CHARTER
OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF DIAMONDBACK ENERGY, INC.

I. PURPOSES

The Nominating and Corporate Governance Committee (the "***Committee***") is appointed by the Board of Directors (the "***Board***") of Diamondback Energy, Inc. (the "***Company***") for the purposes of (a) assisting the Board in identifying individuals qualified to serve as members of the Board, with the goal of creating a balance of knowledge, experience and background and ensuring a competitive recruitment process, (b) developing and recommending to the Board a set of corporate governance guidelines for the Company, and (c) overseeing the evaluation of the Board.

II. RESPONSIBILITIES

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

- identify individuals qualified to become Board members, consistent with criteria approved by the Board, which shall reflect (i) at a minimum, the requirements of applicable law and stock exchange listing standards, including standards of independence promulgated by the Nasdaq Stock Market LLC and the U.S. Securities and Exchange Commission, (ii) the candidate's personal and professional ethics, integrity, values and commitment to representing the interests of the Company's stockholders, (iii) principles of variety with respect to viewpoint, taking into account, among other attributes, each candidate's background, age, skill, experience, thought and tenure on the Board (in connection with the consideration of the renomination of an existing director) and (iv) the extent to which a candidate contributes to the Board's range of talents, skills and expertise, particularly in the areas of accounting and finance, management, leadership, cybersecurity, human capital and oil and gas related industries sufficient to provide sound and prudent guidance with respect to the Company's operations and the interests of the Company's stockholders;

- recommend to the Board the director nominees for election by the stockholders at each meeting of stockholders at which directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships on the Board;

- seek to include a variety of candidates in all director searches, taking into account, among other attributes, each candidate's background, age, skill, experience, thought and tenure on the Board (in connection with the consideration of the renomination of an existing director), including by affirmatively instructing any search firm retained to assist the Committee in identifying candidates for the Board to seek to include candidates from a variety of background and experiences;

- conduct and oversee the self-evaluation of the Board and each of its committees (including the Committee) and report such results to the Board;

- periodically review the criteria for the selection of new directors to serve on the Board, taking into account, as an important factor, considerations of a variety of backgrounds and experiences, and recommend any proposed changes to the Board for approval;

- evaluate candidates for Board membership, including those recommended by stockholders in compliance with the Company's Amended and Restated Bylaws, as amended (the "***Bylaws***");

- periodically review and make recommendations regarding the composition and size of the Board, taking into account, as an important factor, considerations of a variety of backgrounds and experiences;

- periodically review and make recommendations regarding the composition, size, purpose, structure, operations and charter of each of the Board's committees, including the creation of additional committees or elimination of existing committees;

- annually recommend to the Board the chairpersons and members of each of the Board's committees;

- if and when the roles of the Chairman of the Board and Chief Executive Officer of the Company are combined, or if the Chairman of the Board is otherwise not an independent director, the Committee, on an annual basis, shall review and recommend to the independent directors of the Board concerning the designation of an independent director to serve as the Lead Independent Director;

- review any director resignation letter tendered in accordance with the Company's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted;

- review and make recommendations to the Board regarding significant stockholder concerns and stockholder proposals related to corporate governance matters;

- annually review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval;

- periodically review and reassess the adequacy of the Company's Amended and Restated Certificate of Incorporation, as amended, Bylaws and other corporate governance related documents and recommend any proposed changes to the Board for approval;

- periodically review and reassess the adequacy of the Company's director and officer indemnification and insurance coverage and recommend any proposed changes to the Board for approval;

- annually review questionnaires from directors and officers;

- review the Company's process for stockholder communications;

- oversee director onboarding and continuing education;

- review the corporate governance disclosures in the Company's proxy statement for the annual meeting of its stockholders;

- conduct an annual performance evaluation of the Committee; and

- review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

III. COMPOSITION

The Committee shall be comprised of at least three members (including a Chairperson), all of whom shall be "independent directors," as such term is defined in the rules and regulations of the Nasdaq Stock Market LLC. The members of the Committee and the Chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

IV. MEETINGS

The Committee shall meet as often as it deems necessary, but at least twice each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call, videoconference (including via Microsoft Teams, Zoom or similar video teleconferencing platform), or by any other means permitted by law or the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company's Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

V. AUTHORITY

The Committee has the authority, to the extent it deems appropriate, to retain one or more search firms to be used to identify director candidates. The Committee shall have the sole authority to retain and terminate any such consulting firm, and to approve the firm's fees and other retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

Revised by the Nominating and Corporate Governance Committee, and subsequently approved by the Board of Directors, on September 16, 2026.

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The Company shall make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

Although the Committee members have the duties and responsibilities set forth in this Charter, nothing 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 federal or state law. In addition, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the General Corporation Law of the State of Delaware for good faith reliance by Committee members on reports or other information provided by others.