

# **Continental Resources, Inc.**

## **Corporate Governance Guidelines**

(Adopted by the Board of Directors on February 11, 2020)

The Board of Directors (the "Board") of Continental Resources, Inc. the "Company") has adopted these Corporate Governance Guidelines. These Guidelines, in conjunction with the Certificate of Incorporation, Bylaws, Code of Ethics, and Committee Charters form the framework for governance of the Company. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not a set of legally binding obligations. The Board does not intend for these Guidelines to conflict with the Company's Certificate of Incorporation, Bylaws, Code of Ethics or any Board Committee Charter. In the event of a conflict, the applicable provisions of the Certificate of Incorporation, Bylaws and Board Committee Charters shall govern.

### **1. Role of the Board**

The Board is elected by the stockholders to oversee their interest in the long-term health and success of the Company and in enhancing stockholder value. The Board oversees senior management and has charged the Chief Executive Officer and/or Executive Chairman (if any), working with the other executive officers, the responsibility for managing the business of the Company consistent with the specific plans and directions of the Board.

### **2. Board Composition and Qualifications**

#### *a. Number of Directors; independence*

The By-Laws of the Company provide that the number of Directors shall be at least three and not more than fifteen, with the exact number determined by resolution of the Board. The Board believes a desirable target number is between six and twelve; however, changing circumstances may warrant a higher or lower number.

For so long as the Company meets the "controlled company" qualification under the New York Stock Exchange (NYSE) listing standards, the Board is not required to be comprised of a majority of independent Directors, and the Board is not required to have compensation and nominating/governance committees comprised entirely of independent Directors.

The Audit Committee shall be comprised of Directors by the Board affirmatively determined to be independent in accordance with the listing standards of the NYSE and Rule 10A-3 of the Securities and Exchange Act of 1934.

#### *b. Board classification*

Currently, as specified in the Company's Certificate of Incorporation, the Directors shall be divided into three classes as nearly equal in size as is practicable and shall serve staggered three-year terms. The Company plans to propose to its shareholders an amendment to the Company's Certificate of

Incorporation providing that the Directors be elected to one year terms and stand for election each year.

*c. Director qualifications*

The Nominating/Corporate Governance Committee will review, on an annual basis, the skills and characteristics required of Board members in the context of the current make-up of the Board.

The Nominating/Corporate Governance Committee shall recruit individuals to serve on the Board who have the ability to contribute special expertise. In making this evaluation of the skills and characteristics required of Board members and in its recruitment of Director Nominee candidates to fill existing or anticipated vacancies on the Board or to make appropriate additions to the Board, the Nominating/Corporate Governance Committee will consider the following qualifications, qualities and skills:

- **Representing the Company’s stockholder interests including, but not limited to:**
  - The commitment, background and experience to represent the best interests of the Company and its stockholders; and
  - Commitment to enhancing stockholder value and stockholder short and long-term economic interests.
- **Integrity and accountability including, but not limited to:**
  - Reputation for the highest degree of integrity, honesty, fairness and responsibility;
  - Being well regarded in the community and having a long-term history and reputation for the highest ethical and moral standards and personal judgment, and strength of character; and
  - Demonstrated ability to act in the best interests of a company and maintaining the public confidence and goodwill of stockholders and other stakeholders.
- **Ability to exercise informed business judgment including, but not limited to:**
  - The ability to provide wise, thoughtful counsel on a broad range of issues;
  - The capacity for high intelligence and wisdom and the ability to apply it in executive decision making;
  - Proven track record of leveraging such experience and wisdom in making sound strategic and operational business decisions; and
  - Sound business acumen and a mindset for risk oversight.

- **Diversity including, but not limited to:**
  - Background and experience to contribute to the Board in a manner that encourages and respects other perspectives and enhances perspectives through their own differences in gender, age, race, culture, personality, skill, training, educational background and life experience.
- **Independence:**
  - It is a goal of the Company that a majority of the Company’s Board and Compensation Committee meet the New York Stock Exchange (“NYSE”) listing standards for independence as such requirements are interpreted by the Board in its business judgment as well as the applicable independence requirements set forth by the Securities and Exchange Commission (“SEC”).
- **Demonstrated commitment to serve including, but not limited to:**
  - A commitment to understanding the Company and its industry and spending the time necessary to function effectively as a Director, including regularly attending and participating in meetings of the Board and its Committees;
  - The availability and willingness to travel and attend and contribute to the Board functions and take leadership roles as required; and
  - Having sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve.
- **Strong management experience ideally with major public or private companies with successful operations including, but not limited to:**
  - Active or recently retired chairmen and chief executive officers of successful public or private companies;
  - Presidents and chief operating officers and chief financial officers of successful public or private companies; and
  - Senior executive officers with short term potential for movement into positions such as president or chief executive officer.
- **Background and experience and the ability for teamwork, commitment and open-minded communications including, but not limited to:**
  - The demonstrated ability to work well with other Directors and executives with a view toward the long-term goals and objectives of the Company and a long-term relationship with the Company;

- Working effectively, collaboratively and being open to other opinions and having a willingness to listen;
- Demonstrated ability to communicate persuasively, respectfully and assertively and raise difficult questions in a manner that encourages open discussion, as well as raise questions constructively and encourage and build upon such open discussion of key issues;
- Demonstrated ability to formulate or maintain one’s own opinions or challenge prevailing opinions in an objective and constructive manner; and
- Demonstrated history of actively contributing at board and committee meetings.
- **Highest level of personal and professional accomplishments including, but not limited to:**
  - Broad range of experience and success in business, government, law, finance, technology, geology, engineering, academia or other fields important to the Company;
  - Highly accomplished in his or her field with superior credentials and qualifications; and
  - Demonstrated success and recognition in community or public service.
- **Strategic insight and experience including, but not limited to:**
  - Experience and background in strategic business planning and direction;
  - A strong understanding of talent development and retention, and compensation programs, including executive compensation and succession planning; and
  - Broad range of experience and understanding of government and public policy, including legal and regulatory environments involving the Company.
- **Financial acumen and literacy including, but not limited to:**
  - Experience in financial accounting and reporting and corporate finance;
  - Experience with respect to debt and equity markets;
  - Understanding of financial statements and internal financial controls;
  - Sufficient experience to be considered “financially literate” as determined by the Board in its business judgment or an “audit committee financial expert” in accordance with the applicable rules of the SEC; and

- Ability to assess the application of relevant financial and reporting standards including generally accepted accounting principles.
- **Oil and gas, exploration and energy experience including, but not limited to:**
  - Strong and current background and experience in the oil and gas or energy industries;
  - A strong understanding of the industry in which the Company operates, and the Company's strategy, markets, competitors, financial issues, conventional and unconventional business issues, regulatory requirements, legal requirements, operational issues, technology and reserves;
  - Experience in a major exploration and production company and a strong knowledge of reservoir assessment and exploration and production techniques; and
  - Formal education in geology, geophysics or engineering.
- **Background and experience in Board and compliance issues, including, but not limited to:**
  - Experience and background in risk assessment;
  - Experience as a board or committee member of a major organization and current corporate governance experience, including a working knowledge of corporate governance issues, the dynamic role of a public company director and the fiduciary obligations owed to the Company and its stockholders; and
  - Being free of all conflicts of interest and potential conflicts of interest.

Candidates elected by the Board to fill vacancies shall serve until the next annual meeting of stockholders at which time they may be nominated by the Board to serve for an additional term.

### **3. Director Responsibilities**

#### *a. General*

Directors shall at all times exercise their business judgment to act in what they reasonably believe to be in the best interests of the stockholders and the Company. Directors shall dedicate sufficient time, energy and attention to ensure the performance of their duties, including by attending stockholder meetings and meetings of the Board and Committees on which they serve and by reviewing in advance all meeting materials. Directors must fulfill their responsibilities consistent with their fiduciary duty to the stockholders in compliance with all applicable laws and regulations. Directors will also, as appropriate, take into account consideration of other stakeholders. Directors shall preserve the confidentiality of proprietary information or material given or presented to the Board. Directors shall adhere to the Company's Code of Ethics. Directors shall disclose to the Nominating/Corporate Governance Committee any potential conflicts of interest they may have

with respect to any matter under discussion and, if appropriate, refrain from voting on a matter in which they have a conflict.

*b. Leadership Structure*

The Board reserves the right to determine, from time to time, how to configure the leadership of the Board and the Company in the way that best serves the Company. The Board specifically reserves the right to vest the Chairman and Chief Executive Officer responsibilities in the same individual. The Board has no fixed policy with respect to combining or separating the offices of Chairman and Chief Executive Officer and will adjust its approach from time-to-time as it deems appropriate, considering the best interests of the Company. In the event one individual holds both positions or if the Board has appointed a Chairman who is also an employee of the Company, the Board shall appoint an independent Director to serve as the Lead Director.

*c. Board meeting attendance requirement*

Directors are expected to attend all meetings of the Board and of the Committees on which they serve and to make themselves available for special meetings. Directors should devote the time and effort necessary to fulfill their responsibilities. Information important to Directors' understanding of issues to come before the Board or a Committee will be provided in advance of meetings to permit Directors to inform themselves. Directors are expected to review these materials before meetings.

To be re-nominated, Directors must have attended at least 75% of the Board meetings over their term.

*d. Change in Director's professional responsibilities*

Directors shall notify the Board of any change in the responsibilities they held when they were elected to the Board. While the Board does not expect that every instance of a change in responsibilities should cause a Director to leave the Board, there should be an opportunity for the Board to review the continued appropriateness of Board membership under any changed circumstances. If the Board determines continued Board membership is no longer appropriate, the Director shall resign from the Board.

The Board considers acceptance of any other directorships to be a change in professional responsibilities. While Directors benefit from service on the boards of other companies and the Board encourages such service, in some instances the Board may consider a new directorship incompatible with continuing as a Director of the Company, such as service on the Board of a competitor. Additionally, the Board recommends that no Director serve on more than three public company boards, and no Director may serve on more than three public company audit committees.

*e. Evaluation of age in connection with nomination; term limits*

After age 75, the Board shall consider whether a director's ability to perform the duties required of a director will be materially impacted by age related considerations during the anticipated term of service, at the time the Board acts to re-nominate any existing director or nominate any new director for service on the Board. The Board has not established term limits. While term limits could help provide fresh ideas and viewpoints, they hold the disadvantage of losing the

contribution of Directors who have been able to develop over time an increasing insight into the Company and its operations.

*f. Ownership of Company stock*

Each non-employee Director is expected to own shares of our common stock with a market value equal to at least five times the base annual retainer. Until the stock ownership guideline is achieved, each non-employee Director is expected to retain 100% of the shares received from the Company. Directors shall adhere to the Company's Trading in Securities policies.

**4. Director access to management and independent advisors**

Board members shall have full access to senior management. The Board assumes Directors will use good judgment in exercising this right to avoid disruption to the Company's business and operations. The Board expects executive officers to regularly attend meetings of the Board. Other members of management may be included if they can provide additional insight into the items being discussed or have the potential for promotion to an executive office.

The Board and its Committees may retain independent advisors as necessary. In most cases, the Company and the Board can jointly satisfy their needs through the retention of a common resource. In other cases, given the different roles and responsibilities of management and the Board, the Board may need to retain its own independent advisors.

**5. Lead Director**

*a. Position Overview*

The position of Lead Director (the "Lead Director") is intended to provide a source of board leadership complementary to that provided by each of the following, as applicable: the Chairman of the Board, Chief Executive Officer, and/or Executive Chairman (if applicable). The Lead Director shall provide aid and assistance to the Chairman, CEO, and/or Executive Chairman and the remainder of the Board in assuring effective corporate governance in managing the affairs of the Board and the Company. Subject to the last sentence of Section 3.b above, the position is optional and the Board may choose not to have a Lead Director.

*b. Appointment*

The Lead Director may be appointed and may be removed by the Board. At the time of appointment, the Board may specify a term of service. If a term is specified, it shall in no way limit the ability of the Board to remove the Lead Director and replace such individual with a new Lead Director or terminate the existence of the position at any time, if the circumstances described in the last sentence of Section 3.b are not in effect.

*c. Lead Director Duties and Responsibilities*

The Lead Director shall:

- Maintain an active, ongoing, positive and collaborative relationship with the Chairman and CEO and keep an open line of communication between the Lead Director and Chairman and CEO that allows for timely discussion and a robust exchange of ideas as part of the Board's function.
- Schedule and preside at executive sessions of independent directors. Provide the Chairman and CEO feedback on matters discussed at such sessions.
- Preside at Board meetings in the absence of the Chairman and CEO.
- Participate with the Chairman and CEO in preparation for Board and committee meetings:
  - Suggest possible agenda items when appropriate;
  - Review and comment on proposals and materials to be presented; and
  - Serve as a sounding board on the development and presentation of significant issues, plans and strategies for Board consideration.
- Without inhibiting direct communication between the Chairman and CEO and other Board members, serve as a liaison, when appropriate, for communications from Board members to the Chairman and CEO and from the Chairman and CEO to Board members:
  - As appropriate, discuss Board members' issues, concerns and questions with the Chairman and CEO and/or include them on the agenda for executive sessions of independent directors; and
  - Accept comments from the Chairman and CEO on Board member participation and performance.
- Promote the highest standards of corporate governance.
- Provide counsel to individual Board members on the performance of their duties and encourage active engagement by all Board members.
- Oversee and encourage the ongoing education of the Board with respect to governance matters.
- Assist the Chairman of the Nominating/Corporate Governance Committee and Chairman and CEO on issues involving board size, director qualifications and Board committees.
- Fulfill such other duties as the Board may provide from time to time.



## **6. Director compensation**

The Compensation Committee of the Board is charged with reviewing and recommending changes to Director compensation to the Board. The Compensation Committee should annually compare the compensation paid to Directors by the Company to that paid to directors by peer companies. A meaningful portion of Directors' compensation shall be provided in common stock, restricted stock, stock options or similar instruments to create a linkage with corporate performance. Separate compensation may be provided to the Chairmen and members of Committees of the Board. Directors who are also employees of the Company shall receive no additional compensation for their service as Directors.

## **7. Director orientation and continuing education**

Newly elected Directors shall participate in a Company orientation program and meet with the Chairman, Chief Executive Officer, Chief Financial Officer and other executive officers at the Company's corporate headquarters to discuss the Company's business, strategy, prospects, financial condition and other matters useful to help the Director become familiar with the Company's significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics and other programs.

The Board encourages Directors to participate in continuing director education and each Director should receive twelve (12) hours of continuing education during each three (3) years of service.

## **8. Management succession**

The Board shall meet with the Chief Executive Officer each year to discuss the plans for succession in the event the Chief Executive Officer or other executive officers are unable to perform their duties.

## **9. Board meetings**

### *a. Board agenda*

The Chairman of the Board will establish the agenda for each Board meeting. The Chairman of each Committee shall establish the agenda for each Committee meeting. Each Director or Committee member may suggest the inclusion of items on the agenda.

### *b. Meetings*

Unless agreed otherwise by all Directors, regular meetings of the Board shall be held quarterly on at least five (5) days' notice to each Director and special meetings of the Board may be called by the Chairman or the President on at least forty-eight (48) hours' notice to each Director.

### *c. Executive sessions*

Non-management Directors shall meet at regularly scheduled executive sessions without management. Typically, such executive session shall be held at each Board meeting when appropriate.

## **10. Annual performance evaluation of the Board**

The Nominating/Corporate Governance Committee shall be responsible for conducting a self-evaluation at least annually to determine if the Board and its Committees are functioning effectively. The assessment shall include the Board's and Committees' contribution as a whole, and specifically review areas in which the Board, management or each Committee believes their respective contributions could be improved. The purpose of the assessment is to increase the effectiveness of the Board and its Committees.

## **11. Review of Corporate Governance Guidelines**

The Board, with the assistance of the Nominating/Corporate Governance Committee, as appropriate, shall review these Corporate Governance Guidelines from time to time to determine whether any changes are appropriate. Consistent with NYSE listing requirements these Guidelines will be included on the Company's website.

These Guidelines may be amended, modified or waived by the Board, and waivers of these Guidelines may also be granted by the Nominating/Corporate Governance Committee, subject to the disclosure requirements and other provisions of the Securities and Exchange Act of 1934, and the rules and regulations promulgated thereunder.