

**BERRY CORPORATION (BRY)
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
(Amended as of January 25, 2023)**

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

I. Purposes

The purposes of the Committee are to:

- A. Oversee the accounting and financial reporting processes of the Company and audits of the Company’s financial statements;
- B. Oversee the Company’s systems of disclosure controls and procedures and internal controls over financial reporting;
- C. Assist the Board in fulfilling its oversight responsibilities regarding the:
 - Integrity of the Company’s financial statements;
 - Qualifications, independence and performance of the Independent Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (the “*Independent Auditor*”);
 - Effectiveness and performance of the Company’s internal audit function;
 - The Company’s compliance with legal and regulatory requirements and the effectiveness of the Company’s corporate compliance and ethics program; and
 - Oversight of the Company’s risk management policies, processes and practices.
- D. Annually, prepare an Audit Committee Report for inclusion in the Company’s proxy statement for its annual meetings of stockholders, in accordance with applicable rules and regulations; and
- E. Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

Subject to applicable transition periods, the Committee must consist of not less than three members of the Board. Each member of the Committee must be “independent” as defined by the rules of the Securities and Exchange Commission (the “*SEC*”) and the listing requirements of The NASDAQ Stock Market LLC (the “*NASDAQ*”); provided, however, that this requirement is subject to applicable transition periods. However, one director who does not meet the NASDAQ definition of independence, but who meets the criteria set forth in Section 10A(m)(3) 8 under the Exchange Act and the rules thereunder, and who is not a current officer or employee or family member of such individual, may serve for no more than two years on the Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership is required by the best interests of the Company and its stockholders. Such individual must satisfy the independence requirements set forth in Section 10A(m)(3) of the Exchange Act and may not chair the Committee. The use of this “exceptional and limited circumstances” exception, as well as the nature of the individual’s relationship to the Company and the basis for the Board’s determination, shall be disclosed in the annual proxy statement. Each member of the Committee must meet the experience requirements of the NASDAQ, must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and at least one member of the Committee must be an “audit committee financial expert” (as defined by applicable rules of the SEC). Committee members may not simultaneously serve on the audit committees of more than two other public companies. Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

If a Committee member ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Committee may continue until the earlier of the Company’s next annual shareholders’ meeting or one year from the occurrence of the event that caused the failure to qualify as independent. If the Company is not already relying on this provision and falls out of compliance with the requirements regarding the Committee’s composition due to a single vacancy on the Committee, then the Company will have until the earlier of the next annual shareholders’ meeting or one year from the occurrence of the event that caused the failure to comply with this requirement. The Company will provide notice to NASDAQ immediately upon learning of the event or circumstance that caused the non-compliance, if it expects to rely on either of these provisions.

The members of the Committee and its Chair will be selected annually by the Board, based on the recommendation of the Nominating & Governance Committee, and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed 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, including, but not limited to, complaints relating to accounting, internal accounting controls or auditing matters, 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 legal counsel, accounting experts and other advisors, including the sole authority to appoint or replace the Independent Auditor (subject, if applicable, to stockholder ratification), 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 Independent Auditor engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any advisors employed by the Committee; and (c) 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 and consistent with applicable law. Each subcommittee will keep minutes and regularly report to the Committee.

B. Responsibilities

The Committee's responsibilities are limited to oversight.

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Auditor hired for the purpose of preparing or issuing an audit report on the Company's consolidated financial statements and, to

the extent required by the applicable rules of the SEC, on the Company's internal controls over financial reporting or performing other audit, review or attest services for the Company. The Committee and the independent registered accounting firm will discuss the firm's responsibilities and the responsibilities of management in the audit process. The Independent Auditor will report directly to the Committee and the Committee will routinely review such firm's performance. In addition, the Committee will oversee the resolution of any disagreements between the Company's management and the Independent Auditor regarding financial reporting.

2. *Pre-Approval of Services.* Before the Independent Auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee must pre-approve the engagement. The Committee may establish pre-approval policies and procedures for the approval of audit and permitted non-audit services, and pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to such pre-approval policies and procedures. The Chair of the Committee has the authority to grant pre-approvals, provided such approvals are within the pre-approval policy and presented to the Committee at a subsequent meeting.
3. *Independence of Registered Public Accounting Firm.* The Committee will, at least annually, review the independence and quality control procedures of the Independent Auditor and the experience and qualifications of the Independent Auditor's senior personnel that are providing audit services to the Company. In conducting its review, the Committee will:
 - a) Discuss with representatives of the Independent Auditor its independence from the Company, and obtain and review a written statement prepared by the Independent Auditor describing all relationships between the Independent Auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board (the "*PCAOB*") regarding the Independent Auditor's communications with the Committee concerning independence, and consider the impact that any relationships, including any relationships between the Independent Auditor and members of the Company's management, or services may have on the objectivity and independence of the Independent Auditor.
 - b) If applicable, consider whether the provision by the independent registered public accounting firm of any permitted information technology services or other non-audit services to the Company is

compatible with maintaining the independence of the independent registered public accounting firm.

- c) Confirm with the Independent Auditor that the firm is in compliance with the partner rotation requirements established by the SEC.
- d) Consider whether, in order to assure continuing independence of the Independent Auditor, it is appropriate to adopt a policy of rotating the Independent Auditor on a regular basis.
- e) Review and evaluate the lead partner of the Independent Auditor.

Annual Financial Statements and Annual Audit

4. *Meetings with Management, the Independent Registered Public Accounting Firm and the Internal Auditor.* The Committee will:

- a) Meet with management, the Independent Auditor and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.
- b) Review and discuss with management and the Independent Auditor: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative treatments of financial information within United States generally accepted accounting principles ("**GAAP**") on the Company's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- c) Review and discuss the annual audited financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and

Analysis of Financial Condition and Results of Operations.”

5. *Separate Meetings with the Independent Auditor.* The Committee will:
- a) Review with the Independent Auditor any problems or difficulties the Independent Auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management’s responses to such matters.
 - b) Discuss with the Independent Auditor the report that such firm is required to make to the Committee including any items reported on regarding: (i) accounting policies and practices to be used that the Independent Auditor identifies as critical; (ii) alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed among management and the Independent Auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor; and (iii) other material written communications between the Independent Auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting, the Independent Auditor’s engagement letter, the Independent Auditor’s independence letter, schedule of unadjusted audit differences and a listing of adjustments and classifications not recorded, if any.
 - c) Discuss with the Independent Auditor any other matters required to be discussed by applicable auditing standards.
 - d) Request the Independent Auditor to provide relevant information about any PCAOB inspections into the audit of the Company, and review and discuss with the Independent Auditor any other matters required to be discussed by the applicable requirements of the PCAOB and the SEC.
6. *Recommendation to Include Financial Statements in Annual Report.* The Committee will, based on the review and discussions in paragraphs 1(c) and 2(c) of this “Annual Financial Statements and Annual Audit” section, and based on the disclosures received from the Independent Auditor regarding its independence and discussions with representatives of the firm regarding such independence pursuant to subparagraph 3(b) of the “Interaction with the Independent Auditor” section, determine whether to

recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

Quarterly Financial Statements

7. *Meetings with Management and the Independent Registered Public Accounting Firm.* The Committee will review and discuss the quarterly financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Internal Audit

8. *Appointment and Removal.* Each year, the Committee will review and advise the Board on the selection and removal of the internal audit director.
9. *Performance.* Each year, the Committee will review the activities and structure of the internal audit function.
10. *Separate Meetings with the Internal Auditor.* The Committee will periodically meet separately with the Company's internal auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant the Committee's attention. In addition, the Committee will discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

Other Powers and Responsibilities

11. The Committee will review with management and the Independent Auditor the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).
12. The Committee will review, on an ongoing basis, all related party transactions and all such transactions must be approved by the Committee pursuant to the Company's Related Persons Transactions Policy and applicable accounting standards.
13. The Committee shall receive reports from management regarding, and

review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.

14. The Committee will discuss with management, the Company's General Counsel, and the Independent Auditor, as appropriate, any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
15. The Committee will meet separately with management on a periodic basis to discuss matters related to the Company's internal control over financial reporting (including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal control over financial reporting) and other matters related to the Company's internal audit function.
16. The Committee will review and discuss with management and the Independent Auditor the Company's report on internal control over financial reporting prior to filing the Company's Annual Report on Form 10-K.
17. The Committee will proactively engage with management and the Independent Auditor in the implementation of new accounting standards, including assessing whether sufficient time and resources have been devoted to develop sound accounting policies and whether appropriate controls and procedures have been established for the transition to the new standards.
18. The Committee will discuss with management the Company's guidelines, policies and practices with respect to risk assessment and risk management. In addition, the Committee will discuss with management the Company's significant financial and information technology, cyber and data security risk exposures and the actions management has taken to monitor and control such exposures.
19. The Committee will set clear hiring policies for employees or former employees of the Company's Independent Auditor.
20. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

21. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding potential violations of applicable laws, rules and regulations or of the Company's codes, policies and procedures. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable ethics and compliance matters.
22. The Committee will discuss with the General Counsel, ethical, legal and regulatory matters, including legal cases against or regulatory investigations of the Company, that could have a significant impact on the Company's financial statements.
23. The Committee will oversee, review, and periodically update the Company's Code of Conduct and Ethics ("***Code of Conduct***") and must, at least annually, consider and discuss with management and the independent auditor the procedures in place to monitor compliance with and enforce the Code of Conduct.
24. The Committee will prepare for inclusion in the Company's proxy statement for its annual meeting of stockholders the report of the Committee required by the rules of the SEC.
25. The Committee will review periodically the adequacy and succession planning of the Company's accounting and financial personnel.
26. The Committee will review disclosures by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein.
27. Review with management, if management is considering whether a material charge for impairment to the Company's assets is required by GAAP and such a determination would require that the Company file a Current Report under Item 2.06 of Form 8-K promulgated under the Exchange Act, the facts and circumstances supporting the relevant analysis, which review shall be conducted before management concludes that such a material charge is required.
28. Consider and conclude, for purposes of Item 4.02 of Form 8-K promulgated under the Exchange Act, whether any previously issued financial statements should no longer be relied upon.

29. Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chair, two or more members of the Committee or the Chair of the Board. The Committee will meet on at least a quarterly basis (prior to the filing of the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K with the SEC) and may meet more frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or video 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 adequate 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, representatives of the Company's Independent Auditor, the Company's internal auditor, any other financial personnel employed or retained by the Company 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. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director who is not a member of the Committee.

- 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, including due to any proposed changes in the duties of the Committee, and recommend any proposed changes to the Board for approval.

- F. ***Performance Review.*** Each year, the Committee will review and evaluate its own performance and, as determined appropriate, will 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, or as Chair.

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.

* * *