



## **Stock Ownership Guidelines**

### **Objective**

The objective of these stock ownership guidelines is to create a stronger alignment between the interests of stockholders of Mueller Water Products, Inc. (the “Company”) and the Company’s senior management team and outside directors. This objective is accomplished by ensuring a high level of stock retention and establishing a minimum threshold that must be achieved before a participant may sell his or her stock. A participant must hold at least 50% of shares of stock obtained through the Company’s equity compensation programs under the terms and subject to the conditions of these guidelines, and may only sell shares that have been purchased in the open market after target ownership levels have been achieved, except as set forth in these guidelines.

### **Participation and Target Ownership Levels**

Senior management and outside directors of the Company must maintain an investment in Company shares at the target ownership levels set forth below, except as set forth herein. Except as provided herein, senior management and outside directors of the Company are required to hold at least 50% of shares of stock obtained through the Company’s equity compensation programs (net of shares surrendered to satisfy tax obligations) until ownership targets are met.

Target ownership is expressed as a multiple of the senior manager’s current base salary (as adjusted from time to time) or the outside director’s annual cash retainer (as adjusted from time to time). The total stock value of the participant’s holdings must equal or exceed the specified target value.

<b>Typical Position/Title</b>	<b>Target Ownership</b>
President and CEO	6 times base salary
Group Presidents and Executive Vice Presidents	3 times base salary
Senior Vice Presidents	2 times base salary
Outside Directors	4 times annual retainer

Required and actual levels of stock ownership can fluctuate over time based on the change in pay rates and the value of the underlying shares. As a result, the ownership targets will be

reviewed by the Compensation and Human Resources Committee (the “Compensation Committee”) periodically to determine whether they remain appropriate.

In determining value held by any outside director or senior manager, the Compensation Committee will consider:

- (A) the higher of (1) the market value or (2) the tax basis “cost” of vested restricted stock units, and
- (B) the higher of (1) the market value of shares held by the participant or (2) the cost of shares purchased by the participant.

### **Definition of Shares Owned**

Shares that count toward satisfaction of the ownership targets include:

- Direct ownership (i.e., shares the participant owns outright from any source);
- Beneficial ownership (i.e., shares owned by immediate family members living in the participant’s household);
- Shares owned in 401(k), savings, and profit sharing plans; and
- Vested restricted shares (i.e., full-value shares with time-based vesting).

Outstanding stock options (unvested and vested), unvested restricted stock units and unearned performance shares (i.e., full-value shares with performance-based vesting) will not count toward the achievement of target ownership levels until exercised/actually owned.

The Compensation Committee may also consider the market value or cost of shares purchased by a participant for testamentary trusts or for members of the participant’s immediate family.

### **Holding Period and Sales/Transfers**

Prior to attaining the target ownership levels, the participants are required to hold at least 50% of shares of stock obtained through the Company’s equity compensation programs. A participant may, with the prior approval set out below, sell shares that he or she has purchased in the open market so long as the participant will hold 60% of the target ownership level after such sale.

All participants must receive the approval of the Chairman of the Compensation Committee prior to any sale, and executives who were “named executive officers” in the most recent proxy statement must obtain the prior approval of the Compensation Committee. Any approval granted hereunder is in the sole discretion of the Compensation Committee or the Chairman of the Compensation Committee, as the case

may be. Notwithstanding the foregoing, any senior manager or outside director may (a) tender or forfeit shares to pay taxes or to pay the exercise price when exercising stock options or upon the vesting of restricted stock units and (b) transfer securities pursuant to a legal requirement or court order.

Once the target ownership level is achieved, an individual may sell shares of Company stock (whether obtained through the Company's equity compensation programs or purchased on the open market) without the prior approval of the Compensation Committee or the Chairman of the Compensation Committee, as the case may be, as long as the target ownership level is maintained after such sale. Senior managers and outside directors of the Company must continue to pre-clear any sale with the Company's General Counsel.

### **Monitoring**

The CEO and the Compensation Committee will periodically review progress by participants towards the target ownership levels. Adjustments in the requirements may be considered by the Compensation Committee from time to time for individuals and/or for categories of participants, and discretion may be exercised in certain circumstances.