



Compensation and Human Resources Committee Charter

Overall Responsibility and Purpose

The Compensation and Human Resources 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 the comprehensive organizational talent process.

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 Chief Executive Officer (“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. Review and consider the results of the Company’s advisory “Say on Pay” vote and any other feedback garnered through the Company’s periodic shareholder outreach. Review and recommend to the Board whether and how the Company should respond to Say on Pay vote outcomes and other shareholder feedback.
5. To review periodic updates on activities delegated to the Plan Administration Committee, including material plan design, performance and service provider actions.

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).
9. Oversight of the comprehensive organizational talent process, to include matters such as culture, training and development, talent retention, diversity and inclusion, and pay equity.

Relating to the CEO:

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