

## **SAFETY, SUSTAINABILITY AND RESERVES COMMITTEE MANDATE**

The Safety, Sustainability and Reserves Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Cenovus Energy Inc. (“Cenovus” or the “Corporation”) appointed to act in an advisory capacity to the Board and assist the Board in fulfilling its oversight responsibilities.

The Committee’s primary duties and responsibilities are to:

- Oversee and monitor the Corporation’s commitment to promoting a culture of safety, including the implementation by management of policies and procedures intended to ensure process and occupational safety performance.
- Oversee and monitor the Corporation’s commitment to integrating the Sustainability Policy, including safety, social, environmental, ethical and economic considerations, into the Corporation’s practices and behaviours.
- Steward the Corporation’s environmental, social and governance (“ESG”) commitments pursuant to the Sustainability Policy.
- Oversee and monitor the Corporation’s programs, policies and performance on matters relating to safety, sustainability and the environment.
- Review amendments to and compliance with the Code of Business Conduct & Ethics.
- Review the Corporation’s procedures relating to the disclosure of information with respect to oil and gas activities (as defined in National Instrument 51-101 *Standards for Disclosure of Oil and Gas Activities*).
- Review the selection of each independent qualified reserves evaluator (IQRE) appointed to report to the Board on the Corporation’s oil and gas activities, including review and approval of IQRE fees.
- Review the Corporation’s annual reserves and resources data prior to public disclosure.
- Review the Corporation’s disclosure relating to matters addressed in the Sustainability Policy, including related ESG disclosure.

### **CONSTITUTION, COMPOSITION AND DEFINITIONS**

#### **1. Reporting**

The Committee shall report to the Board.

#### **2. Composition of Committee**

The Committee shall consist of not less than three directors and not more than eight directors, the majority of whom shall qualify as independent directors, pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (as implemented by the Canadian Securities Administrators and as amended from time to time).

The non-executive Board Chair shall be a non-voting member of the Committee. See “Quorum” for further details.

**3. Appointment of Committee Members**

Committee members shall be appointed by the Board, effective after the election of directors at the annual meeting of shareholders, provided that any member may be removed or replaced, subject to any requirements under the heading “Composition of Committee” above, at any time by the Board and shall in any event cease to be a Committee member upon ceasing to be a Board member.

**4. Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

**5. Chair**

The Governance Committee shall recommend for approval to the Board an independent director as Chair for the Committee (the “Chair”). The Board shall appoint the Chair.

If unavailable or unable to attend a meeting of the Committee, the Chair shall ask another member to chair the meeting, failing which a member of the Committee present at the meeting shall be chosen to preside over the meeting by a majority of members of the Committee present at such meeting.

The Chair presiding at any meeting shall have a casting vote.

The items pertaining to the Chair in this section should be read in conjunction with the Committee Chair section of the *Chair of the Board of Directors and Committee Chair General Guidelines*.

**6. Secretary**

The Committee shall appoint a Secretary who need not be a member of the Committee. The Secretary shall keep minutes of the meetings of the Committee.

**7. Committee Meetings**

The Committee shall meet at least annually at the call of the Chair. The Chair may call additional meetings as required. In addition, a meeting may be called by the non-executive Board Chair, the President & Chief Executive Officer, or any member of the Committee.

Committee meetings may, by agreement of the Chair, be held in person, by video conference, by means of telephone, by other electronic or communication facility or by a combination of any of the foregoing.

At every Committee meeting: a) the independent Committee members shall meet; and b) the Committee shall meet without the presence of management.

**8. Notice of Meeting**

Notice of the time and place of each meeting may be given orally, or in writing, or by facsimile, or by electronic means to each member of the Committee at least 24 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

**9. Quorum**

A majority of Committee members, present in accordance with section 7, shall constitute a quorum. In addition, if an *ex officio*, non-voting member's presence is required to attain a quorum of the Committee, then the said member shall be allowed to cast a vote at the meeting.

**10. Attendance at Meetings**

The President & Chief Executive Officer is expected to be available to attend meetings, or portions thereof. Certain Executive Vice-Presidents may also be expected to be available to attend meetings, or portions thereof.

The Committee may, by specific invitation, have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

Directors, who are not members of the Committee, may attend Committee meetings, on an *ad hoc* basis, upon prior consultation and approval by the Committee Chair or by a majority of the members of the Committee.

**11. Minutes**

Minutes of Committee meetings shall be sent to all Committee members. The Committee shall report its activities to the full Board at the next regularly scheduled Board meeting or more frequently as determined appropriate by the Chair.

**12. Specific Responsibilities**

In carrying out its oversight responsibilities and its mandate, the Committee is expected to:

- (a) Review and recommend to the Board:
  - (i) Fundamental policies pertaining to safety, sustainability, and the environment having the potential to impact corporate activities and strategies;
  - (ii) Any amendments to the Code of Business Conduct & Ethics;
  - (iii) Safety and sustainability disclosures contained in the Corporation's Annual Information Form; and
  - (iv) The Corporation's annual resources data, including its annual reserves data, prior to public disclosure, and in connection therewith the Committee shall:
    - a. review the scope of work of each IQRE, as applicable;

- b. review the resources estimates and the reserves estimates of each IQRE, as applicable, and the report of each IQRE on the reserves estimates;
  - c. review any material change to the Corporation's resources and reserves, as applicable;
  - d. review the Corporation's procedures for compliance with applicable regulations and policies;
  - e. meet separately with Cenovus management and with each IQRE to determine whether any restrictions affect the ability of the IQRE to report on the reserves data without reservation and to review the reserves data and the report of the IQRE thereon; and
  - f. make recommendations to the Board with respect to the content, filing and release of resources data and reserves data, as applicable, including the report of the IQRE and of management and the directors, as applicable.
- (b) Review, approve and report to the Board on:
- (i) Administrative policies pertaining to safety, environment and other sustainability matters; and
  - (ii) The fees of the IQRE.
- (c) Review and report to the Board on:
- (i) Annual safety and other sustainability performance;
  - (ii) Progress related to performance and achievement of ESG targets, within the Committee's oversight;
  - (iii) The Cenovus Operations Integrity Management System (COIMS);
  - (iv) Each appointment of an IQRE, including the qualifications and independence of the IQRE and, in the case of any proposed change in such appointment, determine the reasons for the proposal and whether there have been disputes between the previously appointed IQRE and management of the Corporation;
  - (v) The Corporation's procedures relating to the disclosure of information with respect to oil and gas activities and in connection therewith shall:
    - a. consider the adequacy of such procedures;
    - b. review the procedures for providing information to each IQRE;
    - c. review the Corporation's procedures for compliance with applicable regulations and policies; and
    - d. make appropriate changes, reports or recommendations to the Board with respect to such procedures;
  - (vi) Meaningful stakeholder feedback, as available;
  - (vii) Sustainability disclosures contained in the Environmental, Social & Governance Reports of the Corporation;
  - (viii) Safety and other sustainability performance issues, trends and events that could impact the Corporation, its operations and its people or programs as reported by management;

- (ix) Actions and initiatives undertaken to mitigate safety and other sustainability risks that have the potential to affect the Corporation's activities, plans, strategies or reputation, as reported by management;
  - (x) Compliance with the Code of Business Conduct & Ethics through regular reporting from management on the status of complaints received, employee training and sign-off; and
  - (xi) Significant contraventions of applicable regulations or policies, as reported by management.
- (d) Review reports of management on:
- (i) Quarterly safety and other sustainability performance;
  - (ii) Mitigating actions taken by management relative to reported incidents;
  - (iii) Persistent trends and high risk observations resulting from periodic management system assurance activities through inquiries of senior management others about the persistent trends or high risk observations and assess steps senior management has taken to minimize such risks to the Corporation; and
  - (iv) Remedial or mitigating action taken to manage an identified environment, health, safety or other sustainability risk, including abandonment and reclamation obligations.
- (e) Conduct:
- (i) Field trips to observe safety and other sustainability matters in action and to emphasize the Board's support for the importance of safety and sustainability management; and
  - (ii) Safety and other sustainability Director education periodically, or as warranted.
- (f) Meet on a periodic basis separately with senior management, as required.

### **13. Risk Oversight**

The Committee has oversight of and reports to the Board about risks related to:

- (a) Safety performance and programs and procedures in place to mitigate safety incidents;
- (b) Non-compliance with regulations and policies relating to matters within the Committee's mandate;
- (c) Reserves governance and resource disclosure data and the procedures relating to the disclosure of such information;
- (d) Sustainability, including safety and health, environment and climate change, engagement with the public, including Indigenous and other communities, and related ethical and reputational impacts and disclosure;
- (e) Persistent trends and high risk observations resulting from periodic management system assurance activities;
- (f) Remedial or mitigating actions taken to manage identified health and safety, environment and climate change, and other sustainability risk, including abandonment and reclamation obligations; and

- (g) Such principal or emerging risks that have be allocated to the Committee, from time to time, by the Board, as recommended by the Governance Committee.

**14. Environmental, Social and Governance (ESG) Oversight**

The Committee is responsible for oversight of:

- (a) Sustainability, including safety and health, environment and climate change, asset integrity and stakeholder engagement policies, performance, reporting and disclosure;
- (b) The implementation of the Corporation's ESG strategy within the Committee's mandate;
- (c) Critical incidents impacting the Corporation's assets or operations involving environmental damage or reputational impacts; and
- (d) Remedial or mitigating action taken to manage an identified sustainability risk, including environment (including abandonment and reclamation obligations), health, safety, or climate change.

**15. Miscellaneous**

- (a) The Committee, upon approval by a majority of the members of the Committee, may engage outside resources if deemed advisable;
- (b) Review and reassess the adequacy of this mandate annually and recommend any proposed changes to the Governance Committee for consideration; and
- (c) The Committee, upon approval by a majority of the members of the Committee, may delegate its duties and responsibilities to subcommittees of the Committee.

**The duties and responsibilities of a Committee member are in addition to those duties set out for a Board member.**

Revised Effective: July 28, 2021