



## **Sempra Energy Environmental, Health, Safety and Technology Committee Charter**

*As adopted by the Board of Directors of Sempra Energy on September 5, 2000 and amended through February 22, 2018.*

### **I. Purpose**

The purpose of the Environmental, Health, Safety and Technology Committee (the “*Committee*”) is:

- A. to assist Sempra Energy’s (the “*Company*”) Board of Directors in overseeing the Company’s programs and performance related to environmental, health, safety, cybersecurity, and technology matters.
- B. to assist the Company’s Board of Directors on matters brought by management to the Committee relating to:
  - 1. environmental, health and safety laws, regulations and developments at the global, national, regional and local level and evaluation of ways to address these matters as part of the Company’s business strategy and operations;
  - 2. cybersecurity programs and issues; and review and evaluation of technology developments that advance the Company’s overall business strategy.

The Committee will review with management and, where appropriate, make recommendations to management and the Company’s Board of Directors regarding the Company’s policies and practices with respect to environmental, health, safety and cybersecurity matters.

The Company’s operational performance can affect the environment as well as the health and safety of employees and other stakeholders in the communities we serve and beyond. Consequently, this Committee’s focus on environmental, health, safety, cybersecurity and technology issues is consistent with the board’s oversight role of corporate responsibility and stewardship.

### **II. Structure**

#### **A. Membership**

The Committee shall be composed of at least three board members. The Committee’s members, including its chair, are appointed by the board upon the recommendation of the board’s Corporate Governance Committee.

All Committee members serve at the pleasure of the board and any member or alternate member may be removed, with or without cause, by the board. The Committee will establish its meeting schedule.

**B. Scope and Authority**

The Committee may exercise any authority and responsibilities delegated to the Committee in this charter or any other responsibilities delegated to it by the board from time to time.

The responsibilities delegated to the Committee may be exercised in any manner the Committee deems appropriate (including delegation to subcommittees) and without any requirement for board approval, except as otherwise specified in this charter or the board's delegation. Any decision by the Committee, including any decision to exercise or refrain from exercising any of its delegated authority, is at the Committee's sole discretion. While acting within the scope of the authority and responsibilities delegated to it, the Committee may exercise all the powers and authority of the board and, to the fullest extent permitted by law, has the authority to determine which matters are within the scope of its delegated authority.

The Committee has directed the Compliance and Enterprise Risk Committee chaired by the Company's Chief Compliance Officer(s) to implement compliance programs throughout the Company and to coordinate, review and report on compliance programs at each business unit.

**C. Procedures**

The Committee will determine its own rules of procedure with respect to the scheduling, location and frequency of its meetings. In the absence of such rules, the Committee chair will call meetings as necessary to accomplish the Committee's purpose and responsibilities. It is expected that the Committee will meet at least three times each year.

A majority of Committee members will constitute a quorum for the transaction of business. Notice of Committee meetings will be given as provided in the Company's bylaws.

Directors who are not Committee members may attend and observe Committee meetings, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any non-member it deems appropriate to exclude.

The Committee chair will report on the Committee's activities to the board at appropriate times and as otherwise requested by the chairman of the board.

**D. Committee Secretary**

The Company's corporate secretary will act as the Committee's secretary absent the designation of another individual by the Committee as its secretary of the meeting. The secretary will attend all meetings; keep minutes of the Committee's proceedings; advise members of all meetings; arrange with the Committee chair or other convening authority for preparation and distribution of Committee agenda and supporting material for each meeting; at the direction of the Committee chair, make logistical and other arrangements for each meeting; and carry out other functions as may be assigned from time to time by the Committee.

**III. Responsibilities**

The Committee shall meet its purpose by carrying out the following activities in connection with matters brought by management to the Committee:

**A. Compliance Oversight for Environment, Health, Safety and Cybersecurity**

1. Review with management the significant risks or exposures faced by the Company in the health, safety, environmental and cybersecurity areas and the steps taken by management to address them.
2. Review the status of the Company's environmental, health, safety and cybersecurity risks, controls, processes, programs and performance, including processes used by the business units' subsidiary boards and the Compliance and Enterprise Risk Committee to monitor compliance with internal policies and goals as well as applicable external laws and regulations.
3. Review current and emerging environmental, health, safety and cybersecurity matters, including issues raised through internal audits, the Company's ethics help line or otherwise and discuss the management of such risks and any related corrective actions taken by the Company.
4. Review periodic presentations and updates from the Company's Chief Compliance Officer and/or Company's Compliance and Enterprise Risk Committee.
5. Report to the board on environmental, health, safety and cybersecurity matters affecting the Company.

6. Review with management the effective implementation of technology to improve environmental, health and safety performance.
7. Review management's implementation of effective risk management protocols with respect to cybersecurity issues, including breaches and attacks, privacy and infrastructure security.
8. Review with management any fatality, serious injury or illness involving an employee, customer, contractor or third-party in connection with Company operations, facilities or projects, and discuss management's response to such events.
9. Review with management any material noncompliance with health, safety and environmental laws and regulations, and related notice of violations and/or fines and discuss management's response to such events.
10. Review the Company's performance with respect to any incentive compensation metrics relating to environmental, health or safety matters and inform the Compensation Committee of such performance.
11. Review the Company's annual Corporate Responsibility Report.
12. Review relevant environmental disclosures that management brings to the Committee's attention that are made in the Company's periodic reports on Forms 10-Q and 10-K.
13. Review stockholder proposals related to environmental, health, safety and sustainability and recommend responses to the board on such proposals with input from management.

**B. Evaluation of Environment and Technology Matters**

Review, evaluate and make recommendations to the board regarding the following:

1. Environmental and regulatory matters and technology applications that advance the Company's long-term strategic goals.
2. The Company's major technology positions and strategies relative to emerging technologies, with an emphasis on near-term opportunities to cost-effectively reduce the impacts of the Company's (and indirectly its customers') activities on the environment.
3. Future trends in technology that may affect the Company's strategic plans.

4. Approaches to acquiring and maintaining technology positions, including, but not limited to, collaborative efforts, alliances and venture capital as well acquisition of technology assets and know-how.

#### **IV. Communications from Shareholders, Employees and Others**

Shareholders, employees and other interested persons who wish to communicate with the Committee may do so by writing to the Committee care of the Company's corporate secretary. Mail will be reviewed by the Company's corporate secretary and relayed to the Committee chair if the subject matter is within the Committee's duties, in a manner consistent with the screening policies adopted by the board.

#### **V. Committee Self-Evaluation and Charter Review**

The Committee will evaluate its own performance on an annual basis, including its compliance with this charter. It also will review this charter on an annual basis and recommend to the board changes to the charter or policies and procedures governing the Committee.

#### **VI. Charter Availability**

This charter will be posted on the Company's investor website, and the posting and the availability of printed copies to requesting shareholders will be published in the Company's Annual Report on Form 10-K.