

Waters Corporation

Nominating and Corporate Governance Committee Charter

A. Charter.

This charter (“Charter”) governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Waters Corporation (the “Company”). At least annually, the Committee shall review and reassess this Charter and recommend any proposed changes to the Board, which shall have sole authority to amend this Charter. The Company shall make this Charter available on its website at www.waters.com. The Company shall disclose such availability in its Annual Report on Form 10-K and also shall disclose therein that it shall provide a printed copy of this Charter without charge to any Company stockholder who requests it.

B. Purpose of Committee.

The Committee shall be appointed by the Board to:

- (1) Assist the Board by identifying candidates qualified for membership on the Board.
- (2) Recommend to the Board the director nominees for the next annual meeting of the stockholders.
- (3) Recruit such individuals for membership on the Board.
- (4) Recommend to the Board the director nominees and the chairperson for each committee and the presiding director at the executive sessions of the Board.
- (5) Develop and recommend to the Board the Corporate Governance Guidelines and the Code of Business Conduct and Ethics for the Company.
- (6) Monitor a process to assess the effectiveness of the Board.

C. Members and Qualifications.

The members of the Committee shall be appointed and replaced by the Board and the Committee shall be composed of at least three directors, each of whom is independent of management of the Company. The members of the Committee shall identify members of the Board qualified to fill vacancies on any committee (including the Committee) and recommend that the Board appoint the identified member or members to the respective committees. Members of the Committee shall be considered independent if they are not

employees of the Company and do not have any relationship with the Company that the Board concludes may be likely to interfere with the exercise of their judgment independently from management of the Company. The Board shall make an affirmative determination that the members of the Committee have no material relationship with the Company. The members of the Committee shall also otherwise meet the independence requirements of the New York Stock Exchange and the rules and regulations of the Securities and Exchange Commission.

D. Meetings.

- (1) The Committee shall meet separately from the Board; provided, however, the Committee may meet immediately before or after any meeting of the Board.
- (2) The Committee may hold meetings at such times and locations as the Committee may determine, but in no event shall the Committee meet less frequently than annually.
- (3) At any meeting of the Committee, a majority of its members shall constitute a quorum. When a quorum is present at any meeting, a majority of Committee members present may take any action.
- (4) The Committee may establish rules and procedures for the conduct of its meetings that are consistent with this Charter.

E. Committee Authority and Responsibilities.

- (1) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and to obtain advice and assistance from internal or external legal, accounting or other advisors, and shall have sole authority to approve any such search firm's or advisor's fees and other retention terms.
- (2) The Committee shall seek, as needed, individuals qualified to become board members, and shall identify members of the Board qualified to become members of the various Board committees (including the Committee) and to serve as chairpersons thereof, for recommendation to the Board.
- (3) The Committee shall develop and recommend to the Board an annual self-evaluation process of the Board and its committees, and shall oversee the self-evaluation of the Board and the evaluation of Company officers.
- (4) The Committee shall develop and annually review and reassess the adequacy of the Corporate Governance Guidelines and the Code of Ethics

and Business Conduct of the Company and recommend any proposed changes to the Board for approval.

- (5) The Committee may form and delegate authority to subcommittees when appropriate.
- (6) The Committee shall make regular reports to the Board.
- (7) The Committee shall provide general advice to the Board on corporate governance matters.
- (8) The Committee shall have the resources and authority appropriate to discharge its responsibilities in accordance with this Charter.
- (9) Costs incurred by the Committee in performing its functions under this Charter shall be borne by the Company.

F. Nomination of Board Members.

- (1) The Committee shall recommend, for consideration by the Board or the shareholders of the Company, candidates to serve as members of the Board.
- (2) In making recommendations under paragraph F(1) hereof, the Committee shall:
 - (a) Assist in the development of the "profile" of various attributes that a potential member of Board needs to strengthen the Board.
 - (b) Interview and recruit potential candidates for the Board.
 - (c) Recommend to the Board the slate of nominees of directors to be elected by the stockholders (and any directors to be elected by the directors to fill any vacancies).
 - (d) Recommend to the Board the directors to be selected for membership on the various committees of the Board and the chairperson for each such committee.
- (3) In making recommendations under paragraph F(1) hereof, the Committee shall (a) provide officers, other Board members and stockholders of the Company with an opportunity to suggest candidates to serve as members of the Board, (b) give consideration to any candidates suggested by the officers, other Board members and stockholders of the Company, as the Committee may deem appropriate, and (c) afford officers and other

members of the Board an opportunity to meet with and comment upon other candidates considered by the Committee.

G. Effectiveness of the Committee.

At each meeting of the Committee, the Committee shall consider whether it should take any steps to improve the effectiveness of the Committee including, among other things, whether this Charter should be modified. The Committee shall annually review its own performance.