

CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The purpose of the Finance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Waters Corporation (the “Company”) in fulfilling its oversight responsibilities relating to the Company's management of financial resources and major financial strategies and transactions.

II. Composition

The Committee shall consist of no fewer than three members of the Board, including a Chair, appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board, and shall serve an annual term. Any Committee member may be replaced by the Board at any time. The Committee may invite nonvoting advisors to attend its meetings and make recommendations.

III. Duties and Responsibilities

The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to perform these activities and other actions reasonably related to the Committee's purpose or assigned by the Board from time to time. In fulfilling its oversight responsibilities, the Committee will provide input to management and make recommendations to the Board, as warranted, in the following financial areas:

1. Capital allocation strategy and structure
2. Financing and borrowing activities, and monitor compliance with debt covenants
3. Tax structure and strategies
4. Material transactions and investments such as M&A, equity and capital investments and divestitures that exceed authorized financial thresholds

The Committee will also :

5. Annually assess and review this Charter and perform an annual evaluation of the Committee's performance.
6. Maintain Minutes of Committee Meetings and regularly report to the Board on Committee findings, recommendations and actions other than as set forth above, and any other matters that the Committee deems appropriate or which the Board requests.
7. Review such other matters that the Board or Committee shall deem appropriate.

IV. Meetings

The Committee shall hold at least two regularly scheduled meetings annually and such special meetings as it determines appropriate. Any member of the Committee may call a meeting of the Committee upon reasonable notice to each other member. Any action of the Committee shall be taken by the affirmative vote of a majority of the members and may be taken without a meeting if all members of the Committee consent in writing. The Committee may delegate its authority to a subcommittee. The Committee may establish such other procedures to govern its operation as it determines are appropriate.