

MDU RESOURCES GROUP, INC.

NOMINATING AND GOVERNANCE COMMITTEE

CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MDU Resources Group, Inc. (the “Company”) provides recommendations to the Board with respect to (a) Board organization, membership, and function (including identifying individuals qualified to become directors), (b) committee structure and membership, (c) succession planning (in coordination with the Compensation and Human Capital Committee (the “Compensation Committee”)), and (d) corporate governance principles applicable to the Company. The Committee oversees the Company’s responsible business strategy and related public disclosures. The Committee assists the Board in overseeing the Company’s management of risks 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. The Committee shall:

1. Provide oversight of the evaluation of the Board and management, including establishing, coordinating, and reviewing the criteria and methods for such evaluation.
2. Determine procedures for the identification, evaluation, approval, and recommendation of director candidates, as appropriate, including with respect to director candidates recommended by the Company’s stockholders. Retain and discharge, and approve fees and other terms and conditions for retention of, consultants and professional talent search organizations. Identify potential nominees to the Board, and submit to the Board names of nominees for election to the Board between annual meetings of stockholders, as well as nominees for the election by stockholders at the annual meeting. Recommend to the Board criteria relating to director service, assessment, and tenure.
3. Recommend to the Board, as appropriate, the number, type, functions, structure, and independence of Board committees. Recommend to the Board individuals for appointment to and removal from committees and committee chairs of the Board, as appropriate.
4. Recommend to the Board the independence determination of director nominees and monitor compliance with established independence standards, including with respect to related-party transactions, by non-employee directors.

5. Consider nominations or proposals made by stockholders for inclusion in the proxy statement, including responsible business-related proposals, and make recommendations regarding the same to the Board.
6. Submit to the Board names of nominees for CEO and Board offices. Oversee and make recommendations regarding the governance and process around CEO succession planning (in coordination with the Compensation and Human Capital Committee).
7. Develop, review, and recommend to the Board, as appropriate, principles and policies relating to corporate governance, and monitor compliance with and the effectiveness of such principles and policies.
8. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; periodically review and assess the adequacy of such guidelines and recommend to the Board proposed changes thereto.
9. Discuss with management policies with respect to the assessment and management of risks associated with board organization, membership, and structure; Board succession planning; and corporate governance.
10. Direct any officer or employee of the Company or request any employee of the Company's advisors, consultants, and counsel, or such other individual as it may deem appropriate, to attend Committee meetings or meet with any Committee members.
11. Review the continuation on the Board of any director who has tendered a letter of proposed retirement or resignation from the Board and promptly recommend to the Board whether, in light of all factors deemed relevant, the Board should accept such proposed retirement or resignation or request that the director continue to serve on the Board.
12. Review the Company's Proxy Statement in compliance with the rules and regulations promulgated by the U.S. Securities and Exchange Commission.
13. Oversee the Company's responsible business strategy, including greenhouse gas emissions management, and the Company's significant responsible business-related public disclosures, key indicator results, and trends and comparisons to industry and best practices. Report to, and as appropriate, advise and make recommendations to the Board regarding any responsible business matters affecting the Company, and coordinate as necessary with other Board committees regarding responsible business-related matters concerning each Board committee's areas of responsibility.
14. Meet at such times and report to the Board regarding its deliberations, as necessary or appropriate.

15. Review this Charter on an annual basis and recommend changes, as appropriate, to the Board.
16. Review and evaluate the performance of the Committee on an annual basis.

Composition

The Committee is a standing committee of the Board. The members of the Committee shall be appointed by the Board. 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 New York Stock Exchange. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. 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.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. 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. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, as the Committee deems appropriate. As the Committee deems appropriate, it may retain independent counsel and other advisors to assist the Committee in carrying out its duties without seeking Board approval with respect to the selection, fees, or terms of engagement of any such advisors.

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