

**ROAN RESOURCES, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**I. PURPOSE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Roan Resources, Inc. (the “Company”) is to assist the Board in its oversight and evaluation responsibilities relating to compensation matters. The Committee has overall responsibility for evaluating and approving the structure, operation and effectiveness of the Company’s compensation plans, policies and programs.

**II. COMMITTEE MEMBERSHIP**

The Committee shall consist of at least three (3) directors appointed at least annually by the Board. Unless specified by resolution of the Board, the Committee shall appoint a chairperson of the Committee (the “Chairperson”) to preside over meetings of the Committee. At such time as the Company shall be listed on a national securities exchange and prior to the appointment of such members and annually thereafter, the members of the Committee shall each have been affirmatively determined by the Board (i) not to be an officer or employee of the Company, (ii) to have no relationship that would interfere with their exercise of independent judgment in carrying out the responsibilities of a director and Committee member and (iii) to be “independent” under the rules of The New York Stock Exchange (the “NYSE”). The Board may from time to time remove any member of the Committee and fill any vacancy on the Committee. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

**III. MEETINGS**

The Committee shall hold at least two (2) meetings per year and such additional meetings as the Committee or its chairperson shall determine.

**IV. DUTIES AND POWERS**

To carry out its purpose, the Committee shall have the following duties and powers:

A. The Committee annually shall review and approve corporate goals and objectives relevant to the compensation of the Company’s Senior Management, evaluate the performance of Senior Management in light of those goals and objectives, and determine the compensation levels of Senior Management (including any benefits and long-term incentive or other compensation under any incentive-based compensation plan or equity based compensation plan or the award or grant of any perquisites) based on this evaluation. In determining the long-term incentive component of the compensation of Senior Management, the Committee will consider the Company’s performance and the value of similar incentive awards to Senior Management of comparable companies. The Chief Executive Officer of the Company will recuse himself or herself from and not be present during voting or deliberations on his or her compensation.

For purposes of this Charter, the term “Senior Management” shall mean the Company’s Chairman of the Board, President and Chief Executive Officer, Chief Financial Officer, Executive Vice President – Operations and Marketing, Executive Vice President – Geoscience and Business Development, and any other officer that may be designated by the Board as an executive officer of the Company.

B. The Committee will conduct an annual review of the Chief Executive Officer’s performance. No later than the first regularly scheduled Board meeting for a calendar year, the Chief Executive Officer will present to the Board his or her goals for the Company for that year. These goals will be discussed with the Board, will provide a basis for the Committee’s assessment of the Chief Executive Officer’s performance and will be a key ingredient in determining the Chief Executive Officer’s compensation. In turn, the other Senior Management of the Company will develop their goals under the Chief Executive Officer’s oversight. These goals will be considered when the Committee meets to determine the compensation of such member of Senior Management. The Committee shall develop and recommend to the Board for approval policies regarding succession of the Chief Executive Officer.

C. The Committee annually shall review management’s recommendations and make recommendations to the Board with respect to employee compensation and benefits (excluding compensation for Senior Management), including incentive-based compensation plans and equity-based compensation plans.

D. The Committee shall annually review and approve the compensation for directors.

E. The Committee shall exercise oversight with respect to the Company’s compensation policies, plans and programs.

F. The Committee shall periodically review and administer the Company’s Long-Term Incentive Plan (“LTIP”) and shall approve any amendments or modifications to the LTIP or any awards granted thereunder in accordance with the terms of the LTIP.

G. The Committee will consult with the Board regarding the Company’s major risk exposures and whether the Company’s compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

H. The Committee shall prepare the report required by Item 407(e)(5) of Regulation S-K which report shall state whether the Committee reviewed and discussed the Compensation Discussion & Analysis (the “CD&A”) required by Item 402(b) of Regulation S-K and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company’s annual report on Form 10-K or proxy statement.

I. The Committee shall review and approve any employment agreements, severance arrangements, change-of-control agreements or other similar arrangements with respect to members of Senior Management.

J. The Committee shall review and approve, or review and recommend to the Board for its approval, any transaction between the Company and any director or officer of the Company subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934 as amended, (the “Exchange Act”), involving any equity securities of the company, or derivatives of such securities.

K. The Committee shall review the results of any advisory stockholder votes on executive compensation (“say-on-pay votes”) and consider whether to recommend adjustments to the Company’s executive compensation policies and practices as a result of such votes.

L. The Committee shall recommend for approval by the Board how frequently the Company should conduct say-on-pay votes in accordance with Section 14A of the Exchange Act, taking into account the results of any prior stockholder votes regarding the subject.

M. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel, executive search firm or other adviser (and to terminate any such relationship) to be used to assist in the evaluation of compensation or other matters within the purview of the Committee and shall be directly responsible for the appointment, compensation (including fees), retention terms and conditions and oversight of the work of any compensation consultant, legal counsel, executive search firm and other adviser retained by the Committee. The Company must provide for appropriate funding, as determined solely by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel, executive search firm or any other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel, executive search firm or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- a. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, executive search firm or other adviser;
- b. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, executive search firm or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, executive search firm or other adviser;
- c. the policies and procedures of the person that employs the compensation consultant, legal counsel, executive search firm or other adviser that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the compensation consultant, legal counsel, executive search firm or other adviser with a member of the Committee;
- e. any equity interests of the Company owned by the compensation consultant,

legal counsel, executive search firm or other adviser; and

- f. any business or personal relationship of the compensation consultant, legal counsel, executive search firm, other adviser or the person employing the adviser with any member of Senior Management.
  
- N. The Committee shall evaluate whether any compensation consultant, legal counsel, executive search firm, other adviser retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
  
- O. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
  
- P. The Committee shall conduct an annual self-performance evaluation and report the results of such evaluation to the Board.
  
- Q. The Committee shall publish this Charter in accordance with applicable SEC and NYSE rules, as and when applicable.
  
- R. The Committee also shall perform such additional duties and have such additional responsibilities and functions as the Board from time to time may determine.

As Adopted November 5, 2018.