# Sempra

## Corporate Governance Guidelines

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

## I

## Role of the Board and Management

### 1.1 Board Oversight

(a) The corporation's business and affairs are managed and all of its corporate powers are exercised under the direction of the Board of Directors (the "***Board***"). The Board functions as a collective unit to establish broad policies and to monitor the performance of the corporation and the Chief Executive Officer, to whom, together with senior management, the Board has delegated day-to-day business operations.

(b) In performing their duties, directors adhere to duties of loyalty and care. They fulfill the duty of loyalty by acting in good faith and in a manner free from self-dealing and which they believe to be in the best interests of the corporation and its shareholders. They fulfill the duty of care by acting in an informed manner and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(c) Each director, acting in good faith, is entitled to rely on the advice, reports, opinions and statements prepared or presented by officers, employees, counsel, auditors, external advisors, experts or committees of the Board that are operating within their designated authority or expertise, when such director believes them to be competent, has made reasonable inquiry if circumstances dictate, and acts without knowledge suggesting reliance is unwarranted.

(d) The purpose of these guidelines is to further the corporation's commitment to effective practices in corporate governance. These guidelines set forth corporate governance policies and procedures and are solely for the guidance of the Board. They are not intended and shall not be interpreted to alter in any manner the duties and obligations of the directors.

## 1.2 Board Functions

(a) At regularly scheduled meetings, the Board reviews and discusses reports by management on the performance, prospects and plans of the corporation as well as immediate issues facing the corporation. In addition to its general oversight role, the Board also performs a number of specific functions, including:

(i) Selecting the Chief Executive Officer and overseeing his or her performance and that of other senior management in the operation of the corporation.

(ii) Reviewing and monitoring strategic, financial and operating plans and budgets and their development and implementation by management.

(iii) Assessing and monitoring risks to the corporation's business and evaluating and overseeing risk management strategies.

(iv) Reviewing and approving significant corporate actions.

(v) Fostering the corporation's values-driven culture and reviewing and monitoring processes designed to maintain the integrity of the corporation, including financial statements, compliance with law and ethics and relationships with shareholders, employees, customers, suppliers and other stakeholders.

(vi) Planning for management succession.

(vii) Nominating directors, evaluating the effectiveness of the Board, appointing committee members and overseeing effective corporate governance.

## 1.3 Expectations for Directors

(a) The Board is a vehicle for corporate policy making, monitoring and consultation. It functions as a collective whole, rather than through the unilateral actions of individual directors who, as such, have no authority to commit the Board or the corporation.

(b) Although the Board functions as a unit, Board effectiveness is determined by the character, integrity, judgment, knowledge, experience, efforts and contributions of the individual directors, each fulfilling duties of loyalty and care and working constructively with fellow directors and management. The Board expects that each director will:

(i) Exercise diligent and constructive oversight of the corporation's business, culture and affairs in fulfilling his or her responsibilities. Each director should act to help foster an inclusive culture of integrity, collaboration, innovation and accountability.

(ii) Act ethically and with integrity, carefully consider the effects of individual actions (both as a member of the Board and of the business community) upon the corporation and the Board as a whole, and act in a manner to further the corporation's success and the effectiveness of the Board and management.

(iii) Maintain an attitude of constructive skepticism, ask relevant, incisive, probing questions and engage in direct and forthright discussions with the Board and management.

(iv) Develop and maintain a broad understanding of the corporation's vision, mission and values, its business and risk profile (including emerging or competing technologies and innovations), its strategic, financial and operating opportunities and plans, and its internal control systems and disclosure controls and procedures, including environmental, and health and safety systems and procedures. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the corporation's business.

(v) With respect to members of the Audit Committee, develop and maintain financial literacy including an understanding of the corporation's financial statements, the basic accounting principles critical to the corporation's business and how the choice of accounting principles, and the making of judgments and estimates, affect the corporation's reported financial results.

(vi) Demonstrate a strong commitment to the corporation, its business plans and values and creating and sustaining long-term shareholder value.

(vii) Understand and respect the roles of the Board and management and observe the confidentiality of Board deliberations, corporate plans and information.

(viii) Avoid personal or other interests that conflict or may appear to conflict with or impair the director's ability to perform his or her responsibilities, promptly inform the Board of any such interests and not participate in any decision affected by such interests.

(ix) Observe corporate policies and guidelines regarding ethical behavior, interested directors, share ownership and other policies and guidelines adopted by the Board, including the Code of Business Conduct and Ethics.

(x) Attend in person (absent exceptional circumstances, including health issues or symptoms of illness, or unless the meeting is announced to be through the use of conference telephone or videoconference communications) all Board meetings and all meetings of Board committees to which he or she is appointed, be willing to serve on

all committees for which the director is or becomes qualified, actively

participate in meetings, review relevant materials, prepare for meetings and for discussions with management, take advantage of orientation and continuing education opportunities and otherwise educate himself or herself to discharge effectively his or her responsibilities and the expectations of the Board.

(xi) Attend the corporation's annual meeting of shareholders in person (absent exceptional circumstances or unless the meeting is held by electronic transmission, by electronic video screen communication or by any other means permitted by law).

(xii) Balance prompt action with thorough deliberations, prioritize matters requiring attention, gather sufficient information, engage in open discussion, invite differing views, evaluate the benefits and risks of various courses of action and support the acceptance of prudent business risks to permit informed and timely decision making.

(xiii) Exercise business judgment in a manner that the director believes to be in the best interests of the corporation and its shareholders to enhance the long-term value of the corporation, including taking into consideration the interests of other stakeholders.

## II

## Board Membership and Leadership

### 2.1 Chairman of the Board and Chief Executive Officer

(a) The Board shall designate one of its members to serve as Chairman of the Board. The powers and responsibilities of the Chairman of the Board shall be set forth in the corporation's bylaws, as amended from time to time by the Board or the corporation's shareholders in the manner provided for in the corporation's articles of incorporation.

(b) The Board has adopted a flexible policy as to the combination or separation of the offices of Chairman of the Board and Chief Executive Officer. The Board evaluates its decision, from time to time, based on its judgment of relevant factors, including business needs and shareholder interests.

### 2.2 Lead Independent Director

(a) In the event that the Board determines that it is in the best interests of shareholders for a non-independent Board member to serve as Chairman of the Board, the independent directors, shall, by the affirmative vote of a majority of the independent directors, designate one of the independent directors who has served a minimum of one year on the Board, as the Lead Independent Director. Such appointment shall be made at the Board meeting immediately following the corporation's annual meeting of shareholders or such other time as the Board shall

determine. The position and role of the Lead Independent Director is intended to expand lines of communication with the Chairman of the Board and Chief Executive Officer and other members of management and is not intended to reduce the free and open access and communications that each Board member has with other Board members and members of management.

(b) The Lead Independent Director shall have the following powers and duties:

(i) Provide leadership to the Board if circumstances arise in which the role of the Chairman of the Board may be, or may be perceived by the Lead Independent Director or independent directors to be, in conflict;

(ii) Preside at all meetings of the Board at which the Chairman of the Board is not available;

(iii) Organize, convene and preside over executive sessions consistent with Section 4.3 of these guidelines;

(iv) Act as the principal liaison between the independent directors and the Chairman of the Board and Chief Executive Officer;

(v) Review and approve all Board and committee agendas and approve information sent to the Board, providing input to management on the scope and quality of such information;

(vi) Consult with the Chairman of the Board, Chief Executive Officer and committee chairs regarding the topics and schedules of the meetings of the Board and its committees, and approve such schedules to assure that there is sufficient time for discussion of all agenda items;

(vii) Call a special meeting of the Board or the independent directors at any time, at any place, and for any purpose, in accordance with the corporation's bylaws;

(viii) In consultation with the Chief Executive Officer, assist the Board, the Corporate Governance Committee and management in complying with these guidelines;

(ix) Be available for consultation and direct communication with the corporation's major shareholders, as appropriate;

(x) Collect and communicate to the Chairman of the Board and Chief Executive Officer the views and recommendations of the independent directors, relating to his or her performance, other than with respect to the annual performance review; and

(xi) Perform such other duties as may be assigned from time to time by the independent directors.

## 2.3 Number of Directors

Under the corporation's bylaws, the Board may consist of as few as nine and as many as seventeen directors. The actual number of directors should reflect the requirements of the Board's committees and the availability of qualified directors.

## 2.4 Director Independence

(a) Substantially all of the directors shall be "independent" as set forth below and in accordance with the rules of the New York Stock Exchange. The Chief Executive Officer always shall be a director and it may be appropriate from time to time that not more than two additional current or former officers also be directors.

(b) For a director to be considered "independent," the Board must affirmatively determine that the director has no material relationship with the corporation. The Board will annually determine the independence of directors, applying the "independence" principles and standards established by the New York Stock Exchange. In advance of the annual review, each director will provide the Board with complete information regarding his or her business and other relevant relationships to enable the Board to evaluate the director's independence. Directors also will promptly inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as independent.

(c) In assessing the materiality of director relationships, the Board will broadly consider all relevant facts and circumstances both from the standpoint of the director and also from that of persons or organizations with which he or she has an affiliation.

## 2.5 Former Officers

When an officer who is also a director resigns or is terminated as an officer, he or she must also resign from the Board and deliver his or her concurrent written resignation from the Board to the secretary of the corporation.

## 2.6 Selection of Directors; Resignations

(a) The Board is responsible for filling vacancies on the Board and the nomination of directors for election by shareholders. No person will be appointed by the Board to fill a vacancy or nominated by the Board for election as a director unless he or she is, or within a reasonable period of time after appointment or election will become, financially literate.

(b) The Corporate Governance Committee annually will review with the Board the appropriate skills and characteristics required of Board members in the context of the then-current membership of the Board. The Board also believes that its membership should reflect a broad range of experiences, areas of expertise, and professional and personal backgrounds and that membership of the Board should be drawn from a wide and inclusive pool of qualified candidates.

(c) The Corporate Governance Committee, in consultation with the Chairman of the Board, and the Lead Independent Director in the event the Chairman is not independent, will review director nominations and recommend director candidates and may directly engage search firms and consultants to assist it in identifying and screening potential candidates. The committee also will consider candidates suggested by shareholders and Board members. A review of potential Board candidates will include an assessment of each candidate's character, independence, integrity, judgment, knowledge, experience, background and other relevant factors to develop an informed opinion of the candidate's qualifications and his or her ability and dedication to meet the expectations for directors that are set forth in these guidelines.

(c) An invitation to join or be nominated for election to the Board should be extended by the Board through the Chair of the Corporate Governance Committee, the Chairman of the Board and/or, in the event the Chairman is not independent, the Lead Independent Director.

(d) In order to be effective notice to the corporation, notice of a director's or executive officer's decision (whether in his or her capacity as an officer or director or both) to resign, retire or refuse to stand for reelection must be given to the secretary of the corporation.

## 2.7 Director Education Programs

Every new director will participate in an orientation program and receive materials and briefings to acquaint the director with the corporation's business, industry, management, culture and corporate governance policies and practices. Continuing education will be provided for all directors through Board materials and presentations, discussions with management, visits to corporate facilities and other sources. In addition, our Director Education Guidelines encourage our directors to attend outside director education programs that cover topics pertinent to the corporation's business, including, but not limited to, international markets, accounting and finance, leadership and ethics, industry practice, risk assessment, sustainability and environmental, social and governance matters, cybersecurity and strategic planning.

## 2.8 Changes in Commitments

(a) Directors whose other directorships, employment responsibilities or other business relationships change from those held when they were last elected to the Board (other than from normal retirement) should so advise the Chair of the Corporate Governance Committee (or, if the applicable director is the Chair of the Corporate Governance Committee, the full Corporate Governance Committee) and tender his or her resignation from the Board. The Chair of the Corporate Governance Committee (or, if applicable, the full Corporate Governance Committee) will review the appropriateness of the director's continued Board membership under such changed circumstances. In considering such changed circumstances, the Chair may consider the totality of circumstances, including, without limitation, potential impacts to the corporation's reputation. If the Chair of the Corporate Governance Committee

(or, if applicable, the full Corporate Governance Committee) determines that the change in circumstances does not conflict or otherwise interfere with or negatively impact the director's service on the Board, the Chair of the Corporate Governance Committee (or, if applicable, the full Corporate Governance Committee), in his or her (or its) sole discretion, may reject the resignation. If the Chair of the Corporate Governance Committee (or, if applicable, the full Corporate Governance Committee) considers the changed circumstances to be substantial, the resignation and the Corporate Governance Committee's recommendation will be brought to the Board. If the Board determines that continued Board service would not be appropriate, the Board shall accept the director's tendered resignation.

(b) Other changes that should suggest reconsideration of Board service include conflicts of interest and substantial changes in the level of other significant commitments.

(c) The Board strongly encourages directors to report to the Chair of the Corporate Governance Committee any change in employment responsibilities or other business relationships before the director has committed to such change.

**2.9 Other Directorships**

(a) The Board believes that service on the boards of other companies enriches the background and experience of directors and is beneficial to their service on the Board. Consequently, the Board encourages multiple board service (particularly on the boards of large, complex, global, public companies) to the extent that service does not deprive directors of adequate time to devote to their duties to the corporation or present a likelihood of recurring conflicts of interest.

(b) Before accepting membership on other boards, a director should consult with the Chairman of the Board, the Lead Independent Director, in the event the Chairman is not independent, and advise the Chair of the Corporate Governance Committee, who will review the appropriateness of the director's continued Board membership under such changed circumstances as set forth in Section 2.8(a).

(c) Directors and director nominees who are not also named executive officers of a public company should not serve on more than four public company boards, including the Board. The Corporate Governance Committee should review annually the commitments of any director who is not also a named executive officer of a public company who serves on more than four public company boards, including the Board, to ascertain if his or her other commitments are consistent with continued service on the Board and present its recommendations to the Board.

(d) Any director or director nominee who is a named executive officer of another public company should not serve on more than two public company boards, including the Board and his or her own public company board. In the event such a director or director nominee serves on more than two public company boards, such director will be expected to become compliant with this requirement in

advance of being nominated to stand for election at the corporation's next annual meeting of shareholders.

### 2.10 Retirement

Directors should not be nominated to stand for election after having (i) attained age 75 or (ii) completed 15 years of service.

## III

## Board Committee Structure and Function

### 3.1 Committees

(a) The Board will continue to maintain Audit, Compensation and Talent Development and Corporate Governance committees operating under charters approved by the Board.

(b) The Audit, Compensation and Talent Development and Corporate Governance committees will each consist of at least three directors and all members of the committees must be "independent" within the meaning of these guidelines and the rules of the New York Stock Exchange. The charters of these committees 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 Annual Report on Form 10-K.

(c) Members of the Audit Committee must satisfy the audit committee independence and qualification requirements established by the Securities and Exchange Commission and the New York Stock Exchange. No member of the Audit Committee may serve on more than a total of three audit committees of public companies unless the Board affirmatively determines in each specific case that such multiple service does not impair the director's effectiveness as a member of the committee.

(d) Members of the Compensation and Talent Development Committee must satisfy the compensation committee independence and qualification requirements established by the Securities and Exchange Commission and the New York Stock Exchange.

(e) The Board also may find it desirable to maintain additional committees or to combine or disband additional committees.

### 3.2 Assignment and Rotation of Committee Members

(a) The Board appoints the members of its committees and will receive recommendations from the Corporate Governance Committee.

(b) The Board believes that members of its committees periodically should be rotated. However, rotation should not be mandatory since, from time to time, there may be compelling reasons to lengthen or shorten an individual director's

committee membership.

### 3.3 Committee Meetings

(a) The chair of each Board committee, in consultation with the Chairman of the Board, or the Lead Independent Director, in the event the Chairman is not independent, and committee members and in accordance with the committee's charter, will determine the frequency and length of the meetings of the committee.

(b) The chair of each Board committee, in consultation with the Chairman of the Board and, in the event the Chairman is not independent, the Lead Independent Director, establishes the agenda for the committee's meetings. Each member of a committee is encouraged to suggest agenda items at any time and also may raise at any meeting subjects that are not on the agenda.

### 3.4 Committee Evaluations and Charter Review

Each Board committee will conduct an annual self-evaluation of its performance and a review of its charter to the extent required by the rules of the New York Stock Exchange or the terms of its charter.

## I V

## Board Meetings

### 4.1 Selection of Agenda Items

The Board shall be responsible for its agenda. The Chairman of the Board, and Lead Independent Director, if the Chairman is not independent, coordinates with the Chief Executive Officer and the secretary of the corporation to set the agenda for each Board meeting, taking into account suggestions from other Board members. Each director is encouraged to suggest agenda items at any time and also may suggest at any meeting subjects that are not on the agenda.

### 4.2 Advance Distribution of Board Materials

Information and other materials important to understanding the business to be conducted at a meeting of the Board, to the extent available, will be distributed in writing to the directors in advance of the meeting. Additional information also may be presented at the meeting.

### 4.3 Executive Sessions

An executive session of the non-management members of the Board will be held prior to the conclusion of each regular meeting of the Board. In addition, any director may call for an executive session at any Board meeting. Executive sessions will be presided over by the Chairman of the Board or, in the event the Chairman is not independent, the Lead Independent Director. In the event of the absence of both the Chairman of the Board and the Lead Independent Director, executive sessions shall be presided over by

the Chair of the Compensation and Talent Development Committee or, in the event of his or her absence, by the Chair of the Corporate Governance Committee.

## V

## Other Board Communications and Activities

### 5.1 Strategic, Capital and Financial Planning; Risk Management

At least once each year the Board will review management's long term strategic, capital and financial plans and management's expectations regarding the strategic and financial issues that the corporation may face in the foreseeable future as well as the corporation's risk governance framework.

### 5.2 Board Access to Senior Management, Independent Auditors and Counsel

(a) The Board has complete access to the corporation's independent auditors, and to senior management and other employees.

(b) The Board also has complete access to counsel, advisors and experts of its choice with respect to any issue relating to the Board's discharge of its duties. Directors should use judgment to assure that their contacts with management and employees do not interfere with business operations and advise the Chairman of the Board of substantive contacts.

### 5.3 Review of Board Compensation

The Board expects that a significant portion of director compensation will be in the form of the corporation's equity. The Compensation and Talent Development Committee annually will review with the Board the amount and methods by which directors are compensated in other comparable companies. Changes in director compensation also will be considered by the Compensation and Talent Development Committee and its recommendations will be presented to the Board, but changes may be approved only by the Board.

### 5.4 Evaluation of Board and Director Performance

(a) The Corporate Governance Committee annually will lead a self-evaluation by the directors of the Board's performance. This assessment will be of the Board's contribution as a whole and will identify areas in which the Board or senior management believes a better contribution may be made. The purpose of the review is to increase the effectiveness of the Board and its committees and the results will be reviewed with the Board and its committees.

(b) The Board annually also will review the individual performance, commitments and qualifications of each director whose term of office will expire at the next annual meeting of shareholders and who may wish to be considered for nomination to an additional term. The evaluations will be reviewed by the Corporate Governance Committee, which will make recommendations to the

Board regarding those directors who should be nominated for re-election to the Board.

### 5.5 Evaluation and Compensation of the Chief Executive Officer

(a) The Compensation and Talent Development Committee annually will evaluate the performance of the Chief Executive Officer and report the results of its evaluation to the Board for the Board's consideration. The results of the committee's evaluation and the Board's consideration will be communicated to the Chief Executive Officer and considered by the committee in its deliberations with respect to his or her compensation.

(b) All determinations regarding the compensation of the Chief Executive Officer will be made by the Compensation and Talent Development Committee or by the Board acting solely through independent directors.

### 5.6 Succession Planning and Management Development

The Compensation and Talent Development Committee, the Chairman of the Board and the Lead Independent Director, if the Chairman is not independent, annually will report to the Board on succession planning, including principles for executive officer selection. The Chief Executive Officer also will provide to the Board on a continuing basis a recommendation as to his or her successor should he or she become disabled or in the event of any other emergency situation.

### 5.7 Communications from Shareholders, Employees and Others

(a) Shareholders, employees and other interested persons who wish to communicate with the Board, non-management directors as a group, a Board committee or a specific director may do so by writing to the care of the secretary of the corporation. Such written communications will be reviewed by the secretary and relayed to the Chairman of the Board, the Lead Independent Director, if the Chairman is not independent, and/or the addressee(s) consistent with the screening policy adopted by the Board.

(b) All written communications regarding accounting, accounting policies, internal accounting controls and procedures, auditing matters, financial reporting processes, or disclosure controls and procedures should be forwarded to the Chair of the Audit Committee. All communications made on behalf of the corporation or the Board will be in compliance with Section 5.8 of these guidelines.

### 5.8 Public Communications

Management speaks for the corporation. Nevertheless, individual directors may, from time to time, be called upon to meet or otherwise publicly communicate with the corporation's various constituencies. Absent unusual circumstances, directors should do so only at the request of management and advise the Chairman of the Board, the Lead Independent Director, if the Chairman is not independent, and the Chief Executive Officer of substantive communications.

## 5.9 Confidentiality

(a) Consistent with their fiduciary and other legal and contractual duties to the corporation, each member of the Board shall protect and hold confidential all Confidential Information obtained through their position as director, absent the express permission of the Board, the Chairman of the Board, the Lead Independent Director, or the Chief Executive Officer, to disclose such information. "Confidential Information" means all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the corporation, including but not limited to:

(i) non-public information that if disclosed might be of use to competitors or harmful to the corporation, its customers or business partners;

(ii) non-public information about the corporation's financial condition, business plans, development plans, prospects, senior leadership succession plans, trade secrets, proprietary information, compensation and benefit information, and cost and pricing information;

(iii) non-public information about the corporation's customers, suppliers, and joint venture partners, and information relating to potential transactions, mergers and acquisitions, stock splits, dividends, share repurchases, and divestitures; and

(iv) non-public information respecting the proceedings of the Board and its committees, including information concerning discussions and deliberations between and among directors, officers and employees relating to business issues and decisions involving the corporation, either preliminary or final.

(b) In keeping with their confidentiality obligations, directors are to avoid the improper use of Confidential Information and therefore:

(i) directors shall only use Confidential Information for the benefit of the corporation, and not for personal benefit or the benefit of other persons or entities; and

(ii) without the consent of the Board, Chairman of the Board, Lead Independent Director, or Chief Executive Officer, directors shall not disclose Confidential Information to any other person or entity, either during or after his or her service as a director.

(c) Notwithstanding any other provision of this Section, nothing in this Section shall prohibit a current or former director from (a) making any disclosure to a third party that is required by applicable law, in which event the director shall give notice to the Board, the Chairman of the Board, the Lead Independent Director or the Chief Executive Officer, a reasonable time in advance of any such anticipated disclosure, consult with the corporation on the advisability of taking legally

available steps to resist or narrow such disclosure, and assist the corporation, at the corporation's expense, in taking such steps; (b) discussing Confidential Information with such director's personal counsel to get legal advice and with the understanding from such counsel that he or she shall maintain the confidentiality of such Confidential Information; or (c) trading in the securities of the corporation in accordance with applicable law and the corporation's policy on insider trading.

## V I

## Administration

### 6.1 Review and Amendments

The Corporate Governance Committee of the Board has general responsibility for developing the corporation's approach to corporate governance issues and periodically will review compliance with these guidelines. It also will review these guidelines annually and may recommend amendments to the Board.

### 6.2 Availability to Shareholders

The Corporate Governance Guidelines will be posted on Sempra's investor website, and printed copies will be available to requesting shareholders.