

REVISED
CONTINENTAL RESOURCES, INC.
CHARTER OF THE NOMINATING/CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted May 14, 2020)

1. Purpose

The Nominating/Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to assist the Board by: (i) identifying individuals qualified to become Board members and recommending to the Board the director nominees for each annual meeting of the Company’s Shareholders or to fill vacancies on the Board; (ii) recommending to the Board nominees for each committee of the Board; (iii) recommending to the Board nominees for chairperson for each committee of the Board; (iv) making recommendations to the Board regarding the composition and size of the Board; (v) developing and recommending to the Board Corporate Governance Guidelines for the Company; (vi) developing and recommending Board qualification guidelines; (vii) leading the Board in its annual review of the Board’s performance; and (viii) providing risk oversight for the areas of responsibility of the Committee set forth in this Charter.

2. Membership

The Committee shall consist of no fewer than two members. The Chair of the Committee and each other member of the Committee shall be appointed, and may be removed with or without cause, by the Board.

3. Authority and Responsibilities

The Committee shall have the following authority and responsibilities. This list is a guide and the Committee may diverge from this guide as appropriate given the circumstances.

- a. Actively seek as necessary individuals qualified to become Board members for recommendation to the Board. Qualifications considered for director candidates are listed in the Corporate Governance Guidelines.
- b. Recommend to the Board the director nominees in connection with the annual shareholders meeting or to fill vacancies on the Board as necessary.
- c. Evaluate candidates for nomination or re-nomination to the Board, including those recommended by shareholders of the Company. In connection therewith, the Committee may adopt procedures for the submission of recommendations by shareholders.

- d. Consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission, the New York Stock Exchange or otherwise considered to be desirable and appropriate by the Committee.
- e. Evaluate and assess as necessary the independence of the members of the Board and director nominees and advise the Board accordingly.
- f. Review committee member qualifications and recommend nominees for each committee after considering the legal and other requirements for the composition of the Board's committees.
- g. Review committee member qualifications and recommend nominees for chairperson for each committee.
- h. Review and make recommendations to the Board regarding the composition and size of the Board.
- i. Review the Company's Corporate Governance Guidelines at least annually and recommend changes as necessary.
- j. Receive comments from the Company's directors and report annually to the Board with an assessment of Board and committee performance.
- k. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- l. Provide to the Board an annual performance evaluation of the Committee.
- m. Oversee the evaluation of management.
- n. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions of the Company.
- o. Oversee the orientation program for new directors and the continuing education for directors.
- p. Provide oversight of the Company's legislative affairs activities and political action committees, if any, and receive reports on compliance from the General Counsel.
- q. Provide oversight of environmental, social, governance and/or sustainability issues (referred to herein as "ESG Issues") or risks materially affecting the Company, its operations, financial performance or reputation including the following:

- Reviewing and making recommendations regarding policies, programs and practices respecting ESG Issues impacting the Company's ability to effectively achieve its business goals;
 - Analyze the Company's reputation on a global, national and community level and make recommendations to the Board to strategically position the Company to support its business objectives; and
 - Assist the Board by periodically assessing and responding as appropriate to risks that may arise in connection with the corporate social responsibility aspects of the Company's business.
- r. Perform such other acts and duties as may be requested by the Board.
- s. Provide oversight of communications between management and shareholders of the Company relating to Corporate Governance.

4. Meetings

The Committee shall meet at least annually, at such time and place as the members of such Committee may determine, and at such other times as it deems necessary to fulfill its responsibilities. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall make regular reports to the Board.

5. Resources

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting, and other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.