

**CHORD ENERGY CORPORATION**  
**CHARTER OF THE**  
**ENVIRONMENTAL, SOCIAL & GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**(Adopted as of October 25, 2023)**

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

**I. Purpose**

The purposes of the Committee are to:

- A.** Assist the Board with identifying, evaluating and monitoring ESG matters that could affect the Company’s business activities and performance, including those related to environmental and safety compliance and performance, ESG governance risk, legislative and regulatory trends, social responsibility and reputational matters, philanthropy, and political activity
- B.** Assist the Board by reviewing management’s proposed actions to anticipate and adjust to such trends and risks, so as to more effectively achieve the Company’s long-term business goals; and
- C.** Monitor the Company’s reputation and review management’s proposals for engagement, and relationship building with communities and stakeholders, in order to build and sustain confidence in the Company as a trusted member of the communities in which it participates.

**II. Membership**

The Committee shall consist of not less than three members of the Board, including the Committee Chair. 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, including its Chair, shall be selected annually by the Board, taking into consideration the recommendation of the Nominating and Governance Committee, 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.

The Chair of the Committee will chair all regular sessions of the Committee and, in consultation with the Board Chair and the Company’s management (“Management”), set the agenda for Committee meetings.

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

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

The Board delegates all authority to the Committee 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. 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 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 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 keep minutes and regularly report to the Committee.

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

The Committee shall have the following responsibilities:

- A.** Provide oversight of the Company's approach, strategy and goals for addressing ESG matters relevant to the Company. In this regard, the Committee shall:
  - 1. Review and approve the Company's goals for addressing ESG matters, and review the Company's performance against those goals;
  - 2. Provide guidance and perspective to Management regarding the Company's initiatives, processes, policies, and disclosures pertaining to ESG matters.

- B. Review Management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, and the public, and bring to the attention of the Board as appropriate any concerns or issues regarding incidents, trends, or developments relating to health and safety.
- C. Review Management's monitoring and enforcement of the Company's policies to protect the environment, including those related to flaring, emissions and water usage, and review with Management the quality of the Company's procedures for identifying, assessing, monitoring, and managing the principal environmental and social risks in the Company's business.
- D. Review and provide oversight on the incorporation of ESG factors in the Company's reporting and public disclosure on sustainability matters, including controls and systems to ensure compliance with applicable legal and regulatory requirements applicable to ESG-related disclosure.
- E. The Committee shall review the Company's annual Sustainability Report prior to publication by the Company.
- F. Review and provide oversight of the Corporation's programs and processes for community, Indigenous and government relations, including community philanthropy, investments and partnerships, and communication, consultation and engagement with key stakeholders and decision makers. In this regard, the Committee shall:
  - 1. Review and advise the Board with respect to significant stakeholder concerns and shareholder proposals relating to ESG matters;
  - 2. Monitor the Company's corporate reputation and provide guidance regarding the protection of the Company's reputation.
- G. Review and make recommendations to the Board, as appropriate, regarding trends related to broad public policy issues, including climate change, energy transition, economic policy, natural resource policy, environmental, health and safety matters and other broad public policy issues, that could significantly affect the exploration and production industry generally or the Company and formulating and adopting related basic policies, programs, and practices where appropriate.

## 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 at least four times annually or more frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call, by video conference link, 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.

- 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, including the Chair, will be paid the fee set by the Board for his or her services as a member or Chair, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chair, 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.