
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CRESCENT ENERGY COMPANY
(Exact name of registrant as specified in its charter)

Delaware

87-1133610

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**600 Travis Street, Suite 7200
Houston, Texas 77002**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CRESCENT ENERGY COMPANY 2021 EQUITY INCENTIVE PLAN
(Full title of the plan)

**Bo Shi
General Counsel
600 Travis Street, Suite 7200
Houston, Texas 77002
(713) 332-7001**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

**Matthew R. Pacey, P.C.
Anthony L. Sanderson
Kirkland & Ellis LLP
609 Main Street
Houston, TX 77002
(713) 836-3600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or 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 | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 being filed by Crescent Energy Company, a Delaware corporation (the “Registrant”), for the purpose of registering the offer and sale of an additional 1,035,228 shares of Class A common stock, par value \$0.0001 per share (the “Stock”), of the Registrant that may be issued under the Crescent Energy Company 2021 Equity Incentive Plan (as amended from time to time, the “Plan”), which consists of (i) the authorized but unused shares that remained available under the Vital Energy, Inc. Omnibus Equity Incentive Plan (the “Vital Plan”) following the completion of the Mergers (as defined herein) and (ii) additional shares of Stock that have or may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan. The “Mergers” refers to the transactions contemplated by the Agreement and Plan of Merger, dated as of August 24, 2025 (the “Merger Agreement”), by and among the Registrant, Vital Energy, Inc., a Delaware corporation (“Vital”), Venus Merger Sub I Inc., a Delaware corporation and a wholly owned subsidiary of the Registrant (“Merger Sub Inc.”), and Venus Merger Sub II LLC, a Delaware limited liability company (“Merger Sub LLC”), pursuant to which the Registrant acquired Vital in an all-equity transaction through: (i) the merger (the “First Company Merger”) of Merger Sub Inc. with and into Vital, with Vital continuing as the surviving entity (the “Surviving Corporation”) and (ii) immediately following the First Company Merger, the merger of the Surviving Corporation with and into Merger Sub LLC, with Merger Sub LLC continuing as the surviving entity, in each case, as set forth in the Merger Agreement.

The Registrant adopted the Third Amendment to the Plan (the “Third Amendment”), effective on December 15, 2025, to increase the number of shares of Stock available for issuance under the Plan by the authorized but unused shares under the Vital Plan, as adjusted for the Mergers. The Stock consists of shares that are reserved and available for delivery with respect to awards under the Plan and additional shares that have or may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.

Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the registration statements on Form S-8 previously filed with the U.S. Securities and Exchange Commission (the “Commission”) on November 5, 2024 (File No. 333-283004), which registered the offer and sale of 2,848,006 shares of Stock under the Plan, December 10, 2021 (File No. 333-261604), which registered the offer and sale of 947,483 shares of Stock under the Plan (in addition to registering shares of Stock available under a different equity compensation plan), and November 13, 2023 (File No. 333-275472), which registered the offer and sale of 2,724,921 shares of Stock under the Plan.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give to all participants in the Plan document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Commission under the Securities Act. In accordance with Rule 428, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall 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 Documents by Reference

The following documents that the Registrant has filed with the Commission under the Securities Act and the Securities Exchange Act of 1934 (the “Exchange Act”) are incorporated by reference into this Registration Statement:

- The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed on February 25, 2026;
- The Registrant’s Current Reports on Form 8-K, filed on [December 15, 2025](#), [January 2, 2026](#) and [March 2, 2026](#) (excluding any information “furnished” but not “filed”); and
- The description of Stock contained in the Registrant’s Registration Statement on [Form 8-A](#), filed on December 7, 2021 including any amendments or reports filed for the purpose of updating the description.

In addition, all reports and other documents subsequently filed by the Registrant 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 that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing of such documents with the Commission. Any statement contained in a document incorporated, or deemed to be incorporated, by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is, or is deemed to be incorporated, by reference in this Registration Statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

No document or information deemed to be furnished and not filed in accordance with the rules of the Commission shall be deemed to be incorporated herein by reference unless such document or information expressly provides to the contrary.

Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Amended and Restated Certificate of Incorporation of Crescent Energy Company (incorporated by referenced to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on December 7, 2021). |
| 4.2 | Amended & Restated Bylaws of Crescent Energy Company (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed with the Commission on December 7, 2021). |
| 4.3 | Crescent Energy Company 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant’s Current Report on Form 8-K filed with the Commission on December 7, 2021). |
| 4.4 | First Amendment to the Crescent Energy Company 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K, filed with the Commission on May 12, 2023). |
| 4.5 | Second Amendment to the Crescent Energy Company 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant’s Quarterly Report on Form 10-Q filed with the Commission on November 4, 2024). |
| 4.6* | Third Amendment to the Crescent Energy Company 2021 Equity Incentive Plan. |

| | |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1* | <u>Opinion of Kirkland & Ellis LLP.</u> |
| 23.1* | <u>Consent of Deloitte & Touche LLP.</u> |
| 23.2* | <u>Consent of Ernst & Young LLP.</u> |
| 23.3* | <u>Consent of Ryder Scott Company, L.P. - Estimated Future Reserve and Income Attributable to Certain Leasehold and Royalty Interests.</u> |
| 23.4* | <u>Consent of Ryder Scott Company, L.P. - Vital Energy Merger.</u> |
| 23.5* | <u>Consent of Ryder Scott Company, L.P. - Diversified Non-Operated and Mineral Assets.</u> |
| 23.6* | <u>Consent of Kirkland & Ellis LLP (included in Exhibit 5.1 to this Registration Statement).</u> |
| 24.1* | <u>Power of Attorney (included in the signature page of this Registration Statement).</u> |
| 107* | <u>Calculation of Filing Fee Tables.</u> |

* Filed herewith

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on March 6, 2026.

| Signatures | Title |
|-----------------------------|------------------------------------------------------------------------------|
| /s/ David C. Rochecharlie | Chief Executive Officer and Director <i>(Principal Executive Officer)</i> |
| David C. Rochecharlie | |
| /s/ Brandi Kendall | Chief Financial Officer and Director <i>(Principal Financial Officer)</i> |
| Brandi Kendall | |
| /s/ Todd Falk | Chief Accounting Officer <i>(Principal Accounting Officer)</i> |
| Todd Falk | |
| /s/ John C. Goff | Chairman of the Board and Director |
| John C. Goff | |
| /s/ Claire S. Farley | Director |
| Claire S. Farley | |
| /s/ Robert G. Gwin | Director |
| Robert G. Gwin | |
| /s/ Ellis L. "Lon" McCain | Director |
| Ellis L. "Lon" McCain | |
| /s/ Karen Simon | Director |
| Karen Simon | |
| /s/ Conrad V. Langenhagen | Director |
| Conrad V. Langenhagen | |
| /s/ Bevin Brown | Director |
| Bevin Brown | |
| /s/ Marcus C. Rowland | Director |
| Marcus C. Rowland | |
| /s/ William Albrecht | Director |
| William Albrecht | |
| /s/ Jarvis V. Hollingsworth | Director |
| Jarvis V. Hollingsworth | |

Calculation of Filing Fee Tables

S-8

Crescent Energy Co

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 \$0.0001 per share | Other | 1,035,228 | \$ 11.32 | 11,718,780.96 | \$ 0.0001381 | \$ 1,618.36 |
| Total Offering Amounts: | | | | | \$ 11,718,780.96 | | \$ 1,618.36 |
| Total Fee Offsets: | | | | | | | \$ 0.00 |
| Net Fee Due: | | | | | | | \$ 1,618.36 |

Offering Note

1

1a. The Form S-8 registration statement to which this Exhibit 107 is attached (the "Registration Statement") registers 1,035,228 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Crescent Energy Company, a Delaware corporation (the "Company"), that may be delivered with respect to awards under the Crescent Energy Company 2021 Equity Incentive Plan (as amended from time to time, the "Plan") on account of the assumption of the authorized but unused shares that remained available under the Vital Energy, Inc. Omnibus Equity Incentive Plan following the completion of the Company's transaction with Vital Energy, Inc., a Delaware corporation, which Common Stock consists of shares reserved and available for delivery with respect to awards under the Plan and additional shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.

1b. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares of Common Stock issuable with respect to the shares being registered hereunder by reason of any stock dividend, stock split, recapitalization or other similar transaction.

1c. Calculated solely for the purpose of computing the amount of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act; this price is equal to the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on March 3, 2026, which was equal to \$11.32.

Table 2: Fee Offset Claims and Sources

Not Applicable

| Registrant or Filer Name | Form or Filing Type | File Number | Initial Filing Date | Filing Date | Fee Offset Claimed | Security Type Associated with Fee Offset Claimed | Security Title Associated with Fee Offset Claimed | Unsold Securities Associated with Fee Offset Claimed | Unsold Aggregate Offering Amount Associated with Fee Offset Claimed | Fee Paid with Fee Offset Source |
|--------------------------|---------------------|-------------|---------------------|-------------|--------------------|--------------------------------------------------|---------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------|---------------------------------|
|--------------------------|---------------------|-------------|---------------------|-------------|--------------------|--------------------------------------------------|---------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------|---------------------------------|

**THIRD AMENDMENT TO THE
CRESCENT ENERGY COMPANY
2021 EQUITY INCENTIVE PLAN**

THIS THIRD AMENDMENT (the “*Third Amendment*”) to the Crescent Energy Company 2021 Equity Incentive Plan (the “*Plan*”), has been adopted by the board of directors (the “*Board*”) of Crescent Energy Company, a Delaware corporation (the “*Company*”). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Plan.

WITNESSETH:

WHEREAS, the Company previously adopted the Plan;

WHEREAS, Article XIX of the Plan provides that the Plan may be amended from time to time, subject to the approval of the Company’s stockholders if such stockholder approval is required by the rules of any stock exchange on which the Company’s Class A common stock, par value \$0.0001 per share (the “*Common Stock*”) is listed or quoted;

WHEREAS, on August 24, 2025, the Company entered into that certain Agreement and Plan of Merger by and among the Company, Vital Energy, Inc., a Delaware corporation (“*Vital*”), and certain other parties thereto, whereby the Company will acquire Vital (the “*Transaction*”);

WHEREAS, subject to and contingent on the consummation of the Transaction, as a result of the Transaction, the Company will assume the Vital Energy, Inc. Omnibus Equity Incentive Plan (as amended, the “*Vital Plan*”);

WHEREAS, the Board has determined that it is in the best interests of the Company to, subject to and contingent on the consummation of the Transaction, amend the Plan in order to authorize the assumption of all authorized but unused shares under the Vital Plan (the “*Vital Shares*”) so that such Vital Shares, as adjusted to reflect the Transaction, may be granted in the form of Common Stock under the Plan;

WHEREAS, as adjusted to reflect the Transaction, the Vital Shares represent 941,116 shares of Common Stock;

WHEREAS, the Common Stock is currently listed on the New York Stock Exchange and the assumption of the Vital Shares under the Plan as described in the preceding resolutions does not require stockholder approval pursuant to Section 303A.08 of the New York Stock Exchange Listed Company Manual; and

WHEREAS, the Board has determined that the Third Amendment shall be made effective as of the date of December 15, 2025 subject to and contingent on the closing of the Transaction (the “*Amendment Effective Date*”).

NOW, THEREFORE, BE IT RESOLVED, that, subject to and contingent on the closing of the Transaction, the Plan shall be amended, effective as of the Amendment Effective Date, as set forth below:

1. Section 5.02 of the Plan is hereby deleted and replaced in its entirety with the following:

Subject to adjustment as provided under Article XV, the maximum aggregate number of shares of Common Stock that may be delivered with respect to Awards under the Plan (and the maximum aggregate number of shares of Common Stock that may be issued under the Plan through incentive stock options granted under the Plan) is equal to a number of shares of Common Stock equal to (a) 3,338,550 *plus* (b) 2,848,006 (the “SilverBow Shares”), which relate to the authorized but unused shares that remained available under the SilverBow Resources, Inc. 2016 Equity Incentive Plan (the “SilverBow Plan”) upon the completion of the Company’s transaction with SilverBow Resources, a Delaware corporation (“SilverBow”), whereby SilverBow became a wholly-owned subsidiary of the Company (the “Silverbow Transaction”) *plus* (c) 941,116 (the “Vital Shares”), which relate to the authorized but unused shares that remained available under the Vital Energy, Inc. Omnibus Equity Incentive Plan (the “Vital Plan”) upon the completion of the Company’s transaction with Vital Energy, Inc., a Delaware corporation (“Vital”), whereby the Company acquired Vital (the “Vital Transaction”) (such total amount in the preceding clauses (a) through (c), the “Aggregate Limit”); provided, however, that such Awards of SilverBow Shares or Vital Shares (i) shall be subject to the listing rules of the applicable stock exchange, if any, on which the Common Stock is listed (including with respect to the eligibility of the individuals who may be granted such Awards) and (ii) shall not be made after the date that awards or grants could have otherwise been made under the terms of the SilverBow Plan or the Vital Plan, respectively, absent the SilverBow Transaction or the Vital Transaction, respectively.

FURTHER RESOLVED, that except as amended hereby, the Plan shall continue to read in the current state and is specifically ratified and reaffirmed.

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS609 Main Street
Houston, TX 77002
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+1 713 836 3600

www.kirkland.com

March 6, 2026

Facsimile:
+1 713 836 3601Crescent Energy Company
600 Travis Street, Suite 7200
Houston, Texas 77002

Ladies and Gentlemen:

We are issuing this opinion in our capacity as special counsel to Crescent Energy Company, a Delaware corporation (the “Company”), in connection with the preparation of the Registration Statement on Form S-8 (as amended or supplemented, the “Registration Statement”) to be filed with the U.S. Securities and Exchange Commission (the “Commission”) on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the “Securities Act”), by the Company of 1,035,228 shares (the “Shares”) of Class A common stock, par value \$0.0001 per share (the “Common Stock”), of the Company, that may be issued from time to time pursuant to the Crescent Energy Company 2021 Equity Incentive Plan (as amended from time to time, the “Plan”).

For purposes of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the corporate and organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company with respect to the Registration Statement, (iii) the Plan and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein but have relied upon statements and representations of the officers and other representatives of the Company.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares of Common Stock that the Company is authorized to issue pursuant to its charter exceeds the number of shares of Common Stock outstanding and the number of shares of Common Stock that the Company is obligated to issue (or had otherwise reserved for issuance) for any purposes by at least the number of Shares, and we have assumed that such condition will remain true at all future times relevant to this opinion.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares have been duly authorized and, when issued pursuant to and in accordance with the Plan, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware (the “DGCL”).

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the DGCL be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

Sincerely,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2026 relating to the financial statements of Crescent Energy Company and the effectiveness of Crescent Energy Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Crescent Energy Company for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Houston, Texas
March 6, 2026

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan of Crescent Energy Company of our reports dated February 24, 2025, with respect to the consolidated financial statements of Vital Energy, Inc. and the effectiveness of internal control over financial reporting of Vital Energy, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tulsa, Oklahoma
March 6, 2026



TBPELS REGISTERED ENGINEERING FIRM
F-1580
1100 LOUISIANA SUITE 4600

HOUSTON, TEXAS 77002-5294

TELEPHONE (713) 651-9191

Consent of Independent Petroleum Engineers

To the Board of Directors
Crescent Energy Company:

We have issued our report dated January 20, 2026, on estimates of oil, natural gas and NGL reserves estimates and forecasts of economics with respect to certain leasehold and royalty interests of Crescent Energy Company (the “Company”) as of December 31, 2025. As independent oil and gas consultants, we hereby consent to the inclusion or incorporation by reference of our report and the information contained therein included in or made part of this Registration Statement on Form S-8 of the Company, as may be amended from time to time, as originally filed with the U.S. Securities and Exchange Commission on March 6, 2026.

/s/ Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.

Houston, Texas
March 6, 2026

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Consent of Independent Petroleum Engineers

To the Board of Directors
Crescent Energy Company:

We have issued our report dated January 21, 2026, on estimates of oil, natural gas and NGL reserves and forecasts of economics with respect to certain leasehold and royalty interests of Crescent Energy Company (the “Company”), which were acquired through the Company’s acquisition of Vital Energy, Inc. As independent oil and gas consultants, we hereby consent to the inclusion or incorporation by reference of our report and the information contained therein included in or made part of this Registration Statement on Form S-8 of the Company, as may be amended from time to time, as originally filed with the U.S. Securities and Exchange Commission on March 6, 2026.

/s/ Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.

Houston, Texas
March 6, 2026

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Consent of Independent Petroleum Engineers

To the Board of Directors
Crescent Energy Company:

We have issued our report dated January 21, 2026, on estimates of oil, natural gas and NGL reserves estimates and forecasts of economics with respect to the proved reserves of Independence Mineral Holdings LLC, a subsidiary of Crescent Energy Company (the "Company"), as of December 31, 2025. As independent oil and gas consultants, we hereby consent to the inclusion or incorporation by reference of our report and the information contained therein included in or made part of this Registration Statement on Form S-8 of the Company, as may be amended from time to time, as originally filed with the U.S. Securities and Exchange Commission on March 6, 2026.

/s/ Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.

Houston, Texas
March 6, 2026

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