

CHORD ENERGY CORPORATION
CHARTER OF THE
ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of July 1, 2022)

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

I. Purpose

The purpose of the Committee is to:

- A.** Support the Company’s commitment to environmental, health and safety, social, and governance (“ESG”) matters by assisting the Board in fulfilling its oversight responsibilities relating to ESG matters including communications concerning ESG matters with the Company’s stakeholders;
- B.** Review and monitor the Company’s policies, controls and systems relating to ESG matters, as well as broader ESG trends, and make recommendations to the Board on ESG matters on an as-needed basis;
- C.** Review and make recommendations to the Board regarding the Company’s social responsibility policies, practices and metrics, as well as the Company’s public disclosure on such matters (taking into consideration the impact of the Company’s policies, practices and metrics on its stockholders, employees, landowners, local communities, vendors, partners and other key stakeholders); and
- D.** 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, 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. Oversee the Company's general approach, strategy and goals for addressing ESG matters relevant to the Company. In this regard, this Committee shall:
 - 1. Review and approve the Company's strategy and goals for addressing ESG matters, and review the Company's performance against those goals;

2. Provide oversight, guidance and perspective to Management regarding the Company's initiatives, processes, policies, and disclosures pertaining to ESG matters; and
 3. Periodically review and evaluate reports provided to this Committee by members of the Management working on ESG matters and propose changes and adopt any revisions to Company's strategy and goals for addressing ESG matters as it may deem advisable.
- B.** Monitor and provide oversight of the Company's environmental, health, safety, regulatory and reputational performance, by, among other things:
1. Overseeing the Company's standards, policies and conduct relating to such matters, including processes to ensure compliance with applicable legal and regulatory requirements, including the development and implementation of ESG related disclosure or other requirements adopted by the SEC or any other federal or state regulatory authority applicable to the Company;
 2. Making recommendations to the Board regarding appropriate metrics, procedures and targets relating to such matters to gauge progress toward achievement of the Company's objectives. Ensure said metrics, procedures, and targets are integrated into the Company's business plans and objectives, consistent with reasonably prudent oil and gas exploration and production industry practices;
 3. Reviewing any significant safety or environmental incidents, or material regulatory compliance violations;
 4. Reviewing the scope and results of the Company's audit program with respect to such matters;
 5. Reviewing and monitoring key public policy trends, regulatory matters and other concerns that may impact the exploration and production industry generally or the Company's business, strategies, operations, performance or reputation and its engagement in the public policy process;
 6. Reviewing the Company's participation in industry and other organizations that express views about legislative and regulatory affairs; and
 7. Receiving reports regarding the Company's political contributions, including all Company treasury and Company political activity committee expenditures for contributions to political parties, political committees, political candidates, ballot initiative committees or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code, and the portion of trade association dues that is non-deductible under §162(e) of the Internal Revenue Code.

- C.** Assist the Board in reviewing, and make recommendations to the Board regarding, among other things:
1. Trends related to broad public policy issues, including climate change, 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;
 2. Existing policies, programs and practices to ensure that Management and the Board are aligned in their assessment of public policy and reputational risk in the business;
 3. Analyses of the Company's reputation both globally and in the communities in which it participates; and
 4. The Company's operational risks and such other risks as may be delegated to the Committee by the Board.
- D.** Coordinate with other committees of the Board in fulfilling oversight responsibility related to ESG matters that reside within their charter responsibilities. In this regard, this Committee will engage the below committees regarding, among other things:
1. Nominating and Governance Committee: board diversity; director conflicts of interest; stockholder rights and engagement; policies and procedures governing the Code of Business Conduct and Ethics; and emerging governance trends, best practices, and regulations applicable to the Company.
 2. Compensation Committee: corporate officer and director compensation; and oversight of Management's engagement with stockholders and proxy advisory firms relating to executive compensation matters.
 3. Audit and Reserves Committee: discussion with Management regarding the Company's guidelines and policies with respect to risk assessment and risk management, as well as any significant exposure to, among other things, cybersecurity risk.
- E.** Provide oversight, guidance and perspective to Management and the Board regarding the Company's policies, programs and initiatives related to socially responsible business conduct and the promotion of diversity.
- F.** Provide oversight, guidance and perspective to Management and the Board regarding the Company's support of charitable organizations and community affairs, philanthropic strategy and giving.

- G. Review and make recommendations to the Board regarding Management's recommendations for the Company's annual corporate giving budget.

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.