

Compensation Committee Charter

Charter.

This charter ("Charter") governs the operations of the Compensation 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)** Discharge the Board's responsibilities relating to the compensation of the Company's Chief Executive Officer ("CEO") and other senior executives of the Company (collectively, the "Senior Executives").
- (2)** Produce an annual report on the compensation of the Senior Executives (the "Compensation Committee Report"), which shall be included in the Company's annual proxy statement or pursuant to applicable rules and regulations promulgated from time to time by the Securities and Exchange Commission (the "SEC").
- (3)** Oversee equity and long-term compensation plans.
- (4)** Review the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K (the "CD&A") to be included in the Company's annual proxy statement.

C. Committee Duties and Responsibilities.

The Committee's duties and responsibilities shall be to:

- (1)** Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives and set the compensation level for the CEO based on this evaluation. In determining the long-term

incentive component of the CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards given to CEO's at comparable companies and the awards given to the CEO in past years.

(2) Review and approve non-CEO executive officer compensation, incentive-compensation plans and equity-based plans.

(3) Conduct an annual review of director compensation and recommend to the Board for its approval the form and amount of such compensation, in accordance with the policies and principles set forth in the Company's Corporate Governance Guidelines.

(4) Review on an as needed basis the Company's compensation policies with respect to the compensation of employees whose compensation is not otherwise set by the Committee or the Board.

(5) Review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed, and oversee compliance with the requirement under New York Stock Exchanges (NYSE) rules that, with limited exceptions, require shareholder approval over equity plans.

(6) Review and discuss with management the CD&A, and based on such review and discussions, make recommendations to the Board that the CD&A be included in the Company's annual proxy statement.

(7) Prepare and publish an annual Compensation Committee Report in the Company's proxy statement as required by the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(8) Assist the Board in developing and evaluating potential candidates for executive positions, including the CEO, and oversee the development of executive succession plans.

(9) Review and approve Senior Executive compensation for compliance with Section 16 of the Exchange Act, Section 162(m) of the Internal Revenue Code and other applicable laws, rules and regulations.

(10) Review and approve Senior Executive employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as

well as any special supplemental benefits.

(11) Review the Company's compensation policies and practices as they relate to risk management, including but not limited to whether the risks arising from such policies are reasonably likely to have a material adverse effect on the Company.

The Committee has the authority to select, retain and terminate compensation consultants or firms to assist in the evaluation of the compensation of the Senior Executives and the Board, including the sole authority to approve such consultants' or firms' fees and other retention terms, which shall be borne by the Company.

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 two times per year.

(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. Members and Qualifications.

(1) The members and the chairperson of the Committee shall be appointed and replaced by the Board upon the recommendation of the Company's Nominating and Corporate Governance Committee. The Committee shall be composed of at least three directors, each of which is independent from the management of the Company under applicable requirements of the NYSE, the rules and regulations of the SEC and regulations pursuant to Section 162(m). The Board shall make an affirmative determination that the members of the Committee do not have a material relationship with the Company.

(2) The Committee shall be led by the member of the Committee, nominated by the Nominating and Corporate Governance Committee and elected by the Board as Chairperson.

F. Report to the Board of Directors.

(1) The chairperson of the Committee shall report annually to the Board in an executive session on the Committee's activities. Such annual report shall include a review of the Committee's performance.

(2) The Committee shall annually review its own performance.