

# SM ENERGY COMPANY

## CHARTER OF THE OPERATIONS AND EHS COMMITTEE OF THE BOARD OF DIRECTORS

### I. Purpose

The Board of Directors (the “**Board**”) of SM Energy Company (the “**Company**”) has established the Operations and Environmental, Health and Safety (“**EHS**”) Committee (the “**Committee**”) of the Board for the purposes of assisting the Board with its oversight of:

- a. the programs, policies, performance and reporting of the Company in the areas of sustainability, including environmental stewardship, health and safety, and compliance with applicable EHS laws and regulations;
- b. performance associated with the Company’s operations, including asset performance, production results, capital and operational efficiencies, and costs;
- c. the identification, assessment, monitoring, mitigation and management of the principal EHS, social, and operational risks in the Company’s business; and
- d. such other matters as the Board may assign to the Committee from time to time.

The Committee’s principal responsibility is one of oversight. The Company’s management is responsible for day-to-day operations and for ensuring the Company’s compliance with all applicable laws, regulations and Company policies and procedures related to EHS and operational matters. The Committee shall have the authority to retain at the Company’s expense such consultants, advisors and counsel as the Committee deems appropriate in its sole discretion to fulfill its purposes, responsibilities and duties.

### II. Composition

- a. The Committee shall consist of three or more members of the Board, each of whom shall satisfy the independence requirements of the listing standards of the New York Stock Exchange (“**NYSE**”). The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board. Any member may be removed or replaced at any time, with or without cause, by a majority of the directors of the Board in their discretion.
- b. The Board shall designate a member of the Committee to serve as the Chair of the Committee (the “**Chair**”). If the Chair is not present at a meeting, the Committee members present at the meeting shall designate one of its members as the acting chair by majority vote.
- c. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee.

- d. The Company's Chief Operating Officer (COO) and VP – Investor Relations will serve as the management leaders for the Committee and will coordinate materials, reporting and follow-up actions.

### **III. Meetings and Operations**

- a. The Committee shall meet at least two times annually and more frequently as circumstances dictate. The Committee shall meet at the call of its Chair, or at the request of any Committee member, the Chair of the Board, or the Chief Executive Officer.
- b. The Committee may meet in person, by telephone, by video conference, or by any other means permitted by law or the Company's Bylaws. The Committee may also act by unanimous written consent in lieu of a meeting.
- c. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present shall constitute an act of the Committee.
- d. The Chair shall be responsible for establishing the agenda for each meeting, and the agenda shall be distributed to Committee members in advance of the meeting. The Committee shall keep minutes of its meetings, which shall be filed with the books and records of the Company.
- e. The Committee may form and delegate authority to subcommittees when appropriate.

### **IV. Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

#### ***Operations***

The Committee shall review the Company's operational performance across drilling, completions, production optimization, and facilities management, including asset performance, cost efficiency, and capital and operating effectiveness. It also shall evaluate innovations within the assets that enhance value and strengthen operational execution. In addition, the Committee shall assess the Company's approach to managing operational risks—such as well and asset integrity, process safety, and emergency preparedness—and shall review the Company's broader assets, investments, and supporting infrastructure, including midstream arrangements, to understand related risks and opportunities that inform ongoing operations and future plans.

#### ***Sustainability***

The Committee shall oversee the Company's sustainability strategy, policies, and performance. This includes:

1. **Environmental Stewardship:** Reviewing and guiding strategy related to the Company's most material environmental issues, including climate-related risks and opportunities, greenhouse gas (GHG) emissions reduction goals and performance, water management, and biodiversity.

2. **Social Responsibility:** Overseeing strategies and policies related to the Company's key social impacts, including:
  - a. Workforce health, safety, and well-being;
  - b. Human capital management, including talent development;
  - c. Community engagement, local economic impact, and relationships with Indigenous communities; and
  - d. Human rights within the Company's operations and supply chain.
3. **Reporting and Stakeholder Engagement:**
  - a. Providing guidance on the preparation and content of the Company's annual sustainability report; and
  - b. Monitoring and advising the Board on emerging sustainability trends, stakeholder concerns, and public policy developments that could affect the Company's operations or reputation.

### ***EHS and Operations***

The Committee shall oversee management's execution of the Company's EHS policies and management systems. This includes monitoring overall safety performance, reviewing major EHS incidents and compliance matters, and reviewing effectiveness of management's corrective actions, including any related internal audit findings.

### **Coordination with other Board Committees**

The Committee shall coordinate with other committees of the Board to ensure integrated oversight of sustainability matters. Specifically, the Committee shall:

- a. Work closely with the Nominating and Governance Committee to ensure a cohesive approach to corporate governance, stockholder engagement on ESG topics, and enterprise-wide risk management.
- b. Provide input and recommendations to the Compensation Committee regarding sustainability-related performance metrics for inclusion in incentive compensation plans.
- c. Coordinate with the Audit Committee on the public disclosure of sustainability-related risks, performance data, and internal controls over sustainability reporting.

### **V. Reporting**

The Committee shall report to the Board on the following matters:

- a. The Committee shall make regular reports to the Board, directly or through its Chair, regarding the Committee's actions and recommendations, not less than once each year.
- b. The Committee shall review with the Board any significant issues that arise with respect to: (i) the Company's operational performance; (ii) material EHS risks, incidents, or regulatory developments; and (iii) all other issues which the Committee considers relevant or material.

#### **VI. Annual Review and Evaluation**

- a. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. Consistent with NYSE listing requirements, this Charter will be made available on the Company's website.
- b. The Committee shall annually conduct a self-evaluation of its performance and activities and communicate the results to the Board.

**Adopted by the Board of Directors on May 21, 2026**