

WATERS CORPORATION AGM Date: 2013-05-09

1.01 Elect Joshua Bekenstein

Withhold

Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board. There are also concerns over his potential aggregate external time commitments.

1.02 Elect Michael J. Berendt

Withhold

Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.03 Elect Douglas A. Berthiaume

Withhold

Chairman, President and CEO. Combined role at the top of the Company. It is considered best practice for the roles of Chairman and CEO to be separated with a Chairman responsible for the functioning of the Board and a CEO responsible for the running of the Company. Note: Mr. Berthiaume controls 3.88% of the voting equity.

1.04 Elect Edward Conard

Withhold

Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.05 Elect Laurie H. Glimcher

Withhold

Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.06 Elect Christopher A. Kuebler

For

1.07 Elect William J. Miller

Withhold

Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.08 Elect JoAnn A. Reed

For

1.09 Elect Thomas P. Salice

Withhold

Lead Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

2 Ratify the appointment of the auditors

For

3 Approve Pay Structure

Oppose

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. Our voting reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. Our concern is related to the balance between reward and performance for long-term compensation.

The Company has achieved a market best practice approach for disclosure and shows a best practice approach for contracts with executives.

4 To consider and act upon any other matters which may properly come before the meeting or any adjournment thereof

Oppose

We oppose to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.