

## **Pentair Inc.**

### **International Committee Charter**

#### **I. Purpose Committee**

The purpose of the International Committee is to assist the Board of Directors with the oversight of the international business strategies and initiatives of Pentair. Toward that end this committee will have primary responsibility to:

- a. Assist in the development of processes, policies and procedures that will provide the basis for proper Board oversight.
- b. Monitor the international operations and various activities of Pentair as well as progress toward achievement of agreed upon goals and objectives.
- c. Review the company's international initiatives to assure that they conform with and support Pentair's strategic business plans.
- d. Assist management in formulating growth, development and organizational strategies for all international business units.
- e. Provide expertise in areas where committee members have specific experiences.
- f. Report to Pentair's full Board of Directors on the status of relevant and important programs and initiatives.

The committee shall meet at least once per year with the Company's senior management team responsible for international operations. The Committee intends that one or more meetings per year will be held in a non-U.S.-based location and would normally encompass business reviews, site and facility tours and marketplace visits designed to develop a broad, comprehensive analysis of business strengths, weaknesses, risks and opportunities.

The committee chair will provide a report of relevant international committee initiatives and activities at Pentair Board meetings following a Committee meeting.

#### **II. Composition of the Committee**

The committee shall consist of at least three and not more than five independent Directors, in addition to the CEO. The Board of Directors has the authority to increase or decrease the number of the committee members from time to time. The members of the International Committee will be appointed by the Board of Directors on the recommendation of the Governance Committee. Any member of the International Committee may be removed by a majority vote of the Board of Directors.

#### **III. Powers and Duties**

The committee will have the following topics, among other matters, within its scope of review:

- a. Strategic focus of international business units.

- b. Growth opportunities.
- c. Acquisitions and joint ventures.
- d. Business structures, facility rationalization, organizational structures.
- e. Compliance with local laws and regulations and with extra territorial laws and regulations of the U.S.

In performing its responsibilities, the Committee will coordinate its activity with that of other Board committees having subject matter responsibility generally, such as Audit and Finance, Compensation and Governance as well as with input from Pentair's Board of Directors and executive leadership. In carrying out its responsibilities, the committee believes its policies, procedures and focus should remain flexible in order that it can best react to changing conditions and environment.