



DIRECTOR RESIGNATION POLICY

Pursuant to Section 2.5(d) of the Bylaws, as amended, of Warrior Met Coal, Inc. (the “Company”), a nominee for director to the Company’s Board of Directors (the “Board”) is elected if the nominee receives a majority of the votes cast in the election.¹ The Board has established the following policy and procedures (this “Policy”) under which the Nominating and Corporate Governance Committee of the Board (the “Committee”) shall recommend to the Board, and the Board shall ultimately determine, whether to accept or reject a resignation tendered by a director as required by this Policy in the event that the final certification of the stockholder vote from any meeting of stockholders at which a director nominee is to be elected or re-elected in an uncontested election of directors confirms that the number of “FOR” votes with respect to the director nominee does not exceed the number of votes “AGAINST” such director nominee (a “Majority Against Vote”).²

I. By accepting a nomination to stand for election or re-election as director of the Company, or an appointment as director to fill a vacancy or a new directorship, each candidate, nominee or appointee shall be deemed to have agreed to promptly tender to the Chairman of the Board an irrevocable contingent resignation in writing (in the form attached hereto as Exhibit A, or in such form as may be prescribed from time to time by the Committee) in the event that the candidate receives a Majority Against Vote.

II. If a director receives a Majority Against Vote and tenders the resignation described above, then the Committee will consider on an expedited basis such director’s tendered resignation and will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee, which may include, without limitation, (i) the stated reason or reasons, if any, why stockholders voted against such director’s election or re-election, (ii) the overall composition of the Board and the qualifications of the director (including, for example, whether the director serves on the Audit Committee of the Board as an “audit committee financial expert” and whether there are other directors qualified, eligible and available to serve on the Audit Committee in such capacity), (iii) whether the resignation would cause the Company to be in violation of its constituent documents, any legal or regulatory requirements, or the rules of any national securities exchange on which its securities are then listed, and (iv) whether the director’s resignation from the Board would be in the best interests of the Company and its stockholders.

III. The Committee also may consider a range of possible alternatives concerning the director’s tendered resignation as the members of the Committee deem appropriate, which may include, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons believed by the Committee in good faith to have substantially resulted in such director receiving a Majority Against Vote.

¹ A “majority of the votes cast” means that a director nominee will only be elected if he or she receives more votes “for” than “against” his or her election. Consistent with Section 2.5(d) of the Bylaws, abstentions and broker non-votes do not count as votes cast and have no effect on the outcome of the election.

² For purposes of this Policy, an “uncontested election of directors” is any election of directors in which the number of nominees for election does not exceed the number of directors to be elected. Accordingly, for purposes of this Policy, a “Majority Against Vote” occurs in an uncontested election of directors when the number of “FOR” votes with respect to a director nominee does not exceed the number of votes “AGAINST” such director nominee.

IV. The Board will take formal action on the Committee's recommendation expeditiously following receipt of the Committee's recommendation. In considering the Committee's recommendation, the Board may consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.

V. Following the Board's decision on the Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Current Report on Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

VI. No director whose resignation, in accordance with this Policy, is required to be considered by the Board, shall participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting such director's resignation.

VII. If each member of the Committee receives a Majority Against Vote at the same election, then the directors of the Board who do not receive a Majority Against Vote may appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept them.

VIII. This Policy, as it may from time to time be amended, will be summarized or included in the "Corporate Governance" section of the Company's website.

Adopted: 12/7/2021
Last Amended: 8/1/2022

Exhibit A

[DATE]

Mr. Stephen D. Williams
Chairman of the Board of Directors
Warrior Met Coal, Inc.
16243 Highway 216
Brookwood, Alabama 35444

**Re: Irrevocable Contingent Resignation – Warrior Met Coal, Inc. Director
Resignation Policy**

Dear Mr. Williams:

In accordance with the Director Resignation Policy (as amended from time to time, the “Policy”) of Warrior Met Coal, Inc., a Delaware corporation (the “Company”), and having received a Majority Against Vote (as defined in the Policy), I hereby irrevocably tender my resignation as a member of the Board of Directors (the “Board”) of the Company and each committee thereof, such resignation to become effective only if accepted by the Board in accordance with the Policy.

It is hereby acknowledged and agreed that I will not participate in any deliberations of the Board or any committee thereof in connection with any recommendation or determination of whether to accept or reject this resignation.

Please note that my resignation, if ultimately accepted by the Board, is a result of compliance with the Policy, and not a result of any disagreement between myself and the Company, its management, the Board or any committee of the Board.

Sincerely,

[Insert Printed Name of Director here]