



# CORPORATE GOVERNANCE GUIDELINES

(REVISED AUGUST 4, 2023)

These Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors of Coterra Energy Inc. (the “Company”) to assist in the performance of the Board’s duties and the exercise of the Board’s responsibilities and in accordance with the applicable listing requirements of the New York Stock Exchange (“NYSE”). These Guidelines reflect the current determinations of the Board of Directors of the Company (the “Board”) with respect to corporate governance issues and will be periodically reviewed and are subject to change from time to time by the Board upon the recommendation of the Governance and Social Responsibility Committee of the Board (the “Governance and Social Responsibility Committee”).

In general, these Guidelines are intended as general guidelines. Except where these Guidelines reflect requirements of the NYSE for listed companies, they are not intended to be, and they should not be construed as, rigid rules that govern the activities of the Board, and they may be revised or updated from time to time in order to respond to business changes and the needs of the Board, the Company and its stockholders. In addition, the Board may on occasion depart from these Guidelines when circumstances indicate that a departure is in the best interest of the Company and its stockholders. These Guidelines do not, and are not intended to, modify or to constitute an interpretation of the General Corporation Law of the State of Delaware, the Company’s Restated Certificate of Incorporation (the “Certificate of Incorporation”), the Company’s Amended and Restated Bylaws (the “Bylaws”), or any Federal, state or local law or regulation.

## **Role of the Board and Management**

1. The basic 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 stockholders. The Board possesses the oversight authority with respect to the management of the business and affairs of the Company, including oversight responsibility with respect to the management of the strategic, operational, financial and legal risks facing the Company, subject to applicable provisions of law and the Company’s Certificate of Incorporation and Bylaws. In discharging their responsibilities, directors are entitled to reasonably rely on the honesty and integrity of the Company’s officers and the Company’s outside advisors and auditors, to the extent permitted by applicable law. The directors are also entitled to have the Company purchase reasonable directors’ and officers’ liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Certificate of Incorporation, the Bylaws and any applicable indemnification agreements approved by the Board, and to exculpation as provided by Delaware law and the Certificate of Incorporation.

## **Functions of the Board**

2. The Board plans to meet at least five times per year. Additional meetings may be scheduled as necessary or appropriate in light of circumstances. The Board holds regularly scheduled meetings at which it reviews and discusses reports by management on the

performance of the Company, management's plans and the Company's material risks and future prospects, as well as immediate issues facing the Company. The Board will review the Company's long-term strategic plans and the principal issues that the Company is expected to face in the future during at least one Board meeting each year. The schedule for regular meetings of the Board for each year will be submitted and approved by the Board in advance at least as early as during the immediately preceding year. Directors are expected to attend scheduled Board meetings and meetings of committees on which they are members, to spend the time required and to meet as frequently as necessary to properly discharge their responsibilities. Information and reports that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should ordinarily be distributed in writing (including electronic form) to the directors before the meeting, and directors should review those materials in advance of the meeting. Management of the Company should keep the Board members abreast of material developments involving the Company between Board meetings. It is a policy of the Board that each director should make reasonable efforts to attend the annual meeting of stockholders of the Company.

3. In addition to its general oversight of management, the Board (or its committees) also performs a number of specific functions, including:

- a. selecting and evaluating the Chief Executive Officer of the Company (the "CEO") and overseeing succession planning for the CEO and other executive officers;
- b. reviewing and approving the compensation of the CEO and other executive officers of the Company;
- c. reviewing, approving and monitoring financial plans, business strategies and major corporate actions;
- d. assessing major risks facing the Company and reviewing options for their mitigation; and
- e. overseeing compliance with the Company's Code of Business Conduct, a statement of expected ethical conduct.

4. To facilitate open discussion, directors are required to maintain the confidentiality of all Board and Board committee discussions and deliberations, in accordance with the confidentiality provisions of the Company's Code of Business Conduct.

## **Committees**

5. The Board has established the following committees to assist the Board in discharging its responsibilities: (a) the Audit Committee; (b) the Compensation Committee; (c) the Governance and Social Responsibility Committee; (d) the Environment, Health & Safety Committee; and (e) the Executive Committee. The Board may, from time to time, reconstitute existing committees or establish or maintain additional committees as the Board may deem necessary or appropriate. All members of the Audit Committee, the Compensation Committee and the Governance and Social Responsibility Committee shall meet the criteria for independence required by applicable laws, rules, regulations and NYSE listing standards. A director who is part of an interlocking directorate (*i.e.*, a director of the Company who is employed by another corporation for which an executive officer of the Company serves on the Board) may not serve on the Compensation Committee. Members of committees of the Board will be appointed

or approved by the Board at least annually following receipt of the recommendations of the Governance and Social Responsibility Committee and with consideration given to the criteria set forth in the applicable committee charter as well as the desires of individual directors. Subject to the Bylaws, each committee shall have at least one member (but not more than two members) of the committee serve as its chair or co-chair, as designated by the Board. The Board does not require mandatory rotation of committee assignments; however, the Board should scrutinize the service of a chair of a committee that lasts for more than five consecutive years. Each of the Audit Committee, the Compensation Committee, the Governance and Social Responsibility Committee, and the Environment, Health and Safety Committee has a written charter adopted by the Board. The charters set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. While the Board is ultimately responsible for oversight of risks facing the Company, the Board has delegated risk oversight responsibility to the committees of the Board for each committee's areas of oversight, as set forth in its respective charter. Each committee shall periodically report on such risks to the Board.

### **Director Qualifications and Independence**

6. The Board shall have a majority of directors who meet the criteria for independence required by applicable laws, rules, regulations and NYSE listing standards. The Board shall consider, and make a determination regarding, the independence of each director. No director shall be considered independent unless the Board affirmatively determines that he or she has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company. The Board may adopt categorical standards to assist it in making such independence determinations. The Board will disclose the basis for its determination of director independence in the Company's annual proxy statement in accordance with applicable legal and regulatory requirements.

7. The Board seeks members from diverse backgrounds with a broad spectrum of professional experience and expertise who are able to make significant contributions to the Board and the Company and are committed to serving the long-term interests of the Company. Directors must be in a position to properly exercise their duties as members of the Board and be persons of high integrity who have exhibited proven leadership capabilities.

### **Board Size**

8. The Bylaws provide that the number of directors shall be not less than three (3) nor more than fifteen (15) and shall be determined by resolution of the Board. Subject to the applicable provisions of the Bylaws, the Governance and Social Responsibility Committee is responsible for reviewing the size of the Board and recommending any changes to the number of members constituting the whole Board when appropriate.

### **Selection of Directors**

9. The Board is responsible for recommending director nominees for election to the Board by the stockholders of the Company and for filling any vacancies on the Board that may occur and any newly created directorships that may be established between annual meetings of stockholders. The Governance and Social Responsibility Committee, in consultation with the Chairman of the Board or the Lead Director (as defined in Section 20 below), if one shall be appointed by the Board, is responsible for identifying individuals qualified to serve on the Board

and recommending such individuals to the Board. When a search firm is retained to assist the Governance and Social Responsibility Committee in identifying director candidates, the Governance and Social Responsibility Committee should instruct such search firm to seek to include diverse candidates in terms of race, ethnic background and gender. The Governance and Social Responsibility Committee will also consider written proposals for nominees for director from stockholders. Such proposals shall be submitted to the Corporate Secretary in compliance with the Bylaws.

10. The Board will endeavor to recommend qualified individuals who, if added to the Board, would provide the desired Board skills and attributes, which may include judgment, skill or experience with businesses and other organizations of comparable size, the mix of the candidate's experience with the experience of other directors, diversity of race, ethnic background and gender, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

11. Invitations to join the Board (pursuant to a nomination or appointment by the Board) should be extended by the Chairman of the Board or the Lead Director, if one shall be appointed by the Board, on behalf of the Board. The CEO may participate in making such an invitation if determined appropriate by the Chairman of the Board or the Lead Director.

### **Term Limits and Tenure Policy**

12. The Board does not believe that it should establish term limits or a mandatory retirement age. The Board's self-evaluation process described below will assist in determinations regarding Board tenure. That process will allow: (a) the Board to make informed decisions as to which directors stand for re-election; and (b) each director the opportunity to confirm his or her desire to continue as a member of the Board. Incumbent directors are not automatically re-nominated to stand for election.

13. The Board believes that it is in the best interests of the Company that: (a) any employee director whose employment at the Company terminates for any reason (including normal retirement) is expected to promptly resign from the Board, unless expressly agreed otherwise by the Board (excluding the director at issue) after the review and recommendation of the Governance and Social Responsibility Committee (excluding the director at issue); and (b) any director whose health or physical condition would prevent him or her from performing the essential functions and responsibilities of a director is expected to resign from the Board promptly.

14. It is the sense of the Board that an individual director who intends to change his or her professional occupation or association, including the acceptance or termination of employment, directorship or a significant consulting arrangement, in each case from the time that he or she was last elected to the Board (other than a change anticipated and disclosed to the Board at the time of nomination for the last election), or breaches an ethical standard set forth in the Company's Code of Business Conduct, should advise the chair of the Governance and Social Responsibility Committee and the Company's General Counsel and, if requested by the Governance and Social Responsibility Committee after review and approval by the Board (excluding the director at issue), volunteer to resign from the Board and any committees of the Board on which he or she serves. It is not the sense of the Board that every such change in position or breach by a director should necessarily result in the director's stepping down from the Board or its committees. There should, however, be an opportunity for the Board, through the Governance and Social Responsibility Committee, to review the continued appropriateness of

Board and committee membership under the circumstances and to avoid any potential conflicts of interest or inadvertent impairments to a director's independence.

### **Other Board Service**

15. It is the expectation of the Board that each director should limit obligations that compromise his or her ability to devote the necessary time and attention to the duties and responsibilities of a director to the Board and to the Company's affairs. Unless the Board determines otherwise, no member of the Board may simultaneously serve on the board of directors of more than four public companies, including the Company. A director who serves as the Company's CEO or the chief executive officer or other similar executive officer of another public company should not serve on the board of directors of more than three public companies, including the Company. A director should advise the Chairman of the Board, the chair of the Governance and Social Responsibility Committee and the Company's General Counsel in advance of accepting an invitation to serve on the board of directors (or similar governing body) of another company (whether public or private) to facilitate a determination as to whether the new directorship would cause any issues under section 8 of the Clayton Act, the Company's Code of Business Conduct (including the Conflict of Interest Policy included therein) and other applicable corporate governance policies or principles. The Governance and Social Responsibility Committee will consider whether any such additional directorships would adversely affect the ability of the applicable director to function effectively on the Board and, therefore, should be considered a change in occupation or association as contemplated by Section 14 above. Additionally, if a director who is a member of the Audit Committee of the Board wishes to accept an appointment to serve on the audit committees of more than two public companies, including the Company, such director should advise the Chairman of the Board, the chair of the Governance and Social Responsibility Committee and the Company's General Counsel in advance of accepting such appointment to facilitate a determination by the Board as to whether such appointment would impair the ability of the director to effectively serve on the Audit Committee of the Board.

### **Advance Resignation – Majority Voting**

16. In accordance with the Bylaws, each director shall be elected by the affirmative vote of the holders of a majority of the votes cast at a meeting for the election of directors at which a quorum is present; *provided, however*, that the directors shall be elected by a plurality of the votes cast at any meeting for which the number of candidates for election as directors exceeds the number of directors to be elected, with the determination thereof being made by the Corporate Secretary as of the 10th day preceding the date the Company first mails or delivers its notice of meeting for such meeting to stockholders. As a condition to being nominated to continue to serve as a director, an incumbent director nominee will submit an irrevocable letter of resignation which would be effective upon and only in the event that: (a) such nominee fails to receive the required vote for election to the Board at the next meeting of the stockholders of the Company at which such nominee faces re-election; and (b) the Board accepts such resignation. As a condition to being nominated, each nominee who is not an incumbent director will agree to submit such an irrevocable letter of resignation upon his or her election as a director. In addition, the Board will fill vacancies (including new directorships created by expansion of the Board) only with candidates who agree to submit such an irrevocable letter of resignation upon appointment as a director.

17. If an incumbent director nominee does not receive the required vote, the Governance and Social Responsibility Committee shall promptly consider whether to accept the resignation of such nominee and make a recommendation to the Board concerning the

acceptance or rejection of such resignation. The Board will consider the Governance and Social Responsibility Committee's recommendation in determining whether to accept or reject the resignation and will publicly disclose, on the Company's website or through other broadly disseminated means of communication, its decision and the reasons therefor within 90 days from the date of the certification of the election results by the inspector of election. The Governance and Social Responsibility Committee and the Board will consider what they understand to be the reason or reasons, or the reason or reasons stated by stockholders, for the nominee's not receiving the required vote, whether the underlying cause or causes are accurate or curable, the overall composition of the Board and the effect acceptance of this or other resignations could have under any applicable rule, regulation or contract (including the Corporate Governance Standards of the NYSE and federal securities laws), as well as any other factors that they believe to be relevant. The resignation, if accepted by the Board, will be effective at the time specified by the Board when it determines to accept the resignation, which effective time may be deferred until a replacement director is identified and appointed to the Board.

18. Any director whose resignation is being considered as described in Section 17 will abstain from participation in both the Governance and Social Responsibility Committee's consideration of the director's resignation, if the director is a member of that committee, and the Board's decision regarding the resignation. Any such director also will abstain from participation in consideration of any other director's resignation at the same meeting unless there would be fewer than three directors eligible to participate in the Board's consideration of the resignation.

### **Board Meetings**

19. The Chairman of the Board will preside at all meetings of the Board and will establish the agenda for each Board meeting. The Lead Director, if one shall be appointed by the Board, will review the agenda and provide input to the Chairman of the Board, and also will solicit agenda items from the non-employee directors. The agenda for each meeting will be distributed to directors in advance. Any board member may suggest items for inclusion on the agenda and, subject to the will of the majority of those directors present, may raise for discussion at any Board meeting subjects not on the agenda.

### **Meetings of Non-employee Directors and Lead Director**

20. Whenever the Chairman of the Board is not an independent director, the independent directors shall select from among themselves a lead independent director (the "Lead Director"), subject to any applicable provisions of the Bylaws. The Lead Director, if one shall be appointed by the Board, shall preside at each executive session of the independent or the non-employee directors and, in the absence of the Lead Director, the directors participating in the session shall select one of their number to preside. The Lead Director will serve as a liaison between the Chairman of the Board, on the one hand, and the independent directors, on the other hand, including by providing feedback to the Chairman of the Board, together or individually, following each executive session, and perform various other duties as may be appropriate, including advising the Chairman of the Board. The Lead Director shall be identified in the Company's annual proxy statement to facilitate communications by stockholders with the non-employee directors.

21. The Board will hold an executive session of non-employee directors during each of the regularly scheduled meetings held each year. In addition, if the group of non-employee directors includes a director who is not independent under the Corporate Governance Standards of the NYSE, the independent directors will meet in executive session at least annually. The

directors meeting in executive session do not constitute a formal committee of the Board and therefore shall not take corporate action at such sessions, although the participating directors may make recommendations for consideration by the Board.

### **Committee Meetings**

22. The chair of each committee, in consultation with other committee members and management, will determine the frequency and length of the committee meetings and develop the agenda for each meeting, consistent with any requirements set forth in the committee's charter. Each committee (other than the Executive Committee) will establish an annual schedule of agenda subjects to be discussed during the year. Each committee member is free to suggest the inclusion of items on the agenda. At any committee meeting, each committee member is free to raise subjects that are not on the agenda for that meeting. Each committee will meet in executive session when advisable during the course of a meeting. The chair of each committee will report to the Board regarding any meeting held since the most recent Board meeting. Any director may attend meetings of any Board committee with the concurrence of the committee chair.

### **Minimum Stock Ownership Guidelines**

23. The Board believes that meaningful stock ownership in the Company by the directors and executive officers of the Company is appropriate. Each non-employee director is expected to own shares of Company common stock having a market value or cost basis, whichever is greater, that is not less than five times the current annual cash retainer generally paid to non-employee directors. Such directors shall have five years from their respective dates of initial election to the Board to comply with this requirement. The CEO is expected to own shares of Company common stock having a market value or cost basis, whichever is greater, that is not less than six times his or her annual base salary, and executive officers who report to the CEO are expected to own shares of Company common stock having a market value or cost basis, whichever is greater, that is not less than three times their respective annual base salaries. Executive officers shall have three years from their respective dates of election to comply with these requirements. For purposes of determining compliance with the foregoing requirements, unvested restricted stock and unvested restricted stock units shall be counted in calculating ownership, as well as directly owned shares of Company common stock and indirectly owned shares of Company common stock, including shares of Company common stock or stock equivalents held in the Company's retirement plan; *provided, however*, that shares subject to options and unvested performance based awards shall not be counted. In the event that a director or executive officer does not meet the stock ownership level within the applicable time period as specified above, he or she shall be prohibited from selling any shares of Company common stock acquired through vesting of restricted stock, restricted stock units or performance awards or upon exercise of stock options, except to pay for applicable taxes or the exercise price, until he or she satisfies such requirements.

### **Access to Management, Employees and Independent Advisors**

24. The Board and its committees shall have unrestricted access to officers and employees of the Company. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and may, but are not required to, copy the CEO on any written communications (including email) between a director and an officer or employee of the Company; *provided, however*, that any director may directly contact the Company's internal auditor (or persons performing the internal audit function) without informing

the CEO or any other executive officer of the Company. The Board also welcomes regular attendance at each Board meeting by executive officers of the Company. In addition, the CEO, in consultation with the Chairman of the Board and the Lead Director, if one shall be appointed by the Board, may invite other officers and key employees of the Company to attend Board meetings or Board committee meetings when they can meaningfully contribute to Board or Board committee presentations or discussions. These officers and key employees are encouraged and expected to respond to questions posed by Board members relating to their respective areas of responsibility. To the extent they consider it necessary and appropriate, directors also shall have access to the Company's external advisors using the same procedures as described above.

25. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors. The Company shall provide for appropriate funding for payment of compensation to any such advisors, as well as administrative expenses necessary or appropriate in carrying out Board and committee duties.

### **Reporting of Concerns to Independent Directors**

26. Anyone who has a concern about the Company's business conduct, including its accounting, internal accounting controls or auditing matters, may communicate that concern to the independent directors through the Lead Director, if one shall be appointed by the Board, or the Audit Committee. Such communication may be confidential or anonymous, and may be e-mailed or submitted in writing, or reported by phone following the procedures contained in the Company's Code of Business Conduct, published on the Company's website at [www.coterra.com](http://www.coterra.com). All such concerns will be forwarded to the Chairman, if the Chairman is an independent director, or to the Lead Director, if one shall be appointed by the Board, who will provide the concerns to the independent directors for their review. The status of all outstanding concerns addressed to the independent directors will be reported to the Board periodically. The Company's Code of Business Conduct, among other things, prohibits the Company from retaliating against anyone for raising a concern regarding accounting or auditing matters in good faith.

### **External Communications**

27. The Board believes that, under ordinary circumstances, Company management should speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would do this with the knowledge of the CEO and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the CEO. Accordingly, unless it would not be appropriate under the circumstances, Board members should promptly advise the CEO if approached by outside constituencies regarding Company business.

### **Board Compensation**

28. The Compensation Committee of the Board, with the input of a compensation consultant, if one shall be engaged by the Compensation Committee, shall have the responsibility for recommending to the Board compensation for non-employee directors. Directors who are Company employees shall not be separately compensated for their services as directors. Director compensation will be reviewed by the Compensation Committee periodically as deemed appropriate. The form of compensation currently in use is a combination of cash retainers and stock in the form of restricted stock units. Other forms of stock may be used in the future. Directors, as well as all employees, are eligible to participate in the Company's matching grants program in



which the Company matches, dollar for dollar, contributions to eligible charitable organizations, up to a maximum of \$5,000 per person annually.

29. In approving director compensation and reviewing director independence, the Board will consider that a director's independence as defined by the Corporate Governance Standards of the NYSE may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director, or if the Company engages in a transaction with an organization with which the director is affiliated that is material to such organization. The Board will critically evaluate each of these matters when approving the form and amount of any director compensation and the independence of the directors.

### **Director Orientation and Continuing Education**

30. Each new director shall, prior to election to the Board, become familiar with the Company's strategy, its financial statements and its key policies and practices. Each new director should participate in an orientation program developed and implemented with the oversight of the Governance and Social Responsibility Committee, which should be conducted promptly after his or her initial election or appointment. This orientation will include presentations by management to familiarize the new director with the Company's strategic plans, significant financial, accounting and risk management issues, compliance programs, Code of Business Conduct, executive officers, internal audit department and independent auditor. Other directors are welcome to attend any of these orientation programs. The Company's management is responsible for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. The Board encourages, but does not require, directors periodically to pursue continuing education opportunities with respect to the responsibilities of directors of public companies, and the Company will reimburse directors for reasonable expenses incurred in connection with such continuing education.

### **Self Evaluation**

31. The Board and each of its committees will perform annual self-evaluations to determine whether it and each of its committees are functioning effectively. The self-evaluations should include a solicitation of comments from all directors with respect to the Board self-evaluation and from each committee member with respect to such committee's self-evaluation. In accordance with its charter, the Governance and Social Responsibility Committee will oversee such annual evaluation, solicit comments from all directors and report annually to the Board with an assessment of the performance of the Board, its committees and individual directors. This assessment will then be discussed and taken into account by the Board in its consideration of any appropriate action or response.

### **Management Succession Planning**

32. The Compensation Committee shall periodically review succession planning with the CEO, and the CEO shall make an annual report to the Board on succession planning with respect to the CEO and other executive officers of the Company. Such report shall set forth policies regarding succession in the event of unexpected death, disability or departure of the CEO, it being understood that the scope and detail of the report will vary depending on the age, tenure and other circumstances relating to the incumbent CEO. The Board will work with the Compensation Committee and the incumbent CEO to identify potential successors to the CEO.

The designation of the CEO, as well as other executive officers of the Company, is a decision for the Board.

### **Other Governance Policies**

33. The Company will not extend or maintain credit, arrange for the extension of credit, or renew an extension of credit in the form of a personal loan to or for any director or executive officer. The Company will not reprice stock options for any reason (including, without limitation, by canceling an outstanding option and replacing such option with a new option at a lower exercise price (except pursuant to applicable anti-dilution adjustments)).

34. Directors are expected to comply with the Company's general conflict of interest policy, as well as the other policies set forth in the Company's Code of Business Conduct that are applicable to directors. If an actual or potential conflict of interest develops because of significant dealings or competition between the Company and a business with which the director is affiliated, the director should report the matter promptly to the Chairman of the Board and Lead Director, if one shall be appointed by the Board, for evaluation by the Board. A significant conflict must be resolved, or it is expected that the director will resign. If a director has a personal interest in a matter before the Board, the director should disclose the interest to the Board and should consider whether it is appropriate to excuse himself or herself from participation in the discussion and any vote on the matter.

### **Disclosure**

35. These Guidelines, together with the charters of the Audit, Compensation, and Governance and Social Responsibility Committees and the Company's Code of Business Conduct and Ethics will be posted on the Company's website and also will be available in print to any person who makes a request of the Corporate Secretary. Such availability on the Company's website and in print will be noted in the Company's annual report to stockholders.

### **Amendments to these Guidelines**

36. The operation of the Board is a dynamic and evolving process. Accordingly, the Governance and Social Responsibility Committee shall, at least annually, review and assess the adequacy of these Guidelines and recommend any proposed changes to the Board for consideration. In addition, these Guidelines may be amended or modified at any time and from time to time by resolution of the Board.