

Coterra Energy Inc.
Environment, Health & Safety Committee
Charter

Composition and Term of Office

The Board of Directors shall annually designate three or more of its members, a majority of whom shall be non-employee directors of the Company, to constitute the Environment, Health & Safety Committee and designate one of the members as Committee Chairman.

Purpose

The purpose of the Committee shall be to provide assistance to the Board of Directors in providing oversight and support of the Company's policies, programs and initiatives on the environment, health and safety.

Responsibilities and Duties

The following functions shall be the regular, recurring activities of the Committee in carrying out its purpose as outlined above. The Committee may carry out additional activities or functions and adopt additional policies and procedures, within the scope of its purpose, as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

1. Overseeing and providing recommendations to the Board of Directors regarding the Company's climate change and sustainability policies and programs, including the Company's commitment to minimizing its impact on the environment and protecting the health and safety of its workers and the communities in which it operates, as well as overseeing and providing recommendations on the reporting and public disclosure thereon.
2. Monitoring and reviewing environmental matters and trends in such matters that affect the Company's activities and performance, including the efficient use of resources, energy sustainability, climate change and environmental protection.
3. Reviewing and providing input to management and the Board of Directors regarding the Company's compliance with laws, regulations, policies, programs and practices with regard to environmental, health and safety matters by, among other things, receiving and reviewing with management reports regarding:
 - a. the Company's management of and responses to releases, investigations, notices of violations, remediations, civil action or other occurrences involving environmental laws or regulations;

- b. the Company's safety program, including reports of incidents, statistics and actions or investigations by any governmental body, as well as the Company's response to the same;
 - c. the Company's management of and responses to pending legislative and regulatory efforts in the environmental, health and safety and areas likely to significantly affect the Company's business;
 - d. environmental, health and safety matters relating to the Company's projects and operations and initiatives and training designed to improve the Company's performance with regard to such matters; and
 - e. the Company's efforts to gather data and communicate externally regarding its environmental, health and safety sustainability programs, initiatives and outcomes.
4. Consulting with the Board of Directors and internal and external advisers of the Company, as appropriate, regarding the management of the Company's health, safety and environmental programs, trends in environmental compliance and the economic effect of such trends on the Company's business.
 5. Overseeing and reviewing all external disclosures regarding the Company's environmental, health and safety sustainability data, programs, initiatives and outcomes and providing insight and recommendations to the Board of Directors on such matters.
 6. Conducting an annual performance evaluation of the Committee.
 7. Reviewing the Committee charter annually and making recommendations to the Board of Directors for revisions, as appropriate.
 8. Reporting its actions and any recommendations to the Board of Directors after each Committee meeting.

Meetings

The Committee shall meet at least two times per year, and at such other times as circumstances dictate. The Committee Chairman may call meetings of the Committee.

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 of Directors. 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.

Approved: February 19, 2020