

**VERMILION ENERGY INC.**  
**GOVERNANCE AND HUMAN RESOURCES COMMITTEE MANDATE**

The Governance and Human Resources Committee (the “**Committee**”) is primarily responsible to act in an advisory capacity to the Board of Directors (the “**Board**”) in fulfilling its mandate in respect of corporate governance, human resources and compensation matters and succession planning and development of the Board and senior management, and making recommendations to the Board regarding such matters and such other matters as the Board may request of the Committee from time to time as appropriate.

**Committee Composition**

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- i. The Committee shall consist of not less than three directors and not more than five directors.
- ii. At any time no more than one in three members of the Committee shall currently be the Chief Executive Officer of another corporation.
- iii. Each member of the Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation and the applicable rules of any stock exchange on which the Corporation’s securities are listed.

**Committee Meetings**

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- i. The Committee shall meet at least three times a year. The Chair may call additional meetings as required.
- ii. At every Committee meeting, the Committee shall hold in-camera sessions without the presence of management.

**Governance Duties and Responsibilities**

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Subject to the powers and duties of the Board, the Committee is responsible for the oversight of the following, including the risk oversight and reporting to the Board:

**1. Corporate Governance**

- 1.1. Oversee the Corporation’s corporate governance principles and practices framework.
- 1.2. Review the adequacy and effectiveness of the governance policies, practices and procedures considering emerging trends and best practices and recommend to the Board changes as appropriate.
- 1.3. Review the corporate governance and executive compensation sections of the annual Proxy Circular distributed to shareholders of the Corporation.
- 1.4. Review the results of any advisory vote by shareholders on executive compensation (‘say-on-pay’), and consider the outcome in any future compensation arrangements.

**2. Mandates Review**

- 2.1. Annually review and assess the adequacy of the Mandates of the Board, Board Chair, the Individual Directors, and the Committee, and ensure that other committees of the Board review annually their respective mandates, and, where necessary, recommend changes to the Board for its approval.

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2.2. In consultation with the Board Chair, annually review the mandate for the President and recommend changes to the Board for its approval.

**3. Policy Oversight and Compliance**

3.1. Oversee, review and recommend revisions to the Board for approval, the policies included in the Board Manual, including but not limited to:

- a. Code of Business Conduct and Ethics (the “Code”)
  - Monitor compliance through annual sign-off and recommend to the Board any waivers of the Code for the benefit of any Director or executive officer.
- b. Reporting of Inappropriate Activity Policy
  - Monitor compliance and ensure complaints are investigated and responded to in an appropriate manner and reported to the Board.
- c. Board Diversity Policy
  - Annually review the effectiveness of the Board Diversity Policy in achieving the Corporation’s Board diversity objectives.
- d. ‘Say`-on-Pay’ Advisory Vote Policy
  - Annually review and confirm Corporation’s ‘Say on Pay’ Advisory Vote Policy to ensure it is effective in achieving its objectives.

**4. Board and Committee Composition**

4.1. At least annually, review and consider the Board and its committees’ current and long-term composition by considering the size of the Board and the diversity, competencies, skills, personality and other qualities each existing Director possesses.

4.2. Review, from time to time, the retirement age policy for directors.

4.3. Review the Corporation's structures and procedures to ensure the Board functions independently of management.

**5. Board and Management Succession Planning**

5.1. In consultation with the Board Chair and the President, recommend to the Board for approval the Director nominees for election by shareholders of the Corporation and the Board committee membership structure.

5.2. Approve the succession planning process for the President.

5.3. Review with the President existing management resources and plans, including recruitment and training programs, to ensure that qualified personnel will be available for succession to executive positions and critical skill positions and report on this matter to the Board at least once each year.

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**6. Director Orientation and Development**

- 6.1. Review, monitor and make recommendations to the Board regarding the orientation and ongoing development of directors to ensure the needs of Directors are addressed.

**7. Annual Board Assessment**

- 7.1. Oversee the annual evaluation process for the Board, its committees, the Board Chair, and individual Directors in accordance with the Board Evaluation Process and provide a summary of result to the Board.

**8. Director Compensation**

- 8.1. Annually review the compensation program for the Board, its committees and the Board Chair and make recommendations to the Board for approval.
- 8.2. Annually review Director share ownership and periodically review Director share ownership guidelines.

**Human Resources Duties and Responsibilities**

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Subject to the powers and duties of the Board, the Committee is responsible for the oversight of the following, including the risk oversight and reporting to the Board:

**1. Compensation Philosophy**

- 1.1. Review and recommend to the Board for approval the compensation philosophy, guidelines and plans for the Corporation's employees and executives.
- 1.2. Review executive share ownership and share ownership guidelines.

**2. Compensation Programs**

- 2.1. Establish peer group selection criteria and review the appropriateness of the peer group at least annually against the selection criteria and recommend any changes to the Board for approval.
- 2.2. Review and recommend to the Board for approval corporate performance short-term and long-term incentive plan scorecards design, and annually recommend performance scorecard results to the Board for approval.
- 2.3. Review and approve any changes to the Omnibus Incentive Plan considering emerging trends, and recommend any changes for approval to the Board and shareholders, if required, in accordance with applicable securities law and stock exchange rules and considering proxy advisory firm policies and guidelines.
  - Annually review treasury reserve sustainability, including burn rate and dilution.
- 2.4. Review and recommend to the Board for approval the overall annual review program costs for employees globally.

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**3. Management Evaluation and Compensation**

- 3.1. Review and recommend for Board approval, corporate goals and objectives for the President to be considered in determining annual compensation and performance evaluation.
- 3.2. Assist in the evaluation and review of the performance of the President, such evaluation and review to be led by the Chair of the Board in conjunction with the Chair of the Committee and provide a report to the Board on the result of such evaluation and review.
- 3.3. Recommend to the Board for approval, based on the evaluation and review of the performance of the President and considering peer group compensation, the President's remuneration, including salary, short-and-long-term incentive awards, achievement levels and payouts and benefit plans for the President.
- 3.4. In consultation with the President and considering peer group practices and the duties and responsibilities of senior officers, make recommendations to the Board regarding the compensation, including the salary, short-and-long-term incentive awards, achievement levels, payouts and benefit plans for the senior officers, other than the President.
- 3.5. Annually review executive compensation compared to the Corporation's peer group and recommend changes to the Board as required.

**4. Other**

- 4.1. Oversee a system that enables each Board committee to engage, in consultation with the Board, any external adviser, expert or consultant in appropriate circumstances, at the Corporation's expense, after consideration of the independence of such adviser, expert or consultant including in accordance with applicable laws, stock exchange rules and proxy advisory firm policies and guidelines.

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DUTIES AND RESPONSIBILITIES	Quarter			
	Q1	Q2	Q3	Q4
<b>Governance Duties and Responsibilities</b>				
<b>1. Corporate Governance</b>				
i. Oversee the Corporation’s governance policies.	<i>As required.</i>			
ii. Review governance and executive compensation sections of the Proxy disclosure.	✓			
iii. Review voting results.		✓		
<b>2. Mandates Review</b>				
				✓
<b>3. Policy Oversight and Compliance</b>				
i. Review the following policies and monitor compliance/effectiveness, recommend changes to the Board as appropriate and report to the Board.				
<ul style="list-style-type: none"> <li>• Board Manual</li> </ul>	<i>As required.</i>			
<ul style="list-style-type: none"> <li>• Code of Business Conduct and Ethics</li> <li>• Reporting of Inappropriate Activity</li> <li>• Board Diversity</li> <li>• Say-on-Pay</li> </ul>	✓			
<b>4. Board and Committees Composition</b>				
i. Review Board and committees’ composition in terms of size, diversity, skills, personalities and boardroom dynamic.				✓
ii. Review Retirement Age policy.	<i>As required.</i>			
iii. Review structures to ensure the Board is able to manage independently.	✓			
<b>5. Board and Management Succession Planning</b>				
i. Recommend Board nominees for election.	✓			
ii. Recommend committee membership structure.	<i>As required.</i>			

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DUTIES AND RESPONSIBILITIES	Quarter			
	Q1	Q2	Q3	Q4
iii. Approve succession planning process for the President.	✓			
iv. Review and report to the Board succession planning for other executive management positions.	✓			
<b>6. Director Orientation and Development</b>				
i. Review, monitor and make recommendation regarding the orientation and ongoing development of Directors.				✓
<b>7. Board Annual Assessment</b>				
i. Oversee annual evaluation process for the Board, its committees, and the Chair of the Board.				✓
<b>8. Director Compensation</b>				
i. Review the compensation program for the Board, its committees and the Chair of the Board and recommend any changes if appropriate.	✓			✓
ii. Review director share ownership.	✓			
iii. Review director share ownership guidelines.	<i>As required.</i>			
<b>Human Resources Duties and Responsibilities</b>				
<b>1. Compensation Philosophy</b>				
i. Review compensation philosophy, corresponding policies and impact to Corporation's financial and reputations well-being (stress-testing).	✓			
ii. Review executive share ownership.	✓			
iii. Review executive share ownership guidelines.	<i>As required.</i>			

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DUTIES AND RESPONSIBILITIES	Quarter			
	Q1	Q2	Q3	Q4
<b>2. Compensation Programs</b>				
i. Establish peer group selection criteria and review the peer group; recommend changes if appropriate.	✓			✓
ii. Review and recommend to the Board for approval design of short-and-long-term incentive scorecards.	<i>As required.</i>			
iii. Review and report to the Board for review and approval short-term incentive scorecard results.	✓	✓	✓	✓
iv. Review and report to the Board for review and approval long-term incentive scorecard results.	✓			✓
v. Review, approve and recommend to the Board for approval equity plan design (manage dilution and burn rate).				✓
vi. Review and recommend to the Board for approval global employees compensation program costs, including all long-term incentive grants.	✓	✓	✓	✓
<b>3. Management Evaluation and Compensation</b>				
i. Review and recommend for Board approval, corporate goals and objectives for the President to be considered in determining annual compensation and performance evaluation.	✓			
ii. Assist in the evaluation and review of the performance of the President.				✓
iii. Recommend annual compensation for the President.	✓			
iv. Recommend annual compensation for senior executive officers.	✓			
v. Review executive compensation compared to the Corporation's peer group.			✓	