

**CHARTER OF THE SAFETY, SUSTAINABILITY AND  
CORPORATE RESPONSIBILITY COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
DIAMONDBACK ENERGY, INC.**

**I. PURPOSES**

The Board of Directors (“**Board**”) of Diamondback Energy, Inc. (the “**Company**”) has established the Safety, Sustainability and Corporate Responsibility Committee (the “**Committee**”) for the purposes of (i) reviewing significant policies and performance and providing guidance on matters relating to safety, sustainability and corporate responsibility, which includes the Company’s environmental, health, safety and social risks and opportunities, approach to corporate social responsibility and activities related to stockholder engagement and philanthropy (collectively, “**ESG Matters**”), (ii) advising the Board and management on significant public issues that are pertinent to the Company and (iii) assisting management in setting strategy, establishing goals and integrating ESG Matters into strategic and tactical business activities across the Company.

**II. RESPONSIBILITIES**

The Committee’s principal responsibility is one of oversight. The Company’s management is responsible for ensuring the Company’s compliance with all laws, regulations and Company policies and procedures related to ESG Matters. The Committee’s scope of responsibilities will encompass the review of the Company’s policies and performance related to ESG Matters and such other duties as the Board may from time to time assign, and shall include the following specific authority and responsibilities:

- periodically review and discuss with management the Company’s strategy, policies and practices regarding ESG Matters and make recommendations to the Board and management as it may deem advisable based upon such review and discussion;
- oversee management’s monitoring and adherence to the Company’s policies on ESG Matters and review with management the quality of the Company’s procedures for identifying, assessing, monitoring and managing the principal environmental, health, safety and social risks in the Company’s business;
- review and advise the Board on (i) the establishment of appropriate targets and goals with respect to ESG Matters for the Company and related public reporting, (ii) the evaluation of the Company’s performance with respect to the achievement of such goals and (iii) whether the Company should seek external assurance of its data with respect to ESG Matters;
- conduct any necessary or appropriate investigations or studies affecting the Company as they pertain to ESG Matters;
- consider and bring to the Board’s attention, and, as appropriate, make recommendations to the Board regarding, current and emerging political, social and environmental trends, major legislative and regulatory developments or other public

policy issues that are reasonably likely to affect the business operations, performance or public image of the Company or be otherwise relevant to the Company;

- advise the Board regarding significant stockholder concerns and stockholder proposals related to ESG Matters;
- oversee and review the Company's (i) policies on corporate charitable and philanthropic activities, (ii) public policy advocacy efforts, including political contributions, and (iii) policies and practices promoting diversity, inclusion and human and workplace rights;
- conduct a periodic performance evaluation of the Committee;
- assess and report to the Board on the adequacy of this charter on an annual basis; and
- carry out such other duties that may be delegated to it by the Board from time to time.

### **III. COMPOSITION**

The Committee shall be comprised of at least three members of the Board. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time the action is taken. The Board will designate a member of the Committee as the Chairperson of the Committee. The members of the Committee and the Chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

### **IV. MEETINGS AND OPERATIONS**

The Committee shall meet as often as circumstances require, but at least twice each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws.

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company's Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The

secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes, if requested.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. If it deems necessary or advisable, the Committee may also exclude from its meetings any person it deems appropriate, other than members of the Committee.

## **V. AUTHORITY**

The Committee shall have authority, to the extent it deems appropriate, to obtain advice and assistance from internal or external legal or other advisors and to approve the fees and expenses of such outside advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation and reimbursement of expenses to any legal counsel, outside consultants or other advisors employed by the Committee, (b) the conduct of any investigations or studies deemed necessary or appropriate by the Committee in carrying out its duties hereunder and (c) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties hereunder.

Approved by the Board of Directors on December 4, 2019.