November 2026

Nominating and Governance Committee Charter

I. Purpose

The purpose of the Nominating and Governance Committee ("the Committee") is to ensure that the Board of Directors (the "Board") of Xylem Inc. (the "Company") is appropriately constituted to meet its fiduciary obligations to the shareholders and the Company. To accomplish this purpose, the Committee will provide assistance to the Board in:

A. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors; selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of shareholders; and identifying individuals to fill vacancies or newly created directorships that may occur between such meetings;

B. Developing and recommending to the Board of Directors a set of Corporate Governance Principles applicable to the Company;

C. Overseeing the annual assessment of the Board of Directors, its Committees and management; and

D. Otherwise taking a leadership role in shaping the corporate governance of the Company.

II. Responsibilities

Corporate Governance Matters

A. Evaluate the current composition, organization and governance of the Board of Directors and its committees, determine future requirements and make recommendations to the Board for approval, as appropriate.

B. Develop, review, update, and recommend to the Board of Directors a set of Corporate Governance Principles for the Company.

C. Oversee and administer the succession planning process for the Board of Directors.

D. Determine and recommend to the Board of Directors relevant criteria for director searches, including desired professional and board experience, skills and attributes; conduct searches for prospective director candidates whose experiences, qualifications, skills and attributes reflect the desired criteria to achieve a robust and diverse Board of Directors. The Committee strives for a Board of Directors that reflects a wide range of experience, qualifications, attributes, and skills. The Committee also desires that the Board of Directors include members with diverse backgrounds, perspectives, and personal characteristics. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board of Directors, assess their independence and possible conflicts of interest, and recommend that the Board of Directors approve the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. The Committee has

sole authority to retain, determine fees and retention terms, and terminate search firms that may be used to identify director candidates.

E. The Committee will lead, as determined by the Board of Directors, the succession process for and initiate evaluation, consideration and screening of potential Chief Executive Officer candidates. The Board of Directors has the final responsibility to select and appoint the Company's Chief Executive Officer. The Committee will recommend to the Board the emergency succession plan for the Chief Executive Officer.

F. Consider questions of independence and possible conflicts of interest and related party transactions of members of the Board of Directors and executive officers and ensure compliance with the listing standards of the New York Stock Exchange and the Clayton Antitrust Act.

G. Administer the Board of Directors and committees' annual performance assessment and evaluation process, including directors' feedback, observations, suggestions and preferences. The Committee has the sole authority to retain, determine fees and retention terms, and terminate a third-party advisor to assist with the annual performance assessment, as the Committee deems appropriate.

H. Evaluate and make recommendations to the Board of Directors concerning the appointment of Directors to Board committees and the Board Committee Chairs.

I. Review and recommend to the Board matters and agenda items relating to the Company's Annual Meeting of Shareholders, including determining agenda items, proxies, inspectors of elections, setting the format, time and date of the Annual Meeting, and approving the slate of Directors for election. The Committee shall consider shareholder nominees for election to the Board. The Committee will review shareholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.

J. Review the Proxy Statement and related materials, as appropriate.

K. Annually review corporate governance developments including shareholder engagement strategy.

L. Evaluate and recommend to the Board termination of membership of individual Directors in accordance with the Board of Directors' Corporate Governance Principles, for cause or for other appropriate reasons.

M. Evaluate committee meeting schedules, as appropriate.

N. Evaluate and consider matters relating to the qualifications and retirement of Directors.

O. Provide prior review and approval with respect to any Executive Officer (as defined by the charter of the Leadership Development & Compensation Committee) offered a position on the board of a publicly-traded company, privately-held company or similar position with a tax-exempt organization, to which the Company has made significant contributions or payments.

P. Review D&O insurance coverage.

<u>Other Governance and Compliance Matters</u>

Q. Review the Company's business continuity planning, disaster recovery and crisis response programs.

R. Review the Company's environmental, safety, health and security programs.

S. Review the Company's conflict minerals program.

T. Review the Company's corporate social responsibility and sustainability programs and related activities.

U. Review the Company's trade compliance program.

V. Review the Company's data privacy program.

Reports, Performance Evaluation & Charter

A. Report regularly to the Board on its activities.

B. Review and assess the Committee's performance on an annual basis.

C. Review its Charter at least annually and make recommendations to the Board for approval and adoption of the Charter, including any additions, deletions or modifications, as may be deemed appropriate.

III. Membership, Organization and Meetings

A. The Committee shall be comprised of no fewer than three members. All members of the Committee shall be independent directors in accordance with the listing standards of the New York Stock Exchange and the Company's Corporate Governance Principles.

B. Each member of the Committee shall be designated by the Board of Directors annually and shall serve until such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board of Directors.

C. The Chair of the Committee shall be designated by the Board of Directors. The Board will consider the rotation of the Chair of the Committee on a periodic basis.

D. The Corporate Secretary or Assistant Corporate Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise. Written minutes of the Committee meetings and actions approved by written consent shall be maintained by the Corporate Secretary.

E. The Chair of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chair shall preside at meetings of the Committee.

F. The Committee shall meet as often as may be deemed necessary or appropriate. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session absent management, as appropriate.

G. The Committee has sole authority to select, retain, oversee and terminate any advisors, including consultants and other outside counsel, as appropriate, to provide advice to the Committee. The Committee has sole authority to approve any such advisor's scope of work, fees and other retention terms. The Company will provide the Committee with appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any such advisors retained by the Committee.

H. The Committee may form subcommittees consisting of one or more members and delegate authority to a subcommittee to act upon specific matters within determined parameters, when appropriate and consistent with the delegation of such powers to the Committee by the Board.