

California Water Service Group
Nominating and Corporate Governance Committee Charter

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to engage in succession planning for, and identify individuals qualified to become members of, the Board of Directors (the “Board”) of California Water Service Group (the “Company”) (consistent with criteria approved by the Board); to recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; to develop and recommend to the Board a set of corporate governance guidelines; to perform a leadership role in shaping the corporate governance of the Company; and to provide oversight, advice, and assistance to the Board and to the Company’s management in developing, implementing, and monitoring strategies, policies, and practices relating to environmental and social responsibility, and sustainability (collectively, “ESG Matters”) issues and impacts.

II. Committee Membership

The Committee will consist of at least three independent directors appointed by the Board. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence,” as determined by the Board. The Board will designate one member of the Committee to serve as Chair.

III. Meetings

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Committee or its Chair determines. The majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the full Board with respect to its activities.

IV. Subcommittees

The Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Committee, as it determines appropriate.

V. Outside Advisors

The Committee will have the authority to retain, at the expense of the Company, such outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, including authority to retain and terminate any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

VI. Responsibilities of the Committee

Among its specific duties and responsibilities, the Committee will:

A. With Respect to Corporate Governance and Board Candidates and Nominees

1. Engage in succession planning for the Board and key leadership roles on the Board and its committees.
2. Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
3. Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
4. Identify, review the qualifications of, and recruit candidates for election to the Board.
5. As part of the search process for each new director, actively seek out diverse candidates to include in the pool from which Board candidates are chosen.
6. Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
7. Establish procedures for the consideration of Board candidates recommended or nominated by the Company's stockholders and evaluate candidates submitted in accordance with these procedures.
8. Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.
9. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
10. Recommend to the Board candidates for appointment to Board committees.
11. Review and recommend to the Board retirement and other tenure policies for directors.
12. Review directorships in other public companies held by or offered to directors and senior officers of the Company.
13. Develop and recommend to the Board a set of corporate governance guidelines and review and recommend changes to these guidelines annually.
14. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate.
15. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
16. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

17. Oversee the Company's Code of Business Conduct and Ethics for Members of the Board of Directors and compliance with the code.
18. Review the compensation of directors for service on the Board and its committees and recommend changes to the Board as appropriate.
19. Monitor compliance by directors with the Company's stock ownership requirements.
20. Oversee risks related to matters of corporate governance, including director independence and Board performance.
21. Review and approve related person transactions, as defined in applicable Securities and Exchange Commission rules.
22. Oversee the [orientation process for new directors and] ongoing education for directors.

B. With Respect to Environmental, Social Responsibility, and Sustainability

23. Provide oversight and review the Company strategy, policies, practices, risks, and disclosures with respect to ESG Matters, other than specific matters reviewed by other committees, and make recommendations to management as appropriate.
24. Receive and discuss with management, and other committees of the Board, as appropriate, periodic update reports on the progress with respect to ESG related matters.
25. Review the Company's Corporate Responsibilities Report.
26. Consider current and emerging ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders.
27. Oversee [significant] internal and external communications with employees, investors, and other stakeholders regarding the Company's position on or approach to ESG Matters, including reviewing draft responses, reports, or other disclosures to stakeholders as appropriate.
28. Review and make recommendations to the Board regarding stockholder proposals and other significant stakeholder concerns relating to ESG Matters.
29. Oversee the Company's political contribution and lobbying activity process, including compliance with applicable Federal and state laws. Hear an annual update from the VP, Customer Service and Chief Citizenship Officer.

C. With Respect to Board Evaluation

28. Oversee the evaluation of the Board and its committees.

VII. Annual Performance Evaluation and Other Matters

The Committee will annually evaluate its performance and the adequacy of its charter and recommend changes to the Board as appropriate.

Board approved: February 22, 2023