

DEVON ENERGY CORPORATION
GOVERNANCE, ENVIRONMENTAL, AND PUBLIC POLICY COMMITTEE CHARTER

A. PURPOSE

The purpose of the Governance, Environmental, and Public Policy Committee (the “Committee”) of the Board of Directors (the “Board”) of Devon Energy Corporation (the “Company”) is to (i) identify and recommend to the Board candidates to become members of the Board and otherwise assist with the Board’s nominating processes and procedures, (ii) assist the Board with its duties and responsibilities for the establishment and oversight of effective corporate governance, (iii) review the Company’s policies and performance relating to the Company’s environmental, health and safety efforts, and the Company’s approach to social responsibility and activities relating to stakeholder engagement, (iv) advise the Board and management on significant public policy issues that are pertinent to the Company and its stakeholders, and (v) oversee integrating sustainability into strategic and tactical business activities across the Company to create long-term shareholder value.

B. STRUCTURE AND ORGANIZATION

- 1) **Members.** The Committee shall consist of two or more Directors, who shall be appointed by the Board and may be removed by the Board. All members of the Committee shall fulfill the independence requirements of the listing standards of the New York Stock Exchange (“NYSE”). The Chair of the Committee shall be designated by the Board.

- 2) **Operation.** The Company shall provide the Committee with the resources necessary to satisfy its responsibilities, including the authority to engage, at the expense of the Company, legal counsel, search firms, and such other consultants and advisors as the Committee deems necessary. In discharging its duties and responsibilities, the Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates and approve the search firm’s fees and other retention terms.

The Board believes the duties and responsibilities of the Committee should remain flexible in order to best react to the changing demands and expectations for the Committee. The Committee is therefore authorized to take such further actions as are consistent with the following described functions and to perform such other actions as required by law, the listing standards of the NYSE, the Company’s charter documents, or the Board.

- 3) **Meetings.** The Committee will meet not less than once each calendar year and will call special meetings as and when a Committee member deems it necessary. The Committee shall meet in person or telephonically at such times and places as determined by the Committee Chair, and may act by unanimous written consent.

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- 4) **Quorum.** A majority of the members of the Committee, but in no event less than two members, shall constitute a quorum for the meetings of the Committee.
- 5) **Record Keeping.** The Committee Chair shall be responsible for establishing the agenda for a Committee meeting and the agenda shall be distributed to the Committee members prior to each meeting. Minutes of all meetings shall be prepared and submitted for approval at a subsequent Committee meeting.
- 6) **Charter.** The Committee shall annually review and assess the adequacy of this Charter with the Board and recommend any changes to the Board. Consistent with NYSE listing requirements, this Charter will be included on the Company's website. The Company's annual proxy statement will state that this Charter is available on the Company's website.
- 7) **Evaluation.** The Committee shall annually conduct a self-evaluation of the performance of the Committee and its activities and communicate the results to the Board.

C. DUTIES AND RESPONSIBILITIES

The Committee shall perform the following duties and responsibilities:

Governance

- 1) Establish and periodically reevaluate criteria for Board membership and selection of new directors, including independence standards.
- 2) Determine, as necessary, the portfolio of skills, experience, perspective, and background required for the effective functioning of the Board, having regard to the Company's strategy and long-term operating priorities and the regulatory, fiscal, political, and market environments in which the Company operates.
- 3) Establish and periodically reevaluate criteria concerning tenure and other policies related to Directors' service on the Board.
- 4) Monitor the orientation and continued educational programs for Directors and recommend action to the Board and individual Directors, as appropriate.
- 5) In compliance with applicable anti-discrimination laws, search for, screen, recruit, interview, and recommend candidates for directorship to fill vacancies or the additional needs of the Board, and consider management and stockholder recommendations for candidates for directorship.

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- 6) Evaluate the qualifications and performance of incumbent Directors, determine whether to recommend their reelection to the Board, and **develop, as necessary, a Board succession plan.**
- 7) Recommend to the Board, as necessary, an individual to serve as the Chair of the Board.
- 8) Recommend to the Board the removal of a Director, where appropriate.
- 9) Monitor non-Board services provided by Directors to the Company and its subsidiaries for the purpose of preserving compliance with independence standards.
- 10) Develop and recommend to the Board for its approval corporate governance guidelines for the Company, and review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- 11) Review the corporate governance guidelines for compliance by the Board and management of the Company and advise the Board of any noncompliance noted.
- 12) Identify and develop the criteria and oversee the process for evaluating the effectiveness of the Board, the Board Committees and management.
- 13) Recommend to the Board for approval, on an annual basis, the members and chairs of the Board Committees, taking into account the views of the Board Chair and Lead Director (as appropriate).
- 14) Oversee the quality, sufficiency, and timeliness of information furnished by management to the Directors in connection with Board and Committee meetings and other activities of the Directors.
- 15) Take such further actions as are consistent with the duties and responsibilities set forth above and perform such other actions as required by law, the listing standards of the NYSE, the Company's charter documents, and the Board.

Environmental and Public Policy

- 16) Oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, and the public, and bring to the attention of the Board as appropriate any concerns or issues regarding incidents, trends, or developments relating to health and safety.

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- 17) Oversee management's monitoring and enforcement of the Company's policies to protect the environment, including those related to flaring, emissions and water usage, and review with management the quality of the Company's procedures for identifying, assessing, monitoring, and managing the principal environmental and social risks in the Company's business.
- 18) Consider, and bring to the attention of the Board as appropriate, current and emerging political, social, and environmental trends and major legislative and regulatory developments or other public policy issues that may affect business operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and make recommendations to the Board, as appropriate, regarding how the Company's policies and practices can adjust to or address such trends and issues.
- 19) Advise the Board on significant stakeholder concerns and stockholder proposals relating to environmental, public policy, or sustainability-related matters.
- 20) Monitor the Company's corporate reputation and provide guidance regarding the protection of the Company's reputation.
- 21) Review (i) with the Compensation Committee of the Board, the Company's approach to cultivating a workforce with a range of experience, perspective, and expertise and assuring equal employment opportunities in compliance with applicable anti-discrimination laws and (ii) the Company's human and workplace rights and policies.
- 22) Review the Company's public policy advocacy efforts, including all political contributions, to confirm alignment with Company policies and objectives.
- 23) Review the Company's policies and expenditures on corporate charitable and philanthropic contributions.

D. REPORTING

The Committee shall report to and review with the Board issues that are discussed by the Committee, and the Committee will make recommendations for action by the full Board when appropriate. The Committee shall report to the full Board not less than once each year.

GOVERNANCE, ENVIRONMENTAL, AND PUBLIC POLICY COMMITTEE CHARTER**E. DELEGATION**

The Committee may delegate its responsibilities under this Charter to a subcommittee comprised of one or more members of the Committee. The creation of such a subcommittee, as well as its purpose, shall be reported to the Board.