

**GULFPORT ENERGY CORPORATION
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER**

As Amended and Restated on May 13, 2020

I. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Gulfport Energy Corporation (the “Company”) to: (a) establish and monitor the implementation of the Company’s compensation system, (b) approve and evaluate all compensation plans, policies and programs of the Company as they affect the Company’s Chief Executive Officer and other executive officers and (c) review the disclosures in Compensation Discussion and Analysis (the “CD&A”) and, if applicable, produce an annual compensation committee report for inclusion in the Company’s annual proxy statement. The Committee’s objective is to develop an executive compensation system that is competitive with the Company’s peers and encourages both short-term and long-term performance in a manner beneficial to the Company and its operations.

II. Composition

The Committee shall be comprised of two or more directors who are appointed by the Board upon the recommendation of the Nominating and Governance Committee in accordance with the Company’s organizational documents, as amended from time to time, with vacancies filled by the Board. Committee members may be removed or replaced by the Board at any time by majority vote. The Committee will only include directors who have been determined by the Board to be independent, consistent with the independence requirements of the NASDAQ Stock Market LLC (“Nasdaq”) Marketplace Rules, the rules and regulations of the Securities and Exchange Commission. At least two members of the Committee shall also qualify as “outside directors” within the meaning of Internal Revenue Code Section 162(m) and as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Board will appoint one member of the Committee as chairperson. The chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee will meet from time to time as necessary to carry out its responsibilities. The Committee chairperson shall preside at each meeting. In the event the Committee chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee. The Committee may request any officer or employee of the Company, any outside advisor or consultant, or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend its meetings as it deems appropriate. However, the Committee shall meet regularly without officers or

employees of the Company present and, in all cases, the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

An agenda will be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee will be prepared and submitted for approval at a subsequent meeting of the Committee. The Committee may meet by telephonic conference in accordance with the Company's Bylaws and may also take action by unanimous written consent. The Committee will report regularly to the Board and submit the minutes of all Committee meetings to, and review the matters discussed at each Committee meeting with, the Board.

IV. Committee Resources

The Committee shall have the authority, in its sole discretion and to the extent it deems necessary or appropriate, to select, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor (each a "Compensation Consultant"). However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any Compensation Consultant, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Consultant retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Consultant retained by the Committee. The Committee may select a Compensation Consultant to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- A. the provision of other services to the Company by the person that employs the Compensation Consultant;
- B. the amount of fees paid by the Company to the person that employs the Compensation Consultant, as a percentage of that person's total revenue;
- C. the policies and procedures of the person that employs the Compensation Consultant that are designed to prevent conflicts of interest;
- D. any business or personal relationship between the Compensation Consultant and any member of the Committee;
- E. the ownership by the Compensation Consultant of any stock of the Company; and
- F. any business or personal relationship of the Compensation Consultant or the person employing the Compensation Consultant with an executive officer of the Company;

provided, however, the Committee is not required to conduct the independence assessment with respect to (a) in-house counsel or (b) a compensation advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or

(ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice; provided further that the independence assessment outcome shall not be dispositive in the Committee's retention of, or receipt of advice from, a Compensation Consultant.

V. Responsibilities

To fulfill its purpose, the Committee will have the following responsibilities:

- A. Establish compensation policies that effectively attract, retain and motivate executive officers to successfully lead and manage the Company;
- B. Review and approve corporate goals and objectives applicable to CEO compensation, evaluate at least annually the CEO's performance in light of those goals and objectives, and determine the CEO's compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act;
- C. Review, evaluate and approve the compensation of all non-CEO executive officers, including base salaries and salary adjustments, bonuses, stock awards, stock option grants, cash-based awards, supplemental retirement benefits, perquisites and other benefits. In evaluating and determining named executive officer compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
- D. Review, evaluate and approve and, when appropriate, review with the CEO and recommend to the Board for approval, all executive officer incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer such plans. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
- E. Review, evaluate and approve all director compensation and benefits for service on the board and Board committees;
- F. Establish and monitor compliance with stock ownership guidelines for directors and executive officers;

- G. Review and approve and, when appropriate, recommend to the Board for approval, all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans.
- H. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate the compensation policies and practices that could mitigate any such risk;
- I. Review, evaluate and make recommendations to the Board with respect to the executive officers' employment agreements, severance arrangements and any change-in-control agreements and change-in control provisions affecting any elements of compensation and benefits;
- J. Review and discuss with management the Company's CD&A and the related compensation information required to be included in the Company's annual proxy statement and annual report on Form 10-K by the rules of the SEC, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included;
- K. Prepare the compensation committee report on executive officer compensation required to be included in the Company's annual proxy statement and annual report on Form 10-K by the rules of the SEC;
- L. Oversee the Company's compliance with SEC rules regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under Nasdaq stock market rules that, with limited exceptions, shareholders approve equity compensation plans;
- M. Receive periodic reports on the Company's compensation programs as they affect all employees;
- N. Oversee any subcommittees that have been delegated authority by the Committee.

The Committee will perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

VI. Performance Evaluation

The Committee will conduct an evaluation of the Committee's performance and Charter at least annually and will report to the Board the results of such evaluation and any recommended changes to this Charter.

VII. Disclosure of Charter

This Charter will be made available on the Company's website.