

I. Purpose of Committee

The Cybersecurity Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of APA Corporation (the “Company”) in fulfilling its responsibilities to oversee the Company’s cybersecurity policies, procedures, and plans and the risks associated therewith.

II. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Provide oversight of the Company’s cybersecurity policies, procedures, and plans, including the quality and effectiveness of the related security, confidentiality, availability, recoverability, integrity, and disaster or incident response programs.
2. Review with management and provide oversight of the Company’s policies and procedures to prepare for, defend against, recover from, and respond to any material cyberattacks or other cybersecurity incidents.
3. Review with management the plans and methodology for any periodic assessment of the Company’s cybersecurity program by outside professionals that the Committee, the Board, or management may determine as necessary or desirable, including any findings of such assessments and any remediation plans to address any material deficiencies identified by such assessments.
4. Oversee the Company’s management of risks related to its cybersecurity systems and processes, including privacy, network security, data security, and compliance with applicable information security and data protection laws and industry standards, and any internal audits of such systems and processes.
5. Review with management the budget and resources allocated to the Company’s cybersecurity systems and programs.
6. Review with management any cybersecurity insurance program the Company may procure, including with respect to the type of coverage and limits.
7. Review with management and oversee the preparation of the Company’s disclosures in its reports filed with the Securities and Exchange Commission relating to the Company’s cybersecurity systems.
8. Receive reports and other presentations from Company management regarding the Company’s cybersecurity systems and programs and receive regular updates on general cybersecurity trends and incidents, including those that may be particularly relevant to the Company’s industry or operations.

9. Refer to the Audit Committee any matters that come to the attention of the Committee that fall within the purview of the Audit Committee, including any matters related to the Company's internal control over financial reporting.

III. Member Qualifications and Appointment

The Committee shall be composed of at least two (2) members of the Board. Each of the members of the Committee shall be elected for a one-year term. The election of members of the Committee shall be held each year at the first meeting of the Board following the annual meeting of stockholders. Should a member of the Committee for any reason be unable to serve for the term to which he or she was elected, the vacancy may be filled by a majority vote of the Board at its next meeting. Any member of the Committee may be removed by the Board at any time, with or without cause.

IV. Chair and Secretary of the Committee

The chair of the Committee shall be appointed by the Board for a one-year term coinciding with the chair's term as a member of the Committee. The secretary of the Committee shall be elected by the members of the Committee.

V. Delegation to Subcommittee

The Committee may, in its discretion, if allowed by applicable laws, regulations, and/or the Nasdaq listing standards, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee composed of at least two members.

VI. Meetings

The Committee shall meet at least once each fiscal year or more frequently if circumstances dictate, to carry out the duties and responsibilities of the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or outside auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee shall maintain minutes or other records of meetings of the Committee. At any meeting of the Committee, a majority of the members of the Committee shall constitute a quorum, provided that such quorum shall not be less than two members. Any action of the Committee to be effective must be authorized by the affirmative votes of a majority of the members of the Committee.

VII. Committee Reports

The Committee shall report regularly to the Board, with respect to such matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chair of the Committee or any other member of the Committee designated by the Committee to make such report.

VIII. Resources and Authority of the Committee

In exercising its oversight responsibilities, the Committee shall have full access to members of management and may inquire into any matter that it considers to be of material concern to the Committee or the Board. The Committee shall have the authority to retain, set the terms of any such retention (including any fees to be paid), obtain advice from, and terminate any cybersecurity or other consultant or advisor (collectively, “consultants”) retained to assist in the evaluation of the Company’s cybersecurity systems and programs or to otherwise assist in fulfilling the responsibilities of the Committee. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of, and the Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to be paid to, such consultants. The Committee may be vested with other specific powers and authority by resolution of the Board.

IX. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

X. Disclosure of Charter

This Charter shall be made available on the Company’s website.

XI. Amendment

The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board. Any amendment or other modification of this charter shall be made and approved by the Board.