

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12
- Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Xylem Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party _____
 - (4) Date Filed _____



XYLEM INC.
1 INTERNATIONAL DRIVE
RYE BROOK, NEW YORK 10573

Your **Vote** Counts!

XYLEM INC.

2021 Annual Meeting

Vote by May 11, 2021 11:59 PM ET.

For shares held in a Xylem Employee Retirement Savings Plan,

Vote by May 7, 2021 11:59 PM ET.



D39954-P52161-Z79398

You invested in XYLEM INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held virtually on May 12, 2021.**

Get informed before you vote

You can view the 2020 Annual Report on Form 10-K and 2021 Notice and Proxy Statement online OR receive a free paper or email copy of the materials by requesting prior to April 28, 2021. If you would like to request a copy of the materials for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If requesting by email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote before the meeting, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 12, 2021
11:00 a.m. (ET)

Virtually at:
www.virtualshareholdermeeting.com/XYL2021

*To vote your shares during the virtual Annual Meeting, you will need your unique control number indicated above. Please check the meeting materials for more information, including any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming virtual annual shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of eleven members of the Xylem Inc. Board of Directors.	
1a. Jeanne Beliveau-Dunn	✔ For
1b. Patrick K. Decker	✔ For
1c. Robert F. Friel	✔ For
1d. Jorge M. Gomez	✔ For
1e. Victoria D. Harker	✔ For
1f. Steven R. Loranger	✔ For
1g. Surya N. Mohapatra, Ph.D.	✔ For
1h. Jerome A. Peribere	✔ For
1i. Markos I. Tambakeras	✔ For
1j. Lila Tretikov	✔ For
1k. Uday Yadav	✔ For
2. Ratification of the appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for 2021.	✔ For
3. Advisory vote to approve the compensation of our named executive officers.	✔ For
4. Shareholder proposal requesting amendments to our proxy access by-law, if properly presented at the meeting.	✘ Against

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".