

**CALIFORNIA WATER SERVICE GROUP**  
**CODE OF BUSINESS CONDUCT AND ETHICS**  
**FOR**  
**MEMBERS OF THE BOARD OF DIRECTORS**

California Water Service Group (the “Group”) is committed to conducting its business in accordance with the highest ethical standards of corporate leadership and citizenship. As part of its commitment to the highest ethical standards, the Board of Directors (the “Board”) of the Group has adopted the following Code of Business Conduct and Ethics (the “Code”) for directors of the Group. This Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each director must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Nominating/Corporate Governance Committee, who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as officers of the Group should read this Code in conjunction with the Group’s Business Code of Conduct for officers and employees.

**1. Director Responsibilities.**

The Board represents the interests of stockholders, as owners of a corporation, in optimizing long-term value by overseeing management performance on the stockholders’ behalf. The Board’s responsibilities in performing this oversight function include a duty of care and a duty of loyalty.

A director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Group, making decisions and taking other actions. In meeting the duty of care, directors are expected to:

- *Attend and participate in Board and committee meetings.* Personal participation is required. Directors may not vote or participate by proxy.
- *Remain properly informed about the corporation’s business and affairs.* Directors should review and devote appropriate time to studying Board materials.
- *Rely on others.* Absent knowledge that makes reliance unwarranted, directors may rely on Board committees, management, employees, and professional advisors.

- *Make inquiries.* Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is addressing them appropriately.

A director's duty of loyalty refers to the responsibility to act in good faith and in the best interests of the corporation and its stockholders, not the interests of the director, a family member or an organization with which the director is affiliated. Directors should not use their positions for personal gain. The duty of loyalty may be relevant in cases of conflict of interest (section 2 below), and corporate opportunities (section 3 below).

## **2. Conflict of Interest.**

Directors should avoid situations that may give rise to an actual or potential conflict of interest between the director and the Group. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Group, should be disclosed promptly to the Chair of the Nominating/Corporate Governance Committee.

A "conflict of interest" can occur when a director's personal or business interests are adverse to – or may appear to be adverse to – the interests of the Group as a whole. A director's personal or business interests include the interests of an immediate family member or an organization with which a director or an immediate family member has a significant relationship. Conflicts of interest also arise when a director, or a director's immediate family member, receives improper personal benefits as a result of his or her position as a director of the Group. A director's "immediate family members" include any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and any person (other than a tenant or employee) sharing the director's household.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which directors must refrain, however, are set out below.

- *Relationship of Group with third-parties.* Directors may not engage in any conduct or activities that are inconsistent with the Group's best interests or that disrupt or impair the Group's relationship with any person or entity with which the Group has or proposes to enter into a business or contractual relationship.
- *Gifts.* Directors and their immediate family members may not accept gifts from persons or entities who deal with the Group in those cases where any such gift is being made in order to influence a director's actions as a member of the Board, or where acceptance of a gift could create the appearance of a conflict of interest.
- *Personal use of Group assets.* Directors may not use Group assets, labor or information for personal use unless approved by the Chair of the Nominating/Corporate Governance Committee or as part of a compensation or expense reimbursement program available to all directors.
- *Personal relationships.* The Group has a zero tolerance policy for personal relationships involving any director and any officer or employee of the Group or its

affiliates. For purposes of this Code, a “personal relationship” is a close personal and/or romantic/sexual relationship. In addition to creating conflicts of interest, such relationships can go awry and result in workplace friction, deterioration of employee morale, actual or perceived acts of favoritism, and even the potential for claims of sexual harassment.

### **3. Corporate Opportunities.**

Directors are prohibited from: (a) taking for themselves personally opportunities related to the Group’s business; (b) using the Group’s property, information, or position for personal gain; or (c) competing with the Group for business opportunities; *provided, however*, if the Group’s disinterested directors determine that the Group will not pursue an opportunity that relates to the Group’s business, a director may do so.

### **4. Confidentiality.**

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized by the Board or legally mandated. Accordingly, directors may not: (a) use confidential information for their own personal benefit or to benefit persons or entities outside the Group; or (b) disclose confidential information outside the Group, either during or after their service as directors, except, in each case, with express or implied permission of the Board or as may be otherwise required by law.

For purposes of this Code, “confidential information” includes all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Group, whether the information relates to the Group or a third party. Confidential information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Group or its customers if disclosed, such as:

- non-public information about: (a) the Group’s financial condition, prospects or plans; (b) mergers and acquisitions, divestitures or stock splits; or (c) legal or regulatory developments impacting the Group;
- non-public information about possible transactions with other companies that the Group is under an obligation to keep confidential;
- non-public information about the Group’s customers or suppliers, or joint venture partners that the Group is under an obligation to keep confidential; and
- non-public information about Board and committee discussions and deliberations, both inside and outside the boardroom, including those relating to business issues and decisions that take place between and among directors, officers, employees, consultants and advisors.

### **5. Compliance with Laws, Rules and Regulations.**

Directors shall comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Group, including insider trading laws.

Federal and state laws prohibit insider trading – that is, buying, selling or making other transfers of an entity’s securities at a time when a person has “material non-public information” about the entity. Information is “material” if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, sell or hold the securities. “Nonpublic information” is information that is not generally known or available to the public. Insider trading is a crime punishable by civil penalties, criminal fines and prison. Companies may also face civil penalties for insider trading violations by their directors, officers, employees and other agents. If, during the course of their service on the Board, directors come into possession of material non-public information about the Group or another entity, directors may not buy or sell the securities of the Group or that entity. In addition, directors may not convey material non-public information about the Group or the entity to others. Directors also may not suggest that anyone purchase or sell an entity’s securities while they are aware of material non-public information about that entity. These practices, known as “tipping,” also violate the securities laws and can result in the same civil and criminal penalties that apply if an individual engages in insider trading directly, even if the individual does not receive any money or derive any benefit from trades made by persons to whom the individual passed material non-public information.

See the Group’s Insider Trading Policy for more information.

## **6. Fair Dealing.**

Directors shall oversee and promote fair dealing by officers and employees with the Group’s customers, suppliers, competitors, and employees. Directors shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **7. Social Media**

The Group recognizes that social media has become an integral part of modern life. Directors should be thoughtful and cautious about what is shared online as social media posts are not private or temporary and could impact the Group’s reputation. It is never appropriate to post profane or discriminatory remarks, threats of violence, or unlawful content. To enable the Group to speak with a single voice, as a general matter, senior management serves as the primary spokesperson for the Group and is responsible for communicating with various constituencies on behalf of the Group. Accordingly, except where previously authorized in writing, directors are prohibited from discussing the Group or providing any information concerning the Group in any form of social media. If a member of the media requests a statement, position, or opinion on any topic through social media or any other means of communication, please refer those inquiries to Corporate Communications.

## **8. Encouraging the Reporting of Any Illegal or Unethical Behavior.**

Directors should promote ethical behavior and take steps to see that the Group:

- (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
- (b) encourages employees to report violations of laws, rules, regulations or the Group’s Business Code of Conduct for officers and employees to appropriate personnel; and

(c) informs employees that the Group will not allow retaliation for reports made in good faith.

**9. Compliance Procedures; Waivers.**

Directors should communicate any suspected violations of this Code promptly to the Chair of the Nominating/Corporate Governance Committee. Violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violations of the Code.

Any waivers of this Code may only be granted by the Board or the Nominating/Corporate Governance Committee after disclosure of all material facts by the director seeking the waiver. Waivers will only be granted in exigent circumstances and will be disclosed promptly to stockholders.

*Approved: May 31, 2023*