



EQUITY, SUSTAINABILITY AND ENVIRONMENTAL JUSTICE COMMITTEE CHARTER

(Established March 2022)

Purpose of Committee:

The purpose of the Equity, Sustainability and Environmental Justice Committee (the “Committee”) of the Board of Directors (the “Board”) of Cadiz Inc., a Delaware corporation, (the “Company”) is to elevate the Company’s mission to deliver water to underserved communities in California and to ensure Cadiz’s projects, programs, and policies are sustainable and deliver equitable water access to diverse communities. The Committee shall oversee the Company’s development, implementation and maintenance of policies, programs and practices with respect to sustainability, environmental justice, environmental protection, equity, diversity, inclusion, community relations and public affairs. The Committee shall report to the Board on a regular basis and not less than once a year.

Committee Membership:

The Committee shall consist solely of two or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the marketplace rules of the Nasdaq Stock Market, Inc.

Members of the Committee have been appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations:

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

Committee Duties and Responsibilities:

The following are the duties and responsibilities of the Committee:

1. Provide review of and guidance for the Company's policies, programs, and practices with respect to sustainability, particularly corporate environmental, social, and governance ("ESG") commitments and metrics. This includes the Company's commitments with respect to protecting its land, water, and agricultural assets, such as environmental compliance and management.
2. Review and monitor regulatory and public affairs policies and practices of interest to the Company, including matters before environmental regulatory or other government agencies, compliance with environmental laws and regulations, environmental performance, and general public policy issues that may affect business operations or material financial performance of the Company.
3. Develop and review with the Board and management the Company policies and practices related to environmental justice, and engagement with underserved and disadvantaged communities that lack access to reliable water and could benefit from the Company's programs and assets.
4. Make recommendations to the Board from time to time as to policies that the Committee believes the Board should adopt related to diversity, equity and inclusion, and human capital management practices such as corporate training, hiring, labor, safety and human resources practices.
5. Review and make recommendations to management regarding its community relations, public relations and outreach programs, including community engagement, corporate social responsibility and philanthropy practices.
6. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Committee Reports:

The Committee shall produce and provide to the Board an annual report of its efforts undertaken in accordance with this Charter. The annual report to the Board may take the form of an oral or written report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, in consultation with management.

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As adopted March 23, 2022
(date)