

## **ESSENTIAL UTILITIES, INC.**

### **Executive Committee Committee Charter**

#### **Committee Purpose:**

To act on behalf of the Corporation's Board of Directors in the event that action by the Board of Directors is necessary or desirable between regular meetings of the Board of Directors or at a time when convening a meeting of the entire Board of Directors is not practical or necessary.

#### **Committee Duties and Responsibilities:**

1. The Committee is authorized to act on behalf of the Board of Directors on all matters with respect to which the Board of Directors is authorized to act, except for such matters as are expressly reserved for action by the Board of Directors pursuant to the Corporation's Articles of Incorporation or Bylaws, or by applicable law.
2. Perform an annual performance evaluation of the Committee.

#### **Committee Member Qualification:**

The Committee may be composed of both independent and management directors, although a majority of the Committee shall be composed of independent directors.

#### **Committee Member Appointment and Removal:**

Committee members, nominated by the Corporation's Corporate Governance Committee, will be appointed annually by the Board of Directors. The lead independent director will be a member of the Committee. Committee members may be removed from membership on the Committee by the Board of Directors at any time, with or without cause.

#### **Committee Structure and Operations:**

The Committee shall be comprised of at least three members meeting the qualifications for membership stated above in the Committee Charter. The Committee shall meet as necessary or desirable during the year.

#### **Committee Reporting to the Board:**

The Committee shall cause minutes to be kept of each of its meetings, which will be reviewed and approved by the Chairperson of the Committee. Copies of the minutes of each meeting of the Committee will be provided to the Board of Directors, and the Chairperson or his or her designee will report on each meeting of the Committee to the Board of Directors at the next meeting of the Board of Directors following the meeting of the Committee.

**Last revised: February 3, 2020**