



## **CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS OF VITAL ENERGY, INC.**

(As adopted May 20, 2021)  
(As approved January 9, 2023)

### **I. PURPOSES**

The Finance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Vital Energy, Inc. (the “*Company*”) for the purpose of (a) overseeing the financing strategy, financial policies and financial conditions of the Company and (b) overseeing the Company’s efforts to identify, evaluate and structure strategic acquisitions, divestitures, business combinations or other corporate transactions of a material nature that are outside the scope of normal operations.

### **II. COMPOSITION**

The Committee shall be comprised of three or more members (including a chairperson of the Committee (the “*Chairperson*”), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the New York Stock Exchange. In addition, each Committee member shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b03) and an “outside director” as defined by Section 162(m) of the Internal Revenue Code. The members of the Committee and the Chair 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.

### **III. RESPONSIBILITIES**

- A. Review and provide guidance to the Board and management about the following financial matters and other matters as may be referred to it by the Board:
  - 1. The Company’s annual capital and operating budget and any amendments thereto;
    - 1.1.1. The Company’s capital structure and capital allocation strategy, including appropriate capitalization, the uses of short-and long-term debt, the issuance and repurchase of outstanding long-term debt and equity sales, repurchases or splits;



2. The Company's hedging program and the policies and procedures governing the use of financial instruments, including derivative instruments;
- 1.1.2. Material joint ventures, asset sales, acquisitions or divestitures that are outside the scope of normal business activity and delegation authority; and
3. The Company's delegation of authority regarding the above-mentioned matters.

B. Approve the following transactions:

1. Acquisitions for amounts that exceed management's delegated authority, but only up to such specified amounts or upon such conditions as the Board may establish from time-to-time; and
- 1.1.3. Hedges that exceed management's delegated authority, but only up to such specified amounts or upon such conditions as the Board may establish from time-to-time.

C. Review and, when authorized by resolution of the Board, serve as the Pricing Committee to approve the principal terms and conditions (e.g. price, rate, maturity) of debt or equity securities that may, from time to time, be issued by the Company;

1.2. Conduct an annual performance evaluation of the Committee; and

D. Review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

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

The Committee shall meet as often as necessary, but at least four times each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of the Chairperson. The Committee may meet by telephone conference call or by 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 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



Finance Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be filed with the books and records of the Company. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electric form. 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.

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 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 action to the Board from time to time (but at least once each year) as requested by the Board.

## **V. AUTHORITY**

In discharging its responsibilities, the Committee has the authority to engage and determine funding for independent legal, finance or other advisors (without seeking Board approval) as the Committee determines necessary or appropriate to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

As adopted by May 20, 2021.

As approved on January 9, 2023