MAYNILAD WATER SERVICES, INC.

NOMINATION AND COMPENSATION COMMITTEE CHARTER

Section 1. Functions

The Nomination and Compensation Committee (the "Committee"), shall assist and advise the Board of Directors (the "Board") with respect to the following, among others:

(a) Review and evaluation of the qualifications of all candidates or nominees for election of directors and other appointments that require the approval of the Board;
(b) Management of Board recruitment and succession planning;
(c) Assessment of the effectiveness of the Board's processes and procedures in the nomination, election, or replacement of directors;
(d) Assessment of the Board's competence and progress to ensure good governance and the attainment of the Company's strategic goals; and
(e) Establishment of a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Company's culture and strategy as well as the business environment in which it operates.

Section 2. Key Responsibilities

To perform the foregoing functions, the Committee's specific responsibilities are as follows:

(a) Review and evaluate the qualifications of persons nominated to positions in the Company which require appointment by the Board;
(b) Identify and recommend qualified individuals for nomination and election to the Board;
(c) Review and monitor the structure, size, and composition of the Board and make recommendations to ensure that the Board has the required number of Independent Directors with the qualifications and none of the disqualifications as provided in the Company's legislative franchise, the Corporation Code, Securities Regulation Code, pertinent rules and regulations and those set by the Board;
(d) Establish and maintain a nomination and election process that is in accordance with the Company's By-laws and relevant laws, rules, and regulations;
(e) Periodically review with the Board the appropriate skills and characteristics required on the Board in the context of the strategic direction of the Company;
(f) Evaluate and recommend, for Board approval, the pertinent guidelines on executive and employee compensation, including non-monetary remuneration;
(g) Periodically review and evaluate the policy on the remuneration of directors and officers to ensure that it is maintained at a level that is sufficient to attract and retain the directors and key officers of the Company;
(h) Ensure that no director shall be able to decide his/her own remuneration during his/her incumbency.

(i) Undertake such duties and responsibilities as may be provided by the Company's Articles of Incorporation, Bylaws, and Manual on Corporate Governance.

Section 3. Composition

(a) The Committee shall be composed of five (5) members (the "Members"), two (2) of whom shall be independent directors and three (3) non-executive directors.
(b) The Board may appoint one or more persons to serve as advisor(s) to the Committee (the "Advisor"). The Advisor shall have the right to attend and speak at any meeting of the Committee, but shall have no right to vote in respect of any action by the Committee.
(c) The Chairman or any Member or Advisor may be removed from office only by the Board.

Section 4. Committee Procedures

A. Meetings

(1) The Committee shall hold meetings at such times and places as it considers appropriate.
(2) Meetings shall be convened by the Chairperson as and when he/she considers appropriate, and the Chairperson shall convene a meeting upon the request of a majority of the Members.
(3) A Committee meeting shall be convened by giving not less than one (1) week's notice by email to the Members, specifying the place, date and time for the meeting and the general nature of the businesses to be transacted at the meeting. The Secretariat of the Committee shall ensure that pertinent materials for the meeting are properly and timely distributed to all Members.
(4) Notwithstanding that a meeting is called by shorter notice, it shall be deemed to have been duly convened if it is so agreed by the Members present in the meeting at which there is a quorum.
(5) A majority of all the Members shall constitute a quorum.
(6) Members may participate in a meeting of the Committee through remote communication, such as teleconference or video conference conducted in accordance with the provisions of SEC Memorandum Circular No. 6, Series of 2020 and by means of which all persons participating can hear each other.
(7) Resolutions at a meeting of the Committee at which there is a quorum shall be passed by a simple majority of votes of the Members present at such meeting, Each Member, including the Chairman, shall have one (1) vote. Whenever a Member has a conflict of interest in a matter to be considered by the Committee which the Committee considers to be material, such interested Member shall abstain from voting on any Committee resolution in which they or any of their associates have a material interest. The Committee shall decide on the matter without taking into consideration the position of the Member who has a material conflict of interest. In case of an equality of votes, the Chairman shall not have a second or casting vote.

B. Minutes and Records

(1) The Committee shall appoint a Secretariat who shall issue notices and agenda for the meetings; disseminate meeting materials, if necessary, prepare minutes of meetings of the Committee and keep books and records of the Committee.
(2) The Committee shall cause records to be kept for the following: (i) appointments and resignations of Members; (ii) agenda and other documents sent to the Members; and (iii) minutes of proceedings and meetings of the Committee.
(3) Any such books and records shall be open for inspection by any Member upon reasonable prior notice during usual office hours of the Company.
(4) The minutes of the Committee meeting, when signed by the Committee Chairperson, shall be conclusive evidence of the proceedings and resolutions of such meeting.
(5) The Secretariat shall ensure that the draft and final versions of the minutes of Committee meetings shall be sent to all Members for their comment and records, within one (1) month after the meeting.

Section 5. Remuneration of Members or Advisors

No fees or other remuneration shall be payable to the Members or Advisors in respect of their services provided in connection with the Committee or in respect of their attendance at meetings of the Committee, *except* the per diem or remuneration authorized and approved by the Board or any fees or remuneration to such Member or Advisor that would otherwise be entitled to in his capacity as consultant, advisor or employee of the Company.

Section 6. Resources and Authorities

(a) The Committee shall have the resources and authorities appropriate to discharge its functions, duties and responsibilities, including the authority to obtain advice from external consultants and functional specialists within the Company.
(b) The Committee shall report directly to the Board on its decision or recommendation, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
(c) The Committee shall have the right to require the Management to furnish all information that may be requested by the Committee for purposes of performing its duties.

Section 7. Committee Reports and Performance Evaluation

(a) The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect thereto and other matters as the Committee may deem necessary or appropriate.
(b) The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the

Committee with the requirements of its Charter, set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvement to the Charter as the Committee may deem necessary or desirable.

Section 8. Amendment of this Charter

This Charter shall not be amended unless such amendment shall have been approved by resolution of the Board.