

MDU RESOURCES GROUP, INC.

LEADING WITH INTEGRITY COMMITTEE

CHARTER

Purpose

The Leading with Integrity Committee (the “Committee”) of MDU Resources Group, Inc. (the “Company”) seeks to ensure (i) the Company fulfills the standards of the United States Amended Sentencing Guidelines, (ii) that all employees, contractors, and vendors are aware of, understand, and comply with the Company’s Leading with Integrity Policy (the “LWI Policy”), and (iii) the Company meets the legal and ethical requirements and responsibilities of the LWI Policy.

Authority and Responsibilities

The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to it in this Charter, or otherwise by the Company’s Chief Executive Officer (“CEO”) and Chief Legal Officer and Corporate Secretary (“CLO”), and its authority will cover the Company and all of its subsidiary entities. The duties and responsibilities of the Committee shall include the following:

1. Establish and maintain an effective compliance program, which is reasonably designed, implemented, and enforced to prevent and deter criminal conduct;
2. Engender an organizational culture that encourages ethical conduct;
3. Promote compliance with all applicable laws, regulations, legal obligations, and industry practices and standards by the Company and its subsidiaries and contractors;
4. Facilitate programs and schedules for employee training on legal and ethical conduct issues with an emphasis on issues that pose the greatest risks of criminal or unethical conduct within the Company;
5. Develop and distribute promotional, informational, and other communication materials on the LWI Policy and the compliance program, including the Company’s compliance officers and its anonymous reporting hotline;
6. Oversee the Company’s anonymous hotline for reporting questionable practices and suspected illegal or unethical conduct;
7. Develop, in conjunction with the MDU Resources’ SOX Compliance Program, tools, methods, and schedules to assess the risk of criminal conduct within the Company;
8. Review, in conjunction with the SOX Compliance Program, the Corporate Fraud Risk Assessment annually to determine the risk of types of criminal conduct within the Company;

9. Recommend modifications to the LWI Policy to the CEO and CLO to assure legal and ethical conduct; and
10. Provide an annual summary report of the compliance program to the CEO and the Company's Audit Committee of the Board of Directors that summarizes the education and training programs provided to Company employees during the previous calendar year.

Composition

The Committee members shall consist of the CLO, the Chief Human Resources Officer, the Director of Internal Auditing, and the compliance officer(s) of the Company and its subsidiaries, and such other individuals as may be appointed by the CEO. The Committee will receive support from representatives of the Company's legal, corporate communications, and corporate human resources departments, as needed. The Committee shall be chaired by the CLO or his or her designee.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than twice per year. Written minutes of Committee meetings shall be maintained. The Committee Chair or his or her designee shall preside at each 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 CEO and CLO, to discharge its duties and responsibilities.

Delegation of Authority

To the extent permitted by applicable law, regulations and other 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.

October 7, 2025