

Effective May 8, 2024

I. PURPOSE

The Integration Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Chesapeake Energy Corporation (the “Corporation”) to assist the Board in overseeing, and shall serve as an advisory committee to the Corporation’s management and provide input in connection with, management’s integration of the operations, marketing, financial reporting and other functions of companies/businesses to be acquired that are material to the Corporation, during a time period both prior to and following the closing (the “Closing”) of such acquisitions, as determined by the Board.

II. COMPOSITION

The Committee will consist of one or more directors, including one Committee Chair, 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 Chair shall be responsible for leadership of the Committee, including overseeing the agenda and presiding over Committee meetings and reporting to the Board. The Chair will have authority to act on behalf of the Committee between meetings. 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. 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 Committee 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.

The Committee will meet periodically with management, including executive officers and the head of the Corporation’s integration management team, to discuss any matters that the Committee or one of the foregoing believes should be discussed privately. 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.

IV. COMMITTEE RESOURCES

The Committee shall have the authority, to the extent it deems necessary or appropriate, to obtain advice and seek assistance from independent legal, accounting or other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of (a) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, and (b) compensation to advisors retained by the Committee.

V. RESPONSIBILITIES

The specific responsibilities and authority of the Committee shall be as follows:

1. To assist the Board in its oversight of the integration of the respective operations, marketing, financial reporting and other relevant functions of any material acquisition (company and/or business), both prior to and following the Closing, as determined by the Board;
2. To serve as an advisory committee to Company management to provide input in connection with the integration of the company/business to be acquired;
3. In the Committee’s discretion, provide a report and make recommendations to the Board when appropriate concerning the conduct of the integration;
4. Make such other recommendations to the Board on such matters, within the scope of its function, as may come to its attention and which in its discretion warrant consideration by the Board; and
5. Perform such other duties and responsibilities as may be assigned to the Committee from time to time, by the Company’s Restated Certificate of Incorporation, Bylaws or the Board.

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.