

**BADGER METER, INC.**  
**COMPENSATION COMMITTEE CHARTER**  
Updated November, 2018

**Overall Responsibility and Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Badger Meter, Inc. (the “Company”) oversees all programs related to officer and director compensation, as well as management development and succession.

**Committee Member Qualifications**

The Committee will consist of not less than three members of the Board, including the Committee Chair, all of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”). All Committee members and the Committee Chair will be appointed by the Board. In the event that the Committee Chair is unable to serve as chair for a specific meeting, he or she shall designate one of the Committee members to preside.

**Meetings**

The Committee will meet at least annually and at such other times as shall be determined by the Committee Chair. A simple majority of the Committee shall constitute a quorum for the transaction of business.

**Duties and Responsibilities**

The duties and responsibilities of the Committee shall be:

**General:**

1. To hire and oversee the work of an outside compensation consultant who will perform a review of officer compensation and compensation trends, and make appropriate recommendations to the Committee for consideration.
2. To conduct a compensation risk assessment of the Company’s employee compensation programs, including executive compensation programs, to determine if the employee compensation programs are designed with the appropriate balance of risk and reward in relation to the overall business strategy and do not incent executives or other employees to take unnecessary or excessive risks.
3. To produce a report on CEO and corporate officer compensation as required by the SEC to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC.
4. To approve the selection of the investment manager and trustees for the company’s employee benefits plans, and to approve related investment policies to be used by the investment manager.

5. To annually review a report from Plan Administration Committee on the performance of the plans, as well as any investment manager changes made during the year. The Committee delegates to the Plan Administration Committee the responsibility to select and oversee investments of the various employee benefit trusts and the selection of the investment managers.
6. To approve any significant changes to the design of the company's benefit plans.
7. On an annual basis, conduct a self-assessment of the Committee's performance during the previous year. In addition, from time to time, the Board may conduct a similar assessment of the Committee.
8. At least annually, to review and recommend to the Board, the fees and compensation of non-employee directors for service on the Board or its committees or to the Company in any capacity (including consulting contracts).

**Relating to the CEO:**

1. To recommend to the Board the election or termination of the Chief Executive Officer.
2. At least annually, to review and approve appropriate corporate goals and objectives relevant to the Chief Executive Officer's compensation and to evaluate the performance of the Chief Executive Officer in light of such goals and objectives.
3. At least annually, to review and approve an appropriate succession plan for the Chief Executive Officer.
4. At least annually, to review and approve all forms of compensation and fringe benefits for the Chief Executive Officer based on the evaluation of the Chief Executive Officer's performance and the Company's performance.

**Relating to the Elected Officers:**

1. At least annually, to review the Company's overall organization chart and the development strategy for corporate officers and successors.
2. To recommend candidates to be nominated by the Board for election as corporate officers, or to be terminated from their positions as corporate officers.
3. At least annually, to review the evaluation of the performance of the corporate officers.
4. At least annually, to review and approve management's program for the development and succession of management, including identifying and developing those individuals who have the character, intelligence, motivation, education, stamina, and personality to be top caliber executives.
5. At least annually, to review and approve all forms of compensation and fringe benefits for all elected corporate officers.

6. At least annually, to review recommendations and to grant shares of any equity compensation plans in accordance with the terms of such plans.
7. At least annually, to review and approve the corporate incentive plans and incentives to be paid under those plans.

### **External Advisors/Consultants**

From time to time as the Committee determines it to be necessary or appropriate, the Committee may select and retain independent counsel or their advisors to assist in the evaluation of director, CEO or other executive compensation or to provide any other relevant independent advice to the Committee. The Committee shall have the sole authority to retain (on terms established solely by the Committee), terminate and approve the fees of any such counsel and advisors. The Committee may meet with any such counsel or advisors without management present. The Company will bear the cost of such counsel and advisors.

### **Reporting**

The Committee will have the minutes of its meetings prepared and submitted to the Board following each Committee meeting. The minutes will contain recommendations for appropriate Board actions if required.