

# Corporate Responsibility and Governance Committee Mandate

## PURPOSE

The Corporate Responsibility and Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Ovintiv Inc. (the “Corporation”) appointed to assist the Board in fulfilling its oversight responsibilities of the Corporation’s corporate governance practices. In particular, the Committee is responsible for ensuring the Corporation maintains a commitment to good business conduct, including ESG issues, and ethics. It is further responsible for identifying individuals qualified to become Board members, recommending to the Board proposed nominees for election to the Board and developing and recommending to the Board corporate governance principles applicable to the Corporation.

## COMMITTEE RESPONSIBILITIES

### 1. Review Procedures

- (a) Identify and recommend to the Board suitable candidates for nomination for election as directors through the following:
  - (i) consider the competencies and skills the Board, as a whole, should possess;
  - (ii) formulate criteria for candidates after considering the competencies and skills of each existing director;
  - (iii) canvas a variety of sources for available candidates and maintain a list of potential candidates;
  - (iv) consider the competencies and skills of each nominee and whether each nominee can devote sufficient time and resources to his or her duties as a Board member;
  - (v) establish procedures for approaching prospective candidates;
  - (vi) recommend to the Board proposed nominees for election to the Board at the next annual meeting of stockholders and to fill any vacancies in the intervening period if required; and
  - (vii) ensure an orientation program is provided for new members of the Board and committees of the Board (“Board Committee”) and educational opportunities are available for the continued development of existing members of the Board.
- (b) Review the recommendations of the Board Chair and the Chief Executive Officer with respect to Board Committee membership and recommend to the Board, the assignment of members to each Board Committee including recommendations on Board Committee Chairs.
- (c) Provide a copy of the Committee Chair General Guidelines to each Board Committee Chair.
- (d) Review on a periodic basis the mandates of the Board Committees and make recommendations, as deemed appropriate, with respect to such mandates.
- (e) Refine and enhance the Board’s oversight of environmental, social and governance (“ESG”) issues and risks through regular review of the duties of the Board Committees to ensure an integrated approach, including making recommendations to the Board on the Corporation’s ESG-related policies.

- (f) Oversee the evaluation of, assess and consider the effectiveness of the Board as a whole, the Board Committees and the contribution of individual members of the Board, on a periodic basis.
- (g) Review, from time to time, mechanisms for Board renewal.
- (h) Discuss recommendations to the Board with the Chief Executive Officer, except where the Committee deems it inappropriate or not in the Corporation's best interests to do so.
- (i) Be available as a forum for addressing the concerns of individual members of the Board.
- (j) Maintain Corporate Governance Guidelines for the Corporation.
- (k) Prepare annually, for disclosure to stockholders, a report that describes the Corporation's corporate governance practices.
- (l) On an annual basis, review and recommend to the independent members of the Board for review and approval succession planning for the Chief Executive Officer.
- (m) Oversee compliance with the Business Code of Conduct through regular reporting of Integrity Hotline complaints received and related investigations, as well as the status of employee training and sign-off of the Business Code of Conduct and its related policies and practices.
- (n) From time to time, consider, develop, recommend and bring forward to the Board any corporate governance issues or principles for review, discussion or action by the Board or Board Committee.
- (o) Ensure that any issues relating to governance that are identified by members of the Board are raised with management.
- (p) Evaluate the performance of the Committee annually.
- (q) On an annual basis, receive the Corporation's Political Lobbying Report.

## **CONSTITUTION, COMPOSITION AND DEFINITIONS**

### **2. Composition of Committee**

The Committee shall consist of three to five directors appointed annually. Each member of the Committee must be independent as defined by applicable United States and Canadian securities laws and stock exchange rules. Members of the Committee shall be appointed by the Board, provided that any member may be removed or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a member of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

### **3. Chair**

An independent director shall serve as Chair of the Committee. The Board shall appoint the Chair of the Committee.

If the Chair 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.

The Board of Directors and Committee Chair General Guidelines also apply to the role of the Chair and governance of this Committee.

**4. 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.

**5. Committee Meetings**

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

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

**6. Notice of Meeting**

Notice of the time and place of each meeting may be given orally, in writing 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.

**7. 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.

**8. 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 Chair or a majority of the members of the Committee.

**9. Minutes**

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

**10. Mandate**

The Committee mandate and subsequent revisions are subject to review and recommendation for approval by the Board. The Committee will review its mandate at least annually.

**11. Miscellaneous**

The Committee, with unanimity, may engage outside resources if deemed advisable. Lack of unanimity requires that the matter be referred to the Board. The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board.

Updated February 10, 2021