

CNOOC Limited

Strategy and Sustainability Committee Charter

Purpose

1. The purpose of the Strategy and Sustainability Committee (the “Strategy and Sustainability Committee”) is to conduct study on the long term development strategy, major business plans and investment decisions, sustainable development and other related matters of CNOOC Limited (the “Company”), and make recommendations to the board of directors of the Company (the “Board”).

Composition

2. The Strategy and Sustainability Committee shall consist of more than three (inclusive) directors. Members shall be appointed by the Board from time to time, of whom the chairperson (the “Chairperson”) shall be either the Chairperson of the Board or the Chief Executive Officer. The composition of the Strategy and Sustainability Committee can be adjusted by the Board if necessary.
3. The Chairperson shall be responsible for leading the Strategy and Sustainability Committee, including scheduling meetings, preparing agendas and making regular reports to the Board, etc.

Meetings

4. The Strategy and Sustainability Committee shall meet at least once annually, or more frequently if circumstances dictate, or act by unanimous written resolutions. The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at all meetings of the Strategy and Sustainability Committee. Except in emergencies, all papers and/or other materials for the meeting shall be sent to all Strategy and Sustainability Committee members at least three days before each meeting. The quorum of each meeting shall be at least one half of the total number of members of the Strategy and Sustainability Committee. Members of the Strategy and Sustainability Committee shall attend at least one meeting annually (including by telephone or video).

Annual General Meetings

5. The Chairperson of the Strategy and Sustainability Committee (or in his/her absence, another member of the Strategy and Sustainability Committee designated by the

Chairperson) shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Strategy and Sustainability Committee's activities and responsibilities.

Access

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

Minutes

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

Authority

8. The Board authorises the Strategy and Sustainability Committee to seek appropriate independent professional advice at the expense of the Company as the Strategy and Sustainability Committee deems necessary.

Responsibilities and Duties

9. The Strategy and Sustainability Committee shall perform the following duties:
 - (a) To be responsible for the review of the development strategy, medium and long term strategy and annual budget plan of the Company, and make recommendations to the Board for its decision-making on the development objectives and development strategy of the Company;
 - (b) To study and make recommendations on business plans and investment proposals that are required to be approved by the Board as stipulated in the Articles of Association of CNOOC Limited;
 - (c) To study sustainable development (including but not limited to environmental, social and governance ("ESG")) matters of the Company, and make recommendations to the Board on relevant policies and strategies;
 - (d) To monitor the Company's commitment and performance on addressing key

issues such as climate change, and make recommendations to the Board;

- (e) To review the Company's safety and environmental protection report and the ESG report to be disclosed to the public, and make recommendations to the Board on the appropriateness and effectiveness of the relevant work; and
- (f) To study other major issues which may affect sustainable development of the Company, including new industries and new business patterns, and make recommendations thereon.

Report

- 10. The Strategy and Sustainability Committee shall evaluate and assess the effectiveness of the Strategy and Sustainability Committee and the adequacy of this Strategy and Sustainability Committee Charter on an annual basis, and recommend any proposed changes to the Board (if any).

Other Matters

- 11. The Strategy and Sustainability Committee shall be provided by the Company with sufficient resources to perform its duties.
- 12. 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 28, 2024.