

CNOOC Limited

Remuneration Committee Charter

Purpose

1. The purpose of the remuneration committee (the “Remuneration Committee”) of CNOOC Limited (the “Company”) is to review and approve the remuneration packages of the Company's individual executive directors and senior management of the Company, make recommendations to the board of directors of the Company (the “Board”) on the Company's policy and structure for directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, make recommendations to the Board on the remuneration of the Company's non-executive directors, and make recommendations to the Board regarding the adoption of share schemes and any other equity-based compensation plans, and the grant of awards under such schemes or plans and to administer such schemes or plans. The Remuneration Committee is also responsible for performing certain duties and functions in relation to corporate governance.

Composition

2. Members of the Remuneration Committee shall be appointed by the Board from time to time and a majority of such members shall be independent non-executive directors of the Company. Each of the independent non-executive directors shall meet and maintain the independence requirements (if any) from time to time of the Stock Exchange of Hong Kong Limited, the Shanghai Stock Exchange and other securities regulatory authorities at the places where the Company’s shares are listed. The Board shall appoint one member of the Remuneration Committee who is an independent non-executive director as the chairman of the Remuneration Committee (the “Chairman”).

Meetings

3. The Remuneration Committee shall meet at least once annually, or more frequently if circumstances dictate, or act by unanimous written consent. At least one of these meetings shall be in person, while others may be conducted by teleconference or other means of electronic communication. Except in emergencies, all papers and/or other materials, for the meeting shall be sent to the committee member at least three days before the meeting. The quorum for each meeting shall be at least two members of the Remuneration Committee.
4. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

General Meetings

5. The Chairman or in his/her absence, another member (who must be an independent non-executive director) of the Remuneration Committee, shall attend the Company's general meetings and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

Access

6. The Remuneration Committee shall have full access to management. The Remuneration Committee may invite members of management or others to attend the Remuneration Committee's meetings and provide pertinent information as appropriate.

Minutes

7. Minutes of each Remuneration Committee meeting shall be prepared by the company secretary of the Company (who shall attend each meeting) and be sent to all Remuneration Committee members in draft for comments as soon as reasonably practicable. Final version of minutes shall be prepared and sent to all Remuneration Committee members as soon as practicable.

Evaluation

8. The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of this Remuneration Committee Charter on an annual basis and recommend any proposed changes (if any) to the Board.

Authority

9. Upon reasonable request, the Remuneration Committee shall, have the authority to seek independent professional advice with the approval of the Board at the expense of the Company.

Responsibilities and Duties

10. The Remuneration Committee shall have the powers and duties as may be delegated or entrusted to it by the Board from time to time. It should also consult the chairman of the Board and/or the CEO about their remuneration proposals for other executive directors. The Remuneration Committee should be provided with sufficient resources to perform its duties.
11. The Remuneration Committee shall perform the following duties:
 - (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration, as well as on the establishment of a formal and transparent procedure for developing remuneration policy;

- (b) be delegated with the authority to determine the remuneration packages of individual executive directors and senior management, including fees, salaries, allowances and benefits in kind, and pension scheme contributions, and any compensation payable for loss or termination of their office or appointment. In particular, the Remuneration Committee shall determine the contracts and other arrangements for the executive directors and senior management. The CEO's remuneration package shall be evaluated based on his performance in light of the Board's goals and objectives. The Remuneration Committee shall have the sole authority to determine the CEO's remuneration package based on such evaluation. In determining the CEO's remuneration package, the Remuneration Committee should consider, in addition to any other factors the Remuneration Committee considers appropriate, the Company's performance and relative shareholder's return, the value of similar incentive awards to chief executives of comparable companies and the incentive awards given to the CEO in previous years;
- (c) to make recommendations to the Board on the remuneration of non-executive directors;
- (d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions of the Company and its subsidiaries. The Remuneration Committee shall also ensure that the levels of remuneration should be sufficient to attract and retain the directors needed to run the Company successfully but should avoid paying more than is necessary for this purpose;
- (e) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to advise shareholders of the Company on how to vote in respect of any service contract of directors that requires shareholders' approval in accordance with the Rules Governing the Listing of Securities of The Hong Kong Stock Exchange Limited (the "SEHK Listing Rules");
- (i) in determining the above remuneration policies, packages and arrangements, to give due regard to all applicable laws and regulations (including but not limited to the articles of association of the Company, the SEHK Listing Rules, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Corporate Governance Code set out in Appendix 14 to the SEHK Listing Rules);

- (j) to ensure that no director or any of his associates is involved in deciding his own remuneration. Each director shall abstain from voting at board meetings on part of the resolutions concerning his own remuneration;
- (k) to ensure the provisions regarding disclosure of remuneration of directors and senior management and information relating to the Remuneration Committee as set out in the relevant laws and regulations from time to time in force in locations where the Company is listed, including the Companies Ordinance, the Securities and Futures Ordinance, the SEHK Listing Rules, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Corporate Governance Code under Appendix 14 to the SEHK Listing Rules are fulfilled; and
- (l) to review and/or approve matters relating to share schemes under Chapter 17 of the SEHK Listing Rules.

Share Schemes

- 12. The Remuneration Committee shall make recommendations to the Board regarding whether proposed share schemes and any other equity-based compensation plans should be approved by the Board and submitted to the Company's shareholders for their approval and regarding the grant of any options or other equity-based compensation under such schemes or plans. The Remuneration Committee shall also administer the Company's share schemes, and any other equity-based compensation plans, with full authority to construe them, prescribe and amend the rules and regulations related thereto (subject to the terms thereof) and make all other determinations in the administration thereof, subject however, to the limitations prescribed by law and in such schemes and plans. The Remuneration Committee shall also have the authority to delegate certain day-to-day administrative functions to the Company's senior management.

Other Matters

- 13. Matters not covered herein shall be handled in accordance with applicable laws, regulations, regulatory documents promulgated by the securities regulatory authorities and the stock exchanges at the places where the Company's shares are listed and the Articles of Association of CNOOC Limited.

Adoption

This Charter was approved and adopted by the Board on October 24, 2023.