

**CRESCENT ENERGY COMPANY
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

The Board of Directors (the “Board”) of Crescent Energy Company (the “Company”) has established the Compensation Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Compensation Committee Charter (this “Charter”).

I. PURPOSES

The purposes of the Committee are to:

- A.** Oversee the Company’s overall compensation philosophy that applies to Company employees and directors;
- B.** Review, evaluate and otherwise discharge the Board’s responsibilities relating to, the agreements, plans, policies and programs of the Company to compensate the Company’s employees and directors;
- C.** Perform such other functions as the Board may assign to the Committee from time to time.

The Committee’s goal is to review and advise the Company regarding the development and implementation of compensation plans, policies and programs that are designed to provide a competitive level of compensation to attract and retain talented officers, employees and directors, reward and encourage maximum corporate and individual performance, promote accountability and align officer and director interests with the interests of the Company’s stockholders.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee will consist of not less than three members of the Board. Each member of the Committee must be “independent” as defined by the listing requirements of the New York Stock Exchange (the “NYSE”); *provided, however*, that this requirement is subject to the transition periods and applicable exemptions for compensation committee member independence requirements as set forth in the NYSE Listed Company Manual as well as an election by the Company to rely on the exemption available to “controlled companies” under the rules of the NYSE. In addition, at least two members of the Committee must be “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”). Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

Appointment and Removal

Subject to the Amended and Restated Bylaws, dated December 7, 2021 of the Company and any applicable agreement to which the Company is a party regarding appointment to the Committee, the members of the Committee and its Chairman will be selected annually by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairperson, the Committee shall select another member to preside.

Subcommittees

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. To the extent necessary, the Committee may delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee or the Board who are “Non-Employee Directors” for the purposes of Rule 16b-3. Each subcommittee will keep minutes and regularly report to the Committee.

III. AUTHORITY AND RESPONSIBILITIES

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

Authority

The Committee has the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or adviser of the Company meet with the Committee or any advisers engaged by the Committee; and
2. In its sole discretion, retain and determine funding for legal counsel and compensation consultants, as well as other experts and advisers (collectively, “Compensation Advisers”), including the authority to retain, approve the fees payable to, amend the engagement with, and terminate any Compensation Adviser, as the Committee deems necessary or appropriate

to fulfill its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Compensation Adviser engaged by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Responsibilities

The Committee has the following responsibilities:

Executive Compensation

1. Each year, the Committee will:
 - Review, modify (if necessary) and approve the Company's peer companies, if any, and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
 - Evaluate the performance of the Company's officers, which may be done in consultation with the Chief Executive Officer, and review and advise regarding the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation;
 - Review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. Directors who are employees of the Company may not receive any additional compensation for service on the Board.

In determining any element of compensation, the Committee may consider, among other factors, the Company's performance and relative stockholder return, the value of similar compensation to individuals in similar positions at comparable companies, and the awards historically given to the officers and directors.

2. Once required, the Committee will review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
3. Once required, the Committee will prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the

report in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.

4. Once required, the Committee will review and recommend to the Board how frequently the Company should submit to stockholders an advisory vote on executive compensation ("say-on-pay"). This review will take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company.
5. Following each stockholder meeting at which say-on-pay resolutions are proposed for a stockholder advisory vote, the Committee will review the results of the advisory vote, and consider whether to make any adjustments to the Company's executive compensation policies and practices.

Incentive and Equity Compensation

6. As often as it deems necessary and appropriate, the Committee will review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.
7. As often as it deems necessary and appropriate, the Committee will review the Company's equity compensation plans to determine whether stockholders need be given the opportunity to vote on the plans, as may be required by law and the listing standards of the NYSE.

Other Powers and Responsibilities

8. The Committee will review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended.
9. The Committee will review, as it deems necessary, appropriate matters related to the Company's compliance with applicable laws and regulations affecting employee and director compensation and benefits, including, but not limited to, Rule 16b-3 and Section 13(k) of the Exchange Act.
10. If the Committee engages a Compensation Adviser, then the Committee is directly responsible for the appointment, compensation and oversight of such Compensation Adviser. Prior to any such engagement, the Committee will analyze the relationships such Compensation Adviser has with members of the Committee as well as management and the Company as a whole. This analysis will include the specific factors identified by the Securities and Exchange Commission and NYSE as well as any other factors that affect the independence of compensation advisers.

11. The Committee will receive and review periodic reports on the Company's compensation plans, policies and programs as they affect all employees.
12. The Committee will oversee the assessment of risks related to the Company's compensation policies and programs.
13. The Committee will oversee the Company's trading policies and anti-hedging and pledging policies applicable to executive officers and directors.
14. Once required, the Committee will prepare and recommend to the Board for adoption a clawback policy that complies with applicable rules and regulations, including the rules and regulations of the Securities and Exchange Commission, and the listing standards of the NYSE.
15. The Committee will also undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's certificate of incorporation, bylaws or corporate governance guidelines or by directive of the Board.

IV. PROCEDURES

Meetings.

The Committee will meet at such times and from time to time as it deems necessary to fulfill its responsibilities. In addition, the Committee will meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee will meet at least annually and as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or video or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate. A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisers and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director who is not a member of the Committee.

Performance Review.

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall periodically review and reassess the adequacy of this Charter and recommend to the Board of Directors any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. Notwithstanding anything to the contrary herein, the Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to “controlled companies” under the rules of the NYSE for so long as the Company remains a controlled company..

Fees; Reimbursement of Expenses; Indemnification.

Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Company’s Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman. Each member of the Committee shall be indemnified with respect to such service on the Committee pursuant to the Company’s corporate governance guidelines, bylaws and any contractual arrangement between such member and the Company that provides for such indemnification.

V. POSTING REQUIREMENT

The Company will make this Charter available on or through the Company’s website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company’s website and provide the website address.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.

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