

Corporate Responsibility, Environment, Health and Safety Committee Mandate

GENERAL

The Corporate Responsibility, Environment, Health and Safety Committee (the “Committee”) is a committee of the Board of Directors of Ovintiv Inc. (the “Corporation”). Its primary function is to assist the Board in fulfilling its role in oversight and governance by reviewing, reporting and making recommendations to the Board on the Corporation’s policies, standards and practices with respect to corporate responsibility including the environment, occupational health, safety, security, overall business conduct and ethics that is the Corporation’s commitment to its stakeholders.

CONSTITUTION, COMPOSITION AND DEFINITIONS

1. Reporting

The Committee shall report to the Board.

2. Composition of Committee

The Committee shall consist of not less than three nor more than five directors, the majority of whom shall 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 from time to time). The non-executive Board Chairman shall be a non-voting member of the Committee (see “Quorum” for further details). Committee members will include only duly-elected directors. At the request of the Committee, certain members of the Corporation’s senior management and others may attend Committee meetings on an ad hoc or a regular basis.

3. Appointment of Committee Members

Members of the Committee shall be appointed at a meeting of the Board, typically held in April (effective after election of directors at the annual meeting of shareholders), provided that any member may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board.

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

5. Chairman

The Nominating and Corporate Governance Committee will recommend an independent director as Chairman of the Corporate Responsibility, Environment, Health and Safety Committee. The recommendation will be presented to the full Board for approval. The Board shall appoint the Chairman of the Committee.

If the Chairman of the Committee is unavailable or unable to attend a meeting of the Committee, the Chair shall ask another member to chair the meeting, failing which a member of the Committee present at the meeting shall be chosen to preside over the meeting by a majority of members of the Committee present at such meeting.

The Chairman presiding at any meeting shall have a casting vote.

The items pertaining to the Chairman in this section should be read in conjunction with the Committee Chair section of the Chair of the Board of Directors and Committee Chair General Guidelines.

6. **Secretary**

The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee.

7. **Committee Meetings**

The Committee shall meet at least semi-annually at the call of the Chairman. The Chairman may call additional meetings as required. In addition, a meeting may be called by the non-executive Board Chairman, the Chief Executive Officer, or any member of the Committee.

Committee meetings may be held in person, by video conference, by means of telephone or by a combination of any of the foregoing.

8. **Notice of Meeting**

Notice of the time and place of each meeting may be given orally, or in writing, or by facsimile, or by electronic means to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

9. **Quorum**

A majority of Committee members, present in person, by video conference, by telephone or by a combination thereof, shall constitute a quorum. In addition, if an ex officio, non-voting member's presence is required to attain a quorum of the Committee, then the said member shall be allowed to cast a vote at the meeting.

10. **Attendance at Meetings**

The Chief Executive Officer is expected to be available to attend meetings, or portions thereof, as required.

The Committee may, by specific invitation, have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

Directors, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis, upon prior consultation and approval by the Committee Chairman or by a majority of the members of the Committee.

11. **Minutes**

Minutes of Committee meetings shall be sent to all Committee members. The full Board of Directors shall be kept informed of the Committee's activities by a report following each Committee meeting.

12. Specific Responsibilities

In carrying out its mandate, the Committee is expected to:

- (a) Act in an advisory capacity to the Board.
- (b) Review and recommend to the Board for approval:
 - (i) The Committee mandate and subsequent revisions subject to recommendation for approval by the Nominating and Corporate Governance Committee. It is intended that the Committee will review its mandate annually.
 - (ii) Fundamental policies pertaining to corporate responsibility, environment, health and safety having the potential to impact corporate activities and strategies. Corporate responsibility includes the general commitment areas of governance, people, environment, engagement, community involvement, health and safety.
- (c) Approve and report to the Board:
 - (i) Administrative policies pertaining to environment, occupational health, safety, security, business conduct and ethics.
 - (ii) The Corporation's Environment, Health and Safety Management System.
- (d) Review and Report to the Board:
 - (i) Annual corporate responsibility performance.
 - (ii) Environment, occupational health, safety, security, business conduct or ethics issues, trends and events that could impact the Corporation, and its people or programs.
 - (iii) Actions and initiatives undertaken to mitigate corporate responsibility risk and/or matters having the potential to affect the Corporation's activities, plans, strategies or reputation.
 - (iv) Compliance with the Business Code of Conduct through the regular reporting of Investigations Committee activities and Integrity Hotline complaints received, as well as the status of the employee training and sign-off of the Business Code of Conduct and its related policies and practices.
 - (v) Significant related contraventions of regulations or policies.
- (e) Review:
 - (i) Corporate Environment, Health and Safety performance quarterly, and disclosure with respect to such performance contained in information circulars and other disclosure documents or presentations as required.
 - (ii) Mitigating actions taken by management relative to reported incidents.
 - (iii) Significant items resulting from periodic corporate environment, health, safety, and security audits. Inquiring of management, the Chief Operating Officer and other invited participants, about significant risks or exposures and assess steps management has taken to minimize such risks to the Corporation.

- (iv) Remedial or mitigating action taken to manage an identified Environment, Health and Safety risk.
- (f) Approve:
 - (i) Minutes of past meetings.
 - (ii) The annual corporate Environment, Health and Safety audit schedule.
 - (iii) The need and schedule for external audits.
- (g) Conduct field trips to review corporate responsibility activities, including environment, health and safety, annually or as warranted.

13. **Miscellaneous**

The Committee, with unanimity, may engage outside resources if deemed advisable. Lack of unanimity requires that the matter be referred to the Nominating and Corporate Governance Committee.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.

January 24, 2020