

H2O AMERICA

**CHARTER FOR THE
NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted by the Board, Effective December 12, 2024

I. PURPOSE

The purpose of the Nominating & Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of H2O America (the “Corporation”) in:

- (i) overseeing the corporate governance policies and practices of the Corporation;
- (ii) overseeing the evaluation of the performance of the Board and its committees;
- (iii) determining the requirements and qualifications for members of the Board;
- (iv) identifying and recommending to the Board nominees for the position of director of the Corporation; and
- (v) overseeing the Corporation’s succession planning activities for directors, executive officers and other key leadership positions.

The Committee will also perform such other duties as the Board may from time to time prescribe.

II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board each of whom qualifies as an independent director within the meaning of the rules of the Nasdaq Stock Market, Inc. (or other principal market on which the securities of the Corporation are traded), any applicable rules or regulations of the Securities and Exchange Commission (the “SEC”) and any other independence standards adopted by the Board (collectively, the “Independence Standards”).

The members of the Committee shall be appointed by the Board at its annual organizational meeting, and they shall continue in office until their successors are duly elected and qualified or their earlier death, resignation, disqualification, retirement or removal. Each appointed Committee member may be removed by the Board, with or without cause, at any time. Unless a chair of the Committee (a “Committee Chair”) is appointed by the Board, the members of the Committee may designate a Committee Chair by majority vote.

III. RESPONSIBILITIES AND DUTIES

The Committee shall have the following responsibilities and duties:

1. Periodically review and recommend modifications to the corporate governance policies of the Corporation (including the Corporation's Articles of Incorporation, Bylaws, Corporate Governance Policies and committee charters) as appropriate. In carrying out such function the Committee will review appropriate stock exchange listing standards as well as any statutory and regulatory requirements.
2. Periodically review and make recommendations to the Board with respect to the Board's committee structure and operations, committee member qualifications and for the appointment and removal of committee members and chairs.
3. Review the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board.
4. Periodically review and make recommendations to the Board with respect to the policies and procedures for nominations of director, including the criteria for the selection of directors and the procedures for identifying and evaluating candidates for director.
5. Oversee compliance with all applicable rules, regulations and procedures established by the SEC relating to the nomination of director nominees by stockholders.
6. Oversee the annual evaluation of the performance of the Board and its committees.
7. Identify and evaluate candidates qualified to become members of the Board, consistent with criteria approved by the Board (including individuals recommended by stockholders, members of management and/or other directors, each of whom shall be evaluated in the same manner as other candidates identified by the Committee), and recommend to the Board the director nominees to be voted upon at the next annual meeting of stockholders and individuals to be appointed to fill vacancies on the Board in between stockholder meetings.
8. Annually evaluate and recommend to the Board whether each director qualifies as "independent" under the Independence Standards.
9. Make recommendations to the Board when a director's principal occupation or business association changes or when a director tenders his or her resignation in accordance with the Corporation's mandatory resignation policy as specified in the Corporation's Bylaws.
10. Periodically review and make recommendations with respect to the Board's refreshment policies, including its retirement age.
11. Oversee director succession planning, including by periodically reviewing succession plans for key leadership positions on the Board (such as the Chair of the Board, the Lead Independent Director and the chair of each committee).

12. Periodically review and make recommendations to the Board with respect to succession and development plans and policies for the executive officers and other key leadership roles in the Corporation, in consultation with the CEO, other directors and other appropriate management personnel.
13. Periodically review and oversee the implementation of the Corporation's continuing education programs for directors, including orientation and training for new directors.
14. Oversee the evaluation of management.
15. Work with the other appropriate Board committees to ensure that responsibilities relating to environmental, social and governance matters delegated to the respective committees are coordinated with each other and discussed periodically.
16. Conduct an annual evaluation of the performance of the Committee.
17. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee deems necessary or appropriate.
18. Perform any other activities required of the Committee by applicable law, rule or regulation, and such other duties consistent with this Charter, the Corporation's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
19. Report to the Board on the material items covered at each Committee meeting.

IV. MEETINGS AND PROCEDURES

The Committee shall meet from time to time as appropriate to perform the functions described above, and may also hold special meetings or act by unanimous written consent as the Committee may determine to be appropriate. The Committee Chair or a majority of the Committee members may call meetings of the Committee to be held in person, telephonically, or provided that all Committee members may simultaneously hear each other, by remote communications.

A majority of the members of the Committee shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless the vote of a greater number of Committee members is required by applicable law, rule or regulation. The Committee Chair shall determine the frequency, agenda and length of each Committee meeting. The Committee may fix its own rules of procedure, provided that such procedures are consistent with the Corporation's Bylaws, this Charter and any resolutions adopted by the Board. Minutes shall be kept of each meeting of the Committee.

The Committee may request that any directors, officers, or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide

such information as the Committee requests.

V. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority, at the Corporation's expense, to select, retain, obtain the advice of, terminate and approve the fees and other retention terms of any search firm appropriate to identify director candidates, legal counsel and other experts, consultants or advisors as it deems necessary or appropriate to assist the Committee in carrying out its responsibilities and duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisors retained by the Committee.

The Corporation shall provide appropriate funding, as determined by the Committee, for the payment of (a) compensation to any search firm or other advisors retained by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee comprised of one or more members of the Committee.