

**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, either in person or telephonically, and at such times and places as the Committee 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. 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 search firm’s fees and other retention terms.

V. 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. Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.
3. Identify, review the qualifications of, and recruit candidates for election to the Board.

4. Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
5. 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.
6. Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.
7. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
8. Recommend to the Board candidates for appointment to Board committees.
9. Review and recommend to the Board retirement and other tenure policies for directors.
10. Review directorships in other public companies held by or offered to directors and senior officers of the Company.
11. Develop and recommend to the Board a set of corporate governance guidelines and review and recommend changes to these guidelines annually.
12. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
13. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
14. Oversee the Company's Code of Business Conduct and Ethics for Members of the Board of Directors and compliance with the code.
15. Review the compensation of directors for service on the Board and its committees and recommend changes to the Board as appropriate.
16. Monitor compliance by directors with the Company's stock ownership requirements.
17. Oversee risks related to matters of corporate governance, including director independence and Board performance.
18. Review and approve related person transactions, as defined in applicable Securities and Exchange Commission rules.

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

19. Provide oversight and review the Company strategy, policies, practices, risks, and disclosures with respect to ESG Matters, and to make recommendations to management as appropriate.

20. Receive and discuss with management periodic update reports on the progress with ESG related matters.
21. Review the Company's Corporate Responsibilities Report.
22. Consider, and bring to the attention of Company management, 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.
23. Assist the Company in overseeing internal and external communications with employees, investors, and other stakeholders regarding the Company's position on or approach to ESG Matters, including overseeing coordination of and reviewing draft responses, reports, or other disclosures to stakeholders as appropriate.
24. Review and make recommendations to the Board regarding stockholder proposals and other significant stakeholder concerns relating to ESG Matters.

C. With Respect to Board Evaluation

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

VI. 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 affirmed 1/29/20