

# **CNOOC Limited**

## **Nomination Committee Charter**

### **Purpose**

1. The purpose of the Nomination Committee of CNOOC Limited (the “Company”) is to identify, screen and recommend to the board of directors of the Company (the “Board”) appropriate candidates to serve as directors and senior management of the Company, to oversee the process for evaluating the performance of the Board, to recommend to the Board and to monitor nomination guidelines for the Company. The Nomination Committee is also responsible for performing certain corporate governance related duties and functions.

### **Composition**

2. The Nomination 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 the chairman of the Board or a member of the Nomination Committee who is an independent non-executive director as the chairman of the Nomination Committee (the “Chairman”).

### **Meetings**

3. The Nomination 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 members at least three days before the meeting. The quorum for each meeting shall be two members of the Nomination Committee.
4. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination 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 Nomination Committee, shall attend the Company’s

general meetings and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

### **Access**

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

### **Minutes**

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

### **Authority**

8. The Nomination Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
9. The Board authorizes the Nomination Committee to seek appropriate independent professional advice at the expense of the Company as the Nomination Committee deems necessary.

## **Responsibilities and Duties**

### **Board and Executives Matters**

10. The Nomination Committee shall determine the policy for the nomination of directors during the year.
11. The Nomination Committee shall develop criteria to identify, assess candidates' qualifications and evaluate candidates for the Board. Based on such criteria and evaluation, the Nomination Committee shall recommend to the Board candidates to be elected as necessary to fill vacancies or as additions to the Board. The Nomination Committee shall evaluate the contributions and independence of incumbent directors to determine whether to recommend them for re-election. Based on such evaluation, the Nomination Committee shall recommend to the Board directorship candidates for re-election at each annual general meeting.
12. The Nomination Committee shall review and make recommendations to the Board concerning the structure, size, composition and diversity (including the skills, knowledge, experience, gender, age, cultural and educational background,

professional experience and length of service) of the Board and its committees at least annually, and shall make appropriate recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

13. The Nomination Committee shall make recommendation for suitable candidates for appointment to Board committees.
14. The Nomination Committee shall review the nomination procedures and the process and criteria for selecting and recommending candidates for directorship during the year.
15. The Nomination Committee shall review the Board Diversity Policy, as appropriate; and make disclosure of its review results in the Corporate Governance Report annually.
16. The Nomination Committee shall assess the independence of independent non-executive directors on an annual basis.
17. The Nomination Committee shall make recommendation for suitable candidates for the appointment of senior management of the Company.

### **Reports**

18. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of this Nomination Committee Charter on an annual basis and recommend any proposed changes to the Board.

### **Succession Planning**

19. The Nomination Committee shall periodically review the Company's succession plans for directors and senior management, in particular the chairman and the Chief Executive Officer.

### **Evaluations**

20. The Nomination Committee shall determine the process for and execute the annual evaluation of the Board. The Nomination Committee shall review the evaluation, report to the Board with respect to the evaluation and make recommendations to the Board regarding any proposed changes.

### **Corporate Governance Functions**

21. The Nomination Committee shall also be responsible for performing certain corporate governance duties and shall review and monitor the training and continuous professional development of directors and senior management and make recommendations to the Board in that regard.

### **General**

22. The Nomination Committee shall be provided by the Company with sufficient resources to perform its duties.
23. 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 May 8, 2024.