Coterra Energy Inc.
Compensation Committee
Charter

<u>Composition and Term of Office</u>

The Board of Directors shall annually designate three or more of its members, that the Board has determined be independent, to constitute the Compensation Committee and designate one of the members as Committee chairman. In determining independence, the Board shall follow applicable statutes, regulations and New York Stock Exchange Listing Standards. Committee members may be replaced by the Board between annual appointments.

In addition to satisfying the requirements necessary to be an independent directors, each member of the Committee also is intended to satisfy all requirements necessary from time to time to be "non-employee directors" under SEC Rule 16b-3 and qualified "outside directors" under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

<u>Purpose</u>

The purpose of the Compensation Committee shall be to discharge the Board's responsibilities relating to the compensation of the Company's executives, to produce the report on executive compensation for inclusion in the Company's annual proxy statement, in accordance with applicable statutes, regulations and New York Stock Exchange Listing Standards and to review and discuss with management the Compensation Discussion and Analysis required by Item 402 of SEC Regulation S-K.

<u>Committee Responsibilities</u>

The Compensation Committee shall have the following authority and responsibility:

1. Review and approve corporate goals and objectives relevant to CEO compensation, 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 Committee 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 Committee shall consider the Company's performance and relative 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. 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.

3. Review and approve the compensation of executive officers (other than the CEO), including base salaries, incentive compensation and equity based compensation.

4. Review, approve and, when appropriate, make recommendations to the Board with respect to incentive compensation plans and equity based plans and oversee the administration and discharge any duties imposed on the Committee by these plans, including making grants.

5. Conduct an annual performance evaluation of the Compensation Committee.

6. 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.

7. 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.

8. Periodically review the compensation policies, employee benefit programs and general guidelines being used to compensate all employees of the Company.

9. 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).

10. Review and discuss with the Company's management the Compensation Discussion and Analysis required by Item 402 of SEC Regulation S-K 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).

11. Sole authority to retain and terminate any compensation consultant, independent legal counsel or other adviser to the Compensation Committee (collectively, "Advisers"), as deemed necessary, including the sole authority to approve any such Adviser's fees and other retention terms. The Committee shall be directly

responsible for the appointment, compensation and oversight of the work of any such Adviser, and the Company shall provide funding for the reasonable compensation of such Adviser. Prior to engaging any such Adviser (other than the Company's in-house counsel), the Committee shall take into consideration all factors relevant to that person's independence from management in accordance with the applicable rules of the New York Stock Exchange, including the following:

a. Other services provided to the Company by the firm employing the Adviser;
b. Fees paid by the Company to the firm employing the Adviser as a percentage of the firm's total revenue;
c. Policies or procedures maintained by the firm employing the Adviser that are designed to prevent conflicts of interest;
d. Any business or personal relationships between the Adviser and a member of the Committee;
e. Any Company stock owned by the Adviser; and
f. Any business or personal relationships between the Company's executive officers and the Adviser.

The Committee may retain, or receive advice from, any Adviser preferred by the Committee, including any that are not independent, after considering the above factors; provided, however, the Committee shall not be required to assess the independence of any Adviser 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 Adviser, and about which the Adviser does not provide advice.

The Committee shall assess whether any conflicts of interests are raised by the work of such Adviser 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.

12. Review the Committee charter annually and make recommendations to the Board for revisions, as appropriate.

13. Report its actions and recommendations to the Board at the next regularly scheduled Board meeting after each Committee meeting.

<u>Meetings</u>

The Committee shall meet not less than two (2) times during each year and at such other times as a majority of the members shall determine to be necessary or appropriate.

Committee Chairman Responsibilities

The Committee Chairman shall be responsible for scheduling all meetings of the Committee, determining the agenda for each meeting (following consultation with the other members of the Committee and with management), presiding over the meetings of the Committee and coordinating reporting to the Board. In the absence of the Committee Chairman, the majority of the members of the Committee present at the meeting shall appoint a member to preside at the meeting.

Subcommittees

The Committee may form subcommittees to assist it in its work when appropriate.