

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
(Applicable to American States Water Company and its subsidiaries, hereinafter “the Corporation”)

**Purposes**

The Nominating and Governance Committee (hereinafter, “the Committee”) shall be responsible for identification and recommendation to the Board of Directors (hereinafter, “the Board”) of the Corporation of candidates to serve on the Board, succession planning for the Chief Executive Officer (“CEO”) and corporate governance practices and policies.

**Membership**

The Board shall appoint the members of the Committee annually. The Board may remove any member of the Committee at any time with or without cause.

The Committee shall be composed of at least three, but not more than five directors, each of whom shall meet the independence requirements of the New York Stock Exchange.

The Board shall appoint one of the members of the Committee as the Chair of the Committee. It is the responsibility of the Chair of the Committee to schedule all meetings of the Committee, and develop a written agenda for all meetings. Members of the Committee may receive no remuneration from the Corporation or its subsidiaries other than that received as members of the Board and committees of the Board.

**General**

In meeting its responsibilities, the Committee shall:

- Have unrestricted access to members of management and all information relevant to its responsibilities.
- Meet at least four times per year or more or more frequently as circumstances require. The Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary.
- Review the Committee’s charter and its performance annually

**Responsibilities**

The Committee shall recommend to the Board the criteria for the selection of candidates to serve on the Board and the process to be used in selecting candidates; evaluate all proposed candidates, including any candidates recommended by shareholders; recommend to the Board nominees to fill vacancies on the Board; and, prior to the annual meeting of shareholders, recommend to the Board a slate of nominees for election to the Board by the shareholders of the Corporation at the annual meeting.

The Committee shall have the sole authority to retain and terminate any consultants, including search firms, to be used to identify director and CEO candidates, including sole authority to approve the search firm's fees and retention terms. The Committee shall be available to the Chair of the Board or CEO and other members of the Board for consultation concerning candidates for the Board.

The Committee shall periodically review the needs of the Board and each committee of the Board and whether there is any need for refreshment of the Board. The Committee shall periodically review, assess and make recommendations to the Board with regard to the size and composition of the Board, including an assessment of the mix of skills represented on the Board and an evaluation of whether the Board, as a whole, contains the right balance of professional and personal backgrounds, and includes individuals that bring industry and other relevant knowledge, financial expertise, diversity of views and other desired characteristics to the Board. The Committee shall also recommend to the Board the composition, organization and responsibilities of the committees of the Board, including recommendations about the risks and exposures relating to corporate governance and succession planning for the Board and for each committee of the Board. The Committee shall also be responsible for making recommendations regarding the delegation of risk oversight responsibilities to committees of the Board and the policies and procedures for coordinating the risk assessment responsibilities of the Board, the enterprise risk liaison between management and the Board, if any, and the committees of the Board.

The Committee shall be responsible for recommending to the Board a successor to the CEO when a vacancy occurs through retirement or otherwise. The Committee may also establish or review emergency procedures for management succession in the event of death, disability or departure of members of senior management.

The Committee shall be responsible for the orientation of new Board members and the ongoing education of Board members on matters of the Corporation's business and industry, corporate governance, legal developments and other topics the Committee deems appropriate for continuing education.

The Committee shall develop and recommend the Corporation's corporate governance guidelines and oversee the Corporation's corporate governance practices. The Committee shall also periodically review the Corporation's code of conduct and ethics policies and practices and make recommendations to the Board regarding changes therein. In addition, the Committee shall recommend to the Board stock ownership guidelines for the CEO, other executive officers and directors and monitor compliance with such guidelines. The Committee may grant waivers from compliance with such guidelines in appropriate circumstances. The Committee shall also be responsible for overseeing the preparation of the Corporation's Corporate Social Responsibility Report.

The Committee shall have all additional powers necessary to carry out its responsibilities and such other duties as may be assigned by the Board from time to time.

Dated as of January 30, 2018