

PERMIAN RESOURCES CORPORATION

CHARTER OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

(As adopted on November 1, 2023)

The Board of Directors (the “Board”) of Permian Resources Corporation (the “Company”) has established the Environmental, Social and Governance Committee of the Board (the “Committee”) with the purposes, membership requirements, authority and responsibilities described in this Charter of the Committee (this “Charter”).

I. PURPOSES

The purposes of the Committee are to:

- A. Support the Company’s commitment to environmental, sustainability, health and safety, social and governance (“ESG”) matters by assisting the Board in fulfilling its oversight responsibilities relating to ESG matters that are not otherwise overseen by another committee of the Board;
- B. Monitor and evaluate the effectiveness of the Company’s policies, controls and systems relating to ESG matters, as well as broader ESG trends and the Company’s public disclosures relating to ESG matters, and make recommendations to the Board and Company management on ESG matters; and
- C. Perform such other functions as are listed in this Charter or as the Board may assign to the Committee from time to time.

II. COMPOSITION

Each member of the Committee shall be a member of the Board, and a majority of the members of the Committee shall qualify as an independent director under the standards established by the New York Stock Exchange (“NYSE”). Committee members must be appointed and may be removed, with or without cause, by the Board.

The Chair of the Committee shall be designated by the Board, taking into consideration the recommendation of the Committee, *provided* that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The Chair must be a member of the Committee.

III. MEETINGS, PROCEDURES, AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Second Amended and Restated Bylaws (as may be further amended from time to time, the "Bylaws") that are applicable to the Committee.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee, in its discretion, may ask members of management, ESG advisors or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee has the authority to retain any advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purpose of the Committee, and the Bylaws.

IV. DUTIES AND RESPONSIBILITIES

The Committee shall have the following powers and responsibilities:

A. ESG Matters

1. *ESG Oversight.* The Committee will monitor and evaluate the effectiveness of the Company's policies, controls and systems for (a) addressing ESG matters, consistent with prudent oil and gas exploration and production industry practices, (b) complying with ESG-related laws and (c) achieving the Company's ESG objectives, in each case that are not otherwise overseen by another committee of the Board.

2. *ESG Developments.* The Committee will monitor and receive reports on ESG laws, regulations, decisions, protocols, trends, risks and other ESG-related developments, which affect or may affect the exploration and production industry generally or the Company's performance, activities and reputation specifically.

3. *ESG Reports.* The Committee will receive reports from, and provide oversight to, Company management regarding (a) Company performance on ESG matters, including compliance with ESG laws, (b) legal and other proceedings relating to ESG matters and (c) Company strategies and initiatives with respect to ESG matters.

4. *ESG Recommendations.* The Committee will review with, and make recommendations to, the Board and Company management regarding the Company's ESG policies, practices and metrics.

5. *ESG Metrics and Goals.* The Committee will review the Company's performance on ESG matters, including progress towards the achievement of ESG metrics and goals, and report on its view of the Company's performance to the Board and its committees.

6. *ESG Disclosures.* The Committee will monitor the Company's communications regarding its position on or approach to ESG matters, including by reviewing, as appropriate, drafts of the Company's Corporate Sustainability Report and other similar ESG-focused reports.

7. *ESG Shareholder Outreach.* The Committee will support management's engagement with shareholders on ESG matters and participate in such outreach to the extent the Company deems such participation appropriate and advisable.

8. *Shareholder Proposals.* The Committee will review shareholder proposals that relate to ESG matters and recommend to the Board any actions to be taken or statements to be released in response.

B. Other Power and Responsibilities

1. *Giving and Political Activities.* Review and discuss with management the Company's (a) policies and contributions related to corporate charitable and philanthropic activities, (b) policies and expenditures related to public policy advocacy efforts, including political contributions directly from the Company and its political action committees, trade association memberships and lobbying activities.

2. *Reports to the Board.* The Committee must report regularly to the Board regarding the activities of the Committee.

3. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

4. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

The Committee may delegate its power and authority to its Chair, any of its members or any subcommittee it may form when the Committee determines such delegation is appropriate under the circumstances; *provided, however*, that the Committee shall not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.