



impact capital

December 16, 2019

Claudia S. Toussaint
SVP, General Counsel & Corporate Secretary
Xylem Inc.
1 International Drive
Rye Brook, NY 10573

Dear Ms. Toussaint,

This letter will act as Nia Impact Capital's formal withdrawal of its shareholder resolution submission to Xylem, Inc.

This resolution requested that the Board of Directors of Xylem, Inc. adopt a policy for improving board diversity by requiring that the initial list of candidates from which new director nominees are chosen should include, but need not be limited to, qualified women and minority candidates.

On December 12, 2019, we were informed that the Xylem board had approved a proposed amendment to its corporate governance principles that states, "The Board is committed to actively seeking highly qualified women and individuals from minority groups to include in the pool of candidates from which Board nominees are selected as part of each Board search." We understand the updated governance principles will be posted on the Investor Relations section of Xylem's website under "Corporate Governance."

We are pleased that the company has committed to seek out diverse board candidates. We believe that this practice will strengthen the effectiveness of the Board, and consequentially, Xylem as a whole.

We look forward to additional thoughtful and collaborative conversations in the future.

Sincerely,

Kristin Hull
Founder, CEO

2323 Broadway, Oakland, CA 94612

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