

MIDDLESEX WATER COMPANY

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

CHARTER

PURPOSE

There shall be a Committee of the Board of Directors (“Board”) titled the Corporate Governance and Nominating Committee (the “Committee”). The Committee shall provide assistance to the Board in fulfilling its responsibility for matters relating to the organization of the Board. The Committee’s responsibilities include overseeing the Company’s governance framework.

- Identify and recommend to the Board of Directors candidates qualified to serve as Directors;
- Review and advise the Board of Directors on all matters pertaining to Board governance structure including but not limited to qualified Director candidates for the various Board Committees;
- Evaluate and advise the Board of Directors on the effectiveness of the Board governance structure including but not limited to the effectiveness of the Board Committees; and
- Ensure the adherence of the Board of Directors inclusive of individual Directors to applicable NASDAQ Corporate Governance Standards, the Middlesex Water Company By-Laws and the Middlesex Water Company Code of Conduct

In so doing, the Committee shall maintain free and open means of communication between the Board members and senior officers of the Company.

COMPOSITION AND APPOINTMENT

The members of the Committee shall be elected by the Board and be composed of no less than three non-employee directors of the Company, all of whom are independent directors of the Company, as defined by NASDAQ listing standards. One member of the Committee shall serve as Chair of the Committee. The members of the Committee shall serve one-year terms and shall be appointed annually on such date as the Board shall determine. The Board may remove any member of the Committee at any time with or without cause. Upon the removal, death or resignation of a member of the Committee, a replacement member may be appointed by the Board.

PROCEDURES AND ADMINISTRATION

- The Committee shall meet regularly at times deemed appropriate by the Chair to perform the duties described above in a timely manner, but not less than three times per year.
- Special meetings of the Committee may be called by the Chair or any member of the Committee, the Chair of the Board, the Lead Director or the Chief Executive Officer.
- Notice for any meeting shall be provided to members of the Committee at least twenty-four hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).
- The Committee may request that members of management or outside consultants be present to assist the Committee in the performance of its duties.
- Minutes of each meeting will be kept and distributed to the full Board.
- Action may be taken by the Committee upon the affirmative vote of a majority of the members of the Committee present at a meeting (in person, by telephone, or remotely by video or dial-in). Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing.
- The Committee shall report at the next meeting of the Board all significant items disclosed at any regular or special Committee meeting or actions otherwise undertaken by the Committee.

RESPONSIBILITIES

In carrying out its responsibilities, the Corporate Governance and Nominating Committee shall on an annual basis:

- Review the performance of the Board, including whether each Board member demonstrates ongoing commitment to their responsibilities through appropriate attendance at meetings, adequate preparation, participation and contribution of personal expertise and experience to the various subjects under consideration by the Board.

- Review the composition of the Board, including whether it contains a reasonable balance and diversity of professional interests, business experience, financial expertise, independence and other desired qualities, including the willingness and ability to make the time commitment necessary.
- Evaluate each Board Member's independence by through its supervision of the Vice President, General Counsel & Secretary's review and analysis of the completed Director and Officer Questionnaires and such other materials as may be necessary.
- Review all standing and any ad-hoc committees and recommend to the full Board, as appropriate, changes in number, function or composition of committees.
- Receive updates from management regarding the Company's ESG activities.
- Review the Company's Corporate Sustainability Report.
- Review ESG metrics and disclosures utilized and issued by the Company and reports issued by shareholder services analyzing the Company's ESG activities
- Review and make recommendations any issue concerning ESG risk not otherwise covered by another Board Committee pursuant to that Committee's Charter.
- Review and assess its own performance against the requirements of this Charter and report to the Board on the results of such evaluation. Such evaluation shall be conducted in the manner deemed appropriate by the Committee.
- Review and assess the adequacy of this Charter and recommend to the Board any changes it considers advisable or necessary.

Additionally, in carrying out these responsibilities, the Corporate Governance and Nominating Committee shall, as needed:

- Determine the ideal skills and characteristics sought in new Board members, including depth of candidate experience, balance of professional interests on the Board, required expertise and other factors.
- Seek and identify qualified candidates for Board membership and recommend to the Board candidates for nomination and election to the Board.

- Establish procedures to review recommendations for Board membership received from stockholders and other sources. Such procedures shall include requirements that (1) recommendations for Board membership be made in writing; (2) submissions include a resume or curriculum vitae of the individual being recommended; (3) recommendations from stockholders be accompanied by the written consent of any such person to serve if nominated; and (4) the Committee make inquiry of all references and any other areas deemed appropriate by the Committee in fulfilling its obligations to the Board.
- Establish procedures for new Director onboarding and orientation and continuing education and development for all sitting Directors.
- Review and make recommendations to the Board concerning the re-nomination of Board members whose terms of office are expiring.
- Review and make recommendations to the Board regarding the Middlesex Water Company By-Laws including but not limited to any proposed amendments to said By-Laws.
- Review and make recommendations to the Board on matters concerning the Directors' compensation.
- Collaborate with the Compensation Committee on selection and use of consistent peer groups, consultants and overall compensation philosophy with respect to the Corporate Governance & Nominating Committee's oversight of matters concerning Directors' compensation and the Compensation Committee's oversight of Company executive officers' compensation.
- Review and make recommendations to the Board with respect to Director succession planning.
- Review and make recommendations to the Board on any recommendations from shareholders concerning nominations to the Board of Directors.
- Review and make recommendations to the Board on matters relating to the governance of the Company and confer with the General Counsel and senior management on matters of corporate governance as deemed appropriate by the Committee.

- Review and make recommendations to the Board on matters related to the compliance of directors, officers and employees with the Company's policy on political contributions and Company agreements with lobbyists, political consultants and similar parties as set forth in Section VII of the Middlesex Water Company Code of Conduct.
- Review and make recommendations to the Board regarding the Company's directors and officers liability insurance coverage.
- Perform any other duties or responsibilities required by applicable law, regulation, and listing standard, or expressly delegated to the Committee by the Board from time to time.
- Report at the next meeting of the Board all significant items discussed at any regular or special Committee meeting or actions otherwise taken by the Committee.
- Exercise any fiduciary, administrative or other functions as assigned to it by the Board, the Chair of the Board or the Chief Executive Officer.

THIRD PARTY ASSISTANCE

If required, the Committee is authorized to retain third parties to provide assistance in identifying and evaluating prospective candidates for nomination and election to the Board and in exercising its other responsibilities hereunder.

This Charter shall be approved annually by the Board.

Most Recently Reviewed and Approved: February 28, 2025