

# DIVERSIFIED ENERGY COMPANY

## AUDIT AND RISK COMMITTEE CHARTER

1. Members. The Board of Directors of Diversified Energy Company (the “Company”) appoints an Audit and Risk Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Audit and Risk Committee. Members of the Audit and Risk Committee are appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee. For purposes hereof, the term “independent” means a director who meets the New York Stock Exchange (“NYSE”) standards of independence for directors and Audit and Risk Committee members, as determined by the Board.

Each member of the Audit and Risk Committee must be financially literate, as determined by the Board. In addition, at least one member of the Committee must be an “Audit and Risk Committee financial expert,” as determined by the Board in accordance with Securities and Exchange Commission (“SEC”) rules. In addition, no member of the Audit and Risk Committee may serve concurrently on the Audit and Risk Committee of more than two other public companies, in addition to that of the Company, unless the Board determines in advance that such simultaneous service would not impair the ability of such member to effectively serve on the Company’s Audit and Risk Committee.

2. Purpose, Duties, and Responsibilities. The purpose of the Audit and Risk Committee, at a minimum, must be to:

- represent and assist the Board in discharging its oversight responsibility relating to: (a) the accounting and financial reporting processes of the Company and its subsidiaries, including the audits of the Company’s financial statements and the integrity of the financial statements; (b) the Company’s compliance with legal and regulatory requirements; (c) the outside auditor’s qualifications and independence; and (d) the performance of the Company’s internal audit function and the Company’s outside auditor;
- represent and assist the Board in discharging its oversight responsibility relating to the Company’s risk management practices; and
- oversee preparation of the report required by the rules of the SEC to be included in the Company’s annual proxy statement.

Among its specific duties and responsibilities, the Audit and Risk Committee will:

- (a) Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the outside auditor. In this regard, the Audit and Risk Committee will appoint and retain, subject to ratification by the Company’s stockholders, if applicable, compensate, evaluate, and terminate when appropriate, the outside auditor, which will report directly to the Audit and Risk Committee.
- (b) Obtain and review, at least annually, a report by the outside auditor describing: (1) the outside auditor’s internal quality-control procedures; and (2) any material issues

raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the outside auditor, and any steps taken to deal with any such issues.

- (c) Approve in advance all audit and permissible non-audit services to be provided by the outside auditor, and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the outside auditor.
- (d) At least annually, consider the independence of the outside auditor, and, consistent with rules of the Public Company Accounting Oversight Board (“PCAOB”), obtain and review a report by the outside auditor describing any relationships between the outside auditor or any affiliates of the firm, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the outside auditor’s independence and discuss with the outside auditor the potential effects of any such relationships on independence.
- (e) Review and discuss with the outside auditor the matters required to be discussed by the outside auditor under Auditing Standard No. 1301, as adopted by the PCAOB and amended from time to time, including any problems or difficulties the outside auditor encountered in the course of its audit work and management’s response.
- (f) Review and discuss with management and the outside auditor the annual audited and quarterly financial statements of the Company (including the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”) and the independent auditor’s reports related to the financial statements.
- (g) Recommend to the Board based on the review and discussion described in paragraphs (d) - (f) above, whether the financial statements should be included in the Annual Report on Form 10-K, and review the Audit and Risk Committee report required to be included in the Company’s annual proxy statement by the SEC rules.
- (h) At least annually, review and evaluate the performance of the lead audit partner of the independent auditor, taking into account the views of management and the Company’s principal internal auditor.
- (i) Receive reports from the outside auditor and management regarding, and review and discuss the adequacy and effectiveness of, the Company’s internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in internal controls and significant changes in internal controls reported to the Audit and Risk Committee by the outside auditor or management.
- (j) Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company’s disclosure controls and procedures.
- (k) Review and discuss with the principal internal auditor of the Company: (1) the annual audit plan and the adequacy of internal audit resources; and (2) the results of the internal audit program, and review and discuss with the independent auditor the responsibilities, budget and staffing of the Company’s internal audit function.

- (l) Annually review and discuss the performance and effectiveness of the internal audit function.
- (m) Approve the appointment, and dismissal when appropriate, of the principal internal auditor, and the compensation of the principal internal auditor.
- (n) Review and discuss earnings press releases, and corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.
- (o) Review any other financial statements requiring Board approval, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature, to carry out a review prior to Board approval provided that such monitoring and review is not inconsistent with any requirement for prompt reporting under any applicable law or regulation.
- (p) Review and discuss the Company's overall risk appetite, tolerance, and strategy.
- (q) Oversee and advise the Board on the current financial, cybersecurity, operational, reputational and strategic risk exposures of the Company and future risk strategy.
- (r) Review the Company's capability to identify and manage new risk types.
- (s) Coordinate as necessary with other committees of the Board regarding areas of risk management delegated to such committees.
- (t) Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's code(s) of conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the chief compliance officer, who shall have the authority to communicate directly to the Audit and Risk Committee, promptly, about actual and alleged violations of law or the Company's code(s) of conduct, including any matters involving criminal or potential criminal conduct.
- (u) Establish and oversee procedures for handling reports of potential misconduct, including: (1) violations of law or the Company's code(s) of conduct; (2) complaints regarding accounting, internal accounting controls, auditing and/or federal securities law matters; and (3) the confidential, anonymous submission of concerns by employees regarding questionable accounting, internal accounting controls, auditing and federal securities law matters.
- (v) Establish and periodically review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable Securities and Exchange Commission rules, review related person transactions, and oversee other related party transactions governed by applicable accounting standards.
- (w) Establish policies for the hiring of employees and former employees of the outside auditor.
- (x) Annually evaluate the performance of the Audit and Risk Committee and assess the adequacy of the Audit and Risk Committee charter.

3. Subcommittees. The Audit and Risk Committee may delegate any of its duties and responsibilities to one or more subcommittees as it determines appropriate, including the authority to approve in advance all audit or non-audit services to be provided by the independent auditors so long as each pre-approval decision is presented to the full Audit and Risk Committee at its next meeting.

4. Outside Advisors. The Audit and Risk Committee will have the authority to retain such accountants, experts and other advisors as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the Audit and Risk Committee, from the Company for payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Audit and Risk Committee's duties.

5. Meetings. The Audit and Risk Committee will meet at least quarterly, at such times and places as the Audit and Risk Committee or its chairperson determines. The Audit and Risk Committee will meet separately in executive session, periodically, with each of management, the principal internal auditor of the Company, the outside auditor, and the General Counsel. The Audit and Risk Committee will report regularly to the full Board of Directors with respect to its activities. The majority of the members of the Audit and Risk Committee constitutes a quorum.

6. Subcommittees. The Audit and Risk Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

*Last Amended: November 18, 2025*