

MDU RESOURCES GROUP, INC.

COMPENSATION AND HUMAN CAPITAL COMMITTEE

CHARTER

Purpose

The Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of MDU Resources Group, Inc. (the “Company”) assists the Board (i) in fulfilling its responsibilities relating to the Company’s compensation policy and programs and to determine compensation for the Chief Executive Officer (“CEO”) and the Company’s other Section 16 officers pursuant to the Securities Exchange Act of 1934, as amended (“Exchange Act”) (collectively, including the CEO, the “Covered Officers”), (ii) in overseeing the Company’s culture and strategies relating to human capital management and executive development and succession (in coordination with the Nominating and Governance Committee (the “Nominating Committee”)) and (iii) in overseeing the Company’s management of risk in the Committee’s areas of responsibility.

Authority and Responsibilities

The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board:

1. Oversee the Company’s compensation programs in which the Covered Officers may participate, including incentive and equity-based programs, and either adopt or make recommendations to the Board for the adoption of any appropriate additions to or modifications of such programs.
2. Evaluate periodically the internal equity and external competitiveness of compensation of the Covered Officers and initiate actions or recommend changes to the Board, as appropriate.
3. Take into consideration the outcome of the latest stockholder advisory vote on executive compensation when making compensation decisions and review and recommend to the Board for approval the frequency with which the Company will conduct a stockholder advisory vote on executive compensation.
4. Have direct responsibility to review and approve the corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of such goals and objectives, and either as a committee or together with other independent directors (as directed by the Board) determine and approve the compensation level of the CEO based on such evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider, among others, the Company’s performance and relative stockholder return, the value of similar incentive awards given to chief executive officers at comparable companies and the awards given to the Company’s CEO in past years.

5. Have direct responsibility to approve, or make recommendations to the Board, with respect to compensation of the Covered Officers (excluding the CEO).
6. Review and approve, or recommend to the Board annual incentive compensation opportunities under the Executive Incentive Compensation Plan for the Covered Officers, and long-term incentive compensation opportunities under the Long-Term Performance-Based Incentive Plan for all participants under such plan, including, in either case, as applicable, approving or recommending to the Board, among other things, the type of award, the terms of the award, performance goals and threshold, target, and/or maximum award levels, as applicable, as the Committee may determine in its discretion for each calendar year.
7. Review corporate performance in comparison to the performance goals established for awards granted under the Executive Incentive Compensation Plan and the Long-Term Performance-Based Incentive Plan for the past calendar year and make recommendations to the Board with respect to awards earned, if any.
8. Review and recommend to the Board participation and employer contributions under the MDU Resources Group, Inc. Deferred Compensation Plan.
9. Review, administer, interpret and take all other actions necessary or appropriate as granted to the Committee under the Company's executive compensation and other incentive and benefit plans.
10. Review and determine or make recommendations to the Board for approval of other benefits for the Covered Officers, including but not limited to pension and supplemental pension amounts, health or other welfare benefits, and limited perquisites.
11. Review and approve or modify, or make recommendations to the Board for approval or modification of, any employment, severance, termination, retirement, or change-in-control agreements for the Covered Officers.
12. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") and, based upon such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's Proxy Statement for its Annual Meeting of Stockholders (the "Proxy Statement") or Annual Report on Form 10-K.
13. Arrange for the preparation of and approve the Compensation and Human Capital Committee Report to be included in the Proxy Statement.
14. Review the Directors' Compensation Policy, which provides for compensation of members of the Board, consider the relationship of director compensation and perquisites to customary levels for comparable companies, and recommend changes, as appropriate, to the Board.

15. Determine stock ownership requirements for the Board, Covered Officers and other participants under the Long-Term Performance-Based Incentive Plan and monitor compliance with such requirements.
16. Review and provide oversight concerning the Company's programs, policies, practices, disclosures, relevant risks and opportunities, measures, objectives, and performance relating to human capital matters, including but not limited to matters regarding culture, recruiting, retention, career development and progression, and total rewards, and make recommendations to the Board regarding the integration of human capital matters into the Company's business strategy and operation.
17. Oversee management succession planning, including, as directed by the Board, considering and recommending to the Board candidates for successor to the CEO when a vacancy shall occur in that office (in coordination with the Nominating Committee), and recommending to the Board emergency procedures for management succession in the event of the unexpected disability of the CEO.
18. Coordinate as necessary with the other Board committees regarding responsible business-related matters regarding each Board committee's areas of responsibility.
19. Review and discuss with management (a) policies with respect to the assessment and management of risks arising from the Company's compensation policies and practices and management's assessment of their adequacy and effectiveness, (b) the Company's material risk exposures in these areas and the steps taken to manage such exposures, and (c) the Company's risk tolerance in these areas and its relationship to Company strategy.
20. Review the Company's incentive compensation arrangements to consider whether they encourage excessive risk-taking.
21. (a) Have authority to, and may in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel, or other adviser (each, an "Adviser"); (b) be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee; (c) to the extent required by New York Stock Exchange ("NYSE") listing standards, prior to retaining an Adviser, or for the first time obtaining advice from an Adviser retained by management, consider all factors relevant to the Adviser's independence from management, including those required to be considered under the NYSE listing standards; and (d) review annually the factors identified in clause (c) with respect to any Adviser whose independence was previously considered by the Committee and who is still retained by, or provides or is expected to provide advice to, the Committee.

22. Be responsible for the pre-approval of the engagement by the Company for any other purpose of any compensation consultant retained by the Committee to provide advice on executive or director compensation. The Committee Chair shall have the authority to grant pre-approval of such engagement. The decision of the Committee Chair to pre-approve any such engagement shall be reported to the Committee at its next meeting.
23. Annually (a) conduct an assessment of any potential conflicts of interest raised by the work of any compensation consultant, whether retained by the Committee or management, that is involved in determining or recommending executive or director compensation and (b) determine whether a conflict exists and how any such conflict should be addressed.
24. Direct any officer or employee of the Company or request any employee of the Company's advisors, consultants or counsel or such other individual as it may deem appropriate to attend a Committee meeting or meet with any Committee members; however, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.
25. Meet at such times and report to the Board regarding its deliberations, as necessary or appropriate.
26. Review this Charter on an annual basis and recommend changes, as appropriate, to the Board.
27. Review and evaluate the performance of the Committee on an annual basis.

The term “compensation” shall be construed comprehensively, including by way of example, but not by way of limitation, salary, any supplemental payments, incentive payments, bonuses, performance shares, share incentives, dividend equivalents, or restricted stock units.

Composition

The Committee is a standing committee of the Board of Directors. The Committee members shall be appointed by the Board at the recommendation of the Nominating and Governance Committee. The Board may remove any member from the Committee at any time with or without cause. The Committee shall consist of not less than three members of the Board, each of whom satisfies the requirements for independence pursuant to the listing standards of the NYSE. The members of the Committee shall also satisfy the requirements for being “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act. The Board shall designate one member of the Committee as its chair, provided that if the Board does not so designate a Committee Chair, the members of the Committee, by a majority vote, may designate a Committee Chair. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than four times each year. Written minutes of Committee meetings shall be maintained. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of their members as the acting chair of such meeting. Each member of the Committee shall be entitled to one vote. A majority of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee.

Resources

The Committee shall have the resources and appropriate funding, as determined by the Committee, to discharge its duties and responsibilities, including, without limitation, funding for the payment of reasonable compensation to an Adviser retained by the Committee.

Delegation of Authority

To the extent permitted by applicable law, regulations and listing requirements, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to subcommittees of the Committee or to one or more designated members of the Committee, subject to such guidelines as the Committee may determine. Any such decisions to pre-approve shall be presented to the Committee at its next following regular meeting.

May 14, 2025