant Blackout Period** is a period of time set and advised by the Office of the General Counsel which, as a general matter, begins at 12:00am ET on the fourth trading day prior to the filing of a Form 10-Q, Form 10-K or Form 8-K and ends at 7:00 am ET on the third trading day after the filing.

**Family Members** includes 1) a spouse or domestic partner, minor children and any other person sharing the household of a Xylem Director, officer or employee, and 2) any family members who do not live in your household but whose transactions in Xylem Securities are directed by you or are subject to your influence or control.

**Material Information** is information a reasonable investor would consider important in making an investment decision or information a reasonable investor would view as altering the total mix of available information. In general, any information that is likely to affect the market price of Securities, whether positively or negatively, should be considered Material. Materiality is based on an assessment of all of the facts and circumstances. If you are not certain whether information is Material, please contact the General Counsel.

**Non-Public Information** is information that is not generally known or available to the public. We consider information to be public only when it has been widely disseminated by means of a press release, an SEC filing or other means of broad public dissemination in accordance with the SEC’s Regulation Fair Disclosure. Information that has been disclosed to the general public should continue to be considered non-public until a sufficient amount of time has passed for the investment markets to absorb and evaluate the information. Although timing may vary depending on the circumstances, information is generally considered to be Non-Public Information until two (2) full trading days of the New York Stock Exchange have elapsed following Xylem’s disclosure.

**Quarterly Blackout Period** is a period of time set and advised by the Office of the General Counsel which, as a general matter, begins at 12:00am ET on the 15<sup>th</sup> day of the last month of each quarter and ends at 7:00am ET on the third full trading day after the release of Xylem’s quarterly earnings.

**Restricted Insiders** includes Directors, Section 16 Officers, all direct reports to the President and Chief Executive Officer, and such other employees who are notified by the Office of the General Counsel that they have been designated as Restricted Insiders for the purposes of Quarterly Blackout Periods or special blackout periods, as well as Restricted Insiders’ Family Members and Controlled Entities.

**Section 16 Officers** are individuals designated by the Xylem Inc.’s Board of Directors as “officers” for the purposes of Section 16 of the Exchange Act.

**Securities** includes stock (common and preferred, including any stock acquired through exercise or settlement of equity awards pursuant to Xylem’s long-term incentive compensation plans), stock options, warrants, debentures, bonds, notes, convertible instruments, put or call options or other derivative securities related to any of the securities of Xylem Inc. or other publicly traded companies, or other types of instruments that Xylem Inc. or other publicly traded companies may issue.

**Trading Window** is a period of time specified by the Office of the General Counsel during which Restricted Insiders may trade Xylem Securities, subject to the requirements of this policy.

SUPPORTING DOCUMENTS

- Xylem Code of Conduct
- Trading Clearance Request Form for Insiders

REVISION HISTORY

• Disclosure

Policy 40-18 Fair

<u>Date</u>	<u>Revision</u>	<u>Change Made</u>	<u>Executive Sponsor/Approver</u>
November 21, 2024	D	Policy Modifications	Dorothy Capers
December 19, 2019	C	Policy Modifications	Claudia Toussaint
September 13, 2013	B	Policy Modifications	Christian Na
December 17, 2012	A	Update Executive Sponsor	Christian Na
October 15, 2011	--	Initial Issuance	Frank Jimenez

**Acknowledgement and Certification Required by All Restricted Insiders**

I certify that:

1. I have read and understand the Insider Trading and 10b5-1 Plans Policy 40-04 of Xylem Inc. I understand that the Company's Office of General Counsel is available to answer any questions I have at any time regarding the policy.
2. Since the date this policy became effective, or such shorter period of time that I have been involved with the Company, I have complied with the policy.
3. I will continue to comply with the policy for as long as I am subject to the policy, regardless of my continued designation, or not, as a Restricted Insider.

\_\_\_\_\_  
Signature of Restricted Insider

Date: \_\_\_\_\_

\_\_\_\_\_  
Name of Restricted Insider (Please Print)

**Appendix A**  
**Guidelines for Rule 10b5-1 Trading Plans**

These guidelines are in addition to, and not in lieu of, the requirements and conditions of the SEC's Rule 10b5-1. The Office of the General Counsel will interpret and administer these guidelines in assessing compliance with Rule 10b5-1 and this policy. A Restricted Insider is ultimately responsible for ensuring that their Rule 10b5-1 Plan and contemplated transactions fully comply with applicable securities laws.

A 10b5-1 Plan must comply with all applicable SEC requirements and Company requirements, including as follows:

1. Time of Adoption. Subject to pre-clearance requirements (see 3. Below), a Restricted Insider may enter into a 10b5-1 Plan only at a time when they are not in possession of any Material Non-Public Information, and during a Trading Window.
2. Good Faith and Certification Requirements. Restricted Insiders that enter into a 10b5-1 Plan must:
  - a. Enter into the 10b5-1 Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1, and certify to same in the 10b5-1 Plan document;
  - b. Act in good faith with respect to the 10b5-1 Plan for its entire duration; and
  - c. Certify in the 10b5-1 Plan document that they are not aware of any Material Non-Public Information about Xylem or its Securities at the time of entry into the Plan.
3. Pre-clearance. A Restricted Insider's adoption, voluntary termination or modification of a 10b5-1 Plan must undergo the mandatory pre-clearance process as specified in the policy (see the "Mandatory Pre-Clearance for Restricted Insiders" section of the policy). Pre-clearance requests must be submitted to the Office of the General Counsel at least two (2) weeks prior to the contemplated adoption date of the 10b5-1 Plan to enable sufficient time for review and pre-clearance.
4. 10b5-1 Plan Design and Administration.
  - a. A 10b5-1 Plan may only be placed, administered and maintained by a broker designated by Xylem, unless a different broker is expressly authorized by the Office of the General Counsel.
  - b. A 10b5-1 Plan must be in writing using Xylem's pre-approved document with appropriate certifications signed by the Restricted Insider.
  - c. A 10b5-1 Plan must specify (i) the amount, price and date of trades in Xylem Securities to be effected, or (ii) a written formula, computer program or algorithm for determining the amount, price and date of any trades to be effected.
  - d. A 10b5-1 Plan must include closed trading windows that incept at 7:00am ET on the fifth trading day before the release of Xylem's quarterly earnings and end at 7:00am on the third trading day following the earnings release.
  - e. Following adoption of the Rule 10b5-1 Plan, the Restricted Insider must not be able to exercise any subsequent influence over how, when or whether to affect trades under the Plan.

- f. A Restricted Insider may not have more than one 10b5-1 Plan in effect at any time, except as may be otherwise permitted by Rule 10b5-1's limited exceptions and subject to pre-clearance as required by this policy.
  - g. A Restricted Insider may not have more than one "single trade plan" in any consecutive 12-month period, other than for sales to satisfy tax obligations consequent to the vesting of Xylem Securities as part of the Company's long-term incentive compensation plans. Per Rule 10b5-1, a single-trade plan is "designed to effect" the purchase or sale of securities as a single transaction when the terms of the plan directly or indirectly require execution in a single transaction.
5. Cooling-Off Periods. The first trade under the 10b5-1 Plan may not occur until the expiration of a cooling-off period as follows:
- a. For Directors and Section 16 Officers, as well as their Family Members and Controlled Entities: the later of (i) two (2) business days following the filing of Xylem's Form 10-Q or Form 10-K for the completed fiscal quarter in which the 10b5-1 Plan was adopted, and (ii) 90 calendar days after the adoption of the 10b5-1 Plan; provided, however, that the required cooling-off period shall not exceed 120 calendar days.
  - b. For all other Restricted Insiders: 30 calendar days after adoption of the 10b5-1 Plan.
6. No Hedging. Restricted Insiders may not enter into, or alter, a corresponding or hedging transaction or position of the Securities subject to the 10b5-1 Plan and must agree not to enter into any such transaction while the 10b5-1 Plan is in effect.
7. Compliance With Plan. The Restricted Insider must abide by the terms of their 10b5-1 Plan as long as the Plan remains in effect.
8. Modification and Termination. Any modification or termination of an in-force 10b5-1 Plan is strongly discouraged due to legal risks, and can affect the validity of trades that have taken place under the Plan prior to modification or termination.

Under Rule 10b5-1 and these guidelines, any deviation from or modification to the amount, price or timing of sale or purchase of Securities underlying a 10b5-1 Plan (a "Material Modification") will constitute a termination of the Plan and adoption of a new 10b5-1 Plan, and will be subject to all requirements set forth in these guidelines regarding the adoption of a new 10b5-1 Plan, including a new cooling-off period. As such, any Material Modification of an existing 10b5-1 Plan is subject to prior approval via the mandatory pre-clearance process described in paragraph 3 of these guidelines. A Restricted Insider considering administrative changes to an in-force 10b5-1 Plan (e.g. changing the account information) should consult with the Office of the General Counsel in advance to confirm that any such change does not constitute an effective termination of the Plan and adoption of a new Plan.

Voluntary termination (other than through an amendment or modification) of an existing 10b5-1 Plan is subject to prior approval via the mandatory pre-clearance process described in paragraph 3 of these guidelines. As a threshold matter, consideration of possible termination of a 10b5-1 Plan requires that the Restricted Insider is not aware of any Material Non-public Information, and that the proposed termination would occur in a Trading Window. If voluntary termination is approved, the Restricted Insider may neither engage in any transaction in Xylem Securities nor adopt a new 10b5-1 Plan for at least 90 calendar days following the Plan termination, subject to an open Trading Window.

The General Counsel may terminate or suspend a 10b5-1 Plan at any time for any reason.

8. Transactions Outside an In-Force 10b5-1 Plan. You may not buy Xylem Securities outside of a 10b5-1 Plan while the Plan is in effect. Generally, selling Xylem Securities not otherwise designated in a 10b5-1 Plan while a Plan is in effect is not advised but may be permitted upon consultation with the General Counsel.

<b>SUBSIDIARIES OF THE REGISTRANT*</b>		
<b>Legal Name</b>	<b>Jurisdiction</b>	<b>Name Under Which Doing Business</b>
Aanderaa Data Instruments AS	Norway	
Anadolu Flygt Pompa Pazarlama Ve Ticaret A.Ş.	Turkey	
AquaTune GmbH	Germany	
Arrow Rental Limited	Ireland	
ATG Environmental Holdco Limited	England & Wales	
ATG Environmental Limited	England & Wales	
ATG R&D Limited	England & Wales	
ATG UV Technology Limited	England & Wales	
Bellingham & Stanley Limited	England & Wales	
BS Pumps Limited	Northern Ireland	
CMS Research Corporation	Alabama	
Evoqua Finance LLC	Delaware	
Evoqua Pension Trustees Limited	England & Wales	
Evoqua Water Technologies (Shanghai) Co., Ltd.	China	
Evoqua Water Technologies Canada Ltd.	Nova Scotia	
Evoqua Water Technologies Corp.	Delaware	
Evoqua Water Technologies GmbH	Germany	
Evoqua Water Technologies India Private Limited	India	
Evoqua Water Technologies Ireland Limited	Ireland	
Evoqua Water Technologies Limited	England & Wales	
Evoqua Water Technologies LLC	Delaware	
Evoqua Water Technologies Ltd.	Canada	
Evoqua Water Technologies Pte. Ltd.	Singapore	
Evoqua Water Technologies Pty Ltd	Australia	
EWT Holdings II Corp.	Delaware	
EWT Holdings III Corp.	Delaware	
Faradyne Motors (Suzhou) Co. Ltd.	China	
Faradyne Motors LLC	Delaware	
Flow Control LLC	Delaware	
Fluid Handling, LLC	Delaware	
Godwin Holdings Ltd.	England & Wales	
Goulds Water Technology Philippines, Inc	Philippines	
Grindex Pumps LLC	Delaware	
IMT B.V.	Netherlands	
Jabsco Marine Italia s.r.l.	Italy	
Jabsco S. de R.L. De C.V.	Mexico	
Jason Consultants, LLC	Delaware	

\*Each of the named subsidiaries is not necessarily a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X, and the Company has several additional subsidiaries not named above. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" at the end of the year covered by this report.

<b>Legal Name</b>	<b>Jurisdiction</b>	<b>Name Under Which Doing Business</b>
Lowara s.r.l. Unipersonale	Italy	Lowara
Lowara UK Ltd	England & Wales	
Lowara Vogel Polska SP.ZO.O.	Poland	
MAGNETO (Suzhou) special anodes Co., Ltd.	China	
MAGNETO international B.V.	Netherlands	
MAGNETO special anodes B.V.	Netherlands	
MultiTrode Inc.	Florida	
Multitrode Pty Ltd	Queensland	
Neptune Benson, Inc.	Delaware	
Nova Analytics Europe, LLC	Delaware	
O.I. Corporation	Oklahoma	OI Analytical
PCI Membrane Systems, Inc.	Delaware	
Pension Trustee Management Ltd	England & Wales	
Pipeline Technologies Philippines Corp	Philippines	
Portacel Inc.	Pennsylvania	
PT Xylem Water Solutions Indonesia	Indonesia	
Pure Holding Inc.	Delaware	
Pure Technologies (China) Ltd.	Hong Kong	
Pure Technologies (UK) Ltd.	England & Wales	
Pure Technologies Abu Dhabi	United Arab Emirates	
Pure Technologies Canada Ltd.	Alberta	
Pure Technologies Ltd.	Alberta	
Pure Technologies U.S. Inc.	Delaware	Wachs Water Services
PureHM Inc.	Alberta	
PureHM U.S. Inc.	Delaware	
Sensus (UK Holdings) Ltd.	England & Wales	
Sensus Canada Inc.	Ontario	
Sensus Chile SpA	Chile	
Sensus de Mexico, S de RL de CV	Mexico	
Sensus France Holdings SAS	France	
Sensus France SAS	France	
Sensus GmbH Hannover	Germany	
Sensus GmbH Ludwigshafen	Germany	
Sensus Italia S.R.L.	Italy	
Sensus Maroc SA	Morocco	
Sensus Metering Systems (LuxCo 2) S.ar.l	Luxembourg	
Sensus Metering Systems (LuxCo 3) S.à.r.l	Luxembourg	
Sensus Metering Systems do Brasil Ltda	Brazil	
Sensus Metering Systems IP Holdings, Inc.	Delaware	
Sensus Polska Sp. z o.o.	Poland	

\*Each of the named subsidiaries is not necessarily a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X, and the Company has several additional subsidiaries not named above. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" at the end of the year covered by this report.

<b>Legal Name</b>	<b>Jurisdiction</b>	<b>Name Under Which Doing Business</b>
Sensus Services Deutschland GmbH	Germany	
Sensus Slovensko a.s.	Slovak Republic	
Sensus South Africa (Proprietary) Ltd.	South Africa	
Sensus SPA (Algeria)	Algeria	
Sensus Spectrum LLC	Delaware	
Sensus UK Systems Limited	England & Wales	
Sensus USA Inc.	Delaware	
Sentec Limited	England & Wales	
Smith-Blair, Inc.	Delaware	
Texas Turbine, LLC	Delaware	Xylem Texas Turbine LLC
Tideland Signal Corporation	Texas	
Tideland Signal Limited	England & Wales	
Tideland Signal, LLC	Delaware	
UGI Global Ltd	England & Wales	
Water Asset Management, Inc.	Delaware	
Water Process Ltd	England & Wales	
Water Technologies U.K. Ltd	England & Wales	
WTG Holdco Australia Pty Ltd	Australia	
WTG Holdco I LLC	Delaware	
WTG Holdings Cooperatief U.A.	Netherlands	
Xylem (Beijing) Technology Co. Ltd	China	
Xylem (China) Company Limited	China	
Xylem (Hong Kong) Limited	Hong Kong	
Xylem (Nanjing) Co., Ltd	China	
Xylem Analytics Beijing Co., Ltd.	China	
Xylem Analytics France S.A.S.	France	
Xylem Analytics Germany GmbH	Germany	
Xylem Analytics Germany Sales GmbH & Co. KG	Germany	
Xylem Analytics IP GmbH & Co. KG	Germany	
Xylem Analytics IP Management GmbH	Germany	
Xylem Analytics LLC	Delaware	
Xylem Analytics UK Limited	England & Wales	
Xylem Australia Holdings PTY LTD	New South Wales	
Xylem Brasil Soluções para Água Ltda	Brazil	
Xylem Canada GP ULC	Ontario	
Xylem Canada LP	Ontario	
Xylem Česká republika spol. s r.o.	Czech Republic	
Xylem Chihuahua S. de R.L. de C.V.	Mexico	
Xylem China LLC	Delaware	
Xylem Cote d'Ivoire	Ivory Coast	

\*Each of the named subsidiaries is not necessarily a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X, and the Company has several additional subsidiaries not named above. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" at the end of the year covered by this report.

<b>Legal Name</b>	<b>Jurisdiction</b>	<b>Name Under Which Doing Business</b>
Xylem Delaware, Inc.	Delaware	
Xylem Dewatering Solutions UK Ltd	England & Wales	
Xylem Dewatering Solutions, Inc.	New Jersey	Godwin Pumps of America
Xylem Egypt LLC	Egypt	
Xylem Egypt Manufacturing LLC	Egypt	
Xylem Europe GmbH	Switzerland	
Xylem Global S.à.r.l	Luxembourg	
Xylem Holdings Egypt LLC	Egypt	
Xylem Industries LLC	Delaware	
Xylem Industries Singapore Pte. Ltd.	Singapore	
Xylem International S.à.r.l	Luxembourg	
Xylem IP Holdings LLC	Delaware	
Xylem IP UK S.à.r.l	Luxembourg	
Xylem Israel Ltd.	Israel	
Xylem Japan K.K.	Japan	
Xylem Lowara Ltd	England & Wales	
Xylem Luxembourg 1	Luxembourg	
Xylem Manufacturing Middle East Region FZCO	United Arab Emirates	
Xylem Middle East Water Equipment Trading & Rental LLC	United Arab Emirates	
Xylem Ontario Inc.	Ontario	
Xylem Rus LLC	Russian Federation	
Xylem Saudi Arabia Limited	Saudi Arabia	
Xylem Service Hungary Kft	Hungary	
Xylem Service Italia Srl	Italy	
Xylem Services GmbH	Germany	
Xylem Services USA LLC	Delaware	
Xylem South Africa Trust	South Africa	
Xylem Switzerland 1 GmbH	Switzerland	
Xylem Switzerland 2 GmbH	Switzerland	
Xylem Switzerland 3 GmbH	Switzerland	
Xylem Switzerland 4 GmbH	Switzerland	
Xylem Vue Inc.	Delaware	
Xylem Water Holdings Ltd	England & Wales	
Xylem Water Ltd	England & Wales	
Xylem Water Services Ltd	England & Wales	
Xylem Water Solutions (Thailand) Co., Ltd.	Thailand	
Xylem Water Solutions Argentina S.R.L.	Argentina	
Xylem Water Solutions Australia Limited	New South Wales	
Xylem Water Solutions Austria GmbH	Austria	
Xylem Water Solutions Belgium BVBA	Belgium	

\*Each of the named subsidiaries is not necessarily a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X, and the Company has several additional subsidiaries not named above. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" at the end of the year covered by this report.

<b>Legal Name</b>	<b>Jurisdiction</b>	<b>Name Under Which Doing Business</b>
Xylem Water Solutions Chile S.A.	Chile	
Xylem Water Solutions Colombia S.A.S.	Colombia	
Xylem Water Solutions Denmark ApS	Denmark	
Xylem Water Solutions Deutschland GmbH	Germany	Flygt
Xylem Water Solutions España, S.L.U	Spain	
Xylem Water Solutions Florida LLC	Delaware	
Xylem Water Solutions France SAS	France	
Xylem Water Solutions Global Services AB	Sweden	
Xylem Water Solutions Herford GmbH	Germany	
Xylem Water Solutions India Pvt. Ltd.	India	
Xylem Water Solutions Ireland Ltd.	Ireland	
Xylem Water Solutions Italia S.r.l.	Italy	Flygt
Xylem Water Solutions Kenya Limited	Kenya	
Xylem Water Solutions Korea Co., Ltd.	South Korea	
Xylem Water Solutions Magyarorszag KFT	Hungary	
Xylem Water Solutions Malaysia SDN. BHD.	Malaysia	
Xylem Water Solutions Manufacturing AB	Sweden	
Xylem Water Solutions Metz SAS	France	
Xylem Water Solutions Mexico S.de R.L. de C.V.	Mexico	
Xylem Water Solutions Middle East Region FZCO	United Arab Emirates	
Xylem Water Solutions Muscat Co. LLC	Oman	
Xylem Water Solutions Nederland BV	Netherlands	Flygt
Xylem Water Solutions New Zealand Limited	New Zealand	
Xylem Water Solutions Norge AS	Norway	
Xylem Water Solutions Panama s.r.l.	Panama	
Xylem Water Solutions Peru S.A.	Peru	
Xylem Water Solutions Polska Sp.z.o.o.	Poland	
Xylem Water Solutions Portugal Unipessoal Lda.	Portugal	
Xylem Water Solutions Romania SRL	Romania	
Xylem Water Solutions Rugby Ltd	England & Wales	
Xylem Water Solutions Singapore PTE Ltd.	Singapore	
Xylem Water Solutions South Africa (Pty) Ltd.	South Africa	
Xylem Water Solutions Suomi Oy	Finland	
Xylem Water Solutions Sweden AB	Sweden	
Xylem Water Solutions U.S.A., Inc.	Delaware	
Xylem Water Solutions UK Holdings Ltd	England & Wales	
Xylem Water Solutions UK Ltd	England & Wales	
Xylem Water Solutions Zelenople LLC	Delaware	
Xylem Water Solutions(Shenyang) CO., Ltd.	China	
Xylem Water Systems (California), Inc.	California	
Xylem Water Systems Hungary KFT	Hungary	
Xylem Water Systems International, Inc.	Delaware	
Xylem Water Systems Philippines Holding, Inc.	Delaware	

\*Each of the named subsidiaries is not necessarily a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X, and the Company has several additional subsidiaries not named above. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" at the end of the year covered by this report.

<b>Legal Name</b>	<b>Jurisdiction</b>	<b>Name Under Which Doing Business</b>
Xylem Water Systems Texas Holdings LLC	Delaware	
Xylem Water Systems U.S.A., LLC	Delaware	
YSI (China) Limited	Hong Kong	
YSI Incorporated	Ohio	
YSI International, Inc.	Ohio	

\*Each of the named subsidiaries is not necessarily a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X, and the Company has several additional subsidiaries not named above. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" at the end of the year covered by this report.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-273653 on Form S-3 and Registration Statement No. 333-272165, 333-272166 and No. 333-268476 on Form S-8 of our reports dated March 3, 2025, relating to the financial statements of Xylem Inc. and the effectiveness of Xylem Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Stamford, Connecticut  
March 3, 2025

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew F. Pine, certify that:

1. I have reviewed this Annual Report on Form 10-K of Xylem Inc. for the period ended December 31, 2024;
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: March 3, 2025

/s/ Matthew F. Pine

Matthew F. Pine

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William K. Grogan, certify that:

1. I have reviewed this Annual Report on Form 10-K of Xylem Inc. for the period ended December 31, 2024;
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 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: March 3, 2025

/s/ William K. Grogan

---

William K. Grogan

Senior Vice President, Chief Financial Officer



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Xylem Inc. (the "Company") for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company, certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, to his knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Matthew F. Pine

---

Matthew F. Pine  
President and Chief Executive Officer  
March 3, 2025

/s/ William K. Grogan

---

William K. Grogan  
Senior Vice President, Chief Financial Officer  
March 3, 2025

A signed original of this written statement required by Section 906 has been provided to Xylem Inc. and will be retained by Xylem Inc. and furnished to the Securities and Exchange Commission or its staff upon request.