



## **AUDIT COMMITTEE CHARTER**

(REVISED NOVEMBER 3, 2023)

### **Purposes**

The primary purposes of the Audit Committee of the Board of Directors (the “Board”) of Coterra Energy Inc. (the “Company”) are (A) to assist the Board in overseeing (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independence, qualifications and performance of the independent 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 (referred to in this charter as the “independent auditor”), (4) the performance of the Company’s internal audit function, and (5) certain aspects of the Company’s risk management as described herein; and (B) to prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K promulgated under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”).

The Audit Committee is directly responsible for the appointment (which appointment may be submitted to stockholders for ratification), compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting).

It is the responsibility of the Company’s management to prepare financial statements that are complete and accurate and in accordance with generally accepted accounting principles in the United States (“GAAP”) and to establish satisfactory internal control over financial reporting. It is also the duty of management to conduct investigations and to ensure compliance with applicable laws, rules and regulations and the Company’s Code of Business Conduct and Ethics. It is the responsibility of the independent auditor to plan and conduct audits of the Company’s financial statements and the effectiveness of the Company’s internal control over financial reporting. The Audit Committee’s responsibilities and powers set forth in this charter are of oversight and review. The Audit Committee does not provide any expert or other special assurance as to such financial statements or GAAP, or concerning compliance with laws, rules and regulations.

### **Membership and Qualifications**

The Audit Committee must have at least three members. Audit Committee members shall be appointed annually by the Board from among its members on the recommendation of the Governance and Social Responsibility Committee. Unless otherwise determined by the Board, no member of the Audit Committee shall simultaneously serve on the audit committees of more than two other public companies. Members may be replaced or removed from the Audit Committee by the Board at any time.

Each member must meet the independence requirements established by the Board, the New York Stock Exchange (“NYSE”), the Exchange Act, and the rules and regulations of the Securities and Exchange Commission (“SEC”). Each member must be financially literate in

accordance with NYSE requirements or must become financially literate in accordance with such requirements within a reasonable period of time after his or her appointment to the Audit Committee. In addition, at least one member shall have accounting or related financial management expertise in accordance with NYSE requirements, and at least one member shall, in the judgment of the Board, be an “audit committee financial expert” as defined by the SEC.

## **Structure and Operations**

The Board shall appoint one of the members of the Audit Committee to be its chair. The chair shall be responsible for scheduling all meetings of the Audit Committee, determining the agenda for each meeting (following consultation with the other members of the Audit Committee and with management), and presiding over the meetings of the Audit Committee. In the absence of the chair during any meeting of the Audit Committee, a majority of the Audit Committee members present at such meeting may appoint a member to preside at the meeting. Written minutes of Audit Committee meetings shall be maintained.

The Audit Committee will meet as often as the members shall determine to be necessary or appropriate, but not less frequently than quarterly. The Audit Committee will meet periodically, as deemed necessary and appropriate, in separate executive sessions with management (including the chief financial officer and chief accounting officer), the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Company, the independent auditor, or any outside advisor to attend a meeting of the Audit Committee or to meet with any members of, or advisors to, the Audit Committee. The Audit Committee will also make itself available to the independent auditor and the internal auditors of the Company as requested.

The Audit Committee shall have the sole authority to appoint the independent auditor as described in paragraph 13 below. The Audit Committee shall also have the authority to engage and obtain advice and assistance from other outside advisors without seeking approval of the Board. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to any advisors employed by the Audit Committee, and ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee may form and delegate to one or more subcommittees all or any portion of the Audit Committee’s authority, duties and responsibilities, including the authority to grant preapprovals of audit and permissible non-audit services as described in paragraph 14 below, as it determines necessary or appropriate to conduct the Audit Committee’s business. Any decisions of such subcommittee shall be reported to the full Audit Committee at its next scheduled meeting.

## **Authority, Duties and Responsibilities**

The following shall be the regular, recurring activities of the Audit Committee in carrying out its purposes. The Audit Committee may carry out additional activities and adopt additional policies and procedures, within the scope of its purposes, as may be necessary or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Audit Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

### *Financial Statement and Disclosure Matters*

1. Review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, as well as disclosures made in management's discussion and analysis of financial condition and results of operations in the Company's reports filed with the SEC.
2. Recommend to the Board whether the Company's annual audited financial statements and accompanying notes should be included in the Company's Annual Report on Form 10-K.
3. Review and discuss with management, the internal auditors, and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Annual Report on Form 10-K.
4. Prepare and approve the audit committee report required to be included in the Company's proxy statement for the annual meeting of stockholders (or in the Company's Annual Report on Form 10-K if required to be included therein).
5. Review and discuss with management and the independent auditor:
  - significant issues and judgments (i) regarding accounting principles and financial statement presentations or (ii) made in connection with the preparation of the Company's financial statements, including any significant changes in the selection or application of accounting principles, any major issues concerning the adequacy of the Company's internal controls, any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and
  - analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative methods of GAAP on the financial statements.
6. Review and discuss quarterly reports from the independent auditor on:
  - All critical accounting policies and practices to be used;
  - All alternative treatments of financial information within GAAP that have been discussed with management, including (i) ramifications of the use of such alternative disclosures and treatments and (ii) the treatment preferred by the independent auditor; and
  - Other material written communications between the independent auditor and management.
7. Discuss with management the Company's earnings press releases, with particular emphasis on the use of any "non-GAAP" financial measures, and in general terms (i.e., types of data) the financial information and earnings guidance provided to analysts and rating agencies.

8. Review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
9. Discuss with the independent auditor the matters required to be communicated by the independent auditor pursuant to Public Company Accounting Oversight Board (PCAOB) Auditing Standard 1301 relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work and management's response, restrictions on the scope of activities or access to requested information, significant disagreements with management, audit adjustments, illegal acts, and the quality of the Company's accounting principles and underlying estimates.
10. Review the disclosures that the Company's chief executive officer and chief financial officer make to the Audit Committee and the independent auditor in connection with the certification process for the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q concerning any significant deficiencies or weaknesses in the design or operation of internal control over financial reporting and any fraud that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
11. Proactively engage with management and the independent auditor in the implementation of new accounting standards, including assessing whether sufficient time and resources have been devoted to develop sound accounting policies and whether appropriate controls and procedures have been established for the transition to the new standards.
12. Engage in a dialogue with the independent auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.

*Oversight of the Company's Relationship with the Independent Auditor*

13. Have the sole authority and responsibility to appoint (which appointment may be submitted to stockholders for ratification), compensate, retain, oversee and, where appropriate, replace the Company's independent auditor, and to approve all independent auditor engagement fees and terms. The independent auditor shall report directly to the Audit Committee. The independent auditor is ultimately accountable to the Audit Committee and the Board, as opposed to management of the Company.
14. Prior to the engagement of any independent registered public accounting firm as the Company's independent auditor and annually thereafter, obtain a written report from such firm regarding all relationships between such firm or its affiliates (as defined by the rules promulgated by the PCAOB) and the Company or persons in a financial reporting oversight role at the Company that, in such firm's professional judgment, may reasonably be thought to bear on its independence. Review and discuss with such firm matters that could affect its independence, including those relationships described in such written report, which discussions shall be documented in writing. Such firm shall affirm in writing that it is independent.
15. Preapprove all audit, review or attest engagements and permissible non-audit services, including the fees and terms thereof, to be performed by the independent auditor in compliance with the Exchange Act and the applicable rules and regulations of the

Commission. The Audit Committee may form and delegate to one or more subcommittees consisting of one or more members of the Audit Committee such authority to grant preapprovals of audit and permissible non-audit services as it determines necessary or appropriate to conduct the Audit Committee's business, provided that any decisions of such subcommittee to grant preapprovals shall be reported to the full Audit Committee at its next scheduled meeting.

16. At least annually, obtain and review a report by the independent auditor describing (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor or their affiliates and the Company or persons in a financial reporting oversight role at the Company as contemplated by applicable PCAOB requirements; which report also shall affirm the independence of the independent auditor as of the date of the written report. Evaluate the independent auditor's qualifications, performance and independence, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence. In making this evaluation, the Audit Committee shall take into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the full Board.
17. Review the capabilities and performance of the lead partner of the independent auditor.
18. Confirm the regular rotation of the audit partners as required by law. Consider whether there should be regular rotation of the independent auditing firm.
19. Establish hiring policies for the Company's employment of the independent auditor's personnel or former personnel.
20. Review with the independent auditor significant communications or significant consultations between the Company's audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement.
21. Engage in a dialogue with the independent auditor on the responsibilities of the auditor in relation to the audit; the terms of the audit engagement; an overview of the overall audit strategy; timing, planning and staffing of the audit; and observations arising from the audit that are significant to the financial reporting process.

#### *Oversight of the Company's Internal Audit Function*

22. Review the appointment and, where appropriate, the replacement of the internal auditors, and the engagement fees and terms of the internal auditors on at least an annual basis. The internal audit function (which may be outsourced to a firm other than the independent auditor) is intended to provide management and the Audit Committee with ongoing assessments of the Company's risk management processes and system of internal control over financial reporting.

23. Review with management and the independent auditor the responsibilities, activities and staffing of the internal auditors and any recommended changes in the planned scope of the internal audit.
24. Review the significant reports to management prepared by the internal auditors and management's responses.

#### *Risk and Compliance Oversight Responsibilities*

25. Review and discuss with management and the internal auditor the Company's major financial risk exposures, including cybersecurity risks as they relate to financial risk exposures, and the steps management has taken to assess, monitor and manage those risks, as well as the Company's policies concerning risk assessment and risk management.
26. With management and the Company's independent petroleum engineering consulting firm(s), review the Company's annual process of estimating and reporting quantities of oil and gas reserves.
27. Obtain reports from management and advise the Board with respect to the Company's compliance with applicable laws and regulations as contained in the Company's Code of Business Conduct and Ethics, including compliance by the Company's subsidiaries and affiliated entities; and oversee the review of any issues raised with respect to these matters by management, internal auditing, the independent auditor or employees.
28. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
29. Discuss with management and the independent auditor any correspondence with, and any material reports or inquiries received from, regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
30. Review with the Company's in-house counsel matters of law that may have a material impact on the Company's financial statements and compliance policies.

#### **Evaluations**

The Audit Committee will annually conduct a self-evaluation of the Audit Committee's performance and effectiveness. The Audit Committee will also annually review and evaluate the adequacy of this charter and consider whether any changes or revisions are appropriate.

#### **Reporting**

The chair of the Audit Committee will regularly report its actions, findings and recommendations to the Board, including the results of the annual self-evaluation and any recommended changes or revisions to this charter.