

Board Diversity Policy

Owner: Corporate Secretarial Legal

Effective date: February 10, 2015

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Purpose

All Cenovus Energy Inc. (Cenovus) Board nominations or appointments are made on merit, in the context of the skills, differences, expertise, experience and independence which the Board as a whole requires to be effective. Cenovus recognizes and embraces the benefits of having a diverse Board. Cenovus believes that a truly diverse Board will include, and make good use of, members that are independent, have varying skills, expertise and industry experience and whose membership is inclusive of varying genders, visible minorities, Indigenous peoples, peoples with disabilities, varying ethnicities, varying ages and other distinctions between directors. At Cenovus, these differences will be considered in determining the optimum composition of the Board and when possible will be balanced appropriately.

Roles and responsibilities

The Governance Committee (the Committee) reviews and assesses Board composition on behalf of the Board and recommends the nomination or appointment of new directors. The Committee also oversees the conduct of the annual review of Board effectiveness.

- In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
- In identifying suitable candidates for nomination or appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.
- In addition to its own search, the Committee may engage qualified independent external advisors to conduct a search for candidates that meet the Board's skills and diversity criteria.

As part of the annual performance evaluation of the effectiveness of the Board, Board committees and individual directors, the Committee will consider the balance of skills, expertise, industry experience and independence and the diversity representation of the Board, including on the basis of each age, gender, Indigenous identity, disability and ethnicity, how the Board works together as a whole, and other factors relevant to its effectiveness.

Periodically, but at least once every five years, the Board shall consider the need for a renewal program intended to achieve what the Board believes to be a then desirable distribution of skills, expertise, industry experience, independence, diversity (on each of the basis's identified above) and, if deemed necessary, embark upon a program to effect concomitant changes in Board composition. Based upon its experience in candidate searches, the Committee believes that such changes can be made over reasonable and appropriate periods of time.

Aspirational Target

The Board aspires to have at least 40 percent representation by women, Indigenous peoples, persons with disabilities and members of visible minorities among non-management directors, including at least 30 percent representation by women, by year-end 2025.