

VERMILION ENERGY INC.
SUSTAINABILITY COMMITTEE MANDATE

The Sustainability Committee (the “Committee”) advises the Board of Directors (the “Board”) of Vermilion Energy Inc. (the “Corporation”) in overseeing the Corporation’s approach to developing and implementing sustainability policy, strategy and performance.

Committee Composition & Meeting

- i. The Committee shall consist of not less than three directors and not more than five directors.
- ii. 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.
- iii. The Committee shall meet at least three times a year. The Chair may call additional meetings as required.
- iv. At every Committee meeting, the Committee shall hold an *in-camera* session without management present.

Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee is responsible to:

- i. Annually review the Corporation’s sustainability policy and any other policies related to sustainability, the long-range strategic plan, and, if appropriate, make recommendations to the Board.
- ii. Assess whether the Corporation’s sustainability policy, strategic plan, commitments and procedures are effectively developed and implemented.
- iii. Ensure the Corporation’s sustainability policy, strategic plan, commitments and procedures are consistent and integrated with other Board Committees where appropriate, and align with the Corporation business objectives.
- iv. Review the Corporation's compliance with applicable laws and regulations with respect to sustainability.
- v. Ensure that management proactively identifies and manages the impact of proposed sustainability legislation and emerging sustainability issues, trends and public opinion that could reasonably be expected to impact the Corporation’s business activities, plans, strategies or reputation and, where significant, recommend appropriate responses to the Board.
- vi. Review the Corporation’s sustainability performance and disclosure, including community investment, and the development of internal and external targets and/or key performance indicators.
- vii. Evaluate management’s recommendations for managing sustainability contributions to corporate performance scorecards, including targets and key performance indicators, and provide recommendations to the Governance and Human Resources Committee and the Board.
- viii. Assess and recommend to the Board the Corporation’s sustainability-related scorecard results.

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- ix. Review procedures designed to identify, evaluate and prioritize sustainability-related risks to the Corporation, and advise the Board of any significant risks.
- x. Oversee the management approach to risks and opportunities associated with sustainability issues that could materially impact the Corporation's reputation and business performance (excepting those allocated to other Board Committees such as ethics, people and culture, and safety):
 - a. Environment: emissions reduction, water usage and protection, infrastructure repurposing, and biodiversity protection;
 - b. Social: human rights, stakeholder engagement, Indigenous relations, and social performance approach including local economic and community investment; and
 - c. Governance: the energy transition, climate change, and public and government relations including advocacy.
- xi. Review and report to the Board the findings of any significant management review or report by regulatory agencies, external consultants or internal/external auditors concerning the Corporation's performance in the areas of sustainability.
- xii. Review and report to the Board any necessary corrective measures taken to address issues and risks identified by the Corporation, consultants, internal/external auditors or regulatory agencies.
- xiii. Review and recommend to the Board the Corporation's approach to sustainability reporting, including matters relating to the report's preparation, assumptions, evaluation processes, data integrity and resulting outcomes.

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Duties and Responsibilities	Meeting		
	Q1	Q2/Q3	Q4
i. Annually review the Corporation’s sustainability policy and any other policies related to sustainability, the long-range strategic plan, and, if appropriate, make recommendations to the Board.			✓
ii. Assess whether the Corporation’s sustainability policies, strategic plan, commitments and procedures are effectively developed and implemented.	✓	✓	✓
iii. Ensure the Corporation’s sustainability policies, plans and procedures are consistent with the policies of other Board Committees where appropriate, and align with the Corporation business objectives.	✓	✓	✓
iv. Review the Corporation's compliance with applicable laws and regulations with respect to sustainability.	✓	✓	✓
v. Ensure management proactively identifies and manages the impact of proposed sustainability legislation and emerging sustainability issues, trends and public opinion that could reasonably be expected to impact the Corporation’s business activities, plans, strategies or reputation and, where significant, recommend appropriate responses to the Board.	✓	✓	✓
vi. Review the Corporation’s sustainability performance, including community investment, and the development of internal and external targets and/or key performance indicators.	✓	✓	✓
vii. Evaluate management’s recommendations for managing sustainability contributions to corporate performance scorecards, including targets and key performance indicators, and provide recommendations to the Governance and Human Resources Committee and the Board.	✓	✓	✓
viii. Assess and recommend to the Board the Corporation’s sustainability-related scorecard results.	✓		✓
ix. Review procedures designed to identify, evaluate and prioritize sustainability-related risks to the Corporation, and advise the Board of any significant risks.			✓
x. Oversee the management approach to risks and opportunities associated with sustainability issues that could materially impact the Corporation’s reputation and business performance (excepting those allocated to other Board Committees such as ethics, people and culture, and safety).	✓	✓	✓
xi. Review and report to the Board the findings of any significant management review or report by regulatory agencies, external consultants or internal/external auditors concerning the Corporation's performance in the areas of sustainability.	<i>As needed.</i>		

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xii. Review and report to the Board any necessary corrective measures taken to address issues and risks identified by the Corporation, consultants, internal/external auditors or regulatory agencies.	<i>As needed.</i>		
xiii. Review and recommend to the Board the Corporation's approach to sustainability reporting, including matters relating to the CSR report's preparation, assumptions, evaluation processes, data integrity and resulting outcomes.			✓
xiv. Review this Mandate and make recommendations to the Board as appropriate.			✓