



Mueller  
Water  
Products

**BOARD OF DIRECTORS  
ENVIRONMENT, HEALTH & SAFETY COMMITTEE CHARTER  
Revised September 24, 2019**

**Purpose**

The Environment, Health and Safety Committee (the “Committee”) of Mueller Water Products, Inc. (the “Corporation”) shall provide assistance to the board of directors (“Board of Directors”) in fulfilling its responsibility to the stockholders and other constituents by:

- A. Providing oversight and support of the Corporation’s health, safety and environmental policies, procedures, programs and initiatives;
- B. Periodically reviewing Corporation policies and procedures for compliance with applicable laws, rules and regulations relating to health, safety and the environment, and taking responsibility for oversight of the Corporation’s compliance with its policies and procedures;
- C. Monitoring and reviewing all aspects of environmental, health and safety risks which are relevant to the Corporation’s operations and overseeing the Corporation’s strategies relating to matters of health, safety and the environment;
- D. Encouraging and overseeing programs and initiatives that demonstrate sound environmental stewardship and the Corporation’s progress on sustainability practices;
- E. Overseeing management’s monitoring of applicable and developing laws, rules and regulations, and reviewing reports from management on emerging trends affecting health, safety and environmental issues; and
- F. Reporting periodically to the Board of Directors on health, safety and environmental matters affecting the Corporation.

**Structure and Operations**

*Composition and Qualifications*

The Committee shall consist of not less than three independent directors and may include one non-independent director. “Independence” shall be determined by the Board of Directors in accordance with the applicable rules of the New York Stock Exchange or other applicable rules and applicable state and federal law.

## *Appointment and Removal*

The members of the Committee shall be appointed by the Board of Directors upon recommendation from the Nominating and Corporate Governance Committee and may be removed by the Board of Directors.

## *Chairman*

Unless a Chairman is designated by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

## **Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **Meetings**

The Committee shall meet at least three times annually, or more frequently as circumstances dictate. The Chairman of the Board of Directors or any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically. All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. All meetings of the Committee shall be held pursuant to the By-laws of the Corporation with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Corporation records. Additionally, the Committee may invite to its meetings any director or manager of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members present at a meeting of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at the meeting, at which a quorum is present, shall be the action of the Committee. The Committee may take action by unanimous written consent.

## **Responsibilities and Duties**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in the "Purpose" section of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside legal counsel or other experts for this purpose, including the authority to approve the fees payable to such legal counsel or experts and any other terms of retention.

The Committee shall be given full access to the Corporation's internal and independent auditors with respect to environmental, health and safety audits, as necessary to carry out its responsibilities.

#### *Recurring Activities*

- (1) Periodically reviewing the various policies and procedures of the Corporation regarding compliance with the various laws, regulations and rules pertaining to health, safety and the environment.
- (2) Overseeing the Corporation's performance concerning health, safety and the environment, including obtaining periodic reports from Corporation and subsidiary management, legal counsel and health and safety personnel.
- (3) Reviewing the proposed scope of internal and independent environmental, health and safety audits and assessment of sustainability programs.
- (4) Reviewing the process for identifying sites requiring environmental remediation and the progress being made in remediation.
- (5) Reviewing and supporting management's initiation and monitoring of sound environmental stewardship programs and projects, including assisting management in setting strategy, establishing goals and reporting results of sustainability activities across the Corporation.

#### *Reports*

- (6) Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
- (7) Direct the general counsel of the Corporation to maintain minutes or other records of meetings and activities of the Committee.

## **Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.