

## ***Board Diversity***

### **PURPOSE**

To set out a framework that promotes diversity on the Board of Directors (the “Board”) of Veren Inc. (“Veren” or the “Company”).

### **POLICY STATEMENT**

The Board recognizes that diversity among its directors will ensure that the Board members provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship and decision making.

The Company is committed to a merit-based system for Board composition. When identifying suitable candidates for appointment to the Board, the Corporate Governance and Nominating Committee (the “Committee”) will consider candidates on merit using objective criteria with due regard to the benefits of diversity and the overall needs of the Board. The Committee's considerations will include achieving an appropriate level of diversity by taking into account:

- skills;
- knowledge;
- regional and industry experience;
- education;
- gender and expression;
- age;
- independence;
- ethnicity; and
- other differentiating factors relevant to Board effectiveness.

### **OBJECTIVES**

In reviewing the composition of the Board, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an optimum mix of skills, knowledge, experience and background on the Board. The Committee will, not less than annually, discuss and agree on the relevant measurable objectives for promoting diversity on the Board in light of the skills required on the Board at that time and will make related recommendations for consideration and approval by the Board.

#### ***Target:***

The Board's targets are: (a) to maintain at least 30% female representation among the members of the Board; and (b) at least one racially/ethnically diverse director.

### **CANDIDATE IDENTIFICATION PROCESS**

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board. The Committee will require that every search for new Directors include diverse candidates. In addition to its own search, the Committee may engage an outside executive search firm to assist the Committee in identifying candidates for appointment to the Board.

## **MONITORING AND REPORTING**

The Committee is responsible for monitoring compliance with the Policy and for reviewing and assessing the effectiveness of the Policy in promoting diversity to the Board on an annual basis. To measure the effectiveness of this policy, the Committee will, among other things:

- review the number of women and candidates of diverse backgrounds considered or brought forward for both Board and executive officer positions;
- take into account the skills, knowledge, experience and character of any such female candidates and candidates of diverse backgrounds; and
- ensure that female candidates and candidates of diverse backgrounds are being fairly considered relative to other candidates.

On an annual basis, the Committee will measure the diversity on the Board and report to the Board with respect to the Company's annual and cumulative progress in achieving the objectives of the Policy. A summary of this Policy will be included in Veren's proxy materials for each annual meeting of the shareholders.

## **REPRESENTATION OF WOMEN IN THE ORGANIZATION**

Furthermore, the Board and the Company are committed to ensuring a diverse and inclusive culture across the organization, including at the executive level, by promoting equality of opportunity. The Board will encourage and support the Company in its efforts, including seeking external independent advisory services as appropriate, to foster a collaborative and innovative workforce. In terms of gender diversity, the Board considers a diverse workforce in the Calgary office to have an equal representation of males and females.

## **REVIEW OF THE POLICY**

The Committee will review this Policy at least annually and will make recommendations to the Board for changes as the Committee deems appropriate.