

BADGER METER, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

Overall Responsibility and Purpose

The Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Badger Meter, Inc. (the “Company”) oversees all matters related to director performance. Responsibilities of the Committee include identifying and recommending to the Board qualified potential director nominees for election at each of the Company’s Annual Meetings of Shareholders, evaluation of the performance of directors and the board, and oversight of the Company’s risk management programs and all corporate governance matters, including developing and recommending to the Board the Company’s governance principles.

Committee Member Qualifications

The Committee will consist of not less than three members of the Board, including the Committee Chair. All members of the Committee must meet the independence and other requirements of the New York Stock Exchange (“NYSE”) and other applicable laws, regulations and rules. 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 semi-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

In addition to such other responsibilities and duties that the Board may assign from time to time, the Committee has the following duties and responsibilities:

Relating to the Board of Directors:

1. To identify and recommend candidates to be nominated by the Board for election as directors (including incumbent directors) of the Company, consistent with criteria approved by the Board, at the next succeeding Annual Meeting of Shareholders.
2. To recommend candidates to fill any unexpired term of the Board which may occur, and to consider nominees recommended by shareholders. The Committee will maintain procedures for the submission of recommendations for director nominees by a shareholder.
3. At least annually, to evaluate board performance, and to recommend modifications as appropriate to the Board and management to improve board effectiveness. Annually, report to the Board and review the impact of any changes made in the previous year.

4. If necessary, after proper consideration, recommend the removal of any director in accordance with the provisions of the by-laws of the Company.
5. Review periodically the description of criteria necessary to serve on the Board and make recommendations to the Board for modifications as deemed appropriate by the Committee.
6. Review periodically the duties of the lead outside director and make recommendations to the Board for modifications as deemed appropriate by the Committee.
7. Every two years, in concert with the Chair of the Board, recommend to the Board a candidate to serve in the role as Lead Director.
8. Annually, in concert with the Chair of the Board, recommend to the Board the individual directors who will serve as members and chair of each committee.
9. Review periodically, but at least annually, the size and skills of the Board and each standing committee and recommend to the Board such changes that the Committee deems beneficial.
10. 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.
11. Consider and make recommendations to the Board concerning any resignation submitted by a director pursuant to the Company's majority voting policy.
12. Review Director independence and Related Party Transactions.

Relating to Corporate Governance:

1. In concert with corporate and outside counsel, monitor emerging corporate governance trends and oversee and evaluate the Company's corporate governance policies and programs; recommend to the Board such changes as the Committee believes desirable.
2. At least annually, to review the Principles of Corporate Governance and related procedures and practices to ensure that they comply with NYSE standards, and take such actions as the Committee deems necessary or appropriate. Such governance principles shall address at least the following subjects: director qualification standards; director responsibilities; director access to management and, as necessary and appropriate, independent advisors; director orientation and continuing education; and annual performance evaluation of the Board.
3. Review shareholder proposals and recommend to the Board proposed responses for the Company to such proposals for inclusion in the Company's proxy statement.
4. At least annually, to review the Code of Conduct to ensure that it complies with NYSE standards and Securities and Exchange Commission ("SEC") rules and take such actions as the Committee deems necessary or appropriate. Such Code of Conduct shall address at least the following subjects: conflicts of interest; corporate opportunities; confidentiality; fair dealing; protection and proper use of Company assets; compliance with laws, rules and regulations (including insider trading laws); encouraging the reporting of any illegal or unethical behavior; and such issues related to the Company's senior financial officers as required by SEC rules.

5. At least annually, review the Company's standards for Director Independence; recommend to the Board any modifications to these standards that the committee deems desirable and provide to the Board the Committee's assessment of which directors should be deemed independent directors.
6. Review at least annually the requirements of an “audit committee financial expert” as defined by the Securities and Exchange Commission and assess which directors should be deemed audit committee financial experts and make such recommendations to the Board. Review at least annually the financial literacy requirements of the New York Stock Exchange and ensure that the members of the Audit Committee meet these requirements.
7. Oversee and review periodically, as deemed appropriate, the continuing education of current directors and the new member orientation.
8. Annually review the Committee's Charter.

DELEGATION

From time to time as the Committee determines it to be necessary or appropriate, the Committee may select and retain independent counsel or advisors, including a search firm to help identify new potential director nominees, 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.