

DT MIDSTREAM, INC.
BOARD OF DIRECTORS
ORGANIZATION AND COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Organization and Compensation Committee (the “Committee”) of DT Midstream, Inc. (the “Company”) is to assist the Board of Directors of the Company (the “Board”) with the following:

1. Determine and approve the Chief Executive Officer’s (the “CEO”) compensation and approve the compensation of the Company’s other Executives. “Executives” for this purpose are Executive Officers as defined by Rules 3b-7 and 16a-1(f) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and other key employees of the Company, as designated by management from time to time.
2. Oversee the Company’s overall Executive compensation and benefit plan philosophy, structure and practices, and the risks involved in Executive compensation plans.
3. Review and recommend, as appropriate, employee compensation and benefit plans and Executive compensation and benefit plans for Board approval.
4. Review the Compensation Discussion and Analysis required under Securities and Exchange Commission (the “SEC”) rules and regulations and prepare the Compensation Committee Report required by SEC rules to be included in the Company’s proxy statement or annual report on Form 10-K.
5. Recommend, for Board approval, the election of the Company’s officers, and review officer succession plans and management development.

Membership & Authority

1. The Committee shall be composed of three or more directors who qualify as “independent” in accordance with the Company’s categorical standards, all of which, at a minimum, meet the independence and experience requirements of the New York Stock Exchange (“NYSE”), the Exchange Act, and the rules and regulations of the SEC and who shall also be a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Exchange Act. Committee members are appointed for one-year terms and can be re-appointed for additional terms.

2. The Committee has the authority to perform the duties listed in this Charter, as it determines to be necessary and advisable from time to time in its business judgment.
3. The Committee shall meet as necessary, but no fewer than four times a year. The Committee shall keep minutes or other records of its meetings. No Executive shall attend that portion of any meeting where such Executive's performance or compensation is discussed, unless specifically invited by the Committee.
4. The Committee has the authority to retain independent outside professional advisors, including an independent compensation consultant, as it deems advisable or necessary, and the sole authority to retain and terminate any such advisors, to carry out its duties. The Committee shall select an adviser after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Exchange Act and corresponding rules that may be amended from time to time:
 - (i) the provision of other services to the Company by the advisor;
 - (ii) the amount of fees received from the Company by the advisor;
 - (iii) the policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest;
 - (iv) any business or personal relationship of the advisor with a member of the Committee;
 - (v) any stock of the Company owned by the advisor; and
 - (vi) any business or personal relationship of the advisor with an Executive.
 The Committee shall have sole authority to approve related fees and retention terms.
5. The Committee may also delegate its authority relating to compensation practices for employees other than Executives, to the extent it deems appropriate and consistent with law and customary practice.
6. The Committee shall periodically meet in private sessions without management present.

Responsibilities & Duties

The Committee will assist the Board in the following manner:

1. Determine that the Company's Executive compensation programs throughout the enterprise (including affiliates and subsidiaries) are designed and administered to attract, retain and motivate key Executives of the organization.
2. Annually review and approve, and report to the Board with respect to, corporate goals and objectives for the CEO and evaluate the CEO's performance against those goals. Based on this evaluation, determine and approve the CEO's compensation. The Lead Independent Director, if one has been elected and is an

independent director, will participate in the Committee's review and evaluation of the CEO. In determining the long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the Company's CEO in past years and any other factors the Committee reasonably determines in its discretion to be relevant.

3. Approve, and report to the Board with respect to, the compensation of the Company's Executives other than the CEO and approve executive compensation and benefit programs, including (a) base salaries; (b) annual and long-term incentives including the approval of the type and amount of awards, measures and targets and the certification of attainment of performance goals for awards; (c) supplemental benefit plans; (d) deferred compensation programs; and (e) Executive perquisites.
4. Review and approve Executive employment agreements, severance agreements and change in control agreements, and amendments to these agreements.
5. Select the peer groups of companies that shall be used for purposes of determining compensation packages of Executives.
6. Assess and discuss with the Board the relationship between the inherent risk in Executive compensation plans, Executive compensation arrangements and Executive performance goals and payouts, and how the level of risk corresponds to the Company's business strategies.
7. Annually review compliance with the Company's stock ownership guidelines by the Company's Executives and recommend any proposed changes to the Board.
8. Provide oversight of and exercise the responsibility delegated to the Committee to administer the Company's incentive compensation recoupment policy.
9. Review the Company's policies and programs promoting diversity, equity and inclusion among the Company's employees and officers.
10. Annually review and recommend to the Board for approval the slate of officers to be elected by the Board at the annual Directors' meeting. Review and recommend to the Board for approval all officer changes between the annual Directors' meetings.

11. Review the organization's succession plans at least once annually and make recommendations to the Board regarding successors for senior officers and plans for their development.
12. Review the Compensation Discussion and Analysis required under the SEC rules, recommend to the Board based on the review whether the Compensation Discussion and Analysis should be included in the proxy statement or annual report on Form 10-K, prepare the Compensation Committee Report required by SEC rules to be included in the proxy statement or annual report on Form 10-K and oversee the proper disclosure of all other compensation matters as required by the rules of the SEC and NYSE.
13. Review the results of the Company's advisory stockholder votes on Executive compensation ("Say on Pay Votes") and the frequency of Say on Pay Votes, as well as the results of other Company stockholder votes with respect to compensation-related matters, to determine any appropriate response, outreach, disclosure or other action.
14. At least annually, evaluate the independence of the independent compensation consultant. Review and discuss with management transactions or dealings with the independent compensation consultant or its affiliates that are required to be disclosed pursuant to the applicable NYSE rules and the rules and regulations of the SEC.
15. Review and reassess the adequacy of this Charter every two years and recommend any proposed changes to the Corporate Governance Committee.
16. Annually conduct a performance evaluation of itself and report results to the Board.
17. Review other matters that may be delegated to the Committee by the Board.
18. Make reports to the Board and keep the Board informed of matters that come before the Committee as the Committee believes necessary and appropriate. Advise the Board of any developments that the Committee believes should have Board consideration.

September 19, 2023