

**PERMIAN RESOURCES CORPORATION**  
**CHARTER OF THE NOMINATING AND**  
**CORPORATE GOVERNANCE COMMITTEE**

(As amended on November 1, 2023)

The Board of Directors (the “Board”) of Permian Resources Corporation (the “Company”) has established the Nominating and Corporate 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. Identify individuals qualified to become members of the Board consistent with criteria approved by the Board and recommend director nominees to the Board for election at the next annual meeting of shareholders or for appointment by the Board to fill any Board vacancy;
- B. Review and make recommendations to the Board on corporate governance matters, including relating to the Company’s governance documents and practices, as well as the performance and composition of the Board and its committees; 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 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 has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other

retention terms. The Committee has the authority to retain any other 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. Director Nominations**

1. *Director Qualifications.* The Committee will identify individuals qualified to become members of the Board based on the criteria set forth in the Company's Corporate Governance Guidelines as well as any other factor that the Committee deems to be relevant. The Committee will ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will consider candidates for the Board regardless of gender, race, ethnicity and national origin, and the Committee will instruct any search firm retained by the Committee to assist in a director search process to present a diverse pool of candidates, including women and minority candidates.

2. *Director Nominees.* The Committee will recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders or for appointment by the Board to fill any Board vacancy and newly created directorships on the Board.

3. *Board Composition.* The Committee shall review and make recommendations regarding the composition and size of the Board, including directors' terms and tenure.

4. *Shareholder Recommendations.* The Committee will treat recommendations for directors that are received from the Company's shareholders equally with recommendations received from any other source; *provided, however,* that in order for such shareholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of shareholders.

##### **B. Corporate Governance**

1. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board a set of Corporate Governance Guidelines for the Company, and

the Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

2. *Board Committee Membership, Leadership and Structure.* The Committee will annually review the Board committee structure and recommend any proposed changes in the Board committees' sizes, composition, leadership and structures to the Board for approval;

3. *Director Independence.* The Committee will review annually, or more frequently as the Committee deems necessary or appropriate, the relationships between directors (or prospective director(s)), the Company and members of management and recommend to the Board whether each director (or prospective director) qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the NYSE and the Company's Corporate Governance Guidelines.

4. *Majority Voting.* The Committee shall perform the duties described in the Company's Corporate Governance Guidelines relating to majority election of directors and holdover directors, including recommending to the Board whether to accept or reject a director resignation, or take other action, when a director fails to receive a majority vote in a non-contested election.

5. *Lead Independent Director.* If the Chair of the Board is not an independent director, on an annual basis, the Committee will review and recommend to the independent directors of the Board a director who should be elected as the Lead Independent Director.

6. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding other governance matters and practices, as well as relating to the Company's governance documents, including the Company's Fourth Amended and Restated Certificate of Incorporation, the Bylaws and the charters of the Company's other committees.

7. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management.

### **C. Other Power and Responsibilities**

1. *Succession Planning.* The Committee will oversee plans for succession of the Company's Co-Chief Executive Officers ("CEOs"), including identifying the qualities and characteristics necessary for an effective CEO and monitoring and reviewing the development and progression of potential candidates against these standards. The Committee will periodically report to the Board on CEO succession planning and make recommendations for approval by the Board of any CEO succession plans. The Committee will also consult with the CEOs on senior management succession planning.

2. *Director Orientation and Education.* The Committee will oversee and evaluate the orientation and continuing education program for directors and make recommendations to the Board where appropriate.

3. *Shareholder Proposals.* The Committee will review shareholder proposals that relate to director nominees and corporate governance matters and recommend to the Board any actions to be taken or statements to be released in response.

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

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

6. *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.