



VEREN INC.

BOARD OF DIRECTORS

MANDATE

GENERAL

The fundamental responsibility of the board of directors (the “Board”) of Veren Inc. (the “Corporation”) is to appoint a competent executive team and to oversee the management of the business, with a view to maximizing shareholder value and ensuring corporate conduct in an ethical and legal manner via an appropriate system of corporate governance and internal control.

RESPONSIBILITIES

1. EXECUTIVE TEAM

- (a) Appoint the President and Chief Executive Officer (“**CEO**”) and senior officers.
- (b) Provide input in, and approve, the annual evaluation of the performance of the CEO, such evaluation to be led by the Chair of the Board in conjunction with the Chair of the Human Resources and Compensation Committee (the “**HRCC**”).
- (c) Provide input in, and approve the CEO and senior officers’ remuneration (including salary and short-and-long-term cash and share-based incentive awards, metrics, achievement levels and payouts) taking into consideration the recommendations of the HRCC.¹
- (d) Provide input in, and approve the annual goals and objectives of the CEO, the setting of such goals and objectives to be led by the Chair of the Board in conjunction with the Chair of the HRCC.
- (e) In conjunction with the CEO, develop a clear mandate for the CEO, which includes a delineation of management’s responsibilities.
- (f) Ensure that a process is established that adequately provides for executive succession planning, including the appointing, training and monitoring of senior management.
- (g) Establish limits of authority delegated to management.

2. NON-EXECUTIVE TEAM

- (a) Provide input on, and approve: (i) the short and long-term share-based incentive awards granted to the employees (other than the CEO and the other officers); and (ii) the annual

Note

¹ For greater certainty: (a) the PSU Peer Group, TSR Performance Objective, CPG Performance Objective for each grant of PSUs; (b) the TSR Achievement Level, TSR, CPG Achievement Level for each PSU Performance Period for each Vested PSU; and (c) the number of Vested PSUs for each Vested PSU (all as defined in the Corporation’s Performance Share Unit Plan) shall be set by the Board for all PSU grants.

cash-based short-term incentive plan achievement levels and aggregate payout for employees (other than the CEO and the other officers)².

3. OPERATIONAL EFFECTIVENESS AND FINANCIAL REPORTING

- (a) Annual review and adoption of a strategic planning process and approval of the corporate strategic plan, which takes into account, among other things, the opportunities and risks of the business and the environmental, social and governance aspects of the business.
- (b) Ensure that a system is in place to identify the principal risks to the Corporation and that the best practical procedures are in place to monitor and mitigate the risks.
- (c) Ensure that processes are in place to address applicable regulatory, corporate, securities and other compliance matters.
- (d) Ensure that an adequate system of internal control exists.
- (e) Ensure that due diligence processes and appropriate controls are in place with respect to applicable certification requirements regarding the Corporation's financial and other disclosure.
- (f) Review and approve the Corporation's financial statements and oversee the Corporation's compliance with applicable audit, accounting and reporting requirements.
- (g) Approve annual operating and capital budgets.
- (h) Review and consider for approval all amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy which diverge from the ordinary course of business.
- (i) Review operating and financial performance results relative to established strategy, budgets and objectives.
- (j) Oversee, in coordination with the Environment, Safety and Sustainability Committee, the Corporation's processes, procedures and practices relating to Environmental, Social and Governance matters.
- (k) Oversee, in coordination with the Environment, Safety and Sustainability Committee: (a) climate-related targets and monitoring progress against these targets; and (b) material climate risks and opportunities.

4. INTEGRITY/CORPORATE CONDUCT

- (a) Approve a communications policy or policies to ensure that a system for corporate communications to all stakeholders exists, including processes for consistent, transparent, regular and timely public disclosure, and to facilitate feedback from stakeholders.
- (b) Approve a Code of Conduct for directors, officers, employees, contractors and consultants and monitor compliance with the Code and approve any waivers of the Code for officers and directors.

Note
² See Note 1.

5. **BOARD PROCESS/EFFECTIVENESS**

- (a) Ensure that Board materials are distributed to directors in advance of regularly scheduled meetings to allow for sufficient review of the materials prior to the meeting. Directors are expected to attend all meetings.
- (b) Engage in the process of determining Board member qualifications, including ensuring that a majority of directors qualify as independent directors pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (as implemented by the Canadian Securities Administrators and as amended or replaced from time to time).
- (c) Approve the nomination of directors.
- (d) Provide a comprehensive orientation to each new director.
- (e) Establish an appropriate system of corporate governance including practices to ensure the Board functions independently of management.
- (f) Establish appropriate practices for the regular evaluation of the effectiveness of the Board, its committees and its members.
- (g) Establish committees and approve their respective mandates and the limits of authority delegated to each committee.
- (h) Review and re-assess the adequacy of the Audit Committee Mandate on a regular basis, but not less frequently than on an annual basis.
- (i) Review the adequacy and form of the directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.
- (j) Independent directors shall meet regularly without non-independent directors and management participation.
- (k) In addition to the above, adherence to all other Board responsibilities as set forth in the Corporation's By-Laws and the agreements governing applicable policies and practices and other statutory and regulatory obligations of the Corporation.

REVIEW OF MANDATE

The Board of Directors shall review the adequacy of this mandate biennially or otherwise as it deems appropriate (so long as such review is conducted at least on a biennial basis). Such review shall include the evaluation of the performance of the Board in light of this mandate.