

**CRESCENT ENERGY COMPANY
CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

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

I. PURPOSES

The purposes of the Committee are to:

- A. Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
- B. Assist the Board by identifying individuals qualified to become members of the Board, consistent with the criteria approved of by the Board, and recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to fill vacancies on the Board;
- C. Advise the Board about the appropriate composition of the Board and its committees;
- D. Lead the Board in the annual performance evaluation of the Board and its committees, and of management;
- E. Perform such other functions as the Board may assign to the Committee from time to time.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee must 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”); *provided, however*, that this requirement is subject to the transition periods and applicable exemptions for nominating and governance 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. 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.

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 with or without cause 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. 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 advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
2. Retain and determine funding for independent legal counsel and other experts and advisors, including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any search firm to assist the Committee in identifying director candidates, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company’s regular outside legal counsel or other advisors to the Company. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b)

ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. So long as the Company (i) remains party to that certain Management Agreement between the Company and KKR Energy Assets Manager LLC (or an affiliate thereof) and the related agreements thereto, or (ii) is a party to any agreement (as such may be amended from time to time) governing the composition of the Company's Board of Directors or committees thereof, the Committee shall act to nominate individuals to serve as directors of the Board of Directors and committees thereof, to fill vacancies on the Board of Directors and committees thereof and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such agreement and any applicable rules or regulations of the NYSE or the Securities and Exchange Commission.

Responsibilities

The Committee has the following responsibilities:

Corporate Governance

1. The Committee will prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
2. Periodically, the Committee will review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval.
3. The Committee will review management's monitoring of the Company's compliance programs and Corporate Code of Business Conduct and Ethics, including a report of violations and waivers of the Corporate Code of Business Conduct and Ethics.
4. The Committee will periodically assess the need for adoption of stock ownership guidelines and recommend such adoption, if any, to the Board for approval.

Director Nominations

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee will perform the following actions:

5. Identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and recommend to the Board the persons to be nominated by the Board for election as directors at the

annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board.

6. Prior to recommending to the Board that an existing director be nominated for election as a director at the annual meeting of stockholders, the Committee will consider and review the director's:

- past Board and committee meeting attendance and performance;
- length of Board service;
- personal and professional integrity, including commitment to the Company's core values;
- relevant experience, skills, qualifications and contributions that the existing director brings to the Board; and
- independence under applicable standards.

7. In the event that a vacancy on the Board arises, either as a result of an increase in the size of the Board or as a result of the departure of a director, the Committee will seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the next annual meeting of stockholders. To identify such a nominee, the Committee should solicit recommendations from existing directors and senior management. These recommendations should be considered by the Committee along with any recommendations that have been received from stockholders as discussed below. The Committee may, in its discretion, retain a search firm to provide additional candidates. Prior to recommending to the Board that a person be elected to fill a vacancy on the Board, the Committee will consider and review the candidate's:

- relevant skills, qualifications and experience;
- independence under applicable standards;
- business judgment;
- service on boards of directors of other companies;
- personal and professional integrity, including commitment to the Company's core values;
- openness and ability to work as part of a team;

- willingness to commit the required time to serve as a Board member; and
- familiarity with the Company and its industry.

The Committee also will consider the diversity of, and the optimal enhancement of the current mix of talent and experience on, the Board.

8. The Committee will treat recommendations for directors that are received from the Company's stockholders equally with recommendations received from any other source; *provided, however*, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of stockholders or other document setting forth such procedures.
9. Periodically, the Committee will review the criteria for the nomination of director candidates and approve changes to the criteria, as appropriate.

Board and Committee Structure

The Committee will:

10. Review the advisability or need for any changes in the number and composition of the Board;
11. Review the advisability or need for any changes in the Board's committee structure, taking into account applicable independence and other standards applicable to such committees; and
12. Recommend to the Board the composition of each Board committee and the individual director to serve as Chairman of each committee, endeavoring to cause one member of the Audit Committee to satisfy the attributes of an "audit committee financial expert" as set forth in Item 407(d)(5) of Regulation S-K ("Reg. S-K") promulgated by the Securities and Exchange Commission ("SEC").

Committee, Board and Management Performance Evaluations

Each year or as the Committee deems appropriate, the Committee will:

13. Request that the Chairman of each committee, including this Committee, report to the full Board about the committee's annual evaluation of its performance and evaluation of its committee's charter following the end of each fiscal year; and

14. Receive comments from all directors and report to the full Board with an assessment of the performance of the Board, the Board's committees and management following the end of each fiscal year.

Other Powers and Responsibilities

Periodically, the Committee will:

15. Develop and evaluate an orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program;
16. Make a recommendation to the Board concerning the selection and designation of a "Lead Director" to preside over the meetings of the non-management directors in executive sessions;
17. Review the Board's policy regarding the structure of the offices of Chairman of the Board and CEO; and
22. Review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.

IV. PROCEDURES

Meetings.

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 as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call 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 advisors 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 that 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.

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.

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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