



## Dedicated Leadership, Strong Governance

Our climate governance includes accountability and ownership at every level, from our Board of Directors to the employees that impact our operations every day.

### Board of Directors Oversight

Chesapeake's Board of Directors has ultimate oversight of our strategy, planning and engagement around climate change and its related impacts.

Our Board's Environmental and Social Governance (ESG) Committee takes active ownership in engaging with our executive team and organizational leaders to manage and mitigate climate risks. This committee meets at least quarterly to discuss climate risks and opportunities, among other ESG topics. Relevant findings, progress and issues are raised to the Board-at-large or shared with other Board committees as needed.

### Board-level Climate Discussions

- Climate-risk management and mitigation
- Emissions reduction practices
- Business continuity
- Climate change regulatory positions and trade association alignment
- Goal setting and progress made
- Executive and employee compensation tied to climate-related goals
- Market sensitivity analysis

**Although the Board's ESG Committee takes the lead on climate oversight, each of our Board committees has climate performance as part of its responsibilities.**

#### Audit Committee

Reviews climate-related risk as part of the enterprise risk management (ERM) process

#### Nominating and Corporate Governance Committee

Reviews climate and other ESG-related experience when considering new Board directors

#### Compensation Committee

Incorporates climate-related goals as part of our executive and employee compensation programs

#### ESG Committee

Has complete oversight of our climate performance, from managing and mitigating climate risk to confirming progress toward our ESG goals

**In 2021, our Board-at-large approved ambitious ESG goals, ultimately directing our company to reach net zero direct (Scope 1) GHG emissions by 2035.**

## Executive Management and Employee Leadership

Our CEO and executive leadership team (ELT) lead our climate performance, providing strategic direction and accountability to our business units. They also direct our climate-related planning process to address climate risks and opportunities.

Although our CEO and ELT work together to champion our climate-related efforts, their individual responsibilities help to ensure comprehensive coverage and planning related to this important issue.

CEO	ELT
Reviews forecasting and market sensitivity analysis	Oversees the ERM process assessing climate-related risk and mitigation plans and manages the Environmental team
Directs long-term, strategic planning and ensures climate is factored when considering acquisition and divestiture opportunities	Confirms progress related to emissions reduction efforts, reporting and data assurance
Confirms progress toward ESG goals	Advises on public policy engagement and trade association membership/advocacy
Participates in Board-level trade association conversations for climate and emissions reduction information sharing	Manages Internal Controls and Internal Audit teams, as well as the Director of Government & Regulatory Affairs
Reviews and approves our annual sustainability report, including our TCFD disclosures	Reviews and approves our annual sustainability report, including our TCFD disclosures

## Pay-for-Performance

Emissions reduction goals and other ESG targets are central to our executive compensation program. In fact, we limit payout if critical ESG metrics, including GHG and methane intensity reductions, are not met.

We include climate-related targets as part of our employee incentive plan as well. The company must meet certain ESG metrics before employees are eligible for “above” target bonus payouts, regardless of performance in other areas of the business.

Chesapeake employees care deeply about improving our climate performance. At our business unit level, we have several departments with dedicated climate-related job responsibilities, including our Environmental, Government & Regulatory Affairs, and Compliance teams.

Core to our culture of collaboration, we also have two internal committees focused on ESG strategy and improving our climate performance.

### ESG Advisory Board

Made up of cross-disciplinary senior leaders and chaired by our Vice President of HSER, the ESG Advisory Board provides management-level leadership and oversight of the company's ESG performance.

Specific to climate, this board establishes and implements climate policy strategy, aids in decision-making regarding emissions management and adopting energy efficiency solutions, approves emissions reduction projects and helps to communicate with stakeholders.

The group meets regularly to ensure ongoing attention to monitoring, managing and reporting major ESG issues and validates the company's ESG disclosures.

### ESG Advisory Council

Subject matter experts from multiple disciplines make up our ESG Council. Many of these experts are on the front lines of our ESG efforts, putting into practice the company's strategy and championing ESG initiatives and programs, including our emissions reduction efforts. The council meets regularly for consistent accountability and company integration.

