

Effective January 13, 2026

I. PURPOSE

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Expand Energy Corporation (the “Corporation”) to: (a) establish and monitor the implementation of the Corporation’s compensation system and (b) have overall responsibility for approving and evaluating all compensation plans, policies and programs of the Corporation as they affect the Chief Executive Officer and the Corporation’s other executive officers. The Committee’s objective is to develop an executive compensation system that is competitive with the Corporation’s peers and encourages both short-term and long-term performance in a manner beneficial to the Corporation and its operations.

II. COMPOSITION

The Committee will consist of [two] or more directors who are appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee in accordance with the Corporation’s organizational documents, as amended from time to time, with vacancies filled by the Board. Committee members may be removed or replaced by the Board at any time by majority vote. The Committee will only include directors who have been determined by the Board to be independent, consistent with the independence requirements of The Nasdaq Stock Market, the rules and regulations of the Securities and Exchange Commission and the independence requirements established by the Board. At least two members of the Committee shall also qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Board will appoint one member of the Committee as chairperson. The chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. The Committee may form and delegate authority to subcommittees when appropriate.

III. MEETINGS

The Committee will meet from time to time as necessary to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee. The Committee may request any officer or employee of the Corporation, or any outside advisor, to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

An agenda will be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee will be prepared and submitted for approval at a subsequent meeting of the Committee. The Committee may meet by telephonic conference in accordance with the Corporation’s Second Amended and Restated Bylaws (the “Bylaws”) and may also take action by unanimous written consent. The Commit-

tee will make regular reports to the Board and submit the minutes of all Committee meetings to, and review the matters discussed at each Committee meeting with, the Board.

IV. COMMITTEE RESOURCES

The Committee shall have the authority, in its sole discretion and to the extent it deems necessary or appropriate, to retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor (each a “Compensation Consultant”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Consultant retained by the Committee. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Consultant retained by the Committee. The Committee may select a Compensation Consultant to the Committee only after taking into consideration all factors relevant to that person’s independence from management, including the following:

- A. The provision of other services to the Corporation by the person that employs the Compensation Consultant;
- B. The amount of fees received from the Corporation by the person that employs the Compensation Consultant, as a percentage of the total revenue of the person that employs the Compensation Consultant;
- C. The policies and procedures of the person that employs the Compensation Consultant that are designed to prevent conflicts of interest;
- D. Any business or personal relationship of the Compensation Consultant with a member of the Committee;
- E. Any stock of the Corporation owned by the Compensation Consultant; and
- F. Any business or personal relationship of the Compensation Consultant or the person employing the Compensation Consultant with an executive officer of the Corporation;

V. RESPONSIBILITIES

To fulfill its purpose, the Committee will have the following responsibilities:

- A. Establish compensation policies that effectively attract, retain and motivate executive officers to successfully lead and manage the Corporation;
- B. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate, in conjunction with the Board, the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Corporation’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years;

- C. Review and evaluate, in consultation with the other non-employee directors, and approve all compensation of non-employee directors and named executive officers, including base salaries and salary adjustments, retainers, bonuses, stock awards, stock option grants, cash-based awards, supplemental retirement benefits, perquisites and other benefits. For the avoidance of doubt, this includes approval of compensation for newly-hired named executive officers;
- D. Review with the CEO and approve non-CEO executive officer compensation, incentive-compensation and equity-based plans;
- E. Review, evaluate and approve all equity compensation of employees subject to the reporting requirements of Section 16 of the Securities and Exchange Act of 1934;
- F. Except as may be delegated by the Committee review and approve the adoption, material amendment and termination of the Corporation's long-term incentive, retirement, savings, deferred compensation or similar compensation or benefit plans, oversee their administration and discharge any duties imposed on the Committee by any such plans. Responsibility for administering any such plan lies exclusively with the plan administrator designated in the relevant plan document. For avoidance of doubt, the Committee shall not act as a fiduciary with respect to any benefit plans or programs;
- G. Establish the aggregate size of the bonus pool for non-executive officer employees and determine the metrics pursuant to which annual bonuses may be earned by such employees;
- H. Establish and monitor compliance with stock ownership guidelines for directors and executive officers;
- I. Review and approve executive officers' employment agreements, severance arrangements and any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; provided that the Committee may only make recommendations to the Board with respect to any severance arrangements that would obligate the Corporation to accelerate the vesting of a current or former executive officer's equity-based compensation;
- J. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's annual proxy statement and annual report on Form 10-K by the rules of the SEC with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included;
- K. Prepare the report required by the rules of the SEC to be included in the Corporation's annual proxy statement;
- L. Oversee the Corporation's compliance with SEC rules regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans;

- M. Review and make recommendations to the Board regarding shareholder proposals related to compensation related proposals and responses thereto;
- N. Receive periodic reports on the Corporation's compensation programs as they affect all employees;
- O. Review and assess risks arising from the Corporation's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Corporation; and
- P. Establish, amend and administer the Corporation's Clawback Policy, including by making any determinations thereunder with respect to recoupment of executive compensation in accordance with such policy

The Committee will perform any other activities consistent with this charter, the Corporation's Bylaws and governing law as the Committee or the Board deem appropriate.

VI. PERFORMANCE EVALUATION

The Committee will conduct an evaluation of the Committee's performance and charter at least annually and will report to the Board the results of such evaluation and any recommended changes to this charter.

VII. DISCLOSURE OF CHARTER

This charter will be made available on the Corporation's website.