

**MATADOR RESOURCES COMPANY**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

This Nominating and Corporate Governance Committee Charter (the “*Charter*”) sets forth the purpose and membership requirements of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Matador Resources Company (the “*Company*”) and establishes the authority and responsibilities delegated to it by the Board.

**1. Purpose**

The purpose of the Committee is to: (i) identify and recommend to the Board individuals qualified to be nominated for election to the Board, consistent with criteria approved by the Board, (ii) recommend to the Board the members and chairman of each Board committee, (iii) periodically review and assess the Company’s Corporate Governance Guidelines and make recommendations for changes thereto to the Board, (iv) review any other matters related to corporate governance of the Company, unless the authority to conduct such review has been retained by the Board or delegated to another committee, and (v) oversee the process for evaluation of the Board and management.

**2. Committee Members**

The Committee shall consist of three or more members of the Board. Members and the Chairman of the Committee (the “*Chairman*”) shall be appointed by the Board and may be removed by the Board in its discretion. Each member shall meet the criteria for independence in accordance with the New York Stock Exchange (“*NYSE*”) listing standards, the rules and regulations of the Securities and Exchange Commission (“*SEC*”) and any other required applicable laws, rules and regulations regarding independence as they are in effect from time to time.

**3. Subcommittees**

The Committee shall have the authority to form and delegate authority and responsibilities to subcommittees of its members, so long as the subcommittee consists of at least two members of the Committee, for any purpose within its authority that the Committee deems appropriate.

**4. Advisors**

The Committee shall have the authority, in its sole discretion, to (i) appoint, retain and terminate a search firm, legal counsel and other expert advisors (collectively, the “*Advisors*”) as it deems necessary to fulfill its responsibilities (subject to customary practices and procedures regarding conflicts of interest and interested parties) and (ii) determine, on behalf of the Company, the compensation of such Advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee. The Committee shall be directly responsible for the oversight of the work of any Advisor. Appropriate and timely notice shall be given by the Committee to the Chief Executive Officer of the Company upon the appointment of any Advisor.

## **5. Shareholder Advisory Committee for Board Nominations**

Prior to recommending to the Board individuals qualified to be nominated for election to the Board in connection with any annual meeting or any vacancy occurring on the Board, to the extent practicable and to the extent then deemed advisable by the Committee, the Committee shall receive and consider the recommendations for nominees of the Shareholder Advisory Committee for Board Nominations (the “*Advisory Committee*”). In addition, to the extent practicable and to the extent then advisable, as requested by the Committee, the Advisory Committee shall make recommendations to the Committee regarding any changes in the criteria for Board membership. The Advisory Committee shall be comprised of no fewer than eight and no more than twelve persons appointed for a one year term selected by the Committee and shall include at least (i) two members of the Committee, (ii) two former members of the Board or special advisors to the Board, (iii) two shareholders who each beneficially own shares of the Company’s common stock, par value \$0.01 per share (the “*Common Stock*”), with an aggregate value of at least \$1 million, with such value being determined immediately prior to the designation of such shareholders to the Advisory Committee and (iv) two shareholders who have beneficially owned Common Stock continuously for at least the previous five years ending immediately prior to the designation of such shareholders to the Advisory Committee. Members of the Advisory Committee may be removed by the Committee in its discretion. The Advisory Committee is governed by its own charter.

## **6. Authority and Responsibilities of the Committee**

### **6.1 Nominating Qualifications**

The Committee, with the advice and assistance of the Advisory Committee to the extent practicable and to the extent then deemed advisable by the Committee, shall periodically review and recommend changes to the criteria for Board membership, as established from time to time by the Board, and, at least annually, shall evaluate the qualifications of each candidate for election to the Board against such criteria for Board membership, taking into account the composition of the Board as a whole. In addition, the Committee shall determine whether qualifications for membership on each committee of the Board are met. At least annually, the Committee will assess the independence of each candidate for election to the Board.

### **6.2 Consideration of Shareholder Recommendations**

The Committee shall be responsible for establishing policies regarding consideration of director candidates recommended by the Company’s shareholders, if any, and the procedures to be followed by shareholders that desire to submit such a recommendation.

### **6.3 Identification of Board Candidates**

When the circumstances require, the Committee shall identify, review the qualifications of, run background checks on and recommend to the Board new persons qualified to be nominated for election as directors.

#### **6.4 Recommendation of Board Nominees**

Prior to each annual meeting of the shareholders of the Company, the Committee shall recommend to the Board nominees for election to the Board. The Committee, in conjunction with the Chief Executive Officer of the Company, may also recommend to the Board candidates for appointment to the Board as necessary to fill vacancies and newly created directorships, in accordance with the terms of the Company's certificate of formation.

#### **6.5 Recommendation of Committee Members**

The Committee shall annually recommend to the Board the membership of each Board committee (including this Committee) and a chairman for each committee. The Committee shall review the qualifications of the members of each committee to ensure that each committee has a membership that meets all required applicable criteria of the NYSE listing standards, the rules and regulations of the SEC and any other required applicable laws, rules and regulations and requirements of such committee's charter as they are in effect from time to time. There is no policy limiting the length of service on any committee.

#### **6.6 Corporate Governance Guidelines**

The Committee shall conduct an annual review and assessment of the Company's (i) Corporate Governance Guidelines and (ii) Code of Ethics and Business Conduct for Officers, Directors and Employees and recommend to the Board any changes to such documents that it deems necessary.

#### **6.7 Review of Other Matters**

The Committee shall from time to time review and make recommendations to the Board regarding other matters related to corporate governance of the Company, unless authority to conduct such review has been retained by the Board or delegated to another committee.

#### **6.8 Board and Committee Evaluations**

The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.

#### **6.9 Other Duties and Responsibilities**

The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to nominees for election to the Board or the Board committees and the Company's governance.

## **7. Meetings**

### **7.1 Frequency of Meetings**

The Committee shall meet at least two times per fiscal year. A schedule for regular meetings of the Committee may be established by the Committee. The Chairman of the Committee may call a special meeting at any time as he or she deems advisable. Committee meetings may be conducted by means of conference telephone, videoconference or other communications by which all persons participating in the meeting can hear each other. In addition, to the fullest extent permitted by applicable law, action may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman.

### **7.2 Minutes**

Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities.

### **7.3 Presiding Officer**

The Chairman of the Committee shall preside at all Committee meetings. If the Chairman is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

### **7.4 Attendance**

The Committee may invite members of management or Advisors to attend meetings and provide such pertinent information as the Committee requests; *provided*, that the Committee may meet in executive session at its discretion.

### **7.5 Quorum**

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

## **8. Reports and Assessments**

### **8.1 Board Reports**

The Chairman of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.

### **8.2 Performance Evaluation**

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes and effectiveness. As part of this evaluation, the Committee shall also review the Charter. The Committee shall, as appropriate, make

recommendations to management or the full Board as a result of its performance evaluation and review of the Charter.

## **9. General Legal Standard**

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law. In fulfilling its responsibilities, the Committee will rely to a significant extent on information and advice provided by management, consultants, advisors and counsel. When the Committee takes an action, it shall exercise its independent judgment on the basis of such information, and advice and other appropriate factors deemed by the Committee to be in the best interests of the Company and its shareholders. Nothing contained in this Charter is intended to preclude or impair protections provided under applicable law for good faith reliance by members of the Committee on reports or other information provided by others.

**Effective as of June 12, 2025.**