

## **DIVERSIFIED ENERGY COMPANY**

### **COMPENSATION COMMITTEE CHARTER**

1. Members. The Board of Directors of Diversified Energy Company (the “Company”) appoints a Compensation Committee of at least two members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Compensation Committee. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange (“NYSE”) standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”). A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its oversight responsibilities relating to compensation of the Company’s senior officers, which include the Chief Executive Officer (“CEO”), other “officers” of the Company (as such term is defined under Rule 16a-1 promulgated under the Exchange Act) (collectively, the “Executive Officers”) and such other members of senior management as the Committee may designate from time to time and directors. Among its specific duties and responsibilities, the Compensation Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Review and consider the results of the Company’s most recent stockholder advisory vote on executive compensation (say on pay) and the frequency of such vote.
- (c) Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve, either as a committee or together with the other independent directors (as directed by the Board) the CEO’s compensation level, including annual base salary, short- and long-term (including cash-based and equity-based) incentive awards, and other perquisites or personal benefits, based on this evaluation.
- (d) In determining the long-term incentive component of the compensation of the CEO, the Committee shall consider, among other factors it deems appropriate from time to time, the Company’s performance against its goals and its relative shareholder return (or other criteria) during such period, as the Committee may deem appropriate, the value of similar incentive awards to chief executive officers at comparable companies and the awards granted to the CEO in past years.

- (e) Oversee the performance evaluation of other Executive Officers and approve the compensation of other Executive Officers (including annual base salaries, short- and long-term (including cash-based and equity-based) incentive awards, and perquisites or personal benefits), based upon the recommendation of the CEO.
- (f) Review and recommend to the Board the Company's equity-based plans, and, to the extent subject to the approval of the Board, the Company's incentive compensation plans, and administer such plans in accordance with their terms and applicable law or oversee the activities of the individuals responsible for administering those plans, as applicable.
- (g) Review and approve or, with respect to any matters that are subject to Board approval, recommend to the Board for approval the terms and grant of equity awards for Executive Officers; and review and approve or, with respect to any matters that are subject to Board approval, recommend to the Board for approval the total amount of equity awards available (in the aggregate) for all other eligible individuals as determined by the Committee or the Board under the Company's equity-based plans. Both of the foregoing are subject to the ability of the Committee to delegate authority pursuant to Section 3 of this Charter.
- (h) Review and approve the design of other benefit plans pertaining to executive officers.
- (i) Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate or oversee the activities of the individuals responsible for administering those plans, as applicable.
- (j) Review and approve any employment agreements and post-service arrangements for Executive Officers, including any change-in-control provisions, plans or agreements, retention agreements, severance agreements, consulting arrangements, and supplemental benefits.
- (k) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
- (l) At least annually review compliance by executive officers and directors with the Company's stock ownership guidelines.
- (m) Periodically (no less than every three years) review the form and amount of compensation of non-employee directors for service on the Board and its committees and recommend any changes in compensation to the Board as appropriate.

- (n) Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and review the results of this assessment. This may include: a review of the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking; review and discuss at least annually the relationship between risk management policies and practices and compensation; and evaluate compensation policies and practices that could mitigate any such risk.
- (o) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- (p) Provide advice and recommendations on the Company's engagements with stockholders and proxy advisors on executive compensation matters.
- (q) Review, approve, and administer any compensation recoupment or clawback policies maintained by the Company. Review and recommend changes to any such policies to the Board from time to time as appropriate.
- (r) Annually evaluate the performance of the Compensation Committee and the adequacy of the Committee's charter and make recommendations based on those evaluations, as necessary.

3. Subcommittees. The Compensation Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Committee, as it determines appropriate.

4. Outside advisers. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants and advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants and advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisers. The Compensation Committee will assess the independence of consultants and advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

5. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Compensation Committee or its chairperson determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.

*Last Amended: November 18, 2025*