

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DIVERSIFIED ENERGY COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

41-2283606
(I.R.S. Employer Identification No.)

1600 Corporate Drive
Birmingham, Alabama 35242
Tel: +1 205 408 0909
(Address of Principal Executive Offices, Zip Code)

Diversified Energy Company 2025 Equity Incentive Plan
(Full title of the plan)

Benjamin Sullivan
Diversified Energy Company
1600 Corporate Drive
Birmingham, Alabama 35242
Tel: +1 205 408 0909
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Gina Hancock
Gibson, Dunn & Crutcher LLP
2001 Ross Ave Suite 2100
Dallas, TX 75201

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Diversified Energy Company, a Delaware corporation (the “Registrant”), to register 4,500,000 shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), issuable under the Diversified Energy Company 2025 Equity Incentive Plan (the “Plan”). This Registration Statement on Form S-8 relates to (i) 2,944,669 shares of Common Stock authorized to be issued under the Plan and (ii) 1,555,331 shares of Common Stock that may become available for issuance under the Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I of Form S-8 will be delivered to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the instructions of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents, which have previously been filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act and pursuant to the Exchange Act, are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) [DEC plc’s Annual Report on Form 20-F for the fiscal year ended December 31, 2024 filed with the Commission on March 17, 2025](#);
- (b) [Exhibit 99.1](#) and Appendix 1 of [Exhibit 99.2](#) included in DEC plc’s Report on Form 6-K furnished to the SEC on [January 27, 2025](#);
- (c) DEC plc’s Reports on Form 6-K furnished to the SEC on [August 20, 2024](#) (furnishing certain statements of revenues and direct operating expenses of OCM Denali Holdings, L.L.C. and pro forma financial information of the Company), [February 21, 2025](#), [March 10, 2025](#), [March 14, 2025](#), [March 28, 2025](#), [April 9, 2025](#), [April 14, 2025](#), [May 12, 2025](#), [May 16, 2025](#), [May 28, 2025](#), [August 11, 2025](#), [August 13, 2025](#), [September 9, 2025](#), [September 16, 2025](#), [September 17, 2025](#), [September 30, 2025](#), [October 9, 2025](#), [October 17, 2025](#), [November 6, 2025](#), [November 10, 2025](#), [November 20, 2025](#), and [November 21, 2025](#);
- (d) the Registrant’s Current Report on Form 8-K filed with the Commission on [November 24, 2025](#); and
- (e) the description of the Common Stock that is contained in Registrant’s Current Report on Form 8-K filed with the Commission on [November 24, 2025](#) pursuant to Rule 12g-3(a) promulgated under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicate that all securities offered hereby have been sold or which deregister all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware, or the DGCL, empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, provided that such provision shall not eliminate or limit the liability of (i) a director or officer for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (ii) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) a director under Section 174 of the DGCL, (iv) a director or officer for any transaction from which the director or officer derived an improper personal benefit, or (v) an officer in any action or in the right of the corporation.

The Registrant has adopted provisions in its Amended and Restated Certificate of Incorporation (the "Certificate") which provide that a director or officer of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL.

The Registrant's Amended and Restated Bylaws (the "Bylaws") require that each person who was or is a party or is threatened to be made a party to, or was or is otherwise involved in, any action, suit, arbitration, alternative dispute resolution mechanism, investigation, inquiry, judicial, administrative or legislative hearing, or any other threatened, pending or completed proceeding, whether brought by or in the right of the Registrant or otherwise, including any and all appeals, whether of a civil, criminal, administrative, legislative, investigative or other nature, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Registrant, including when such director or officer is or was serving at the request of the Registrant as a director, officer, employee, agent or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, will be indemnified and held harmless by the Registrant to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Registrant to provide broader indemnification rights than said law permitted the Registrant to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement by or on behalf of such person) actually and reasonably incurred or suffered by such person in connection therewith and such indemnification will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of his or her heirs, executors and administrators; *provided, however*, that except for claims by such persons for non-payment of entitled indemnification claims against the Registrant, the Registrant will indemnify such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized or ratified by the Registrant's Board of Directors or the Board of Directors otherwise determines that indemnification or advancement of expenses is appropriate. The Bylaws specify that all of the rights to indemnification, advancement of expenses and otherwise conferred by the Bylaws are contract rights, set forth certain procedural and evidentiary standards applicable to the enforcement of a claim under the Bylaws, entitle the persons to be indemnified to be reimbursed for the expenses of prosecuting any such claim against the Registrant and entitle them to have all expenses incurred in advance of the final disposition of a proceeding paid by the Registrant. Such provisions are not exclusive of any other rights that any indemnified person may have or later acquire under the Certificate, the Bylaws, any law or otherwise.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
<u>4.1</u>	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on November 24, 2025).
<u>4.2</u>	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed on November 24, 2025).
<u>4.3</u>	Diversified Energy Company 2025 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on November 24, 2025).
<u>5.1*</u>	Opinion of Gibson, Dunn & Crutcher LLP.
<u>23.1*</u>	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
<u>23.2*</u>	Consent of PricewaterhouseCoopers LLP, as independent registered public accounting firm of the Registrant.
<u>23.3*</u>	Consent of Netherland, Sewell & Associates, Inc.
<u>23.4*</u>	Consent of PricewaterhouseCoopers LLP, as independent auditors of natural gas and oil properties of OCM Denali Holdings, Inc.
<u>23.5*</u>	Consent of PricewaterhouseCoopers LLP, as independent auditors of Maverick Natural Resources, LLC.
<u>23.6*</u>	Consent of BDO USA, P.C., as independent auditors of Maverick Natural Resources, LLC.
<u>24.1*</u>	Power of Attorney (included on the signature page of this Registration Statement).
<u>107.1*</u>	Filing Fee Table.

* Filed herewith.

Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
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provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama, on this November 24, 2025.

Diversified Energy Company

By: /s/ Robert Russell ("Rusty") Hutson, Jr.
Name: Robert Russell ("Rusty") Hutson, Jr.
Title: Co-Founder, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Russell ("Rusty") Hutson, Jr., Bradley G. Gray, and Benjamin Sullivan and each of them, the individual's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the date set forth below.

Name	Title	Date
<u>/s/ Robert Russell ("Rusty") Hutson, Jr.</u> Robert Russell ("Rusty") Hutson, Jr.	Co-Founder, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 24, 2025
<u>/s/ Bradley G. Gray</u> Bradley G. Gray	President and Chief Financial Officer <i>(Principal Financial Officer)</i>	November 24, 2025
<u>/s/ Michael Garrett</u> Michael Garrett	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	November 24, 2025
<u>/s/ David E. Johnson</u> David E. Johnson	Chairman of the Board	November 24, 2025
<u>/s/ Martin K. Thomas</u> Martin K. Thomas	Director	November 24, 2025
<u>/s/ Kathryn Z. Klaber</u> Kathryn Z. Klaber	Director	November 24, 2025
<u>/s/ David J. Turner, Jr.</u> David J. Turner, Jr.	Director	November 24, 2025
<u>/s/ Randall Wade</u> Randall Wade	Director	November 24, 2025

GIBSON DUNN

November 24, 2025

Diversified Energy Company
1600 Corporate Drive
Birmingham, Alabama 35242

Re: Diversified Energy Company Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the “Registration Statement”) of Diversified Energy Company, a Delaware corporation (the “Company”), to be filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to 4,500,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), available for issuance under the Diversified Energy Company 2025 Equity Incentive Plan (the “Plan”).

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render these opinions. In our examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to these opinions, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed without independent investigation that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

Gibson, Dunn & Crutcher LLP
2001 Ross Avenue Suite 2100 | Dallas, TX 75201-2923 | T: 214.698.3100 | F: 214.571.2900 | gibsondunn.com

November 24, 2025

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We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gibson, Dunn & Crutcher, LLP

Gibson, Dunn & Crutcher, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Diversified Energy Company of our report dated March 17, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Diversified Energy Company PLC's Annual Report on Form 20-F for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP
Birmingham, Alabama
November 24, 2025



CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Diversified Energy Company of our name and report, dated February 20, 2025, with respect to estimates of proved reserves and future revenue, as of December 31, 2024, in certain oil and gas properties of Diversified Energy Company PLC (our "Report"), and the information derived from our Report, included in Diversified Energy Company PLC's Annual Report on Form 20-F for the year ended December 31, 2024, filed with the U.S. Securities and Exchange Commission.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ Eric J. Stevens

Eric J. Stevens, P.E.

President and Chief Operating Officer

Dallas, Texas
November 24, 2025

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Diversified Energy Company of our report dated August 20, 2024 relating to the statement of revenues and direct operating expenses of the natural gas and oil properties of OCM Denali Holdings, LLC, which appears in Diversified Energy Company PLC's Report on Form 6-K dated August 20, 2024.

/s/ PricewaterhouseCoopers LLP
Birmingham, Alabama
November 24, 2025

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Diversified Energy Company of our report dated April 29, 2024 relating to the financial statements of Maverick Natural Resources, LLC, which appears in Diversified Energy Company PLC's Report on Form 6-K dated May 16, 2025.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
November 24, 2025

Consent of Independent Auditor

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Diversified Energy Company of our report dated April 30, 2025, relating to the consolidated financial statements of Maverick Natural Resources, LLC, appearing in Diversified Energy Company PLC's current report on Form 6-K filed May 16, 2025.

/s/ BDO USA, P.C.
Houston, Texas

November 24, 2025

Calculation of Filing Fee Tables

FORM S-8
(Form Type)DIVERSIFIED ENERGY COMPANY
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value \$0.01 per share	Rule 457(a)	4,500,000	\$14.72	\$66,240,000	0.00013810	\$9,147.74
Total Offering Amounts						\$66,240,000		\$9,147.74
Total Fee Offsets								—
Net Fee Due								\$9,147.74

- (1) This Registration Statement on Form S-8 covers (i) 2,944,669 shares of common stock, par value \$0.01 per share, of the Registrant (the “Common Stock”) authorized to be issued under the Diversified Energy Company 2025 Equity Incentive Plan (the “Plan”) and 1,555,331 shares of Common Stock that may become available for issuance under the Plan as a result of awards under the Plan that, in whole or in part, are terminated, expire or are otherwise cancelled and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), such indeterminate number of additional shares of Common Stock as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Plan. The Registrant is the successor issuer to Diversified Energy Company PLC (“DEC plc”), and pursuant to a court-sanctioned scheme of arrangement as part of DEC plc’s redomiciliation to the United States, all ordinary shares, nominal (par) value £0.20 per share, of DEC plc were exchanged on a one-for-one basis for shares of Common Stock. The proposed maximum offering price per unit has been estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and is based on the average of the high and low sale prices of an ordinary share of DEC plc, as quoted on the New York Stock Exchange on November 20, 2025.