

AQUAVENTURE HOLDINGS LIMITED

Nominating and Corporate Governance Committee Charter

The board of directors (the “**Board**”) of AquaVenture Holdings Limited (the “**Company**”) has established the Nominating and Corporate Governance Committee (the “**Committee**”) and has adopted this Committee Charter (the “**Charter**”) for determination of the powers and duties of the Committee.

I. General Statement of Purpose

The Committee on behalf of the Board is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and selecting the director nominees for election at each annual meeting of shareholders, or if necessary, at any special meeting of the shareholders. The Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

II. Nominating Committee Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members of the Board, each of whom shall satisfy the independence standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual.

The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Committee to serve as Chairman of the Committee.

III. Meetings

The Committee generally is to meet at least two times per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

IV. Nominating Committee Activities

The Committee's purpose and responsibilities shall be to:

A. Review of Charter and Performance Evaluation of the Nominating Committee

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- Perform an annual performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.

B. Selection of New Directors

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Establish a policy with regard to the consideration of director candidates recommended by shareholders.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Committee. The current procedures to be followed by securityholders are set forth below:
 1. All securityholder recommendations for director candidates must be submitted to the corporate secretary, who will forward all recommendations to the Committee.
 2. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting.
 3. All securityholder recommendations for director candidates must include the following information:
 - a. The name and address of record of the securityholder.
 - b. A representation that the securityholder is a record holder of the Company's securities, or if the securityholder is not a record holder,

evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.

- c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - e. A description of all arrangements or understandings between the securityholder and the proposed director candidate.
 - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of shareholders and (ii) to serve as a director if elected at such annual meeting.
 - g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Committee may solicit recommendations from any or all of the following sources: non-executive non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
 3. The Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 4. The Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.

5. In identifying and evaluating proposed director candidates, the Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of shareholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred shares to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee.
 - Consider recommendations in light of the requirement that a majority of the Board be comprised of non-executive directors who meet the independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual.
 - Recommend that the Board select the directors for appointment to committees of the Board.
 - Review all shareholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

C. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to Subsection 9 of Section 303A of the New York Stock Exchange Listed Company Manual.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

D. Evaluation of Board of Directors, its Committees and Management

- * Perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.
- * Oversee annual evaluation of the Board and its other committees and the Company's management for the prior fiscal year.

E. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- * At least annually, management will undertake a review of the independence standards promulgated by the SEC and New York Stock Exchange applicable to a majority of the members of the Board as well as any enhanced standards applicable to each of the Committees of the Board, and may rely in part on the responses of the individual Board members to questions in the annual Directors and Officers Questionnaire. Based on such review or such other information as the Committee shall deem necessary, at least annually, and more frequently as membership issues may require, the Committee will issue its findings of independence and eligibility for service on the various Committees, and will make recommendations to the full Board for appointments to committees of the Board. The Committee shall exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

F. Succession Planning

- * The Committee shall establish policies and procedures as it deems appropriate regarding CEO succession in the event of an emergency, vacancy or the retirement of the CEO, taking into account the talent management and succession planning reviews conducted by the Compensation Committee. The Committee shall be responsible for coordinating the recruiting and assessment process to permit the Board to select and approve a successor to the CEO. With the approval of the Board, the Committee may retain an outside recruiting firm to assist in the recruiting and assessment of candidates

G. Reports

- * In addition to approving the Nominating and Governance report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Committee will summarize its examinations and recommendations to the Board from time to time as may be appropriate, consistent with the Committee's Charter.
- * The Committee shall make regular reports to the Board.
- * The Committee shall review current developments in the corporate governance area and periodically update the Board or make recommendations as the Committee deems appropriate.
- * The Committee shall review director education guidelines.

H. Minutes

- * The Committee will maintain written minutes or other records of its meetings and activities. Minutes of each meeting will be distributed to each member of the Committee, and the corporate secretary will retain the original signed minutes for filing with the corporate records of the Company.

I. Compensation

- * The Members of the Committee may not receive any compensation from the Company, including any fees paid directly or indirectly for services as a consultant or legal or financial officer, except the fees that they receive for service as a member of the Board or any committee thereof.

V. General

- * The Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.
- * The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.

- * In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- * The Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: October 5, 2016, subject to the effectiveness of the Company's Registration Statement on Form S-1.