



ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE CHARTER
[Effective February 17, 2021]

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 Environmental, Health and Safety Committee (the “Committee”) and designate one of the members as Committee Chairperson. Beginning upon the formation of the Committee effective February 17, 2021 until the first election of the members of the Committee thereafter, the members of the Committee shall consist of all the independent directors.

Purpose

The purpose of the Committee shall be to provide assistance to the Board of Directors’ oversight 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 environmental, health and safety policies and programs, including
 - a. technological innovations and related risks
 - b. the Company’s commitment to protecting the health and safety of its workers and the communities in which it operates, and
 - c. mitigating the Company’s risks related to environmental, health and safety matters.
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 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 actions or other occurrences involving environmental laws or regulations;
 - b. the Company's safety programs, 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 concerning environmental, health and safety matters 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 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 and risks of such trends on the Company's business.
 5. Conducting an annual performance evaluation of the Committee.
 6. Reviewing the Committee charter annually and making recommendations to the Board of Directors for revisions, as appropriate.
 7. 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 Chairperson may call meetings of the Committee.

Committee Chairperson Responsibilities

The Committee Chairperson 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 Chairperson, 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.

Review and Disclosure of Charter.

This Charter will be made available on the Company's website at www.cimarex.com.

Approved: March 15, 2021