



ONE Gas, Inc.

Audit Committee Charter

A. Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of ONE Gas, Inc. (the “Company”) is to provide advice and counsel to management regarding, and assist the Board in the oversight of, (i) the integrity of the financial statements of the Company, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independence and qualifications of the Company’s external auditors, and (iv) the performance of the Company’s internal audit function and external auditors.

While the Committee has the responsibility and authority set forth in this charter, it is not the duty of the Committee to conduct audits or to determine that the Company’s financial statements are complete and accurate and in accordance with United States generally accepted accounting principles. That is the responsibility of management and the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company’s annual report on Form 10-K (the “Independent Auditor”). It is also the responsibility of management to assure compliance with laws and regulations and the Company’s corporate policies, with oversight by the Committee in the areas covered by this charter.

B. Membership

The Committee shall be comprised of three or more directors, each of whom must qualify to serve on the Committee pursuant to the requirements of the New York Stock Exchange (“NYSE”) and as independent in accordance with the requirements of Rule 10A-3 of the Securities Act of 1934 (“Independent Directors”), and must satisfy any other applicable regulatory requirements for service on the Committee.

All members of the Committee shall have, at the time of their appointment to the Committee, a basic understanding of finance and accounting and be able to read and understand fundamental financial statements. At least one member of the Committee must qualify as an “audit committee financial expert” in accordance with the requirements of the Securities and Exchange Commission (“SEC”) and the NYSE in effect from time to time.

Committee members, including the chair of the Committee (the “Committee Chair”), shall be appointed by the Board on an annual basis upon the recommendation of the Corporate Governance Committee of the Board and may be removed by the Board. Committee members shall serve until their resignation, retirement, removal by the Board or until their successors shall be qualified and appointed, as determined by the Board.

If a Committee member simultaneously serves on the audit committee of more than two public companies (in addition to serving on the Committee), the Board is required to determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination must be disclosed as required by the SEC rules.

C. Meetings and Procedures

1. Rules and Procedures. The Committee shall fix its own rules and procedures, consistent with the Company's By-laws, as amended from time to time (the "By-laws"), and this charter.
2. Frequency. The Committee shall meet at a minimum quarterly, either in person or by telephonic meetings, and more frequently as determined by the Committee Chair or by a majority of the members of the Committee.
3. Agendas. The Committee Chair, in consultation with the Chair of the Board, will set the agendas for each Committee meeting.
4. Quorum. A majority of the members of the Committee shall constitute a quorum.
5. Committee Action. The action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee. The Committee may also take action by unanimous written consent in lieu of a meeting.
6. Delegation. The Committee shall have the authority to delegate duties to standing committees of the Board or subcommittees of the Committee as it deems necessary or appropriate, provided such standing committee or subcommittee is comprised solely of Independent Directors. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.
7. Attendance by others. As necessary or desirable, the Committee Chair may request that any director, officer or employee of the Company or other person whose advice and counsel are sought by the Committee be present at meetings of the Committee.
8. Executive sessions. The Committee shall meet privately in executive session at each regular meeting (excluding telephonic meetings) with each of: management, management of the internal audit function, the Independent Auditor, and as a committee to discuss any matters that the Committee or each of these groups believe should be discussed.
9. Reports to Board. The Committee Chair shall regularly report to the Board on the proceedings and any actions taken by the Committee.
10. Minutes. The Committee shall keep written minutes of its meetings, which shall be maintained with the books and records of the Company.

D. Committee Advisors

1. Retaining advisors. The Committee shall have the authority to retain and terminate, and approve the fees and other retention terms of, accounting, legal, financial and other advisors and experts as it deems necessary or appropriate to carry out its duties and responsibilities, the cost of such independent expert advisors shall be borne by the Company.
2. Appropriate funding. The Company shall provide appropriate funds, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
 - (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;

- (ii) compensation to any advisors employed by the Committee; and
 - (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
3. Access to Committee and management. There shall be free and confidential access at all times to the Committee by the Independent Auditor, the Chief Financial Officer, the Chief Accounting Officer, the management of the internal audit function, the General Counsel and the management of the Company, and by the Committee to those individuals.

E. Responsibilities and Duties

The primary responsibilities of the Committee include, but are not limited to, the following:

1. Independent Audit

- a. Engagement. Appointment, compensation, retention and oversight of the Independent Auditor (including resolution of disagreements between management and the Independent Auditor regarding financial reporting) for the purpose of auditing the books, records and accounts of the Company and preparing or issuing an audit report or related work or performing other audit, review or attestation services for the Company. The Independent Auditor shall report directly to the Committee.
- b. Fees and terms. Approve all audit engagement fees and terms for the Independent Auditor.
- c. Audit planning. Meet with the Independent Auditor to review the planning of the annual audit including scope, staffing, locations, reliance on management and participation of the internal audit function and general audit approach.
- d. Evaluation.
 - i. Review and evaluate the qualifications and performance of the Independent Auditor (including review of the Independent Auditor's work throughout the year) and, if necessary, replace the Independent Auditor. Obtain and review written periodic reports at least annually from 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 (including the Public Company Accounting Oversight Board ("PCAOB")), within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with such issues.
 - ii. Review and evaluate the independence of the Independent Auditor. Obtain and review written periodic reports at least annually from the Independent Auditor delineating all relationships between the Independent Auditor and the Company (including a description of each category of services that the Independent Auditor provided to the Company and a list of the fees billed for each such category). These reports shall be consistent with the requirements regarding the Independent Auditor's independence adopted from time to time by the PCAOB.
 - iii. Evaluation of the qualifications, performance and independence of the Independent Auditor should include the review and evaluation of the lead partner of the

Independent Auditor and should take into account the opinions of management and the Company's internal auditors. In addition to assuring the regular rotation of the lead audit partner as required by law, the Committee should consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. The Committee shall present its conclusions with respect to the Independent Auditor to the Board. The Committee shall actively engage in dialogue with the Independent Auditor with respect to any known relationships or services that may impact the objectivity and independence of the auditor, and if necessary, take appropriate action to ensure that the Company has an auditor that is independent in fact.

- e. Required communications. Discuss with the Independent Auditor the required communications with the Committee as prescribed by the PCAOB.
 - f. Areas of difficulty. Review with the Independent Auditor any problems or difficulties the auditor may have encountered, any management letter provided by the auditor and the Company's response to that letter or response to any other problems or difficulties, and resolve any disputes between management and the Independent Auditor. Among items the Committee should review with the auditor are: (i) any restrictions on the scope of the Independent Auditor's activities or on access to requested information; (ii) any significant disagreements with management; (iii) any accounting adjustments that were noted or proposed by the auditor but were not acted on by management (as immaterial or otherwise); (iv) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement; and (v) any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company. The review should also include discussion of the responsibilities, budget and staffing of the Company's internal audit function.
 - g. Non-audit services. Pre-approve all non-audit engagements or services, including consulting services, with or by the Independent Auditor. The Committee may delegate to one or more Committee members the authority to pre-approve such non-audit services between regularly scheduled meetings, provided that such approvals are reported to the full Committee at the next Committee meeting.
 - h. Detection of illegal acts. Discuss with the Independent Auditor whether it has identified the existence of any issues of the type described in Section 10A of the Securities Exchange Act of 1934 (concerning detection of illegal acts).
 - i. Hiring policy. Establish clear policies for the Company regarding the hiring of employees or former employees of the Independent Auditor.
2. Financial Reporting
- a. Annual report on Form 10-K. Review with the Independent Auditor and management the Company's annual audited financial statements and related reports (including, without limitation, footnotes), and the Company's financial and non-financial disclosures, including, without limitation, "Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in any report or other filing, including the Annual Report on Form 10-K, by the Company with the SEC, together

- with any significant findings based on the Independent Auditor's audit procedures. This review by the Committee shall take place prior to publication of the annual audited financial statements or the filing of such report. The Committee shall recommend to the Board the inclusion of the annual audited financial statements in the Company's Annual Report to Shareholders and its Annual Report on Form 10-K.
- b. Quarterly report on Form 10-Q. Review with the Independent Auditor and management the Company's quarterly unaudited financial statements (including, without limitation, footnotes), and the Company's financial and non-financial disclosures, including, without limitation, "Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in any report or other filing, including the Quarterly Report on Form 10-Q, by the Company with the SEC, together with significant findings based upon the Independent Auditor's review procedures. This review by the Committee shall take place prior to the publication of the quarterly unaudited financial statements or the filing of such report.
 - c. Earnings news release. Review with management and the Independent Auditor the Company's annual and quarterly earnings news releases prior to their release to the public.
 - d. Earnings guidance. Periodically review and discuss the Company's earnings press releases, financial information and earnings guidance provided to analysts and rating agencies. The foregoing shall supplement the full Board's periodic review of (i) investor relations activities, (ii) credit rating results and (iii) the Company's dealings with credit rating agencies.
 - e. Significant issues. Discuss with management and the Independent Auditor any significant issues regarding accounting principles, practices and judgments made in connection with the preparation of the Company's financial statements and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company. Obtain and review a report from the independent accountants regarding all critical accounting policies to be used in the Company's financial statements and any major changes to these policies, including: (i) all critical audit matters arising from the current period audit; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management; (iii) the ramifications of the use of such alternative disclosures and treatments; (iv) the treatment preferred by the Independent Auditor; and (v) all other material written communications between the Independent Auditor and management, such as any management letter and any schedule of unadjusted differences.
 - f. Other audits. Review with management and the Independent Auditor, or another independent registered public accounting firm, engaged to audit certain subsidiaries of the Company or any Company employee benefit plan, the annual audited financial statements and related reports (including, without limitation, footnotes) including those contained in any report or other filing by the Company with the SEC, including any significant findings based on the accounting firm's audit procedures. This review shall take place prior to the filing of any such annual audited financial statements with the SEC. The Committee may delegate this review to the Chair of the Committee.

- g. Internal controls adopted. Review with management the Company's administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies.

3. Internal Audit

- a. Audit plan. Approve the risk-based internal audit plan and significant changes to that plan, including the use of external accounting firms to perform any internal audit functions.
- b. Charter. Approve the Audit Services Charter on an annual basis.
- c. Budget. Review and approve the Audit Services budget and resources necessary to achieve the audit plan objectives.
- d. Appointment. Review and ratify the appointment or removal of the individual responsible for internal audit.
- e. Review of function. Review the internal audit function, its performance, the adequacy of its resources and the competence of its staff, audit risk considerations and areas of audit emphasis. Review the cooperation provided by management, including any limitations or pressures imposed by management.
- f. Annual performance review. Review the annual performance of the individual responsible for internal audit. Annually meet with and conduct a performance review of any external accounting firms performing any internal audit functions.
- g. Remuneration. Review the remuneration of the management of the internal audit function.
- h. Quality assurance reviews. Review the results of internal and external quality assurance reviews.
- i. Periodic reports. Obtain and review periodic summary reports on the internal audit department's significant recommendations to management and, where necessary, management's responses, particularly with respect to identified audit risk considerations.
- j. Internal control over financial reporting. Obtain and review periodic reports at least annually from management and the Independent Auditor assessing the effectiveness of the Company's internal control structure and procedures for financial reporting including: (i) all significant deficiencies or material weaknesses in the design or operation of internal controls; (ii) any fraud, whether or not material, that involves management or other employees having a significant role in the internal controls; and (iii) all significant changes to internal controls, including corrective actions, since the last report to the Committee.

4. Disclosure Controls and Procedures

- a. Review disclosure controls. Review the corporate disclosure controls and procedures function, its performance, the adequacy of its resources and the competence of its staff, disclosure risk considerations and areas of disclosure emphasis. Review the cooperation afforded and any limitations or pressures imposed by management.

- b. Effectiveness of disclosure controls. Obtain and review periodic reports at least annually from management and the Independent Auditor assessing the effectiveness of the Company's disclosure controls and procedures including: (i) all significant deficiencies or material weaknesses in the design or operation of disclosure controls and procedures as related to section 404 of the Sarbanes-Oxley Act; (ii) any fraud, whether or not material, that involves management or other employees having a significant role in the disclosure controls and procedures; (iii) all significant changes to disclosure controls and procedures, including corrective actions, since the last report to the Committee and; (iv) any financial conflicts of interest involving the principal executive officer or any senior officer.

5. Other control issues

- a. Director and officer expenses. Discuss with the management of the internal audit function the biennial review of the executive officers and directors' expense accounts and perquisites.
- b. Legal review. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance with legal and regulatory requirements, and the Company's compliance with its code of business conduct and conflict of interest policy.
- c. Complaint procedures. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters.
- d. Anonymous complaint procedures. Establish procedures for the confidential, anonymous submission to the Committee by the Company's employees of concerns regarding questionable accounting or auditing matters.
- e. Risk assessment and risk management. Review and discuss guidelines and policies by which the Company undertakes risk assessment and risk management, including with respect to material financial risks and related disclosures and other risks as delegated to the Committee by the Board.
- f. Information technology controls. Review periodically the Company's computerized information systems, applications and related controls, including security and contingency plans related to the Company's accounting, internal accounting controls and auditing matters.
- g. Sustainability. Consider and recommend to the Board as appropriate, compliance programs and policies, approaches to risk assessment and risk management, and internal controls that support the Company's sustainability goals and objectives.
- h. Taxes. Review periodically the Company's tax planning efforts, taxing authority developments, pending audits and the adequacy of tax reserves, as necessary or appropriate, in connection with the Committee's review of the Company's audited and unaudited financial statements and related reports.
- i. Limits of authority. Review periodically the limits of authority of the executive officers of the Company and, in consultation with other relevant Committees, recommend to the Board appropriate changes.

- j. Intracompany transactions. Review periodically significant (as determined by the Committee from time to time) transactions between the Company or any of its direct or indirect subsidiaries and any related party.
6. Evaluation and Other
- a. Committee report. Prepare the report required by the rules of SEC to be included in the Company's annual proxy statement.
 - b. Annual evaluation of Committee and the Committee charter. Annually conduct an evaluation of the Committee's performance and report conclusions to the Board. Annually review the Committee's charter and recommend any changes to the Board.
 - c. Calendar. Set the Committee calendar and review Committee objectives.
 - d. Other functions. Perform other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time, or as may be delegated to it by the Board.

Adopted: December 13, 2013, by written consent

Amended: November 19, 2014

Amended: November 18, 2016

Amended: December 1, 2017

Amended: November 30, 2018

Amended: November 17, 2020

Amended: November 17, 2021

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Amended: August 4, 2025