



# ENVIRONMENT, HEALTH & SAFETY COMMITTEE CHARTER

(REVISED NOVEMBER 3, 2023)

## Purposes

The primary purpose of the Environment, Health & Safety (EHS) Committee of the Board of Directors (the "Board") of Coterra Energy Inc. (the "Company") is to provide assistance to the Board in providing oversight and support of the Company's policies, programs and initiatives on the environment, health and safety.

## Membership and Qualifications

The EHS Committee must have at least three members, a majority of which must be non-employee directors. EHS 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 EHS Committee by the Board at any time.

## Structure and Operations

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

The EHS Committee will meet as often as the members shall determine to be necessary or appropriate, but not fewer than two (2) times per year. The EHS 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 EHS Committee deem appropriate. The EHS Committee may request any officer or employee of the Company or any outside advisor to attend a meeting of the EHS Committee or to meet with any members of, or advisors to, the EHS Committee.

The EHS Committee shall have the authority to engage and obtain advice and assistance from outside advisors without seeking approval of the Board. The Company shall provide for appropriate funding, as determined by the EHS Committee, for payment of compensation to any advisors employed by the EHS Committee, and ordinary administrative expenses of the EHS Committee that are necessary or appropriate in carrying out its duties.

The EHS Committee may form and delegate to one or more subcommittees all or any portion of the EHS Committee's authority, duties and responsibilities as it determines necessary or

appropriate to conduct the EHS Committee's business. Any decisions of such subcommittee shall be reported to the full EHS Committee at its next scheduled meeting.

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

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

1. Oversee and provide recommendations to the Board regarding the Company's climate change and sustainability policies and programs, including the Company's commitment to minimizing its impact on the environment and protecting the health and safety of its workers and the communities in which it operates, as well as overseeing and providing recommendations on the reporting and public disclosure thereon.
2. Monitor and review environmental matters and trends in such matters that affect the Company's activities and performance, including the efficient use of resources, energy sustainability, climate change and environmental protection.
3. Review and provide input to management and the Board regarding the Company's compliance with laws, regulations, policies, programs and practices with regard to environmental, health and safety matters by, among other things, receiving and reviewing with management reports regarding:
  - the Company's management of and responses to releases, investigations, notices of violations, remediations, civil action or other occurrences involving environmental laws or regulations;
  - the Company's safety performance, including reports of incidents, statistics and actions or investigations by any governmental body, as well as the Company's response to the same;
  - the Company's management of and responses to pending legislative and regulatory efforts in the environmental, health and safety areas likely to significantly affect the Company's business;
  - environmental, health and safety matters relating to the Company's projects and operations and initiatives and training designed to improve the Company's performance with regard to such matters; and
  - the Company's efforts to gather data and communicate externally regarding its environmental, health and safety sustainability programs, initiatives and outcomes.
4. Consult with the Board and internal and external advisors of the Company, as appropriate, regarding the management of the Company's health, safety and environmental programs, trends in environmental compliance and the economic effect of such trends on the Company's business.

5. Oversee and review all external disclosures regarding the Company's environmental, health and safety sustainability data, programs, initiatives and outcomes and provide insight and recommendations to the Board on such matters, including technological innovations.

## **Evaluations**

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

## **Reporting**

The chair(s) of the EHS 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.