

**CHORD ENERGY CORPORATION**  
**CHARTER OF THE**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**(Adopted as of April 25, 2023)**

The Board of Directors (the “Board”) of Chord Energy Corporation (the “Company”) has established the Nominating and Governance Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Nominating and Governance Committee Charter (this “Charter”).

**I. Purposes**

The purposes of the Committee are to:

- A. Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
- B. Assist the Board by identifying individuals qualified to become members of the Board, consistent with the criteria approved of by the Board, and recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to fill vacancies on the Board;
- C. Advise the Board about the appropriate composition of the Board and its committees;
- D. Lead the Board in the annual performance evaluation of the Board and its committees;
- E. Direct all matters relating to the succession of the Company’s Chief Executive Officer (“CEO”); and
- F. Perform such other functions as the Board may assign to the Committee from time to time.

**II. Membership**

The Committee shall consist of not less than three members of the Board. Each member of the Committee must be “independent” in accordance with the requirements of The NASDAQ Stock Market LLC (“NASDAQ”), as amended (the “Exchange Act”). Committee members meeting the applicable independence requirements described above are referred to as “Independent Directors.” Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chair shall be selected annually by the Board and shall serve at the pleasure of the Board or until earlier resignation or death. The Board shall have power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee.

If a Chair is not designated by the Board or present at a meeting, the Committee may designate a Chair by majority vote of the Committee members then in office.

### **III. Delegation of Authority**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

- A.** Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- B.** Retain, approve the fees payable to, amend the engagement with, and terminate independent legal counsel and other experts, advisors and consultants as it deems necessary or appropriate to fulfill its responsibilities, including one or more search firms to assist the Committee in identifying director candidates. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. Any communications between one or more members of the Committee, on the one hand, and the Committee's outside legal counsel, on the other hand, will be privileged communications. Any search firm and any other experts, consultants and advisors retained by the Committee must be independent, as determined in the discretion of the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any experts, consultants and advisors, including any search firm, retained by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- C.** Delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority to take action in relation to such responsibility for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees shall not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee shall be composed solely of Independent Directors. Each subcommittee shall keep minutes and regularly report to the Committee.

### **IV. Duties and Responsibilities**

The Committee shall have the following responsibilities:

#### **A. Director Nominating Matters**

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall perform the following actions:

1. Identify individuals qualified to become Board members and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board.
2. Prior to recommending to the Board that an existing director be nominated for election as a director at the annual meeting of stockholders, the Committee shall consider and review the director's:
  - Past Board and committee meeting attendance and performance;
  - Individual director evaluations;
  - Length of Board service;
  - Personal and professional integrity, including commitment to the Company's core values;
  - Relevant experience, skills, qualifications and contributions that the existing director brings to the Board;
  - Independence under applicable standards.
3. In the event that a vacancy on the Board arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board either for (i) appointment by the Board to serve the remainder of the term of the director position that is vacant or (ii) election at the next annual meeting of stockholders. To identify such a nominee, the Committee may, in its discretion, solicit recommendations from existing directors and Management. If solicited, these recommendations would be considered by the Committee along with any recommendations that have been received from stockholders as discussed below. The Committee may, in its discretion, retain a search firm to provide additional candidates. Prior to recommending to the Board that a person be elected to fill a vacancy on the Board, the Committee shall consider and review each candidate's:
  - Relevant skills, qualifications and experience;
  - Independence under applicable standards;
  - Business judgment;
  - Service on boards of directors of other companies;
  - Personal and professional integrity, including commitment to the Company's core values;
  - Openness and ability to work as part of a team;

- Willingness to commit the required time to serve as a Board member; and
  - Familiarity with the Company and its industry.
4. In considering individual director candidates (including both existing directors and candidates for appointment or nomination for election), the Committee also shall take into account diversity in professional experience, skills and background, and diversity in race, gender and other attributes, and the optimal enhancement of the current mix of talent and experience on the Board, taken as a whole.
  5. The Committee shall treat recommendations for directors that are received from the Company's stockholders equally with recommendations received from any other source; provided, however, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's Bylaws and described in the Company's proxy statement for its annual meeting of stockholders.
  6. At least annually, the Committee shall review the criteria for the nomination of director candidates and approve changes to the criteria, as appropriate.

#### Director Independence

Each year, the Committee shall:

7. Review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards;
8. Determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve and report the results of its review to the Board, which will then determine which directors qualify as an independent, disinterested, non-employee or outside director under applicable standards; and
9. Review and make a recommendation to the Board with respect to whether the Board should approve any requests from directors or officers to stand for election to any outside for-profit boards of directors. The Committee's review of any such request will include expected time commitment (including any potential leadership roles on such other board of directors), the relevant industries, potential conflicts, possible conflicts and independence (including perceptions of such conflicts or lack of independence).

## **B. Corporate Governance Matters**

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
2. Each year, or more frequently as the Committee deems necessary from time to time, the Committee shall review and reassess the adequacy of the Company's corporate governance guidelines, or develop such guidelines, as needed, and recommend any proposed changes to the Board for approval.
3. The Committee shall review the monitoring of the Company's compliance programs and Corporate Code of Business Conduct and Ethics by the Company's Compliance Officer and other members of Management, including a report of violations and waivers of the Corporate Code of Business Conduct and Ethics.
4. In accordance with the Company's Related Persons Transactions Policy, the Committee shall review the material facts of, and determine whether to approve, "Interested Transactions" (within the meaning of such policy) and take the other actions contemplated to be taken by the "Committee" (within the meaning of such policy).
5. The Committee shall periodically assess the need for adoption, modification or repeal of stock ownership guidelines and recommend such adoption, modification or repeal, if any, to the Board for approval.
6. The Committee shall review and discuss with Management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nomination process, and to recommend that this disclosure be included in the Company's proxy statement for each annual stockholders' meeting or the Company's annual report on Form 10-K, as applicable.
7. The Committee shall review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.

### *Board and Committee Structure*

Each year, the Committee shall:

8. Review the advisability or need for any changes in the number and composition of the Board;

9. Review the advisability or need for any changes in the Board committees' sizes, composition, leadership and structures; and
10. Recommend to the Board the composition of each Board committee and the individual director to serve as Chair of each committee, endeavoring to cause one member of the Audit Committee to satisfy the definition of "audit committee financial expert" as set forth in Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission.

*Committee, Board and Management Performance Evaluations*

Each year, the Committee shall:

11. Request that the Chair of each committee report to the full Board about the committee's annual evaluation of its performance and evaluation of its charter following the end of each fiscal year; and
12. Receive comments from all directors and report to the full Board with an assessment of the performance of the Board and the Board's committees following the end of each fiscal year.

*CEO Succession Planning*

Each year, the Committee shall:

13. Meet on succession planning, whereby the Committee shall identify, and periodically update, the qualities and characteristics necessary for an effective CEO and monitor and review the development and progression of potential candidates against these standards; and
14. With the Compensation and Human Resources Committee, review the CEO's succession planning for the Company's officers and key employees serving in corporate governance roles (e.g. General Counsel, Compliance Officer).

*Other Powers and Responsibilities*

Each year, the Committee shall:

15. Develop and evaluate a general education and orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program;
16. Review the Board's policy regarding the structure of the offices of Board Chair and CEO;

17. If there is an Executive Board Chair or if the Board Chair and CEO positions are held by the same individual, make a recommendation to the Board concerning the selection and designation of a “Lead Independent Director” to preside over the meetings of the non-Management directors in executive session;
18. Review and recommend to the Board proposed changes to the Company’s Certificate of Incorporation and Bylaws;
19. Review stockholder proposals and recommend Board responses; and
20. Provide general oversight regarding engagement with stockholders relating to stockholder proposals and other matters submitted (or contemplated to be submitted) to stockholders for approval.

## V. Procedures

- A. *Meetings.*** The Committee shall meet at the call of its Chair, two or more members of the Committee or the Board Chair. The Committee shall meet as frequently as circumstances dictate. Meetings of the Committee may be in person, by video conference link, by conference call or by unanimous written consent, in accordance with the Company’s Bylaws. Meetings of the Committee shall be held at such time and place, and upon such notice, as its Chair may from time to time determine.

Meetings may, at the discretion of the Committee, include non-Independent Directors, members of Management, other Company employees, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee Chair, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

- B. *Quorum and Approval.*** A majority of the Committee’s members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. *Rules.*** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chair and designation of a secretary of the Committee at any meeting thereof.
- D. *Reports.*** The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chair, of its actions and any recommendations to the Board.

- E. ***Review of Charter.*** Each year, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. ***Performance Review.*** Each year, the Committee shall review and evaluate its own performance and shall submit itself to a review and evaluation by the Board.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member or Chairman, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.

## **VI. Posting Requirement**

The Company shall post this Charter on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders that a copy of this Charter is available on the Company's website and provide the website address.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.