

SEMPRA ENERGY

Corporate Governance Guidelines

*As adopted by the
Board of Directors of Sempra Energy
and amended through September 12, 2014*

I

Role of the Board and Management

1.1 Board Oversight

Sempra Energy's business and affairs are managed and all of its corporate powers are exercised under the direction of the Board of Directors. 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.

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 Sempra Energy 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.

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, 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.

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

At regularly scheduled meetings, the Board of Directors reviews and discusses reports by management on the performance, prospects and plans of Sempra Energy 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:

- Selecting the Chief Executive Officer and overseeing his or her performance and that of other senior management in the operation of the corporation.
- Reviewing and monitoring strategic, financial and operating plans and budgets and their development and implementation by management.
- Assessing and monitoring risks and risk management strategies.
- Reviewing and approving significant corporate actions.
- 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 others.
- Planning for management succession.
- Nominating directors, evaluating the effectiveness of the board, appointing committee members and overseeing effective corporate governance.

1.3 Expectations for Directors

The Board of Directors 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 represent or commit the board or Sempra Energy.

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:

- Exercise diligent and constructive oversight over the corporation's business and affairs.
- 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.
- Maintain an attitude of constructive skepticism, ask relevant, incisive, probing questions and engage in direct and forthright discussions with the board and management.
- Develop and maintain a broad understanding of the corporation's business and risk profile, 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.

- 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.
- Generally support the board's policy and business decisions and management in carrying out these decisions and demonstrate a strong commitment to the corporation, its business plans and creating and sustaining shareholder value.
- Understand and respect the roles of the board and management and observe the confidentiality of board deliberations, corporate plans and information.
- 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.
- 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.
- Attend in person (absent exceptional circumstances or unless the meeting is announced to be a telephonic meeting) all board meetings and all meetings of committees to which he or she is appointed, be willing to serve on all committees, 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.
- 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.
- View obligations to corporate and other constituencies in light of a primary duty to the company and its shareholders.

II

Board Membership and Leadership

2.1 Chairman of the Board and Chief Executive Officer

The Board of Directors 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 Sempra Energy's bylaws, as supplemented from time to time by resolution of the Board of Directors.

The Board of Directors 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 Director

In the event that the Board of Directors 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 members of the board, 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 Lead Director. Such appointment shall be made at the board meeting immediately following Sempra Energy's annual meeting of shareholders or such other time as the board shall determine. The position and role of the Lead 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 independent board member has with other board members and members of management.

The Lead Director shall have the following duties:

- Provide leadership to the Board of Directors if circumstances arise in which the role of the Chairman of the Board may be, or may be perceived by the Lead Director or Independent Board members to be, in conflict;
- Preside at all meetings of the Board of Directors at which the Chairman of the Board, is not available;
- Organize, convene and preside over executive sessions of the non-management and independent directors and promptly communicate the messages and directives approved by such directors at each such meeting to the Chairman of the Board and Chief Executive Officer;
- Act as the principal liaison between the independent directors and the Chairman of the Board and Chief Executive Officer;

- Review and approve all board and committee agendas and approve information sent to the Board of Directors, providing input to management on the scope and quality of such information;
- 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 committees and approve such schedules to assure that there is sufficient time for discussion of all agenda items;
- Have authority to call a special meeting of the Board of Directors or the independent directors at any time, at any place, and for any purpose;
- Be available for consultation and direct communication with Sempra Energy's major shareholders;
- 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
- Perform such other duties as may be assigned from time-to-time by the independent directors.

2.3 Number of Directors

Under Sempra Energy's bylaws, the Board of Directors may consist of as few as nine and as many as seventeen directors. The actual number of directors is fixed by the board from time to time and should reflect the requirements of the board's committees and the availability of qualified directors.

2.4 Director Independence

Substantially all of the directors shall be independent. 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.

For a director to be considered "independent", the Board of Directors must affirmatively determine that the director has no material relationship with Sempra Energy.

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.

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 of Directors and deliver his or her concurrent written resignation from the board to the Corporate Secretary.

2.6 Selection of Directors; Resignations

The Board of Directors is responsible for filling vacancies on the board and the nomination of directors for election by shareholders. No person, other than a current or former officer, will be appointed by the board to fill a vacancy or nominated by the board for election as a director unless he or she would be independent, and no person will be so appointed or nominated unless he or she is, or within a reasonable time after appointment or election will become, financially literate.

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 diversity.

The Corporate Governance Committee, in consultation with the Chairman of the Board, and the Lead Director in the event the Chairman is a non-independent board member, 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, integrity, judgment, knowledge, experience 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.

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 a non-independent board member, the Lead Director.

In order to be effective notice to Sempra Energy, notice of a director'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 Corporate Secretary.

2.7 Director Education Programs

Every new director will participate in an orientation program and receive materials and briefings to acquaint the director with Sempra Energy's business, industry, management 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.

2.8 Changes in Commitments

Directors whose employment responsibilities substantially change (other than from normal retirement) from those held when they were elected to the Board of Directors should so advise the Corporate Governance Committee and volunteer to resign from the board. The board does not believe that directors who change employment should necessarily leave the board. However, there should be an opportunity for the board, through the Corporate Governance Committee, to review the continued appropriateness of board membership under changed circumstances.

Other changes that should suggest reconsideration of board service include conflicts of interest and substantial changes in the level of other commitments.

If the board determines that continued board service would not be appropriate, the director should resign.

2.9 Other Directorships

The Board of Directors believes that service on the boards of other companies enriches the background and experience of directors and is beneficial to their service on Sempra Energy's 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 Sempra Energy or present a likelihood of recurring conflicts of interest.

Before accepting membership on other boards, a director should consult with the Chairman of the Board, the Lead Director in the event the Chairman is a non-independent board member, and the Chair of the Corporate Governance Committee to assure that multiple board service does not conflict or otherwise interfere with his or her service to Sempra Energy.

The Corporate Governance Committee should review annually the commitments of any director who serves on more than four boards of public companies to ascertain if his or her other commitments are consistent with continued service on the Sempra Energy board and present their recommendations to the board.

2.10 Retirement

Directors should not stand for election after having attained age 75.

III

Board Committee Structure and Function

3.1 Committees

The Board of Directors will continue to maintain Audit, Compensation and Corporate Governance Committees operating under charters approved by the board.

The Audit, Compensation 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. The charters of these committees will be posted on Sempra Energy'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.

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.

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

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

The Board of Directors appoints the members of its committees and will receive recommendations of the Corporate Governance Committee.

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

The chair of each board committee, in consultation with the Chairman of the Board or, the Lead Director in the event the Chairman is a non-independent board member, and committee members and in accordance with the committee's charter, will determine the frequency and length of the meetings of the committee.

The chair of each committee, in consultation with the Chairman of the Board and, in the event the Chairman is a non-independent board member, the Lead 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 effectiveness and a review of its charter.

IV

Board Meetings

4.1 Selection of Agenda Items

The board shall be responsible for its agenda. The Chairman, and Lead Director, if the Chairman of the Board is not independent, coordinates with the Chief Executive Officer and Corporate Secretary 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 of Directors, 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 of Directors 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 a non-independent board member, the Lead Director. In the event of the absence of both the Chairman of the Board and the Lead Director, executive sessions shall be presided over by the Chair of the Compensation Committee or, in the event of his or her absence, by the Chair of the Corporate Governance Committee.

Other Board Communications and Activities

5.1 Strategic and Financial Planning

At least once each year the Board of Directors will review management's long term strategic and financial plans and management's expectations regarding the strategic and financial issues that Sempra Energy may face in the foreseeable future.

5.2 Board Access to Senior Management, Independent Auditors and Counsel

The Board of Directors has complete access to Sempra Energy's independent auditors, and to senior management and other employees. It also has complete access to counsel, advisers 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 of Directors expects that a significant portion of director compensation will be in the form of Sempra Energy equity. The Compensation 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 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

The Corporate Governance Committee annually will lead a self-evaluation by the directors of the Board of Directors' 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 the results will be reviewed with the board and its committees.

The board annually also will review the individual performance 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

The Compensation Committee annually will evaluate the performance of the Chief Executive Officer and report the results of its evaluation to the Board of Directors 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. The evaluation will be based principally upon objective criteria including business performance, accomplishment of strategic and financial objectives, development of management and other matters relevant to the short term and long term success of Sempra Energy and the creation of shareholder value.

All determinations regarding the compensation of the Chief Executive Officer will be made by the Compensation Committee or by the board acting solely through independent directors.

5.6 Succession Planning and Management Development

The Compensation Committee, the Chairman of the Board and the Lead Director, if the Chairman is not independent, at least annually will report to the Board of Directors on succession planning, including policies and 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.

5.7 Communications from Shareholders, Employees and Others

Shareholders, employees and other interested persons who wish to communicate with the Board of Directors, non-management directors as a group, a board committee or a specific director may do so by mail so addressed to the care of Sempra Energy's Corporate Secretary. Such mail will be reviewed by the Corporate Secretary and relayed to the Chairman of the Board, the Lead Director if the Chairman is not independent, and/or the addressee(s) consistent with a screening policy adopted by the Board of Directors.

All letters 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 of Directors will be in compliance with Section 5.8 of these guidelines.

5.8 Public Communications

Management speaks for Sempra Energy. Nevertheless, individual directors may, from time to time, be called upon to meet or otherwise publicly communicate with Sempra Energy'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 Director if the Chairman is not independent and the Chief Executive Officer of substantive communications.

5.9 Confidentiality

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, Lead 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:

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

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

- 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
- without the consent of the board, Chairman of the Board, Lead 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.

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 directors shall give notice to the board, the Chairman of the Board, Lead 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.

VI

Shareholder Voting Rights

6.1 Voting Equality

All holders of Sempra Energy Common Stock have equal voting rights of one vote per share.

6.2 Voting Confidentiality

Each shareholder of Sempra Energy who desires to do so is permitted to elect that his or her identity and individual vote on any matter to be voted upon by shareholders will be held confidential. Confidentiality elections will not apply to the extent that voting disclosure is required by law or is necessary or appropriate to assert or defend any claim relating to voting. With respect to any matter for which shareholder votes are solicited in opposition to the nominees or voting recommendations of the Board of Directors, confidential voting will not apply unless the persons engaged in the opposition solicitation provide shareholders with voting confidentiality (which, if not otherwise provided, will be requested by Sempra Energy) comparable to the voting confidentiality provided by Sempra Energy.

VII

Administration

7.1 Review and Amendments

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

7.2 Availability to Shareholders

The Corporate Governance Guidelines will be posted on Sempra Energy'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.