

**SJW GROUP**

**CHARTER FOR THE  
AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Adopted by the Board, Effective December 12, 2024**

**I. PURPOSE**

The purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of SJW Group (the “Corporation”) in fulfilling its oversight responsibilities of:

- (i) the integrity of the financial reports and other financial information provided by the Corporation to any governmental body or the public;
- (ii) the Corporation’s compliance with legal and regulatory requirements,
- (iii) the Corporation’s systems of internal controls regarding finance, accounting, legal compliance, environmental, social and governance (“ESG”) matters and ethics that management and the Board have established;
- (iv) the qualifications and independence of the Corporation’s independent registered public accounting firm (the “Independent Auditor”);
- (v) the quality of the Corporation’s accounting and financial reporting processes generally, including the performance of the Corporation’s internal audit function and the Independent Auditors; and
- (vi) the Corporation’s risk assessment and management policies and practices.

In addition, the Committee shall oversee preparation of the report that the rules of the Securities and Exchange Commission (the “SEC”) require to be included in the Corporation’s annual proxy statement.

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

The Committee’s responsibility is one of oversight. The members of the Committee are not employees of the Corporation, and they do not perform, or represent that they perform, the functions of management, internal auditor or the Independent Auditor. The Committee relies on the expertise and knowledge of management, the internal auditor and the Independent Auditor in carrying out its oversight responsibilities. The management of the Corporation is responsible for establishing and maintaining internal control over financial reporting and for preparing the Corporation’s consolidated financial statements. The Independent Auditor is responsible for auditing the Corporation’s annual consolidated financial statements. Based on its audit, the Independent Auditor is also responsible for expressing an opinion on the Corporation’s annual financial statements. It is not the responsibility of the Committee to prepare or certify the

Corporation's financial statements or guarantee the audits of the Independent Auditor, nor is it the duty of the Committee to certify that the Independent Auditor is "independent" under applicable rules. These are the fundamental responsibilities of management and the Independent Auditor.

In carrying out its functions hereunder, the Committee shall also:

1. Serve as an independent and objective party to monitor the Corporation's financial department process and internal control system.
2. Review and appraise not just the acceptability but the quality of the Corporation's financial reports and the quality of the audit efforts of the Independent Auditors.
3. Provide an open avenue of communication among the Independent Auditor, financial and senior management and the Board.

## **II. COMPOSITION**

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall (a) qualify 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 SEC (including, without limitation, Rule 10A-3) and any other independence standards adopted by the Board; (b) not have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years; and (c) be able to read and understand fundamental financial statements, including a balance sheet, income statement and statement of cash flow. In addition, the Committee shall have at least one member who has past employment experience in finance or accounting, requisite professional certification or accounting or other comparable experience or background which results in the individual's financial sophistication. Committee members are encouraged to enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.

If a member of the Committee simultaneously sits on the audit committees of two other public companies, the member shall disclose to the Board the names of the other organizations, and the Board shall make an affirmative determination as to whether the member's simultaneous service does not impair the member's ability to serve effectively on the Committee.

The members of the Committee shall be appointed by the Board at its the annual organizational meeting based upon the recommendation of the Nominating and Governance Committee, 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:

## **Documents/Reports Review**

1. Review the Corporation's annual financial statements which are intended for submission to any governmental body or for dissemination to the public, including any certification, report, opinion, or review of such financial statements rendered by the Independent Auditor. The Committee shall make a recommendation to the Board with respect to the inclusion of the audited financial statements and notes thereto in the Corporation's annual report on Form 10-K.
2. Review with management any internal control issues or concerns and make recommendations with respect to such issues or concerns as it deems necessary.
3. Review earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies.
4. Review with management and the Independent Auditor prior to filing both the financial statements to be incorporated in the Corporation's quarterly and annual reports on Forms 10-Q and 10-K, respectively, and the Corporation's disclosures under the header "Management's Discussion and Analysis of Financial Condition and Results of Operations."

## **Independent Auditors; Internal Auditors**

5. On an annual basis, obtain a formal written statement from the Independent Auditor delineating all relationships between the accountants and the Corporation consistent with Independence Standards Board Standard No. 1, or successor standards established for auditor independence, and review and discuss with the accountants all significant relationships the accountants have with the Corporation which may affect the Independent Auditor's independence.
6. Oversee the performance of the Independent Auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation (each of whom shall report directly to the Committee) and have the sole authority to approve the selection or termination of the Independent Auditor (subject to any stockholder ratification) and such other firm(s) and the appropriate audit fees and other terms of engagement of the Independent Auditor and such other firms for the purpose of rendering and issuing its audit report or performing other audit, review or attest services.
7. Approve in advance any audit and legally permitted non-audit services provided by the Independent Auditor. Such pre-approval may be pursuant to appropriate policies and procedures established by the Committee, including through delegation of authority to one or more members of the Committee. Any service that is approved pursuant to a delegation of authority to one or more members of the Committee must be reported to the full Committee at its next scheduled meeting.

8. Comply with SEC regulations governing the Corporation's hiring of employees or former employees of the Independent Auditor.
9. Obtain and review at least annually a report by the Independent Auditor describing: (i) its internal quality-control procedures, (ii) any material issues raised by its most recent internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by such Independent Auditor, and (iii) any steps taken to deal with any such issues.
10. Review at least annually the qualifications and performance of the lead partner of the Independent Auditor engaged on the Corporation's account and ensure that both the lead audit partners assigned to the audit engagement with the Corporation (including each of the Corporation's subsidiaries that have securities registered with the SEC) and the audit partner(s) responsible for reviewing the Corporation's audit shall be changed at least every five years.
11. Periodically review the Corporation's internal audit staff functions.
12. Discuss with the Independent Auditor the critical audit matters ("CAM") affecting the Corporation or its financial statements, and related CAM disclosures.

#### **Financial Reporting Processes**

13. In consultation with the Independent Auditor, review the integrity of the Corporation's internal and external financial reporting and internal control processes.
14. Review the accounting principles, policies and practices followed by the Corporation in accounting for and reporting its financial results of operations and consider the Independent Auditor's judgments on the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting. The Committee shall consider and approve, if appropriate, any material changes to the Corporation's auditing and accounting principles and practices as recommended by the Independent Auditor and management.
15. Review the Corporation's quarterly unaudited and annual audited financial statements independently with each of management and the Independent Auditor for fullness and accuracy.
16. Review and discuss with the Independent Auditor the matters required to be communicated by the Independent Auditor to the Committee under applicable auditing standards adopted by the Public Corporation Accounting Oversight Board, including but not limited to: (i) the quality and acceptability of the accounting principles applied in the financial statements; (ii) new or changed accounting policies, significant estimates, judgments, uncertainties or unusual transactions; (iii) accounting policies relating to significant financial statement items; (iv) identification of and accounting for and disclosure of relationships and

transactions with related parties; and (v) such other matters as shall be reported to the Committee by the Independent Auditor pursuant to Section 204 of the Sarbanes-Oxley Act of 2002.

17. Prepare the audit committee report required by the rules of the SEC to be included in the Corporation's annual proxy statement.

#### **Process Improvement**

18. Oversee the regular and separate systems of reporting to the Committee by management, personnel responsible for the internal audit function and the Independent Auditor, including the need to have separate meetings, as determined by the Committee, regarding any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.
19. Following completion of the annual audit, (i) review the Corporation's internal and disclosure control processes; (ii) review any management or internal control letter submitted by the Independent Auditor; and (iii) meet separately with management and the Independent Auditor to discuss any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
20. Annually obtain and review a report from the Employee Disclosure Committee.
21. Review with the Independent Auditor and management any audit problems or difficulties or significant disagreement among the Corporation's management and the Independent Auditor in connection with the preparation of the financial statements, along with management's response thereto. The Committee shall also request a description from the Independent Auditor of any communication between the audit team and the firm's national office regarding auditing or accounting issues presented by the engagement.
22. Periodically review (as appropriate) with the Independent Auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

#### **Risk Management**

23. Discuss with management the Corporation's material risk exposures and management's policies with respect to risk assessment and risk management.
24. Provide oversight for matters related to the security of and risks related to information technology systems and procedures, including by receiving quarterly updates from management regarding the Corporation's cybersecurity risks, policies and strategy.

## **Ethical and Legal Compliance**

25. Periodically review and make recommendations to the Board with respect to the Corporation's controls and procedures for its SEC-required disclosures relating to ESG.
26. Work with the other appropriate Board committees to ensure that ESG-related responsibilities delegated to the respective committees are coordinated with each other and discussed periodically.
27. Review and recommend any appropriate changes to the Board with respect to the Corporation's Code of Conduct applicable to all directors, officers and employees of the Corporation and the separate ethics code applicable to the Corporation's financial executives (collectively, the "Codes of Conduct"), and review with management the system established to enforce such Codes of Conduct.
28. Monitor compliance with the Corporation's Codes of Conduct, including by reviewing and determining / recommending to the Board whether to approve or reject any requests for waivers on behalf of the Corporation's directors or executive officers.
29. Periodically assess the systems management has in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to governmental organizations, and the public, satisfy applicable legal and regulatory requirements.
30. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
31. Review legal and regulatory compliance matters including the Corporation's securities trading policies.
32. Review, with legal counsel, any legal matter that could have a significant impact on the Corporation's financial statements.
33. Review any related party transactions that would be required to be disclosed under Item 404 of Regulation S-K to determine (i) whether such transaction serves the best interest of the Corporation and its stockholders and (ii) whether the arrangement should be approved, rejected, continued or eliminated.

## **Other Activities**

34. Conduct, in consultation with the Nominating and Governance Committee, an annual evaluation of the performance of the Committee.

35. Review and reassess the adequacy of this Charter at least annually and recommend to the Board any changes the Committee deems necessary or appropriate.
36. 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.
37. 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 but at least four times annually, and may also hold special meetings or act by unanimous written consent as the Committee may determine to be appropriate. As part of its job to foster open communication, the Committee should meet at least annually with management, the Corporation's internal audit staff and the Independent Auditor in separate, executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least the Committee Chair should confer with the Independent Auditor, the Corporation's internal audit staff, and management on a quarterly basis to review the Corporation's financials consistent with the responsibilities described above.

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 the Independent Auditor, 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 the Independent Auditor and any 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.