Sempra

Audit Committee Charter

As adopted by the Board of Directors of Sempra and amended through November 12, 2026.

I

Purpose

The purpose of the Audit Committee (the *"**Committee**"*) is to assist the Board of Directors (the *"**Board**"*) in fulfilling the Board's oversight responsibilities regarding:

The corporation's internal controls over financial reporting.

The integrity of the corporation's financial statements.

The corporation's compliance with legal and regulatory requirements.

The independent auditor's qualifications and independence.

The performance of the corporation's internal audit function and independent auditor.

The Committee also prepares the Audit Committee report as required by the rules of the Securities and Exchange Commission to be included in the corporation's proxy statement.

The Committee's responsibilities are limited to oversight. Management of the corporation is responsible for the corporation's financial statements, including the estimates and judgments on which they are based, as well as the corporation's financial reporting process, accounting policies, internal audit function, internal accounting controls, disclosure controls and procedures, and risk management. The independent auditor is responsible for performing an audit of the corporation's annual financial statements, expressing an opinion as to the conformity of the annual financial statements with accounting principles generally accepted in the United States of America and reviewing the corporation's quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules and regulations.

Each member of the Committee is entitled to rely on the persons within the corporation and the professionals and experts (including the independent auditor and the corporation's internal auditor) from which the Committee receives information and upon the accuracy of the financial and other information they provide to the Committee.

The members of the Committee are not auditors and in fulfilling their responsibilities under this charter are not expected to follow the policies or procedures of independent or internal auditors. In particular, the term "review" as used in this charter is not intended to have the meaning set forth in Auditing Standard 4105 (which defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors) and should not be interpreted to suggest that the Committee members should follow the procedures required of auditors.

II

Structure

2.1 Membership

(a) The Committee consists of no fewer than three members of the Board who are independent of management of the corporation within the meaning of the rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission. The Committee's members, including its chair, are appointed by the Board upon the recommendation of the Board's Corporate Governance Committee. The Board, upon such recommendation, also may appoint one or more additional members of the Board as alternate members of the Committee to replace any absent member at any Committee meeting.

(b) Members of the Committee are not required to be financial, accounting or auditing professionals and, consequently, some members or alternate members may not be expert in financial matters or in matters involving accounting or auditing. However, each member and alternate member must be "independent" and "financially literate" and at least one member must be an "audit committee financial expert" within the meaning of the corporation's Corporate Governance Guidelines and the rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission.

(c) No member or alternate member of the Committee may simultaneously serve on the audit committee of more than two other public companies, unless the Board has affirmatively determined that such simultaneous service would not impair his or her ability to serve effectively on the Committee and such determination is disclosed in the corporation's annual proxy statement.

(d) All Committee members and alternate members serve at the pleasure of the Board and any member or alternate member may be removed, with or without cause, by the Board.

2.2 Power and Authority

(a) In addition to the powers and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities from time to time delegated to it by the Board. The Committee also may conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee.

(b) The powers and 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 powers, is at the Committee's sole discretion. While acting within the scope of the powers 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.

(c) The Committee has full access to any relevant records of the corporation. The Committee also has the authority to retain and compensate independent counsel, consultants and other experts and advisors (accounting, financial or otherwise) and also may use the services of the corporation's regular counsel or other advisors to the corporation. The corporation will provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any experts or advisors retained by the Committee and for payment of ordinary administrative expenses of the Committee.

2.3 Procedures

(a) The Committee will determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its chair as appropriate to accomplish the purposes of the Committee, but the Committee will meet on a regularly scheduled basis at least once each quarter and periodically meet separately with management, with the internal auditor, with the independent auditor and with the chief legal officer.

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

(c) Directors who are not members of the Committee may attend and observe meetings of the Committee but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of management, representatives of the independent auditor, the internal auditor, any other accounting or professional personnel employed or retained by the corporation 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 who it deems appropriate to exclude.

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

2.4 Committee Secretary

The secretary of the corporation will act as the Committee's secretary. 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 the 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

Duties and Responsibilities

3.1 Interaction with the Independent Auditor

(a) *Appointment and Oversight.* The Committee is directly responsible and has sole authority for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the corporation, and the independent auditor reports directly to the Committee.

(b) *Pre-Approval of Services*. Before the independent auditor is engaged by the corporation or its subsidiaries to render audit or non-audit services, the Committee will pre-approve the engagement. Committee pre-approval of audit and non-audit services is not required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee that are detailed as to the particular service, do not include delegation of the Committee's responsibilities under the Securities Exchange Act of 1934 to the corporation's management, and the Committee is informed of each service provided. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the Securities and Exchange Commission.

(c) *Independence of the Independent Auditor.* The Committee will, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the corporation. In conducting its review:

(i) The Committee will obtain and review a report prepared by the independent auditor describing:

A. The auditing firm's internal quality-control procedures.

B. Any material issues raised by the most recent internal quality control review, or peer review, of the auditing firm, 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 the auditing firm, and any steps taken to deal with any such issues.

(ii) The Committee will discuss with the independent auditor its independence from the corporation, and obtain and review written disclosures prepared by the independent auditor as required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and consider the impact that any relationships or services may have on the objectivity and independence of the independent auditor.

(iii) The Committee will confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the Securities and Exchange Commission.

(iv) The Committee will, if applicable, consider whether the independent auditor's provision of any permitted information technology services or other non-audit services to the corporation is compatible with maintaining the independence of the independent auditor.

(v) The Committee will also, at least annually, review the independent auditor's and the corporation's procedures for evaluating the independence of the independent auditor.

(d) *Other Matters*. The Committee will discuss with the independent auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission.

3.2 Annual Financial Statements and Annual Audit

(a) Meetings with Management, the Independent Auditor and the Internal Auditor. The Committee will:

(i) Meet with management, the independent auditor and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

(ii) Review and discuss with management and the independent auditor*:*

A. Significant issues regarding accounting principles and financial statement presentation, including any significant changes in the

corporation's selection or application of accounting principles, significant issues as to the adequacy of the corporation's internal controls, critical audit matters and any special audit steps adopted in light of material control deficiencies.

B. Analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the corporation's financial statements, including analyses of the effects of alternative generally accepted accounting principles on the corporation's financial statements.

C. The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the corporation's financial statements.

(iii) Review and discuss the annual audited financial statements with management and the independent auditor, including the corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

(b) *Separate Meetings with the Independent Auditor.* In separate meetings with the independent auditors, the Committee will:

(i) Review with the independent auditor any problems or difficulties the auditor may have encountered during the course of its audit work, including any restrictions on the scope of its activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent auditor are:

A. Any accounting adjustments that were noted or proposed by the independent auditor but were "passed" as immaterial or otherwise.

B. Any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement.

C. Any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the corporation.

D. Assurances that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.

(ii) Discuss with the independent auditor the report that the auditor is required to make to the Committee regarding:

A. All accounting policies and practices to be used that the independent auditor identifies as critical.

B. All alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditor.

C. Other material written communications between the independent auditor and management of the corporation, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's engagement and independence letters, schedule of unadjusted audit differences and any listing of adjustments and reclassifications not recorded.

(iii) Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16 "Communications with Audit Committees" as then in effect.

(iv) Discuss the responsibilities, budget and staffing of the corporation's internal audit function.

(c) *Recommendation to Include Financial Statements in Annual Report*. The Committee will, based on the review and discussions in paragraphs 3.2(a)(iii) and 3.2(b)(iii) above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to paragraph 3.1(c)(ii) above, determine whether to recommend to the Board that the audited financial statements be included in the corporation's annual report on Form 10-K for the fiscal year subject to the audit.

3.3 Quarterly Financial Statements

The Committee will review and discuss the quarterly financial statements with management and the independent auditor, including the corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

3.4 Internal Audit

(a) *Appointment.* The Committee will approve the appointment and replacement of the internal auditor.

(b) *Separate Meetings with the Internal Auditor.* The Committee will meet periodically with the corporation's internal auditor to discuss the responsibilities, budget and staffing of the corporation's internal audit function and any issues that the internal auditor believes warrant Committee attention. The Committee will discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

(c) *Committee approvals*. As part of oversight responsibilities, the Committee will annually review, provide feedback on, and approve the internal audit plan and its substantive changes, department budget, and substantive changes to the internal audit charter.

3.5 Other Duties and Responsibilities

(a) The Committee will discuss with management, and the independent auditor as appropriate, the type and presentation of information to be included in the corporation's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (a discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the corporation may provide earnings guidance.

(b) The Committee will discuss with management, the internal auditor and, as appropriate, the independent auditor, risks associated with the corporation's use of artificial intelligence, including impacts on financial reporting and regulatory compliance.

(c) The Committee will discuss with management and the independent auditor any related-party transactions brought to the Committee's attention which could reasonably be expected to have a material impact on the corporation's financial statements.

(d) The Committee will engage with management and the independent auditor as appropriate with respect to implementation of new accounting standards.

(e) The Committee will discuss with management and the independent auditor any correspondence that is brought to its attention from or with regulators or governmental agencies, or any published reports that raise material issues regarding the corporation's financial statements, financial reporting processes, accounting policies or internal audit functions.

(f) The Committee will establish procedures for the receipt, retention and treatment of complaints received by the corporation regarding accounting, internal accounting controls or auditing matters and also establish procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting, auditing or other matters directed at the corporation's Ethics Helpline.

(g) The Committee will discuss with the corporation's chief legal officer any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the corporation's financial statements, and periodically will meet separately with the chief compliance officer to discuss compliance matters.

(h) The Committee, together with the other Board committees, as applicable, will assist the Board in overseeing the corporation's risk assessment and risk management, significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures.

(i) The Committee will set clear hiring policies for employees or former employees of the corporation's independent auditor.

(j) The Committee will consider whether the corporation should adopt a rotation of the annual audit among independent auditing firms.

(k) The Committee will provide the corporation with the report of the Committee with respect to the audited financial statements for inclusion in the corporation's proxy statement.

(l) The Committee, through its chair, will report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the corporation's financial statements, the corporation's compliance with legal or regulatory requirements, including appropriate sustainability-related disclosures and metrics, the performance of the corporation's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

IV

Communications from Shareholders, Employees and Others

Shareholders, employees and other interested persons who wish to communicate with the Committee (including communicating complaints regarding the corporation's accounting, internal accounting controls or auditing matters) may do so by writing to the Committee care of the corporation's Corporate Secretary. Written communications will be reviewed by the Corporate Secretary and relayed to the chair of the Committee if the subject matter is within the duties of the Committee, in a manner consistent with the screening policies adopted by the Board. Employees may also submit concerns regarding, among other matters, questionable accounting or auditing matters by calling the corporation's Ethics Helpline at 800-793-7723 on a confidential and anonymous basis.

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 will also review this charter and provide the Board with any recommendations for changes in the charter or in policies or other procedures governing the Committee.

VI

Charter Availability

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