

BERRY CORPORATION (bry)
CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
(Amended as of October 29, 2020)

The Board of Directors (the “Board”) of Berry Corporation (bry) (the “Company”) has established the Nominating & Governance Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Nominating & Governance Committee Charter (this “Charter”).

I. Purposes

The purposes of the Committee are to:

- A.** Advise the Board and make recommendations regarding appropriate corporate governance principles and practices that should apply to the Board and to the Company, and assist the Board in implementing and reviewing on an ongoing basis those principles and practices;
- B.** Direct all matters relating to succession planning for the Board, assist the Board in the development of criteria for Board membership and identification of individuals qualified to become members of the Board, consistent with the criteria approved of by the Board, and recommend candidates to the Board for nomination, election at the annual meetings of stockholders or appointment to fill vacancies on the Board;
- C.** Assess and advise the Board as to the independence of each director under the applicable independence standards for service on the Board and its committees;
- D.** Advise the Board about the appropriate size, structure and composition of the Board and its committees;
- E.** Lead the Board in the annual performance evaluation of the Board, its committees and the individual directors;
- F.** Oversee the performance of the Company’s Chief Executive Officer (“CEO”) and lead the Board in the annual performance evaluation of the CEO;
- G.** Oversee succession planning for the Company’s CEO and other executives;
- H.** Perform such other functions as the Board may assign to the Committee from time to time;
- I.** Assist the Board in its oversight of Environmental, Social and Governance (“ESG”) risks, provide oversight and guidance to management with regards to

ESG matters, the Company's ESG activities, and reporting processes and review the Company's disclosures of ESG matters and its ESG activities; and

- J. Develop and maintain a governance process for activist investor proposals.

II. Membership

The Committee must consist of not less than two non-management members of the Board. Each member of the Committee must be "Independent" as defined by the listing requirements of The NASDAQ Stock Market LLC (the "NASDAQ").

Any vacancy on the Committee will be filled by, and any member of the Committee may be removed with or without cause by, an affirmative vote of a majority of the Board. If a Chair is not designated by the Board or present at a meeting, the Committee may designate a Chair by majority vote of the Committee members then in office.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. *Authority*

The Committee has the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
2. Retain and determine funding for independent legal counsel and other experts and advisors, including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any search firm to assist the Committee in identifying director candidates, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee

that are necessary or appropriate in carrying out its duties.

3. Delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and regularly report to the Committee.

B. *Responsibilities*

The Committee has the following responsibilities:

Corporate Governance

1. The Committee will prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
2. The Committee will periodically review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval.
3. Review the Board's practices (and any policy that may be in effect from time to time) regarding the structure of the offices of Board Chair and CEO.
4. The Committee will, as needed or requested by the Board Chair or Lead Independent Director, assist the Audit Committee in overseeing the effectiveness of the Company's corporate compliance and ethics program.

Board Succession Planning and Director Nominations

5. The Committee shall direct and monitor all matters relating to succession planning for the Board.
6. Periodically, the Committee will review the criteria for evaluating director candidates and recommend that the Board approve any advisable or necessary changes to the criteria, as appropriate.
7. At least annually, the Committee will evaluate the composition of the Board to assess the mix of skills and characteristics that are currently represented on the Board as a whole and in individual directors, as well

as the skills and characteristics that the Board may find valuable in the future.

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee will perform the following actions:

8. Identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board and in accordance with the Company's Corporate Governance Guidelines, and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board.
9. Prior to recommending to the Board that an existing director be nominated for election as a director at the annual meeting of stockholders, the Committee will consider and review the director's:
 - past Board and committee meeting attendance and performance;
 - length of Board service;
 - personal and professional integrity, including commitment to the Company's core values;
 - service on boards of directors of other companies;
 - ongoing willingness to commit the required time to serve as a Board member;
 - relevant experience, skills, qualifications and contributions that the existing director brings to the Board;
 - contributions to the Board's overall diversity of skills, expertise, industry knowledge, opinion, perspective and other attributes and experiences, including, but not limited to, age, sex, gender identity and/or expression, sexual orientation ethnicity/race/color/national origin, and education; and
 - independence under applicable standards.
10. To the extent required by the Company's bylaws or other corporate governance document, the Committee will review and assess any director resignation tendered in accordance with the Company's director resignation policy set forth therein, and recommend to the Board of Directors the action to be taken with respect to such resignation,

including the identification of Board members qualified to fill any vacancies on any committee of the Board (including the Committee).

11. In the event that a vacancy on the Board arises, the Committee will seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the next annual meeting of stockholders. The Committee will ensure that candidates with a diversity of age, sex, gender identity and/or expression, sexual orientation, ethnicity/race/color/national origin, education and such other attributes and forms of diversity that it considers appropriate are included in any pool of candidates from which the Board nominees are chosen. To identify such a nominee, the Committee should solicit recommendations from existing directors and senior management. These recommendations should be considered by the Committee along with any recommendations that have been received from stockholders as discussed below. The Committee may, in its discretion, retain a search firm to provide additional candidates. Prior to recommending to the Board that a person be elected to fill a vacancy on the Board, the Committee will consider and review the candidate's:

- relevant skills, qualifications and experience;
- independence under applicable standards;
- business judgment;
- service on boards of directors of other companies;
- personal and professional integrity, including commitment to the Company's core values;
- openness and ability to work as part of a team;
- contributions to the Board's overall diversity of skills, expertise, industry knowledge, opinion, perspective and other attributes and experiences, including, but not limited to, age, sex, gender identity and/or expression, sexual orientation, ethnicity/race/color/national origin and education;
- willingness to commit the required time to serve as a Board member; and
- familiarity with the Company and its industry.

Director Independence

Each year, the Committee will:

12. Review annually the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.
13. Determine annually whether or not each director serving on the Board and on a Board committee is independent, disinterested and/or a “non-employee director” (as defined in Rule 16b-3 under the Securities Exchange Act of 1934, amended) under the standards applicable to the committees on which such director is serving or may serve and report the results of its annual review to the Board, which will then determine which directors qualify as independent, disinterested and/or a “non-employee director” under applicable standards.
14. Consider from time to time questions of independence and possible conflicts of interest of members of the Board.

Board and Committee Structure

Each year, the Committee will:

15. Review and reassess the size and structure of the Board, and recommend any advisable or necessary changes to the Board for approval.
16. Review and reassess the structure and responsibilities of the Board’s committees and recommend any advisable or necessary changes to the Board for approval, including the establishment of any new committee that the Committee believes to be necessary or advisable.
17. Recommend to the Board the composition of each Board committee and the individual director to serve as Chair of each committee, taking into account the standards and criteria applicable to each committee, including under the rules of NASDAQ and the Securities and Exchange Commission and the federal securities laws.

Committee and Board Performance Evaluations

Each year, the Committee will:

18. Establish the annual process for the Board, each Board committee, and each individual director, to conduct an assessment of its and their

performance (as applicable), including the receipt of feedback from all directors about the performance of the Board, each Committee, and if determined appropriate, each member, and the review of the evaluation results.

19. Establish the annual process for facilitating the evaluation by each Committee of its charter and reporting any recommended changes to the Board.

These performance evaluations shall be conducted in such manner as the Committee deems appropriate.

CEO Performance Evaluation

Each year, the Committee will:

20. Establish the annual process for the Board to conduct an assessment of the CEO's performance, coordinate with the Lead Independent Director (if there is one, or the Board Chair if there is not) to communicate the results to the CEO, and ensure the results are provided to the Compensation Committee for consideration by the Compensation Committee in respect of determining the CEO's compensation. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

Executive Succession Planning

Periodically and at least annually, the Committee will:

21. Review and concur in the succession plans developed by management relating to the Chief Executive Officer and other executive officers, and consult with the CEO on senior management succession planning.
22. Assess the experience, performance and skills of possible successors to the CEO and monitor and review the development and progression of such potential successors.

Environmental, Social and Governance Matters

23. Receive updates from management regarding, and provide oversight and guidance with regard to ESG matters, including the identification of and the Company's strategy and response with respect to, ESG risks and opportunities affecting the Company.
24. Provide oversight and guidance to management in the assessment of which ESG issues are most pertinent to the Company's business and key

stakeholders, implementation of appropriate policies and processes for assessing, monitoring and managing material ESG risks and opportunities and the Company's ESG activities.

25. Periodically report to the Board and make appropriate recommendations for final Board or Company action regarding ESG matters and the Company's ESG activities, including what disclosures, if any, may be appropriate.
26. Review the Company's ESG disclosures included in any report filed with the Securities and Exchange Commission or delivered to the Company's stockholders (including the annual report and any sustainability report).

Stockholder Engagement and Activist Investor Proposals

27. Oversee the Company's stockholder engagement efforts and make recommendations to the Board regarding its involvement in stockholder engagement. On matters related to the Company's engagement with stockholders on the subject of executive compensation, consult with the Compensation Committee.
28. Work with management to develop and maintain an appropriate governance process for considering proposals by potential activist investors, the business implications of such proposals and the Company's options.
29. Manage communications and discussion with potential activist investors on behalf of the Company, including as the point of initial contact and such additional contact as the Committee deems appropriate.

Other Powers and Responsibilities

The Committee will:

30. Develop and evaluate an orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program.
31. Review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.

IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chair, two or more members of the Committee or the Board Chair. The Committee will meet as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chair may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote.

- B. **Quorum and Approval.** A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. **Rules.** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chair and designation of a secretary of the Committee at any meeting thereof.
- D. **Reports.** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chair, of its actions and any recommendations to the Board.
- E. **Review of Charter.** Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes, including due to any proposed changes in the duties of the Committee, to the Board for approval.
- F. **Performance Review.** Each year, the Committee will review and evaluate its own performance and, as determined appropriate, submit itself to a review and evaluation by the Board, and implement such measures as may be deemed appropriate to improve the performance, effectiveness and administration of the Committee.
- G. **Fees; Reimbursement of Expenses.** Each member of the Committee as well as the Chair will be paid the fee set by the Board for his or her services as a member or Chair, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chair, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.

V. Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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