



ONE Gas, Inc.

Corporate Governance Committee Charter

A. Purpose

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ONE Gas, Inc. (the “Company”) is to oversee the governance of the Board including (i) identifying individuals qualified to become Board members and recommending director nominees to the Board; (ii) reviewing and reporting to the Board on matters of corporate governance and developing and recommending to the Board corporate governance principles applicable to the Company, (iii) overseeing the annual evaluation of the Board and its committees and (iv) leading the annual evaluation of the Chief Executive Officer (“CEO”) and ensuring an appropriate structure for management development and succession.

B. Membership

The Committee shall be comprised of three or more members, each of whom must qualify as independent (“Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”), the applicable rules and regulations of the Securities and Exchange Commission (“SEC”), and applicable federal and state laws. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate governance.

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 Committee 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.

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 a minimum of two times annually 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 as requested by the Committee, 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. Advisors. The Committee shall have the sole authority to retain and terminate, and approve the fees and other retention terms of, search, legal, financial and other consultants and advisors as it deems necessary or appropriate to carry out its duties and responsibilities.
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. Responsibilities and Duties

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

1. Board Members.
 - a. Director criteria. Establish and periodically reevaluate criteria for Board membership and selection of new directors, including independence standards of the NYSE, the SEC, applicable law and other sources the Committee deems relevant. Determine as necessary the portfolio of skills, experience and perspective required for the effective functioning of the Board considering the Company's strategy and its regulatory, geographic and market environments.
 - b. Director candidates. In consultation with the Chair of the Board and the CEO, the Chair of the Committee, or a subcommittee as determined by the Chair of the Committee, will search for, recruit, screen, interview and recommend to the Committee, and the Committee will then recommend to the Board candidates for new directors to fill planned or emergency vacancies, and consider management's and shareholders' recommendations for director candidates.
 - c. Nominees for director positions. Recommend to the Board nominees for election by the shareholders or appointment by the Board, as the case may be, which recommendation shall be consistent with the criteria for selecting directors established by the Committee.
 - d. Director evaluation. Annually conduct an evaluation process for incumbent directors prior to recommending them for re-election to the Board.
 - e. Independence evaluation. At least annually, review compliance with applicable standards of independence for members of the Board and standing committees of the Board.
 - f. Monitoring non-board services/Conflicts. Monitor non-Board services provided by directors to the Company and its subsidiaries for any potential conflicts.

- g. Monitoring director orientation and continuing education. Monitor the orientation and training needs of directors, including formal director education programs, and recommend action to the Board, individual directors, and management where appropriate. The Chair of the Committee is delegated the responsibility to approve attendance by any director at continuing education programs.
 - h. Change of principal occupation. Assess each situation when a director either retires or changes their principal occupation and, based on the individual circumstances, make a recommendation to the Board regarding resignation from the Board.
 - i. Removal of directors. Recommend to the Board removal of a director where appropriate.
 - j. Review of insurance and indemnification for directors and officers. Annually review the Company's insurance policies and indemnification provisions for directors and officers.
 - k. Service on multiple audit committees. Annually review if any director serves on the audit committees of more than two public companies (in addition to serving on the Company's Audit Committee), and recommend to the Board if such simultaneous service would not impair the ability of such director to effectively serve on the Company's Audit Committee.
 - l. Review of board service. Annually review service of the non-management directors on other public company boards.
2. Board Leadership and CEO.
- a. Selection of Chair of the Board and Lead Independent Director. Annually recommend to the Board a director to serve as Chair of the Board. If the Chair of the Board is not an independent director, the Committee will also annually recommend to the Board an independent director to serve as Lead Independent Director of the Board. The Committee will establish and maintain a process for succession of the Chair of the Board, which may include the formation of a special selection committee.
 - b. CEO annual evaluation. In conjunction with the Chair of the Board and the Executive Compensation Committee, annually evaluate the performance of the CEO. The Committee Chair, together with the chair of the Executive Compensation Committee, will deliver the evaluation and any recommendations to the CEO.
3. Succession Planning
- a. Annual succession planning. Establish and maintain a process for succession of the CEO and review the CEO's plans for succession of the Senior Officers as defined in the By-laws (the "Senior Officers"), including annually meeting with the CEO to review succession planning. Ensure an appropriate structure for management development is in place for the CEO and Senior Officer positions.
 - b. Emergency succession plan. Maintain an emergency succession plan for the CEO and Senior Officer positions.
4. Board Committees

- a. Committee member and chair nominations. Annually review the composition of each standing committee of the Board and nominate the members and chairs of the committees for appointment by the Board.
 - b. Review of all committee charters. Annually review the charters of the other standing committees of the Board from a corporate governance perspective and recommend any changes to the Board. The Committee will also ensure that each of the other standing committees reviews its own charter at least annually.
 - c. Committee performance evaluations. Ensure each of the standing committees of the Board is conducting an annual performance evaluation and reporting its conclusions to the Board.
5. Annual Meeting of Shareholders/Shareholder Engagement
- a. Annual meeting details. Approve, and recommend approval to the Board, the details of the Annual Meeting of Shareholders including date, time, location, record date, agenda, appointment of proxies and director nominees for election.
 - b. Shareholder proposals/shareholder engagement. Subject to Oklahoma corporate law and the rules and regulations of the SEC and the NYSE listing standards, review and approve the Company's policies on and responses to important shareholder issues and proposals, and recommend to the Board the placement of shareholder proposals, and the Board's response thereto, in the Company's proxy statement, and coordinate with the Board and management with respect to oversight of shareholder engagement initiatives.
 - c. Proxy statement. Subject to Oklahoma corporate law and the rules and regulations of the SEC and the NYSE listing standards, review and approve prior to publication, the Company's proxy statement and form of proxy, subject to concurrent review by the applicable committees of the Board.
 - d. Related-party transaction disclosures. Review the Company's disclosure of related-party transactions, if any.
6. Corporate Governance
- a. Corporate Governance Principles/Guidelines. Annually review the Company's Corporate Governance Guidelines and recommend any changes to the Board.
 - b. Certificate of Incorporation and By-laws. Periodically review the Company's Certificate of Incorporation and By-laws and recommend any changes to the Board.
 - c. Code of Business Conduct and Ethics. Periodically review the Company's Code of Business Conduct and Ethics and recommend any changes to the Board.
 - d. Evaluate risk posed by corporate governance guidelines and policies. Periodically review as necessary the risks potentially posed by the Company's Corporate Governance Guidelines and other policies.
 - e. Annual evaluation of corporate governance functions. Evaluate at least annually (i) the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors, (ii) the composition, organization (including its committee structure,

membership and leadership) and practices of the Board, (iii) tenure and other policies related to the directors' service on the Board, and (iv) corporate governance matters generally, and recommend action to the Board where appropriate.

7. Oversight of Company policies and practices

- a. Compliance and Ethics. Annually review the Company's compliance and ethics program.
- b. Charitable contributions. Annually review the charitable contributions programs of the Company.
- c. Legislative Affairs and Political Action Committee. Annually review the Company's legislative affairs activities and political action committees.
- d. Aircraft. Annually review (i) flight information where more than one senior officer travels together on Company-owned aircraft and (ii) a summary of flight information of Company-owned aircraft.
- e. Sustainability. Consider, and recommend to the Board as appropriate, governance programs and policies goals and objectives with respect to sustainability.
- f. Share ownership guidelines. Periodically review and recommend to the Board director and officer share ownership guidelines. Annually review compliance of the directors and officers of the Company with applicable share ownership guidelines.
- g. Pledging and hedging of Company stock. Approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
- h. Service on other boards. Annually review (i) the service of the CEO or any Senior Officer on any other board, including any compensation received for such board service and (ii) any service on the boards of non-profit organizations by the CEO or any Senior Officer.

8. Evaluation and Other

- a. Annual evaluation of Board. Annually conduct an evaluation of the Board's performance and effectiveness and report conclusions to the Board.
- 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. 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 otherwise be delegated to it by the Board.

Adopted: December 13, 2013, by written consent
Amended: November 17, 2015
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