

QEP RESOURCES, INC.
OPERATIONS COMMITTEE CHARTER

Purpose

The purpose of the Operations Committee (the “Committee”) of the Board of Directors (the “Board”) of QEP Resources, Inc. and its subsidiaries (the “Company”) is to advise and assist the Board in its oversight of the operations of the Company in order to identify best operating practices in the areas of the Company’s operations and to work with management to focus on continuous operational improvement and excellence.

Membership

The Committee shall consist of five members of the Board, at least four of whom are “independent” under the listing standards of the New York Stock Exchange (the “NYSE”) and in accordance with Section 2(b) of the Letter Agreement between Elliott Management Corporation and the Company, dated August 6, 2019 (the “Agreement”).

The Committee members shall be appointed by the Board annually or, as necessary, to fill vacancies upon recommendation of the Committee in accordance with Section 2 of the Agreement. Each member shall serve until his or her successor is duly elected and qualified or until the earlier of such member’s resignation or removal. Subject to the terms and conditions of the Agreement, any member of the Committee may be removed, with or without cause, by a majority vote of the Board upon recommendation of the Committee.

Duration

The Committee shall remain in place at least until the end of the Restricted Period (as defined in the Agreement).

Meetings, Procedures and Advisors

The Chief Executive Officer of the Company shall serve as Chair of the Committee. The Committee shall meet in formal session at least two times each year (with the exception of the year in which it was formed). Additional meetings shall be held when deemed necessary or desirable at the request of the Chair, or any two Committee members.

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. The Committee can transact business when a majority of the members are in attendance at a meeting, which will constitute a quorum. The action

of a majority of those members present at a meeting, at which a quorum is present, shall be the action of the Committee. The Committee may take action by unanimous written consent.

All directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be appropriate. The Committee shall meet in executive session whenever the members believe it is appropriate to do so.

The Committee will be provided with the technical resources and authority reasonably necessary for the Committee to discharge its purpose. The Committee may retain and terminate its own independent technical consultants, advisors and experts to the extent that the Committee so determines. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons hired by the Committee and for ordinary administrative expenses of the Committee that are appropriate in carrying out its duties.

The Chair of the Committee shall make reports concerning Committee meetings to the Board.

Responsibilities

The Committee's responsibilities in furtherance of its purpose as described above include the following:

1. Review and monitor the company's technical operations performance as compared to our peer companies based upon indicated benchmarks, results and trends.
2. Review and monitor technical matters of operational significance to the Company.
3. Assist management in ensuring that the Company has the resources necessary to identify best operating practices and drive continuous operational improvement and excellence.