



GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER

(REVISED NOVEMBER 3, 2023)

Purposes

The primary purposes of the Governance and Social Responsibility (GSR) Committee of the Board of Directors (the “Board”) of Coterra Energy Inc. (the “Company”) are (A) to oversee the Company’s efforts for socially responsible operations, programs and initiatives not otherwise delegated to another committee of the Board and the reporting or public disclosure of such efforts by the Company; (B) to identify individuals qualified to become directors, consistent with criteria approved by the Board, and to recommend to the Board director nominees for the next annual meeting of stockholders and board committee members; (C) to oversee the annual evaluation of the performance and effectiveness of the Board and its committees; (D) to develop and recommend to the Board the corporate governance guidelines applicable to the Company; and (E) to take a leadership role in shaping the corporate governance of the Company.

Membership and Qualifications

The GSR Committee must have at least three members. GSR Committee members shall be appointed annually by the Board from among its members on the recommendation of the GSR Committee. Members may be replaced or removed from the GSR 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”).

Structure and Operations

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

The GSR 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 GSR 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 GSR Committee deem appropriate. The GSR Committee may request any officer or employee of the Company or any outside advisor to attend a meeting of the GSR Committee or to meet with any members of, or advisors to, the GSR Committee.

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

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

Authority, Duties and Responsibilities

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

Social Responsibility and Reputation

1. Oversee and provide recommendations to the Board regarding policies, programs and initiatives that relate to issues of public concern, which include socially responsible business conduct, human rights, the promotion of diversity and the support of charitable organizations and community affairs. Review, and receive reports regarding, the Company's practices and performance that relate to such issues of public concern.
2. Monitor the Company's corporate reputation and recommend actions the Company can take to be, and be known as, a good and welcome citizen in the communities in which it participates while furthering the Company's long-term business objectives.

Board Structure and Succession Planning

3. In consultation with the Chairman and Lead Independent Director of the Board, seek out and evaluate qualified candidates to serve as directors as necessary to fill vacancies or the additional needs of the Board, and consider candidates recommended by stockholders and management of the Company. The GSR Committee shall seek to select candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other director nominees, in collectively serving the long-term interests of the Company and its stockholders. This assessment will include, but not be limited to, considerations of character, judgment, diversity, age, expertise, industry experience, independence, other board commitments and ability and willingness to devote the time and effort necessary to be an effective board member, and such other characteristics the GSR Committee determines are appropriate to enhance the effectiveness of the Board as a whole. The GSR Committee may adopt minimum qualifications that the GSR Committee believes must be met by prospective director nominees, qualities or skills that the GSR Committee believes are necessary for one or more of the Company's directors to possess and standards for the overall structure and

composition of the Board. The GSR Committee will seek the most qualified candidates with at least the minimum qualifications, while encouraging a diversity of backgrounds, including race, gender and ethnic background. In furtherance of this goal, in identifying independent director candidates for nomination, the GSR Committee is committed to including in any initial candidate list qualified racially/ethnically and gender diverse candidates.

4. Recommend to the Board at least annually, prior to each annual meeting of stockholders, a slate of nominees for election or reelection as directors by the stockholders at the annual meeting. The GSR Committee's evaluation of nominees shall include a review of each nominee's independence. The GSR Committee also shall have authority to evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
5. Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented. The GSR Committee shall consider, at least annually, and recommend to the Board suggested changes, if any, to the size of the Board.
6. Monitor and evaluate, with the assistance of senior management, training and orientation needs of new directors to familiarize them with the Company's business and key challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the discharge of their responsibilities.
7. Whenever in accordance with the corporate governance policies, practices and procedures of the Company a director is required to submit his or her resignation, evaluate such resignation and formulate a recommendation to the full Board with respect to action thereon.

Board Committees

8. Review, at least annually, the structure of each committee of the Board to assure that the proper skills and experience are represented on each committee. The GSR Committee shall consider, at least annually, and recommend to the Board suggested changes, if any, to the size of each committee.
9. Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed between annual meetings. The GSR Committee shall consider the criteria for service on each committee as set forth in the charter for such committee or the NYSE listed company manual, and with due consideration of each committee's annual self-evaluation of its performance and effectiveness, in making its recommendation to the Board. Removal of a committee member between annual meetings shall be the exclusive authority of the Board.

Corporate Governance Policies, Governance Documents and Other Governance Matters

10. Periodically review and assess the adequacy of the Company's corporate governance guidelines, policies, practices and procedures, and recommend any proposed changes to the Board for approval.

11. Review and recommend to the Board a code of conduct for the Company's directors, officers and employees and periodically review the code of conduct and make recommendations to the Board for changes as the GSR Committee deems appropriate.
12. At least annually, review, report and make recommendations to the Board regarding related party transactions required to be disclosed pursuant to SEC and the applicable stock exchange regulations for potential conflict of interest situations and any relationships that may adversely affect the independent judgment of a director.
13. Review periodically the adequacy of the certificate of incorporation and bylaws of the Company, recommend, as conditions dictate, to the Board that it approve amendments to the governing documents, and recommend such amendments to the stockholders for approval, if stockholder approval is required. Receive regular reports from the Corporate Secretary of any minor technical amendments made to any of the corporate governance documents.
14. Periodically review (a) the policy on stock ownership by directors and executive officers and recommend any changes to the Board, and (b) compliance by directors and executive officers with the policy on stock ownership.
15. Review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board any actions or statements in response.
16. Receive reports, as necessary and appropriate, from management on corporate governance developments or trends.

Annual Meeting of Stockholders Matters

17. Review corporate governance disclosures in the Company's proxy statement for the annual meeting of stockholders.
18. Review results of annual stockholder vote and proxy advisory reports.
19. Review stockholder outreach activities and proxy season update.

Board and Committee Self-Evaluations

20. Oversee the annual self-evaluations of the Board and its committees and make recommendations to the Board in light of the results.

Other Authority, Duties and Responsibilities

21. Review the Company's aviation policy and aircraft usage.

Evaluations

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