

PIONEER NATURAL RESOURCES COMPANY
SUSTAINABILITY AND CLIMATE OVERSIGHT COMMITTEE
OF THE BOARD OF DIRECTORS

CHARTER

I Purpose

The Board of Directors (the “Board”) of Pioneer Natural Resources Company (the “Company”) has established the Sustainability and Climate Oversight Committee (the “Committee”) of the Board. The purpose of the Committee is to assist the Board with its responsibilities relating to (i) oversight of the Company’s significant public disclosures regarding climate change and other environmental, social and governance (“ESG”) matters that are not otherwise overseen by another Committee of the Board, including the preparation of the Company’s annual Sustainability Report and (ii) identifying, evaluating and monitoring social, governance, political, human rights and public policy trends, issues and concerns and other sustainability and corporate responsibility matters that could affect the Company’s business and reputation that are not otherwise overseen by the Board or another Committee of the Board, including climate change-related risks and opportunities.

II Composition

The Committee shall be composed of three or more persons, all of whom are members of the Board. A majority of the members of the Committee shall be “independent” as defined from time to time by the listing standards of the New York Stock Exchange (the “NYSE”), applicable regulations of the Securities and Exchange Commission (the “SEC”) and any other applicable independence requirements. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time the action is taken.

Unless the Board designates a chairperson of the Committee, the members of the Committee may designate a chairperson and change that designation by an affirmative vote of the majority of the full Committee membership. The chairperson shall be responsible for leadership of the Committee, including presiding over the meetings of the Committee and reporting to the Board. The Board may remove or replace the chairperson or any other member of the Committee at any time.

III Meetings and Procedures

The Committee will meet as often as circumstances require.

Meetings may, at the discretion of the Committee, include other directors, members of the Company’s management, independent consultants or advisors, or such other persons as the Committee or its chairperson may determine. Those in attendance who are not members of the Committee may observe, and may participate in any discussion if invited to do so by the Committee, but in any event are not entitled to vote at the meeting. The Committee may also exclude from its meetings any person it deems appropriate, other than members of the Committee.

The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.

The Committee shall make regular reports to the Board about its activities and decisions, which may be made through the chairperson.

Except as expressly provided in this Charter, the Certificate of Incorporation, the Bylaws of the Company, or the Corporate Governance Guidelines of the Company, as each may be amended from time to time, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

IV Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. The Committee may require any officer or employee of the Company or any of its subsidiaries or the Company's outside legal counsel and any outside consultants or advisors to the Company to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

The Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors and to approve the fees and expenses of such outside advisors. The Committee shall also have the authority to engage persons with expertise relevant to its responsibilities under this Charter, including its responsibilities relating to climate change-related risks and opportunities, and to compensate such persons. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation and reimbursement of expenses to any legal counsel, outside consultants or other advisors employed by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.

The Committee's principal responsibility is one of oversight. The Company's management is responsible for ensuring that the Company complies with any applicable laws, regulations and Company policies, systems and procedures.

Without limiting the generality of the foregoing statements, the Committee shall have authority, including budgetary and fiscal authority, and is entrusted with the responsibility, to perform the following actions:

1. The Committee shall provide oversight for the Company's preparation of its annual Sustainability Report, as well as other significant public disclosures regarding climate change and other ESG-related matters that are not otherwise overseen by another Committee of the Board.
2. The Committee shall endeavor to monitor significant social, governance, political, human rights and public policy trends, issues and concerns and other sustainability and corporate responsibility matters that could affect the Company's business and reputation that are not otherwise overseen by the Board or another Committee of the Board, including climate change-related risks and opportunities, and report to the Board for its consideration and

adoption any recommendations for actions to be taken by the Board or the Company in respect thereof.

3. The Committee shall provide oversight for the Company's climate-related risk processes and mitigation plans, to the extent not otherwise overseen by the Board or another Committee of the Board.
4. As appropriate, the Committee shall coordinate its activities with those of the other standing committees of the Board to oversee management's development of the framework and metrics utilized to measure progress toward achievement of the Company's ESG-related goals and targets.
5. The Committee shall make regular reports to the Board about the Committee's activities and decisions, which may be made through the chairperson.
6. In addition to the above responsibilities, the Committee shall undertake such other duties as the Board delegates to it.

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Although the Committee members have the duties and responsibilities set forth in this Charter, nothing in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under federal or state law. In addition, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.

As adopted by the Board of Directors on August 26, 2021