EOG RESOURCES, INC.

Compensation and Human Resources Committee Charter

(As of May 22, 2025)

Purpose

The Compensation and Human Resources Committee (the "Compensation Committee") is appointed by the Board of Directors (the "Board") of EOG Resources, Inc. (the "Company") to discharge the Board's responsibilities relating to compensation of the Company's directors, executive officers and employees. The Compensation Committee has overall responsibility for approving and evaluating the director and executive officer compensation plans, policies and programs of the Company and provides oversight and guidance with respect to director and executive officer compensation matters and related risks. The Compensation Committee is also responsible for (i) reviewing the disclosures in the Company's Compensation Discussion and Analysis and producing an annual Compensation Committee report for inclusion in the Company's proxy statement and (ii) oversight and review of the Company's human capital management matters and related strategies, programs, policies, procedures and risks.

Committee Membership

The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall (1) meet the independence requirements of the New York Stock Exchange ("NYSE"), the Securities and Exchange Commission (the "SEC"), the Company's bylaws and applicable law as each is amended from time to time and (2) be a "Non-Employee Director" as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (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 Compensation Committee shall be appointed by the Board on the recommendation of the Nominating, Governance and Sustainability Committee. Compensation Committee members may be replaced by the Board.

Committee Authority and Responsibilities

In addition to such other duties as the Board may from time to time assign:

1. The Compensation Committee shall have the authority, in its sole discretion, to retain, and obtain advice and assistance from, one or more compensation consultants, outside counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter, without consulting or obtaining the approval of any officer of the Company in advance. The Compensation Committee shall have the sole authority to appoint, compensate and oversee the work of any such consultants, outside counsel and other advisors. The Compensation Committee shall review and approve any

additional services to be performed for the Company or its affiliates by a compensation consultant, outside counsel or other advisor (or its affiliates) during a fiscal year in which the Compensation Committee has retained such consultant to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall evaluate whether any compensation consultant, outside counsel or other advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K (or any successor rule). Prior to retaining, or receiving advice from, compensation consultants, outside counsel and other advisors, the Compensation Committee must consider the factors specified in Rule 10C-1(b)(4) under the Exchange Act (or any successor rule) and applicable rules and regulations of the NYSE. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of compensation to any such consultants, outside counsel and other advisors retained by the Compensation Committee.

2. The Compensation Committee shall also have authority to obtain advice and assistance from internal legal, accounting or other employees, without consulting or obtaining the approval of any officer of the Company in advance. In addition, the Compensation Committee shall have the authority to oversee the appointment of one or more registered public accounting firms (other than the independent auditor appointed by the Audit Committee of the Board) for the purpose of performing any audit, review or attest services for any of the benefit plans of the Company. The appointment, compensation, oversight, evaluation and (if necessary) termination of each such registered public accounting firm shall be the responsibility of such benefit plan's administrative committee or other oversight body, to the extent consistent with applicable law and such benefit plan's governing documents.

3. The Compensation Committee shall oversee the evaluation of Company management and management's performance. It shall review and approve company performance goals, targets and objectives relevant to Chief Executive Officer ("CEO") compensation, annually evaluate the CEO's performance in light of such goals, targets and objectives, and have the sole authority to determine and approve the CEO's compensation levels (including salary, bonus and long-term incentive compensation) based on such evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee shall consider the Company's performance and total stockholder return (relative to peer companies), the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

4. The Compensation Committee shall also review and approve (i) company performance goals, targets and objectives relevant to compensation for all other executive officers of the Company (which may include some or all of the performance goals, targets and objectives relevant to CEO compensation), annually evaluate such executive officers' performance in light of such goals, targets and objectives and have the sole authority to determine and approve the compensation levels for such executive officers, including salary, bonus and long-term incentive compensation, based on such evaluations, (ii) the annual bonus pool for employees of the Company other than its executive officers, and (iii) the annual long-term incentive compensation pool for employees of the Company other than its executive officers.

5. The Compensation Committee shall, in consultation and coordination with the Board and the other committees of the Board and with the assistance of such Company and external resources as the Compensation Committee deems appropriate, (i) oversee the risk assessment of the Company's compensation arrangements applicable to the Company's directors, executive officers and other employees, (ii) in connection with such oversight, assess reports and other information provided by Company management and such external resources as the Compensation Committee deems appropriate, and (iii) review and discuss at least annually the relationship (if any) between the Company's risk management policies and practices and the Company's compensation arrangements.

6. The Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of directors in accordance with the guidelines set forth in the Company's Corporate Governance Guidelines.

7. The Compensation Committee shall annually review and make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based compensation plans. The Compensation Committee shall also administer the Company's incentive compensation plans and equity-based compensation plans, including the grant of equity awards under such plans, subject to the terms of such plans.

8. The Compensation Committee shall periodically review and approve, for the CEO and the executive officers of the Company, employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and any special or supplemental benefits.

9. The Compensation Committee shall annually review and reassess the adequacy of the stock ownership guidelines for the Company's officers and non-employee directors, recommend any proposed changes to the Board for approval and monitor compliance with such guidelines.

10. The Compensation Committee shall periodically review the Company's insider trading policies and procedures and shall approve any amendments or changes thereto.

11. The Compensation Committee may form and delegate authority to subcommittees when appropriate.

12. The Compensation Committee shall make regular reports to the Board.

13. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

14. The Compensation Committee shall annually review its own performance.

15. The Compensation Committee shall advise the Board regarding the stockholder advisory votes on executive compensation, including the frequency of such votes.

16. The Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (the "Say-on-Pay Vote") and on the frequency of the Say-on-Pay Vote, as required by Section 14A of the Exchange Act when determining executive compensation policies and making decisions regarding executive compensation.

17. The Compensation Committee shall review and discuss with management the Company's Compensation Discussion and Analysis and recommend to the Board whether the

Compensation Discussion and Analysis should be included in the Company's annual proxy statement.

18. The Compensation Committee shall approve a Compensation Committee report for inclusion in the Company's annual proxy statement in accordance with the applicable rules of the SEC.

19. The Compensation Committee shall, in consultation and coordination with the Board and the other committees of the Board, provide oversight and guidance with respect to the Company's human capital management matters and related strategies, programs, policies and procedures, which may include (i) culture and workplace environment matters, (ii) recruiting, retention, engagement and compensation matters, (iii) training and development matters (including leadership and management training and development), (iv) succession planning matters and (v) other workforce-related matters.

20. The Compensation Committee shall (i) annually (A) review the Company's policies and any similar arrangements providing for the recovery or other recoupment of erroneously awarded compensation, (B) assess the adequacy and appropriateness of such policies and arrangements and (C) approve any amendments or changes thereto, and (ii) administer the Company's Policy for the Recovery of Erroneously Awarded Compensation (effective October 2, 2023), in compliance with Rule 10D-1 under the Exchange Act (or any successor rule) and the applicable requirements of the Listed Company Manual of the NYSE.

21. In consultation and coordination with the Board and the other committees of the Board, the Compensation Committee shall oversee the Company's management of the key enterprise risks (including any emerging risks) to the Company in respect of director and executive officer compensation matters and other human capital management matters.

Approved by the Board of Directors on May 22, 2025.