



# COMPENSATION COMMITTEE CHARTER

(REVISED NOVEMBER 3, 2023)

## Purposes

The primary purposes of the Compensation Committee of the Board of Directors (the "Board") of Coterra Energy Inc. (the "Company") are (A) to review and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer ("CEO"), to evaluate the CEO's performance in light of those goals and objectives, and to determine and approve the CEO's compensation level based on this evaluation; (B) to review, determine and approve non-CEO executive officer compensation; (C) to make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board; and (D) to prepare the disclosure required by Item 407(e)(5) of Regulation S-K promulgated under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). The Compensation Committee also reviews and makes recommendations to the Board with respect to succession planning and development of executive officers as appropriate.

## Membership and Qualifications

The Compensation Committee must have at least three members. Compensation Committee members shall be appointed annually by the Board from among its members on the recommendation of the Governance and Social Responsibility Committee. Members may be replaced or removed from the Compensation Committee by the Board at any time.

Each member must meet the independence requirements established by the Board and the New York Stock Exchange ("NYSE"). Each member must qualify as a "non-employee director" under Rule 16b-3 of the Securities and Exchange Commission ("SEC"); may not be part of a compensation committee interlock within the meaning of SEC Regulation S-K; and must be independent from management in connection with the duties of a compensation committee member as required by NYSE standards.

## Structure and Operations

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

The Compensation Committee will meet as often as the members shall determine to be necessary or appropriate, but not fewer than three (3) times per year. The Compensation Committee will meet periodically, as deemed necessary and appropriate, in separate executive

sessions with management, and have such other direct and independent interaction with such persons from time to time as the members of the Compensation Committee deem appropriate. The Compensation Committee may request any officer or employee of the Company or any outside advisor to attend a meeting of the Compensation Committee or to meet with any members of, or advisors to, the Compensation Committee.

The Compensation Committee shall have the authority to engage and retain any compensation consultant as described in paragraph 15 below. The Compensation 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 Compensation Committee, for payment of compensation to any advisors employed by the Compensation Committee, and ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

The Compensation Committee may form and delegate to one or more subcommittees all or any portion of the Compensation Committee's authority, duties and responsibilities as it determines necessary or appropriate to conduct the Compensation Committee's business. Any decisions of such subcommittee shall be reported to the full Compensation Committee at its next scheduled meeting.

### **Authority, Duties and Responsibilities**

The following shall be the regular, recurring activities of the Compensation Committee in carrying out its purposes. The Compensation 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 Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

#### *Compensation and Benefit Programs*

1. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and determine and approve, subject to ratification by the Board, the CEO's compensation level based on this evaluation. This responsibility shall apply to the CEO and to any other officer of the Company who is also a director. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee shall consider the Company's performance and shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and any other factors it deems relevant.
2. Review and approve the compensation of executive officers (other than the CEO), including base salaries, incentive compensation and equity-based compensation.
3. Review, approve and, when appropriate, make recommendations to the Board with respect to incentive compensation plans and equity-based plans, including a review of the potential connection between compensation programs and excessive risk taking, and oversee the administration and discharge any duties imposed on the Compensation Committee by these plans, including making grants.

4. Annually review the Company's compensation policies and practices to ensure that they do not create risks that may have a materially adverse effect on the Company.
5. Periodically review the compensation policies, employee benefit programs and general guidelines being used to compensate all employees of the Company.
6. Periodically review the compensation of the non-employee directors taking into account the compensation of directors at other comparable companies, and if deemed necessary, recommend to the Board modifications to the compensation of the non-employee directors.
7. Oversee development of philosophy, policy and objectives that will guide executive pay practices and decisions, such as: recruitment and retention of officers, creation of pay plans that tie to shareholders' interests, maintenance of internal pay equities, establishment of pay programs with the appropriate mix of fixed pay versus variable pay, incorporation of appropriate amount of risk into incentive programs, establishment of pay programs which are efficient from tax, accounting, and securities law perspectives, ensure that there are no barriers to desired business transactions, and ensure protection of proprietary information and protect against future competition by executives through employment agreements and non-competition covenants.
8. Administer, with the support of senior management, the Company's short-term incentive program, including making decisions concerning the timing, pricing, and amount of awards under such program and any required determinations and interpretations, as applicable.
9. Administer, with the support of senior management, the Company's equity incentive plan and long-term incentive program, including making or amending any grants of awards under such program, determining the timing, pricing, and amount of such awards and any required determinations and interpretations, as applicable.

#### *Management Development and Culture*

10. At least annually review and report to the Board on CEO and executive officer succession planning. The CEO should at all times make available his or her recommendations and evaluations of potential CEO successors.
11. Review and assess reports from management and make reports and recommendations to the Board of Directors as appropriate, on the Company's culture and strategies relating to human capital management, including talent development, in each case, at the highest management levels.

#### *Compliance Oversight Responsibilities*

12. Prepare and approve the Compensation Committee report as required by the SEC to be included in the Company's proxy statement for the annual meeting (or in the Company's annual report on Form 10-K if required to be included therein).
13. Review and discuss with the Company's management the compensation discussion and analysis required by Item 402 of Regulation S-K promulgated under the Exchange Act and, based on such review and discussion, determine whether to recommend to the

Board that the compensation discussion and analysis be included in the Company's proxy statement for the annual meeting (or in the Company's annual report on Form 10-K if required to be included therein).

14. Consider the results of advisory votes on executive compensation and the frequency of such votes.

*Compensation Consultants and Advisors*

15. Sole authority to retain and terminate any compensation consultant, independent legal counsel or other advisor to the Compensation Committee (collectively, "Advisor"), as deemed necessary, including the sole authority to approve any such Advisor's fees and other retention terms. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisor, and the Company shall provide funding for the reasonable compensation of such Advisor. Prior to engaging any such Advisor (other than the Company's in-house counsel), the Compensation Committee shall take into consideration all factors relevant to that person's independence from management in accordance with the applicable rules of the NYSE, including the following:
  - Other services provided to the Company by the firm employing the Advisor;
  - Fees paid by the Company to the firm employing the Advisor as a percentage of the firm's total revenue;
  - Policies or procedures maintained by the firm employing the Advisor that are designed to prevent conflicts of interest;
  - Any business or personal relationships between the Advisor and a member of the Compensation Committee;
  - Any Company stock owned by the Advisor; and
  - Any business or personal relationships between the Company's executive officers and the Advisor.

The Compensation Committee may retain, or receive advice from, any Advisor preferred by the Compensation Committee, including any that are not independent, after considering the above factors; provided, however, the Compensation Committee shall not be required to assess the independence of any Advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

The Compensation Committee shall assess whether any conflicts of interests are raised by the work of such Advisor in accordance with Item 407(e)(3)(iv) of Regulation S-K, which shall be disclosed by the Company as required by SEC rules and regulations.

## **Evaluations**

The Compensation Committee will annually conduct a self-evaluation of the Compensation Committee's performance and effectiveness. The Compensation 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 Compensation 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.