

# Audit Committee Charter

## PURPOSE

The Audit 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. The Committee's primary duties and responsibilities are to:

- review management's identification of principal financial risks and monitor the process to manage such risks;
- oversee and monitor the Corporation's compliance with legal and regulatory requirements;
- receive and review the reports of the Audit Committee of any subsidiary of the Corporation with public securities;
- oversee and monitor the integrity of the Corporation's accounting and financial reporting processes, financial statements and system of internal controls regarding accounting and financial reporting and accounting compliance;
- oversee audits of the Corporation's financial statements;
- oversee and monitor the qualifications, independence and performance of the Corporation's external auditors and internal audit department;
- oversee and monitor cybersecurity risks and management's cybersecurity policies and practices;
- oversee compliance with the Business Code of Conduct;
- provide an avenue of communication among the external auditors, management, the internal audit department and the Board; and
- report to the Board regularly.

The Committee has the authority to conduct any review or investigation appropriate to fulfill its responsibilities. The Committee shall have unrestricted access to the Corporation's personnel and information, and any resources necessary to carry out its responsibilities. In this regard, the Committee may direct the Corporation's internal audit personnel to particular areas of examination.

## COMMITTEE RESPONSIBILITIES

### 1. Review Procedures

Provide a summary of all approvals by the Committee of the provision of audit, audit-related, tax and other services by the external auditors for inclusion in the Corporation's annual report filed with the United States Securities and Exchange Commission ("SEC").

### 2. Annual Financial Information

- (a) Discuss and review with management and the external auditors the Corporation's and any subsidiary with public securities annual financial information (including any internal control reports issued by the external and internal auditors) included in the Corporation's annual report and other related documents prior to their filing or distribution. Such review to include:

- (i) the annual financial statements and related footnotes including significant issues regarding accounting principles, practices and significant management estimates and judgments, including any significant changes in the Corporation's selection or application of accounting;
  - (ii) principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies;
  - (iii) Management's Discussion and Analysis of Financial Condition and Results of Operations ("Management's Discussion and Analysis");
  - (iv) the use of off-balance sheet financing including management's risk assessment and adequacy of disclosure;
  - (v) the external auditors' audit examination of the financial statements and their report thereon;
  - (vi) any significant changes required in the external auditors' audit plan;
  - (vii) any serious difficulties or disputes with management encountered during the course of the audit, including any restrictions on the scope of the external auditors' work or access to required information;
  - (viii) other matters related to the conduct of the audit, which are to be communicated to the Committee under PCAOB Auditing Standard No.16; and
  - (ix) other financial information included within the Corporation's annual report and proxy statement.
- (b) Review and formally recommend for inclusion in the Form 10-K to the Board of the Corporation:
- (i) year-end audited financial statements;
  - (ii) Management's Discussion and Analysis; and
  - (iii) other financial information included within the Corporation's annual report and proxy statement.

The review shall include a report from the external auditors about the quality of the most critical accounting principles upon which the Corporation's financial status depends, and which involve the most complex, subjective or significant judgmental decisions or assessments.

- (c) Provide a report by the Committee for inclusion in the Corporation's annual proxy statement.

### 3. Quarterly Financial Information

- (a) Review with management and the external auditors and either approve (such approval to include the authorization for public release) in the Corporation's quarterly reports or formally recommend for approval to the Board of the Corporation's:
- (i) quarterly unaudited financial statements and related documents, including Management's Discussion and Analysis; and
  - (ii) any significant changes to the Corporation's accounting principles.

Review quarterly unaudited financial statements of any subsidiary of the Corporation with public securities prior to their distribution.

#### **4. Other Financial Filings and Public Documents**

Review and discuss with management, financial information, the use of “pro forma” or non-GAAP financial information and earnings guidance, contained in any filings with the securities regulators related thereto (or provided to analysts or rating agencies). Consideration should be given as to whether the information is consistent with the information contained in the financial statements of the Corporation or any subsidiary of the Corporation with public securities. Such review and discussion should occur before public disclosure and may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

#### **5. Internal Control Environment**

- (a) Ensure that management, the external auditors and the internal auditors provide to the Committee an annual report on the Corporation's control environment as it pertains to the Corporation's financial reporting process and controls.
- (b) Review and discuss significant financial risks or exposures and assess the steps management has taken to monitor, control, report and mitigate such risk to the Corporation.
- (c) Review significant findings prepared by the external auditors and the internal auditing department together with management's responses.
- (d) Review in consultation with the internal auditors and the external auditors the degree of coordination in the audit plans of the internal auditors and the external auditors and enquire as to the extent the planned scope can be relied upon to detect weaknesses in internal controls, fraud or other illegal acts. The Committee will assess the coordination of audit effort to assure completeness of coverage and the effective use of audit resources. Any significant recommendations made by the auditors for the strengthening of internal controls shall be reviewed and discussed with management.

#### **6. Other Review Items**

- (a) Review policies and procedures with respect to officers' and directors' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the internal auditors or the external auditors.
- (b) Review all related party transactions between the Corporation and any officers or directors, including affiliations of any officers or directors.
- (c) Review with the Executive Vice-President, Midstream & Marketing and General Counsel, the head of internal audit and the external auditors the results of their review of the Corporation's monitoring compliance with the Corporation's Business Code of Conduct and applicable legal requirements.
- (d) Review legal and regulatory matters, including correspondence with regulators and governmental agencies, that may have a material impact on the annual or interim financial statements, related corporation compliance policies, and programs and reports received from regulators or governmental agencies. Members from the Legal Service and Tax departments should be at the meeting in person to deliver their reports.
- (e) Review policies and practices with respect to off-balance sheet transactions and trading and hedging activities, and consider the results of any review of these areas by the internal auditors or the external auditors.
- (f) Review management's processes in place to prevent and detect fraud.

- (g) Review the adequacy and effectiveness of the Corporation's information system controls and cybersecurity.
- (h) Review procedures for the receipt, retention and treatment of complaints received by the Corporation, including confidential, anonymous submissions by employees of the Corporation, regarding accounting, internal accounting controls or auditing matters.
- (i) Review with the President & Chief Executive Officer, the Executive Vice-President & Chief Financial Officer and the external auditors: (i) all significant deficiencies and material weaknesses in the design or operation of the Corporation's internal controls and procedures for financial reporting which could adversely affect the Corporation's ability to record, process, summarize and report financial information required to be disclosed by the Corporation in the reports that it files or submits under the United States Exchange Act of 1934, as amended (the "Exchange Act") or applicable Canadian federal and provincial legislation and regulations within the required time periods, and (ii) any fraud, whether or not material, that involves management of the Corporation or other employees who have a significant role in the Corporation's internal controls and procedures for financial reporting.
- (j) Meet on a periodic basis separately with management and at least annually with the Chief Information Security Officer.

## 7. External Auditors

- (a) Be directly responsible, in the Committee's capacity as a committee of the Board and subject to the rights of shareholders and applicable law, for the appointment, compensation, retention and oversight of the work of the external auditors (including resolution of disagreements between management and the external auditors regarding financial reporting) for the purpose of preparing or issuing an audit report, or performing other audit, review or attest services for the Corporation. The external auditors shall report directly to the Committee.
- (b) Meet on a regular basis with the external auditors (without management present) and have the external auditors be available to attend Committee meetings or portions thereof at the request of the Chair of the Committee or by a majority of the members of the Committee.
- (c) Review and discuss a report from the external auditors at least quarterly regarding:
  - (i) all critical accounting policies and practices to be used;
  - (ii) all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; and
  - (iii) other material written communications between the external auditors and management, such as any management letter or schedule of unadjusted differences.
- (d) Obtain and review a report from the external auditors at least annually regarding:
  - (i) the external auditors' internal quality-control procedures;
  - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with those issues; and
  - (iii) to the extent contemplated in the following paragraph, all relationships between the external auditors and the Corporation.

- (e) Review and discuss with the external auditors all relationships that the external auditors and their affiliates have with the Corporation and its affiliates in order to determine the external auditors' independence, including, without limitation, (i) receiving and reviewing, as part of the report described in the preceding paragraph, a formal written statement from the external auditors delineating all relationships that may reasonably be thought to bear on the independence of the external auditors with respect to the Corporation and its affiliates, (ii) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors and (iii) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence.
- (f) Review and evaluate:
  - (i) the external auditors' and the lead partner of the external auditors' team's performance, and make a recommendation to the Board regarding the reappointment of the external auditors at the annual meeting of stockholders of the Corporation or regarding the discharge of such external auditors;
  - (ii) the terms of engagement of the external auditors, together with their proposed fees;
  - (iii) external audit plans and results;
  - (iv) any other related audit engagement matters; and
  - (v) the engagement of the external auditors to perform non-audit services, together with the fees therefor, and the impact thereof, on the independence of the external auditors.
- (g) Upon reviewing and discussing the information provided to the Committee in accordance with paragraphs (c) through (f), evaluate the external auditors' qualifications, performance and independence, including whether or not the external auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining auditor independence, taking into account the opinions of management and the head of internal audit. The Committee shall present its conclusions with respect to the external auditors to the Board.
- (h) Ensure the rotation of partners on the audit engagement team in accordance with applicable law. Consider whether, in order to assure continuing external auditor independence, it is appropriate to adopt a policy of rotating the external auditing firm on a regular basis.
- (i) Set clear hiring policies for the Corporation's hiring of employees or former employees of the external auditors.
- (j) Consider with management and the external auditors the rationale for employing audit firms other than the principal external auditors.
- (k) Consider and review with the external auditors, management and the head of internal audit:
  - (i) significant findings during the year and management's responses and follow-up thereto;
  - (ii) any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information, and management's response;
  - (iii) any significant disagreements between the external auditors or internal auditors and management;
  - (iv) any changes required in the planned scope of their audit plan;

## **8. Internal Audit Department and Independence**

- (a) Meet on a periodic basis separately with the Corporation's head of internal audit.
- (b) Review and concur in the appointment, compensation, replacement, reassignment or dismissal of the head of internal audit.
- (c) Confirm and assure, annually, the independence of the internal audit department.
- (d) Review and approve the Internal Audit Charter annually.
- (e) Review and approve the risk-based internal audit plan annually.
- (f) Review and approve the Internal Audit budget and resource plan annually to assure it is sufficient to support the committee's charter.
- (g) Confirm internal audit's compliance with the Institute of Internal Auditors' Global Internal Audit Standards.

## **9. Approval of Audit and Non-Audit Services**

- (a) Review and, where appropriate, approve the provision of all permitted non-audit services (including the fees and terms thereof) in advance of the provision of those services by the external auditors (subject to de minimus exceptions for non-audit services described, the rules and forms under the Exchange Act, SEC Regulation S-X, National Instrument 52-110 or other applicable United States or Canadian federal, provincial and state legislation and regulations, which services are approved by the Committee prior to the completion of the audit).
- (b) Review and, where appropriate and permitted, approve the provision of all audit services (including the fees and terms thereof) in advance of the provision of those services by the external auditors.
- (c) If the pre-approvals contemplated in paragraphs (a) and (b) are not obtained, approve, where appropriate and permitted, the provision of all audit and non-audit services promptly after the Committee or a member of the Committee to whom authority is delegated becomes aware of the provision of those services.
- (d) Delegate, if the Committee deems necessary or desirable, to sub-committees consisting of one or more members of the Committee, the authority to grant the pre-approvals and approvals described in paragraphs (a) through (c). The decision of any such sub-committee to grant pre-approval shall be presented to the full Committee at the next scheduled Committee meeting.
- (e) The Committee may establish policies and procedures for the pre-approvals described in paragraphs (a) and (b), so long as such policies and procedures are detailed as to the particular service, the Committee is informed of each service and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act or applicable Canadian federal and provincial legislation and regulations to management.

## **10. Other Matters**

- (a) Review and concur in the appointment, replacement, reassignment or dismissal of the Executive Vice-President & Chief Financial Officer.
- (b) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain, obtain advice or otherwise receive

assistance from independent counsel, accountants or others to assist it in the conduct of any investigation as it deems necessary and the carrying out of its duties.

- (c) The Corporation shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment (i) of compensation to the external auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, (ii) of compensation to any advisors employed by the Committee and (iii) of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- (d) Obtain assurance from the external auditors that disclosure to the Committee is not required pursuant to the provisions of the Exchange Act regarding the discovery of illegal acts by the external auditors.
- (e) The Committee shall oversee compliance of 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.
- (f) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (g) Consider any other matters referred to it by the Board.

## **CONSTITUTION, COMPOSITION AND DEFINITIONS**

### **11. Composition of Committee**

The Committee shall consist of three to five directors appointed annually. Each member of the Committee must be (i) independent as defined by applicable United States and Canadian securities laws and stock exchange rules and (ii) financially literate as defined in National Instrument 52-110, and at least one member of the Committee must be an “audit committee financial expert” as defined by the SEC. 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. Members of the Committee shall not simultaneously serve on the audit committees of more than two other public companies, unless the Board first determines that such simultaneous service will not impair the ability of the relevant members to effectively serve on the Committee, and required public disclosure is made.

### **12. 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 Chair and governance of this Committee.



### **13. 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.

### **14. Committee Meetings**

The Committee shall meet at least quarterly 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 President & Chief Executive Officer, any member of the Committee or by the external auditors.

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

### **15. 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. Notice of the meeting shall also be given to the external auditors.

A member and the external auditors 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.

### **16. Quorum**

A majority of Committee members, present in person, by video conference, by telephone or by a combination thereof, shall constitute a quorum.

### **17. Attendance at Meetings**

The President & Chief Executive Officer, the Executive Vice-President & Chief Financial Officer, the Vice-President, Internal Audit & Risk, Finance Controller, Operations Controller, Treasurer, or any vice-president holding a similar role in accounting, risk, compliance and/or audit, are 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.

### **18. Minutes**

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

### **19. 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.



## 20. 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.

Committee members may not, other than in their respective capacities as members of the Committee, the Board or any other committees of the Board, accept directly or indirectly any consulting, advisory or other compensatory fee from the Corporation or any subsidiary of the Corporation, or be an “affiliated person” (as such term is defined in the Exchange Act and the rules adopted by the SEC thereunder) of the Corporation or any subsidiary of the Corporation. For greater certainty, directors’ fees and fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation that are not contingent on continued service should be the only compensation a Committee member receives from the Corporation.

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