

ESSENTIAL UTILITIES, INC.
Corporate Governance Committee
Committee Charter

Committee Purpose:

To review periodically the Corporation's corporate governance policies and procedures and to develop and review guidelines by which the Board of Directors of the Corporation will organize and execute its responsibilities according to the laws and regulations applicable to the Corporation and the Board of Directors, and to recommend such policies, procedures and guidelines to the Board of Directors for approval. To identify qualified director candidates based on their personal abilities, qualifications, independence, knowledge, judgment, character, leadership skills, education, background, diversity, and their expertise and experience in fields and disciplines relevant to the Corporation, including financial expertise or financial literacy, and to recommend such candidates to the Board of Directors for nomination for election as directors to be elected by the shareholders at the Corporation's next annual meeting of shareholders and, where applicable, to fill vacancies. To recommend to the Board of Directors the responsibilities of each Board committee, the structure and operation of each Board committee, and the directors for assignment to each Board committee. To advise the Board of Directors on executive selections and succession, including ensuring that there is a succession plan for the CEO and such other senior executives as determined by the Committee and the Board of Directors. To oversee the Board of Directors' annual evaluation of its performance, the performance of Board committees, and the performance of individual directors.

Committee Duties and Responsibilities:

1. Develop and review at least annually the Corporate Governance Guidelines by which the Board of Directors will carry out its responsibilities. The Committee will recommend to the Board of Directors for approval such changes to the Corporate Governance Guidelines as the Committee deems appropriate.
2. Review the Corporation's corporate governance policies and procedures at least annually and recommend those policies and procedures as the Committee deems appropriate to the Board of Directors for approval.
3. Conduct an evaluation of the Board of Directors at least annually to determine whether it and its committees are functioning effectively.
4. Develop and review at least annually the criteria for determining a non-employee director's independence and recommend such criteria, including applicable regulatory criteria, as the Committee deems appropriate to the Board of Directors for approval.
5. Review at least annually and periodically as circumstances change (such as in connection with a transition in leadership) the efficacy of whether the positions of Chairman and Chief Executive Officer should be held by the same person.
6. Review the Charters of the Committees established by the Board of Directors at least annually for adequacy and for compliance with applicable legal and regulatory requirements.

7. The Chairperson of the Committee will lead an annual discussion by the Board of Directors establishing general performance criteria for the Board of Directors and the Board committees and reviewing the individual directors' performance against those criteria.
8. The Chairperson of the Committee will lead an annual discussion by the Board of Directors regarding the Corporation's strategic plans and management's performance with respect to such plans.
9. Identify, evaluate and recommend candidates for nomination for election to the Board of Directors to be elected by the shareholders at the Corporation's next annual meeting of shareholders and, where applicable, to fill vacancies. The Committee will consult with the Board of Directors and management regarding the nominees. Candidates recommended by shareholders will also be reviewed and evaluated by the Committee. Such recommendation of candidates by shareholders should be submitted to the Chairperson of the Committee in accordance with the processes set forth in the Corporation's Bylaws. The qualities to be considered by the Committee in evaluating candidates for nomination and which are approved by the Board of Directors will include their personal abilities, qualifications, independence, knowledge, judgment, character, leadership skills, education, background and their expertise and experience in fields and disciplines relevant to the Corporation, including financial expertise or financial literacy. When assessing a candidate, consideration will be given to the effect such candidate will have on the diversity of the Board of Directors. Diversity of the Board of Directors is evaluated by considering a broad range of attributes, such as background, both geographic and demographic (including, without limitation race, gender and national origin), expertise and experience. Due consideration will also be given to the position the candidate holds at the time of his or her nomination and his or her capabilities to advance the Corporation's interests with its various constituencies.
10. Recommend to the Board of Directors the responsibilities of the Board committees, including each committee structure, operations, and authority to delegate to subcommittees.
11. Each year, evaluate, in consultation with the Chairman of the Board of Directors, and recommend to the Board of Directors those directors to be appointed to the various Board committees, including the persons recommended to serve as chairperson of each committee.
12. Oversee the annual evaluation of the Board of Directors and the other Board committees, including the individual members of the Board of Directors, and deliver reports to the Board of Directors setting forth the results of such evaluations.
13. Within three months prior to the expiration of a director's term, the Chairperson of the Committee will discuss with the director the appropriateness of nominating the director for re-election to another term. The Chairperson of the Committee, with input from the Chairman of the Board of Directors, will then make a recommendation to the Committee regarding the director's re-nomination.

14. In the event of the retirement from, or other change in, the position a director held when he or she joined the Board of Directors, the Chairperson of the Committee and the Chairman of the Board of Directors will meet with the director to discuss the situation. The Committee, in consultation with the Chairman of the Board of Directors, will determine if the director's continued service is appropriate and make a recommendation with respect thereto to the Board of Directors.
15. If not otherwise undertaken by the Board of Directors, ensure that there is a succession plan for the CEO and such other senior executives as determined by the Committee developed annually.
16. Perform an annual performance evaluation of the Committee.
17. Review and approve, ratify or reject related person transactions under the Corporation's Related Person Transactions Policy.
18. Review current and pending litigation or regulatory proceedings in which the Corporation is a party that related to corporate governance matters as presented by the Corporation's General Counsel.
19. Obtain from and discuss with management any correspondence or comments from the Securities and Exchange Commission, the New York Stock Exchange ("NYSE") or other regulatory or self-regulatory agency relating to the Corporation's corporate governance and the Corporation's proposed response to such correspondence.

Committee Member Qualification:

Committee members must be comprised entirely of independent directors. A director shall qualify as independent if the Board of Directors has affirmatively determined that the member is independent consistent with the independence criteria set forth in the Corporation's Corporate Governance Guidelines, which includes the NYSE requirements set forth in Section 303A.02(a) of the NYSE rules.

Committee Member Appointment and Removal:

Committee members will be appointed annually by the Board of Directors. The Board of Directors may remove any member from the Committee 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 should meet at least once each year. Although the timing and content of the meeting is subject to change at the Committee's discretion, the meeting will generally include a review of nominees for election as directors at the next annual meeting of shareholders and a recommendation to the Board of Directors of such nominees for election. The meeting will also include a review of the Corporation's corporate governance procedures and its Corporate Governance Guidelines, and a recommendation of any changes to such procedures and Guidelines to the Board of Directors. The Committee may act at a meeting or by unanimous written consent.

The Committee shall have the power to delegate aspects of its work to subcommittees, with the approval of the Board of Directors. Further, the Board of Directors may allocate any special or unusual responsibilities of the Committee to a separate committee, provided that the committee is composed of independent directors. Any such committee must also have a published committee charter.

The Committee shall have the sole authority to retain and terminate any search firm to identify director candidates, including the authority, acting pursuant to a majority of the Committee members, to approve such search firm's fees and other retention terms.

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.

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