



CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF VITAL ENERGY, INC.

I. PURPOSES

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Vital Energy, Inc. (the “*Company*”) for the purposes of (a) discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “*CEO*”), (b) making recommendations to the Board with respect to the compensation of the Company’s other executive officers, (c) administering the Company’s equity-based compensation plans and (d) reviewing the disclosures in the Compensation Discussion and Analysis, and producing an annual compensation committee report, for inclusion in the Company’s proxy statement.

II. RESPONSIBILITIES

In addition to such other duties as the Board may from time-to-time assign, the Committee shall:

- in consultation with senior management, establish the Company’s general compensation philosophy and objectives;
- review and approve the Company’s goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO’s performance in light of those goals and objectives and based on this evaluation determine and approve the CEO’s compensation level, including salary, bonus, incentive and equity compensation. In determining the long-term incentive component of the CEO’s compensation, the Committee shall consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEO’s at comparable companies, and the awards given to the Company’s CEO in past years;
- make recommendations to the Board with respect to all compensation for non-CEO executive officers;
- review and make recommendations to the Board with respect to all employment agreements, severance arrangements, change in control provisions and agreements and any special supplemental benefits applicable to the Company’s executive officers;
- review and make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to Board approval;

- review the Company’s equity-based plans to determine whether stockholders need be given the opportunity to vote on the plans, as may be required by law, the Company’s Certificate of Incorporation or Bylaws (as amended from time to time), the Company’s Corporate Governance Guidelines and the listing standards of the NYSE.
- review and discuss with management the disclosures made in the Compensation Discussion and Analysis required to be included in the Company’s annual report on Form 10-K and proxy statement for the annual meeting of stockholders, and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Form 10-K and proxy statement;
- prepare an annual compensation committee report for inclusion in the Company’s proxy statement for the annual meeting of stockholders in accordance with the applicable rules of the Securities and Exchange Commission;
- review and recommend to the Board how frequently the Company should submit to stockholders an advisory vote on executive compensation (“say-on-pay”). This review should take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company. Following each annual meeting of stockholders at which say-on-pay resolutions are proposed for a stockholder advisory vote, the Company will review the results of the advisory vote, and consider whether to make any adjustments to the Company’s executive compensation policies and practices.
- adopt or amend, or recommend that the Board adopt or amend, and administer the Company’s Incentive-Based Compensation Recoupment Policy (as amended from time to time, the “Clawback Policy”), and seek to ensure that the Clawback Policy complies with all applicable rules and regulations, including the rules and regulations of the SEC and the listing standards of the NYSE, and consult with the Audit Committee of the Board, the Company’s Chief Financial Officer or Chief Accounting Officer, as applicable, as needed in order to properly administer the Clawback Policy.
- evaluate and review the Company’s financial performance measures used to link executive compensation actually paid to the CEO and other executive officers for the last completed fiscal year to Company performance.
- review and discuss with management the disclosures to be included in response to the disclosure requirements under Item 402(v) of Regulation S-K as they relate to executive compensation, if applicable. conduct an annual performance evaluation of the Committee;
- review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval;
- administer the Company’s equity-based compensation plans, including the grant of stock options and other equity awards under such plans;

- review and make recommendations to the Board with respect to director compensation; and
- review and approve any additional services to be performed for the Company or its affiliates by a compensation consultant or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive and director compensation.

III. COMPOSITION

The Committee shall be comprised of three or more members (including a chairperson of the Committee (the “*Chairperson*”)), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the New York Stock Exchange. In addition, each Committee member shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3). The members of the Committee and the Chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

IV. MEETINGS AND OPERATIONS

The Committee shall meet as often as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. Except as otherwise provided in the Bylaws or required by law, the Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Secretary of the Company shall be the Secretary of the Compensation Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be filed with the books and records of the Company. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

V. AUTHORITY

The Committee has the authority, to the extent it deems appropriate, to retain one or more compensation consultants to assist in the evaluation of director, CEO or executive compensation. The Committee shall have the sole authority to appoint, oversee the work of, and terminate any such consulting firm, and to approve the firm's fees and other retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain, compensate, and oversee the work of any independent legal counsel and other advisors. Before selecting any advisor, the Committee shall consider the independence of the advisor in accordance with the rules and regulations of the NYSE, including consideration of the independence factors under applicable NYSE listing standards and any other factors deemed relevant by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any consulting firm, independent legal counsel, or other advisors retained by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

VI. POSTING OF CHARTER

The Company shall post this charter on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for each annual meeting of stockholders that a copy of this charter is available on the Company's website and provide the website address.

As approved by the Compensation Committee on November 1, 2023.