

# Environment, Health and Safety Committee Charter

## PURPOSE

The Environment, Health and Safety 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 role with respect to occupational health, safety, environment and security of personnel and physical assets. This Committee has overall responsibility for reviewing and reporting to the Board on the Company’s ESG responsibilities specifically related to environmental matters, including sustainability strategy and policy, risk identification and management and environmental compliance.

## COMMITTEE RESPONSIBILITIES

### 1. Review Procedures

- (a) Approve and recommend to the Board for approval corporate policies pertaining to environment, occupational health, safety and sustainability having the potential to impact corporate activities and strategies.
- (b) Review and regularly report to the Board on:
  - (i) environment, occupational health, safety, and security, trends and events that could significantly impact the Corporation, and its people or programs;
  - (ii) climate-related issues and information, such as greenhouse gas emissions, with a focus on assessment, monitoring and management of climate-related issues in the Corporation’s routine business activities;
  - (iii) actions and initiatives undertaken to mitigate key risks in these areas having the potential to affect the Corporation’s activities, plans, strategies or reputation at an enterprise level;
  - (iv) significant related contraventions of regulations or policies;
  - (v) mitigating actions taken by management relative to reported incidents; and
  - (vi) overall functioning of the Corporation’s Management System.
- (c) Review:
  - (i) corporate performance in the areas of environment, health and safety and related public disclosure;
  - (ii) significant items resulting from periodic related audits; and
  - (iii) remedial or mitigating action taken to manage an identified related risk.
- (d) Ensure periodic field trips are made available for all members of the Board to review field activities, with a focus on environment, health and safety matters.
- (e) Review and approve:
  - (i) the annual related audit schedule; and

- (ii) the need and schedule for external audits.

## **CONSTITUTION, COMPOSITION AND DEFINITIONS**

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

The Committee shall consist of three to five directors appointed annually. 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 Corporate Responsibility and Governance Committee shall recommend the Chair to the Board for approval. 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.

## **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. Charter**

The Committee charter and subsequent revisions are subject to review and recommendation for approval by the Corporate Responsibility and Governance Committee. The Committee will review its charter 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.

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