

# ONE GAS, INC.

## CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of ONE Gas, Inc. (the “Company”) to direct the Board in its exercise of its responsibilities. These Guidelines are not intended to interpret any federal or state law or regulation, including the laws of the state of Oklahoma, the listing standards of the New York Stock Exchange (“NYSE”) or the Certificate of Incorporation or By-Laws of the Company. These Guidelines are subject to modification from time to time by the Board.

### A. Mission of the Board

The primary mission of the Board is to maximize long-term shareholder value by overseeing the continuous improvement of the Company. This includes delivering appropriate financial returns, adhering to the highest standards of business conduct and ethics, and operating in a safe and environmentally responsible manner. The Board promotes and reflects the Company’s strong culture based on its core values of safety, ethics, inclusion and diversity, service and value. The Board believes that all stakeholders including shareholders, customers, employees and the communities served by the Company benefit from the Company’s long-term success.

### B. Board responsibilities

1. Overview. The Board is responsible for oversight of the business and affairs of the Company so as to promote the successful long-term performance of the Company. The Board has delegated the responsibility for the day-to-day operations and management of the Company to the Chief Executive Officer (“CEO”).
2. Selection of the Chief Executive Officer. The Board is responsible for selecting the CEO and electing the Senior Officers as defined in the Company’s By-Laws (the “Senior Officers”).
3. Evaluation of the Chief Executive Officer. The Corporate Governance Committee and the Executive Compensation Committee of the Board will have joint responsibility for overseeing the process for the annual performance evaluation of the CEO. Following review and approval by the Board, the chairs of the Corporate Governance Committee and the Executive Compensation Committee will deliver feedback to the CEO.
4. Strategic planning. The Board will annually review and approve the Company’s long-term strategic and financial plan (the “Plan”). Management will provide updates on the Plan at each regularly scheduled Board meeting.
5. Risk oversight. The Board reviews and assesses business risks facing the Company and evaluates management’s approach to addressing such risks, although oversight of certain risks may be delegated to committees of the Board at the Board’s discretion.
6. Succession planning. The CEO shall report annually to the Corporate Governance Committee on succession planning for the Senior Officers. The Corporate Governance Committee, in consultation with the Chair of the Board and the CEO, provides, on an ongoing basis, recommendations to the full Board regarding the Company’s succession, and emergency succession, plans for the CEO and the Senior Officers.

The Chair of the Board, in consultation with the Corporate Governance Committee, is responsible for Board succession. The Corporate Governance Committee will conduct an annual re-nomination process for incumbent directors. The Corporate Governance Committee will make recommendations to the Board regarding candidates for election to the Board to fill planned or emergency vacancies.

7. Annual performance evaluation of the Board and Guidelines. The Corporate Governance Committee is delegated the responsibility to conduct an annual performance review of the Board and to ensure annual performance evaluations are conducted by each standing committee of the Board. The Corporate Governance Committee is also responsible for annually reviewing these Guidelines and recommending any changes to the Board.

8. Code of Business Conduct and Ethics. The Board expects that the Company's business will be conducted in accordance with the highest standards of ethical conduct and in conformity with applicable laws, rules and regulations. The Board has adopted a Code of Business Conduct and Ethics applicable to every employee, officer and member of the Board Code-of-Conduct. Additionally, the Board may adopt other policies to govern the operations and management of the Company.

### **C. Composition of the Board**

1. Size of the Board. The Company's Certificate of Incorporation and By-Laws provide that neither fewer than six nor more than twenty-one members shall constitute the full Board, with the precise number to be fixed from time to time by resolution of the Board.

2. Board leadership

a. Separation of Chair and Chief Executive Officer. The Board retains the right to exercise its discretion in combining or separating the positions of the Chair of the Board and the CEO, and reviews the issue as part of the succession planning process.

b. Chair of the Board. The Board, upon recommendation by the Corporate Governance Committee, will annually appoint a Chair of the Board. The primary functions of the Chair of the Board are to provide leadership to the Board, play a coordinating role for its activities, and facilitate the communication of information from the non-management directors to the CEO. Additionally, the Chair performs those duties as may be conferred by law, set forth in the By-Laws or charters of Board committees, or otherwise assigned by the Board.

c. Lead Independent Director. If the Chair is not an independent director, a Lead Independent Director shall be selected annually by the Board, upon recommendation of the Corporate Governance Committee. The duties of the Lead Independent Director include presiding at all meetings of the Board at which the Chair of the Board is not present and presiding at all executive sessions of the independent directors.

In addition, the Lead Independent Director has the authority to call meetings of the independent directors and special meetings of the full Board and may also perform certain duties that would otherwise be assigned to the Chair of the Board when the Chair of the Board and CEO roles are combined. In the absence of the Chair of the Board and the Lead Independent Director, the Chair of the Corporate Governance Committee shall also have the authority to call special meetings of the full Board.

3. Independence. A majority of directors shall be independent as defined by the NYSE, the Securities and Exchange Commission (“SEC”), and applicable state and federal law.
4. Candidates.
  - a. Qualifications of Board members. The Board is responsible for selecting candidates for Board membership. The screening process is delegated to the Corporate Governance Committee, in consultation with the Chair of the Board, which evaluates and recommends candidates to the full Board for election as directors.
  - b. Skills and experience of the Board. Candidates for Board membership must be committed to devote the time and effort necessary to be productive directors. In selecting directors, the Board seeks to maintain a mix of skills and experience that best serves the interest of the Company and its shareholders. The Corporate Governance Committee considers prospective director candidates recommended by shareholders for nomination to the Board as set forth in our By-Laws.
5. Change of principal occupation or business association. Individual directors who retire or change their principal position shall promptly provide notice of the change to the Chair of the Board and the Chair of the Corporate Governance Committee which shall include a letter of resignation from the Board that shall be conditioned upon the Board’s acceptance of the same. The Board will direct the Corporate Governance Committee to assess each situation and recommend any action required by the Board. Directors who have directorship(s) at other publicly traded companies and cease to hold such positions are expected to notify the Chair of the Board, the Chair of the Corporate Governance Committee and the Corporate Secretary of the Company of such change.
6. Retirement. A director shall retire from the Board no later than immediately prior to the annual meeting of shareholders following their 75th birthday.
7. Majority vote policy. The Company’s By-Laws provide that, in the case of uncontested elections (i.e., elections where the number of nominees is the same as the number of directors to be elected), directors are elected by the vote of a majority of the shares represented and entitled to vote. Any nominee for director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested must, promptly following certification of the shareholder vote, provide the Chair of the Board a letter of resignation from the Board. The directors (excluding the director who offered the resignation) will evaluate any such resignation in light of the best interests of the Company and its shareholders in determining whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the offered resignation, and publicly disclose its decision and rationale, within 90 days following certification of the shareholder vote.
8. Term limits. The Board does not believe that adopting a set term limit for directors serves the interest of the shareholders.
9. Service on other boards. No non-management director may serve on more than three other public company boards (in addition to serving on the Company’s Board). Any non-management director must pre-clear service on any other public company board with the Chair of the Board prior to accepting such board membership. Neither the CEO nor any other Senior Officer may serve on more than one other company board (in addition to

serving on the Company's Board), and such service must be approved by the Chair of the Board. Any compensation received by the CEO or any Senior Officer for serving on the board of another company must be disclosed to the Corporate Governance Committee. Service on the boards of non-profit organizations by the CEO or any Senior Officer must also be reported annually to the Corporate Governance Committee.

No member of the Audit Committee may serve on the audit committees of more than two public companies (in addition to serving on the Audit Committee of the Company) unless the Board determines, as recommended by the Corporate Governance Committee, that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee.

#### **D. Responsibilities of directors**

1. General responsibilities of Directors. The responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, directors may reasonably rely on information provided by the Company's management and its outside advisors and auditors.
2. Frequency of meetings. The number of regularly scheduled Board meetings will vary with circumstances, although it is expected that the Board will hold a minimum of four regularly scheduled meetings per year. Additionally, special meetings will be called as necessary.
3. Board meeting agendas. Agendas for meetings of the Board are set by the Chair of the Board and the CEO with input from directors. The Board meeting agendas will also be reviewed and approved by the Lead Independent Director, if one is appointed, prior to circulation to the Board.
4. Executive sessions. The non-management directors meet in executive session without management present in connection with each regularly scheduled in-person meeting of the Board, or at other times as appropriate to review matters as determined by the non-management directors.

The independent directors meet in executive session without management or non-independent directors present in connection with each regularly scheduled in-person meeting of the Board, or at other times as appropriate, to review matters as determined by the independent directors.

Matters discussed in the executive sessions are to be reviewed, as appropriate, with the non-independent directors.

5. Meeting attendance and preparation. A director is expected to spend the time and effort necessary to properly discharge their responsibilities. Accordingly, each director is expected to attend all meetings of the Board and all meetings of committees and keep absences to a minimum. Meetings may be in person, by conference telephone or videoconference software as determined by the Chair of the Board.
6. Attendance at Annual Meeting of Shareholders. Directors are also expected to attend the Company's annual meeting of shareholders. Based on the nature of the convening method of the Company's annual meeting of shareholders, directors may attend the meeting in person or by conference telephone or videoconference software.

7. Director orientation and continuing education. All new non-management directors will attend a director orientation program offered by the Company. The Company provides ongoing director education during Board and committee meetings and written materials. All directors are encouraged to periodically attend, at Company expense, continuing education programs offered by other organizations. Approval for program attendance is delegated to the Chair of the Corporate Governance Committee.
8. Access to management. The Board expects that the Senior Officers of the Company will regularly attend Board and committee meetings, present proposals and otherwise assist with the work of the Board. Members of the Board have direct access to the Senior Officers of the Company. Directors are expected to exercise their best judgment to ensure that such contacts are not disruptive of the business operations of the Company and, to the extent appropriate, to arrange for such contacts through the CEO and to copy the CEO on all written communications.
9. Authority to engage advisors. The Board, including any standing committee, in its sole discretion, shall have access to and the authority to retain, including approval of fees and other terms of retention, such advisors as it deems necessary for the fulfillment of its responsibilities.
10. Compensation. Board compensation should be evaluated annually by the Executive Compensation Committee relative to customary levels with any changes recommended to the Board for approval. The Board believes that a portion of a director's compensation should be provided in the Company's common stock to align the interests of the Directors with those of the shareholders.
11. Share ownership. Within five years after joining the Board, each non-management director will own shares of the Company's common stock having a value, at a minimum, of five times the annual cash retainer for service on the Board (excluding annual retainers for service as a chair of a Board committee, Lead Independent Director or Chair of the Board). Exceptions to any provisions of this policy with respect to the Chair of the Board will be made by the Board. All other exceptions will be made by the Chair of the Board. Prior to approval of any exception, the Chair of the Board will advise the chairs of the respective committees of the Board as appropriate.
12. Indemnification. Directors shall be entitled to indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation and By-Laws and to exculpation as provided by state law and the Company's Certificate of Incorporation. Directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf.
13. Confidentiality. All proceedings and deliberations of the Board and its committees are confidential. Each director is expected to maintain the confidentiality of information received in connection with their service as a director.
14. Communications. Interested parties, including shareholders, may contact one or more directors by writing to the director or directors in care of the Company's corporate secretary at the Company's principal executive offices.

The Board believes that management should speak for the Company. Directors shall refer all inquiries from institutional investors, analysts, the media, customers, or suppliers to the CEO or the CEO's designee.

## **E. Committees of the Board**

1. Board committees and composition. There shall be a Corporate Governance Committee, an Audit Committee, an Executive Compensation Committee and such other committees as the Board deems advisable. The purpose and responsibilities of each of these committees are outlined in written committee charters adopted by the Board. The Corporate Governance Committee will review the charter of each Board committee at least once annually, and recommend any changes to the Board. The Company will assign a Senior Officer to support the work of each committee of the Board.
2. Committee chairs and membership. The Chair of the Board, with input from the Corporate Governance Committee, annually reviews the composition of each standing committee of the Board, and recommends the members and chairs of the committees for appointment by the Board. The chair of each committee reports to the full Board, whenever appropriate, with respect to those matters considered and acted upon by such committee.

The members of the Audit Committee, the Executive Compensation Committee and the Corporate Governance Committee will meet the independence and experience requirements of the listing standards of the NYSE, the applicable rules of the SEC and applicable state and federal law.

3. Committee meeting frequency and agendas. The committee chairs determine the frequency of committee meetings and approve the agendas for each committee meeting. The agendas and any materials for the committee meetings shall be developed in consultation with Chair of the Board, the CEO, committee members, or the Senior Officer assigned to support the committee. Committee meeting agendas will be reviewed and approved by the Chair of the Board prior to circulation to the committee members.

Approved by the Board of Directors

Adopted: December 13, 2013

Amended and restated: July 21, 2014

Amended and restated: February 17, 2015

Amended and restated: July 25, 2016

Amended and restated: July 23, 2018

Amended and restated: July 22, 2019

Amended and restated: November 17, 2021

Amended and restated: July 18, 2022

Amended and restated: July 17, 2023

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Amended and restated: February 18, 2025

Amended and restated: August 4, 2025