

COREENERGY INFRASTRUCTURE TRUST, INC.
COMPENSATION & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Compensation & Corporate Governance Committee (the “Committee”) of CorEnergy Infrastructure Trust, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) to assist the Board with respect to compensation, director nominations and governance matters.

With respect to its compensation functions, the Committee’s purpose is to assist the Board with respect to compensation matters, including:

- (1) evaluating, recommending, approving and reviewing executive compensation arrangements, plans, policies and programs maintained by the Company;
- (2) administering the Company’s equity-based compensation plans and the Company’s bonus plan, whether adopted prior to or after the date of adoption of this charter (the “Charter”);
- (3) evaluating, assessing and making recommendations to the Board regarding non-employee director compensation; and
- (4) making recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

With respect to its nominating and governance functions, the Committee’s purpose is to assist the Board with respect to director nominations and corporate governance matters, including:

- (1) identifying and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending to the Board the director nominees for the next annual meeting of stockholders and to fill any vacancies;
- (2) monitoring the size, structure and membership of the Board and its committees;
- (3) recommending to the Board director nominees for each committee;
- (4) reviewing issues and developments related to corporate governance issues and develop and recommending to the Board corporate governance guidelines and procedures;
- (5) overseeing the evaluation of the Board and management at least annually;
- (6) reviewing and assess management’s compliance with applicable securities laws, rules and regulations;
- (7) providing general oversight of sustainability matters, including those related to environmental issues and climate change that are relevant to the Company’s operations and performance and
- (8) monitoring compliance with the Company’s Code of Ethics.

II. Committee Membership and Qualifications

The Committee will consist of no fewer than three members. The members of the Committee must meet the independence requirements of the New York Stock Exchange (the “NYSE”) and must also meet the enhanced independence requirements for members of the compensation committee under the requirements of the NYSE. Each member of the Committee shall satisfy all requirements necessary to be a “Non-Employee Director” pursuant to Rule 16b-3 under the Securities Exchange Act of 1934.

The members of the Committee will be elected by the Board at the annual meeting of the Board and will serve at the pleasure of the Board until their successors are duly elected or they resign or are removed, with or without cause, by the Board. The Committee chairperson will be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

III. Meetings

The Committee will meet as often as required to fulfill its responsibilities set forth in this Charter. A majority of the members of the Committee will constitute a quorum for the transaction of business. All meetings of and other actions by the Committee shall be held and taken pursuant to the bylaws of the Company, including bylaw provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters. The Committee will meet in executive session, without management present, at least once per year. The Committee may meet in person or via telephonic conference call.

The chairperson will ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors, and will provide reports to the Board regarding its recommendations for action.

IV. Committee Authority and Responsibilities

With respect to its compensation functions, the Committee will:

- A. The Committee will annually review and approve corporate goals and objectives relevant to the Chief Executive Officer of the Company (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee may consider any number of factors, and should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
- B. The Committee will, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Company’s executive officers (collectively, including the CEO, the “Executive Officers”).
- C. The Committee will, periodically and as and when appropriate, review, approve, and make recommendations to the Board for approval, the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and severance protection plans and change-in-control provisions affecting any elements of compensation, benefits and perquisites; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- D. The Committee will review and discuss the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (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.
- E. The Committee will produce the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC.

- F. The Committee will oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans.
- G. The Committee will determine independent director compensation.
- H. The Committee will have the sole authority to retain and terminate (or obtain the advice of) any advisor or consulting firm to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and will have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.

With respect to its nominating functions, the Committee will:

- A. The Committee will actively seek individuals who meet the standards for directors set forth in the Company's Bylaws and the criteria set forth below or determined as provided below, who meet the requirements of any applicable laws or exchange requirements and who are otherwise qualified to become board members for recommendation to the Board.
 - (i) General Criteria: Each director should:
 - (a) Be an individual of the highest character and integrity and have an inquiring mind, relevant experience, a willingness to ask hard questions and the ability to work well with others;
 - (b) Be free of conflicts of interest that would violate applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
 - (c) Have the capacity and desire to represent the balanced, best interests of the stockholders as a whole and not a special interest group or constituency.
 - (ii) Specific Criteria: In addition to the foregoing general criteria, the Committee will review annually the skills, experiences (such as current business experience or other such current involvement in public service, academia or scientific communities), particular areas of expertise, particular backgrounds, and other characteristics that help ensure the effectiveness of the Board and Board committees. These criteria should take into account any particular needs of the Company and may be adjusted as these Company characteristics evolve.
- B. The Committee will consider stockholder recommendations for nominees for membership to the Board so long as such recommendations are made in accordance with the Company's Bylaws.
- C. The Committee has the sole authority to retain and terminate any search firm used to identify director candidates and has sole authority to approve the search firm's fees and other retention terms.

- D. The Committee will perform an annual review of all Board committees' structure and governance charters to ensure that they reflect a commitment to effective governance. The Committee will periodically evaluate the governance practices of the Board and its committees, and review and assess the adequacy of the Board's adherence to industry corporate governance best practices. In addition, the Committee will make recommendations to the Board regarding the composition and responsibility of the Board committees.
- E. The Committee will nominate the Chair of the Board, any Vice Chair, the Lead Independent Director and all other officers.
- F. The Committee will regularly review issues and developments related to corporate governance issues and recommend to the Board any appropriate changes to the Company's Corporate Governance Guidelines. The initial Corporate Governance Guidelines will be in the form adopted by the full Board.
- G. The Committee will recommend to the Board any new candidates or existing directors who may serve as an "audit committee financial expert." The initial determination of which persons may serve in such capacity for the Company will be made by the full Board.
- H. The Committee will oversee an evaluation by members of the Board of the service of members of the Board, including a self-evaluation by each member of the Board of his or her service on the Board and evaluation of Board/management effectiveness.
- I. The Committee will review the results of management's compliance testing program regarding checks performed, exceptions that occurred, and corrective action taken to reasonably assure compliance with applicable securities laws, rules and regulations
- J. The Committee will (i) assist the Board in identifying, evaluating and monitoring sustainability issues that affect the Company's operations and performance, including those related to environmental issues, climate change, as well as provide oversight of public reporting of these matters and shall recommend to the Board policies, programs and strategies concerning such issues, (ii) review and monitor the development and implementation of the goals established by the Company for its performance with respect to its sustainability framework and initiatives, shall review and monitor the development of metrics and procedures to gauge progress towards achievement of those goals and shall monitor the Company's progress against those goals and (iii) assist the Board in fulfilling its oversight responsibility for the Company's enterprise risk management program by reviewing and evaluating risks that may arise in connection with the sustainability and other public policy aspects of the Company's operations.
- K. The Committee will monitor compliance with the Company's Code of Ethics.
- L. The Committee will recommend compliance policies, and any material changes to such policies, for Board approval and review them periodically.
- M. The Committee will recommend ongoing education for incumbent Directors and appropriate orientation for new Directors.

With respect to its responsibilities generally, the Committee will:

- A. The Committee will have the resources and authority to select, retain, terminate, and approve the fees and other retention terms of such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, without seeking approval of the Board or management.
- B. The Committee may not delegate its authority.
- C. The Committee will make regular reports to the Board.
- D. The Committee will conduct an annual performance evaluation of the Committee and will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- E. The Committee will undertake any other assignment delegated to it by the Board.
- F. This Charter will be made available on the Company's website.

V. Limitations on Authority and Responsibility

If, pursuant to the Company's Articles of Incorporation or applicable law, any class of shares of preferred stock has the right to nominate one or more directors, the selection and nomination of such directors will not be subject to the Committee processes set forth herein.

Adopted: August 4, 2022