



ONEOK, INC.

AUDIT COMMITTEE CHARTER

Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of ONEOK, Inc. (the “Company”) is to provide advice and counsel to management regarding, and assist the Board in the oversight of (a) the integrity of the financial statements of the Company, (b) the Company’s compliance with certain legal and regulatory requirements as further described herein, (c) the independence and qualifications of the Company’s independent auditors, and (d) the performance of the Company’s internal audit function and independent auditors.

While the Committee has the responsibility and authority set forth in this charter, it is not the duty of the Committee to conduct audits or to determine that the Company’s financial statements are complete and accurate and in accordance with United States generally accepted accounting principles. This is the responsibility of management and the independent auditor. It is also the responsibility of management to assure compliance with laws and regulations and the Company’s corporate policies, with oversight by the Committee in the areas covered by this charter.

Membership

The Committee shall be comprised of three or more directors, each of whom must qualify as independent (“Independent Directors”) and meet the experience requirements under the listing standards of the New York Stock Exchange, the applicable rules and regulations of the Securities and Exchange Commission, and applicable federal and state statutory provisions in effect from time to time.

All members of the Committee shall have, at the time of their appointment to the Committee, a basic understanding of finance and accounting and be able to read and understand fundamental financial statements. At least one member of the Committee shall have accounting or related financial management expertise and qualify as a “financial expert” as the Board interprets such qualification in its business judgment and in accordance with the requirements of the Securities and Exchange Commission and the New York Stock Exchange in effect from time to time. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

The members of the Committee shall be nominated by the Corporate Governance Committee of the Board and, subject to their annual re-election to the Board, be appointed annually to one-year terms by the Board. The Company’s Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee as Chair. Committee members shall serve until their resignation, retirement, removal by the Board or until their successors shall be qualified and appointed. No member of the Committee shall be removed except by majority vote of the Independent Directors.

Meetings and Procedures

- The Committee shall fix its own rules and procedures, consistent with the By-laws of the Company and this charter.
- The Committee shall meet at a minimum quarterly, either in person or by teleconference, and more frequently as circumstances require.
- The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- A majority of the members of the Committee shall constitute a quorum.
- The action of a majority of the members of the Committee at a meeting at which a quorum is present shall be the action of the Committee.
- The Committee may form subcommittees for any purpose the Committee deems appropriate and may delegate to such subcommittees or the Chair of the Committee such duties, power and authority as the Committee deems necessary or appropriate and consistent with the requirements of any applicable law, regulation or listing standard.
- The Committee may request that any director, officer, employee or advisor of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such assistance and information as the Committee requests.
- The Committee shall have the appropriate resources and authority to conduct or authorize investigations into any matters within the scope of its powers and responsibilities. The Committee shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.
- The Committee shall have the authority to retain and terminate, and approve the fees and other retention terms, of accounting, legal, financial and other advisors and experts as it deems necessary or appropriate to carry out its duties and responsibilities.
- The Company shall provide sufficient funds, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
 - (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - (ii) compensation to any advisers employed by the Committee; and
 - (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

- The Committee shall meet separately in executive session at each regular meeting (excluding telephonic meetings) with management, management of the internal audit function, the independent auditor, and as a committee to discuss any matters, including audit and risk management matters, that the Committee or each of these groups believe should be discussed.
- Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken and recommendations made by the Committee at the meeting, for review and consideration by the Board and subject to such further action by the Board as the Board deems necessary or appropriate.
- The Committee shall regularly report to the Board the Committee's activities, including any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Company's independent auditor, and the performance of the Company's internal audit function.
- There shall be free and confidential access at any time to the Committee by the independent auditor, the Chief Accounting Officer, the management of the internal audit function, the Chief Legal Officer and the management of the Company, and by the Committee to those individuals.
- The Committee shall keep written minutes of its meetings. Minutes shall be maintained with the books and records of the Company.

Responsibilities and Duties

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

Independent Audit

- ◇ Appointment, compensation, retention and oversight of the independent auditor engaged (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of auditing the books, records and accounts of the Company and issuing an audit report or related work or performing other audit, review or attestation services for the Company. The independent auditor shall report directly to the Committee.
- ◇ Approve all audit engagement fees and terms for the independent auditor.
- ◇ Pre-approve all auditing services, internal control-related services and permitted non-audit engagements or services, including consulting services, with or by the independent auditor (including the fees and terms thereof), subject to the de minimis exception for non-audit services described in Section 10(A)(i)(1)(B) of the Securities Exchange Act of 1934 that are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the

independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the independent auditor's independence. The Committee may delegate to a subcommittee or the Chair of the Committee the authority to pre-approve such audit and permitted non-audit services between regularly scheduled meetings, provided that such pre-approvals by a subcommittee or the Chair of the Committee are reported to the full Committee at the next Committee meeting.

- ◇ Review and evaluate the performance of the independent auditor and, if necessary, replace the independent auditor. Obtain and review written periodic reports at least annually from the independent auditor describing (a) the auditing firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities (including the Public Company Accounting Oversight Board), within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with such issues.
- ◇ Review and evaluate the independence of the independent auditor. Obtain and review written periodic reports at least annually from the independent auditor delineating all relationships between the independent auditor and the Company. These reports shall be consistent with the requirements regarding the independent auditor's independence adopted from time to time by the Public Company Accounting Oversight Board. Before engaging an independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the independent auditor and the Company that, in the independent auditor's professional judgment, may reasonably be thought to bear on its independence. Evaluations of the independent auditor should include the review and evaluation of the lead partner of the independent auditor and should take into account the opinions of management and the Company's internal auditor. In addition to assuring the regular rotation of the lead audit partner as required by law, the Committee should consider whether, in order to assure continuing independence, there should be regular rotation of the independent auditor itself. The Committee shall present its conclusions with respect to the independent auditor to the Board. The Committee shall actively engage in dialogue with the independent auditor with respect to any known relationships or services that may impact the objectivity and independence of the independent auditor, and if necessary, take appropriate action to insure that the Company has an independent auditor that is independent in fact.
- ◇ Meet with the independent auditor prior to the audit to review and discuss the planning of the annual audit including timing, scope, staffing, locations, reliance on management and participation of the internal audit function and general audit approach.

- ◇ Review with the independent auditor any problems or difficulties the independent auditor may have encountered, management's response to such problems or difficulties, any management letter provided by the independent auditor and the Company's response to that letter, and resolve any disputes between management and the independent auditor. Among items the Committee should review with the independent auditor are: any restrictions on the scope of the independent auditor's activities or on access to requested information; any significant disagreements with management; any accounting adjustments that were noted or proposed by the independent auditor but were not acted on by management (as immaterial or otherwise); any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company.
- ◇ Discuss with the independent auditor the required communications with the Committee as prescribed by the Public Company Accounting Oversight Board.
- ◇ Discuss with the independent auditor whether it has identified the existence of any issues of the type described in Section 10A of the Securities Exchange Act of 1934 (concerning detection of illegal acts).
- ◇ Establish clear policies for the Company regarding the hiring of employees or former employees of the independent auditor.

Financial Reporting

- ◇ Review with the independent auditor and management and approve the Company's annual audited financial statements and related reports (including, without limitation, footnotes), and the Company's financial and non-financial disclosures, including, without limitation, "Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in any report or other filing, including the Annual Report on Form 10-K, by the Company with the Securities and Exchange Commission, together with any significant findings based on the independent auditor's audit procedures. This review by the Committee shall take place prior to publication of the annual audited financial statements or the filing of such report. The Committee shall review and discuss with management (including the individual responsible for internal audit) and the independent auditor the Company's internal controls report and the independent auditor's attestation report prior to the filing of the Annual Report on Form 10-K. The Committee shall recommend to the Board the inclusion of the annual audited financial statements in the Company's Annual Report to Shareholders and its Annual Report on Form 10-K.
- ◇ Review with the independent auditor and management and approve the Company's quarterly unaudited financial statements (including, without limitation, footnotes), and the Company's financial and non-financial disclosures, including, without limitation, "Management's Discussion and Analysis of

Financial Condition and Results of Operations,” contained in any report or other filing, including the Quarterly Report on Form 10-Q, by the Company with the Securities and Exchange Commission, together with significant findings based upon the independent auditor’s review procedures. This review by the Committee shall take place prior to the publication of the quarterly unaudited financial statements or the filing of such report.

- ◇ Review and approve any disclosures made to the Audit Committee by the Company’s Chief Executive Officer and Chief Financial Officer during their certification process for the Annual Report on Form 10-K and the Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal controls.
- ◇ Review and approve the Company’s annual and quarterly earnings news releases prior to their release to the public.
- ◇ Periodically review and discuss financial information and earnings guidance provided to analysts and rating agencies. The foregoing shall supplement the full Board’s periodic review of (a) investor relations activities, (b) credit rating results and (c) the Company’s dealings with credit rating agencies.
- ◇ Discuss with management and the independent auditor any significant issues regarding accounting principles, practices and judgments made in connection with the preparation of the Company’s financial statements. Obtain and review a report from the independent auditor regarding all critical accounting policies to be used in the Company’s financial statements and any major changes to these policies, including: (a) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management; (b) the ramifications of the use of such alternative disclosures and treatments; and (c) the treatment preferred by the independent auditor.
- ◇ Review with the independent auditor and management the annual audited financial statements and related reports (including, without limitation, footnotes) contained in any report or other filing by the Company with the Securities and Exchange Commission with respect to any Company employee benefit plan, including any significant findings based on the independent auditor’s audit procedures. This review shall take place prior to the filing of any such annual audited financial statements with the Securities and Exchange Commission. The Committee may delegate this review to the Chair of the Committee. The Committee’s primary responsibilities as to any benefit plan auditor include those stated in the Independent Audit section of this charter, as applicable and include the engagement, evaluation of independence and performance of such benefit plan auditor and approval of all services and fees.

Internal Audit

- ◇ Review, including with the independent auditor and management, the internal audit function, including its responsibilities, budget, staffing and performance, the adequacy of its resources and the competence of its staff, audit risk considerations and areas of audit emphasis. Review the cooperation provided by management, including any limitations or pressures imposed by management.
- ◇ Review and ratify the appointment or removal of the individual responsible for internal audit. Review the annual performance of the individual responsible for internal audit.
- ◇ Annually review and approve the internal audit charter and the annual internal audit plan, including any recommended changes in the planned scope of the internal audit, and receive communications from the individual responsible for internal audit on internal audit's performance relative to the plan and other matters.
- ◇ Obtain and review periodic summary reports on the internal audit department's significant recommendations to management and, where necessary, management's responses, particularly with respect to identified audit risk considerations.

Controls and Procedures

- ◇ Review the corporate disclosure controls and procedures function, its performance, the adequacy of its resources and the competence of its staff, disclosure risk considerations and areas of disclosure emphasis. Review the cooperation afforded and any limitations or pressures imposed by management.
- ◇ Obtain and review periodic reports at least annually from management and the independent auditor assessing the effectiveness of the Company's internal control structure and procedures for financial reporting and including: (a) all significant deficiencies or material weaknesses in the design or operation of internal controls, (b) any fraud, whether or not material, that involves management or other employees having a significant role in the internal controls, and (c) all significant changes to internal controls, including corrective actions, since the last report to the Committee. Review and discuss with management and the independent auditor the adequacy of disclosures about any changes in internal controls.
- ◇ Obtain and review periodic reports at least annually from management and the independent auditor assessing the effectiveness of the Company's disclosure controls and procedures including: (a) all significant deficiencies or material weaknesses in the design or operation of disclosure controls and procedures as related to section 404 of the Sarbanes-Oxley Act, (b) any fraud, whether or not material, that involves management or other employees having a significant role in the disclosure controls and procedures, (c) all significant changes to disclosure control and procedures including corrective actions, since the last report to the

Committee and (d) any financial conflicts of interest involving the Company's Chief Executive Officer or any other senior officer.

Other Control Issues

- ◇ Discuss with the management of the internal audit function the periodic review of the executive officers and directors' expense accounts and perquisites.
- ◇ Discuss with the management of the internal audit function the annual review of the travel log of flights on Company and chartered aircraft.
- ◇ Review with the Company's Chief Legal Officer legal matters that may have a material impact on the financial statements, and the Company's compliance with legal and regulatory requirements, the effect of new regulatory and accounting initiatives, the impact of any off-balance sheet structures, and any reports or inquiries received from regulators or governmental agencies.
- ◇ Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters.
- ◇ Establish procedures for the confidential, anonymous submission to the Committee by the Company's employees of concerns regarding questionable accounting or auditing matters.
- ◇ Review and discuss guidelines and policies by which the Company undertakes risk assessment and risk management.
- ◇ Review periodically the Company's computerized information systems, applications and controls, including user security and related contingency plans related to the Company's accounting, internal accounting controls and auditing matters.
- ◇ Review periodically the Company's tax planning efforts, taxing authority developments, pending audits and the adequacy of tax reserves, as necessary or appropriate, in connection with the Committee's review of the Company's audited and unaudited financial statements and related reports.
- ◇ Review periodically significant (as determined by the Committee from time to time) transactions between the Company or any of its direct or indirect subsidiaries and any related party.

Committee Reports and Assessments

- Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
- Prepare the required written confirmation to the New York Stock Exchange at least once a year or upon any changes to the composition of the Committee or that would otherwise require interim confirmation.
- Set the Committee calendar and review Committee objectives as set forth in the Committee matrix.
- Perform any other activities consistent with this charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.
- Conduct an evaluation of the Committee's performance and the adequacy of this charter at least annually and recommend to the Board (with the concurrence of the Corporate Governance Committee) such changes to this charter as the Committee deems appropriate.

Amended and Restated: May 21, 2025