



ONE Gas, Inc.

Executive Compensation Committee Charter

A. Purpose

The purpose of the Executive Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ONE Gas, Inc. (the “Company”) is to establish and periodically review the Company’s executive compensation policies and practices to ensure the attraction, retention and appropriate compensation of executive officers, to motivate their performance in the achievement of the Company’s business objectives, and to align the interests of executive officers with the long-term interests of the Company’s shareholders.

B. Membership

The Committee shall be comprised of three or more directors, each of whom must qualify (i) to serve on the Committee under the listing standards of the New York Stock Exchange (the “NYSE”); (ii) as “non-employee directors” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (iii) as “outside directors” under Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iv) satisfy any other applicable regulatory requirements for service on the Committee (the “Independent Directors”). The members of the Committee should be suitably knowledgeable in matters pertaining to executive compensation.

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.

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. The Committee shall meet in executive session as determined by the Committee Chair, including for any compensation matters pertaining to the Chief Executive Officer (“CEO”).
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. Reports to Board. The Committee Chair shall regularly report to the Board on the proceedings and any actions taken by the Committee.
9. 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 may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor. The Committee may select a compensation consultant, external legal counsel or other advisor to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the independence factors the Committee is required to consider under NYSE listing standards and applicable rules of the SEC and such other factors as the Committee determines are relevant.
2. Oversight of advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee.
3. Appropriate funding. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Committee.
4. Assessment of independence. At least annually, the Committee shall assess the independence of any compensation consultant who has performed services for the Committee taking into account the independence factors as required under NYSE listing standards and the applicable rules of the SEC and such other factors as the Committee determines are relevant.
5. Conflicts of interest. At least annually, the Committee shall review the services provided to the Committee by any compensation consultant retained or to be retained by the Committee to determine whether the provision of such services has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement. In making the foregoing determination, the Committee shall take into account such factors as required by the SEC and applicable law and such other factors as the Committee determines are relevant.
6. Independent actions. Nothing herein shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor to the Committee; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties.

E. Responsibilities and Duties

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

1. Compensation strategy and philosophy.
 - i. Strategy and philosophy. Establish and review periodically the Company's compensation strategy and philosophy.
 - ii. Trends. Monitor compensation and regulatory developments and trends and solicit independent advice where appropriate.
 - iii. Sustainability. Consider and recommend to the Board as appropriate, compensation and incentive structures, policies and procedures and related matters that support the Company's sustainability goals and objectives.
 - iv. Risk assessment. Oversee the Company's periodic assessment of risks potentially posed by the Company's compensation practices, policies, and programs, including annual review of the results of the Company's annual compensation risk assessment. The assessment will address whether the Company's compensation practices, policies, and programs motivate employees to take excessive risks that are reasonably likely to have a material adverse effect on the Company, and will propose solutions as necessary.
2. Executive Compensation.
 - a. CEO compensation. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation, including short-term and long-term incentive compensation. In so doing, the Committee may consider the general performance of the Company, its divisions and subsidiaries, including relative shareholder return, the compensation practices in the markets where the Company competes for executive talent, the value of similar incentive awards to chief executive officers at comparable companies, the incentive awards given to the Company's CEO in past years, the compensation of the Company's other officers and employees and, the results of the most recent shareholder advisory vote on executive compensation ("Say-on-Pay Vote") as provided under Section 14A of the Exchange Act (if any).
 - b. Senior Officer compensation. The CEO shall annually provide a performance review and compensation recommendation for each of the other officers of the Company elected by the Board as provided in the By-laws (the "Senior Officers"). The Committee will review the performance reviews in light of the corporate goals and objectives relevant to the Senior Officers, and review and approve the compensation of the Senior Officers.
 - c. Other officers and employees. The Committee delegates to the CEO the authority to set the compensation of all officers of the Company appointed by the CEO as provided in the By-laws (the "Appointed Officers"), and all other employees.
3. Executive compensation plans and policies.
 - a. Oversight of executive compensation plans and policies. Oversee the administration of the Company's equity compensation plans and other executive incentive plans and

develop new compensation plans and revise existing plans, and recommend to the Board, as appropriate, the adoption of such new or revised plans.

- b. Review of executive compensation plans and policies. Review the competitive position of, and approve material changes to, the plans (other than equity compensation plans), systems, policies, programs and practices of the Company relating to compensation.
 - c. Changes to executive compensation plans. Make non-material changes to the Company's equity compensation plans and other executive incentive plans to the extent that such non-material changes, as defined in the plans or as required by applicable law, the rules of the SEC or the NYSE listing standards, are not subject to shareholder approval. The Committee will recommend to the Board material changes to any equity compensation plans that will then be submitted to the shareholders for approval.
 - d. Compensation related agreements. Recommend to the Board any proposed employment agreements, executive severance arrangements and change-in-control severance agreements with executive officers and any amendments thereto.
4. Short-term and Long-term incentives.
- a. Short-term incentives. Review and approve the Company's annual short-term incentive plan criteria and individual short-term incentive targets, and approve in writing the satisfaction of the annual short-term incentive criteria and any other material terms prior to payment of any awards under such plan to the CEO and the Senior Officers. The Committee delegates to the CEO the authority to grant awards under the short-term annual incentive plan to the Appointed Officers and to all other employees.
 - b. Long-term incentives. Review and approve equity compensation grants and approve in writing the satisfaction of any applicable performance goals and any other material terms prior to issuance of common stock under the Company's equity compensation plans to the CEO and the Senior Officers. The Committee delegates to the CEO the authority to grant equity compensation grants under the Company's equity compensation plans to the Appointed Officers (excluding Section 16 officers) and to all other employees.
5. Policies.
- a. Clawback policy. Review, administer and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees, including any recoupment policy that may be required by, or in addition to, the NYSE listing standards from time to time.
6. Director compensation. Review the Board's policies for director compensation and recommend to the Board the compensation for non-employee directors (retainers, meeting fees, committee chair fees, stock compensation, and other similar items as appropriate).
7. Say-on-Pay/Shareholder engagement
- a. Consideration of Say-on-Pay vote. Review and consider the results of the Company's most recent Say-on-Pay Vote, if any, and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say-on-Pay Vote outcomes.

- b. Frequency of Say-on-Pay vote. Recommend to the Board for approval the frequency with which the Company will include in its proxy statement a management proposal permitting shareholders to have a Say-on-Pay Vote. This review should take into account the most recent shareholders advisory vote on the frequency of Say-on-Pay resolutions at the Company.
 - c. Proxy statement.
 - i. Annual report on executive compensation. Prepare the Committee report as required by the rules of the SEC for inclusion in the Company's proxy statement.
 - ii. Compensation Discussion and Analysis. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") to be included in the Company's proxy statement or other applicable filings and, based upon such review and discussion, recommend to the Board whether the CD&A should be included in the Company's proxy statement or other applicable filings.
8. Evaluation and Other.
- a. 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.
 - b. Succession planning. Assist with issues related to management succession and development as requested by the Chairman of the Board, the CEO or the Corporate Governance Committee.
 - 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 be delegated to it by the Board.

Approved: December 13, 2013, by written consent
Amended: November 19, 2014
Amended: July 20, 2015
Amended: November 18, 2016
Amended: November 17, 2020
Amended: November 17, 2021
Amended: May 23, 2024
Amended: July 15, 2024
Amended: August 4, 2025