



2014 Corporate Responsibility Report

# THE NATURE OF OUR BUSINESS





# Table of Contents

<b>OUR REPORT</b> .....	<b>3</b>	<b>OUR ENVIRONMENT</b> .....	<b>37</b>
Report Content.....	3	Managing Spills & Releases.....	38
Report Framework.....	4	Managing Our Environmental Footprint.....	41
CEO Message.....	8	Managing Our Carbon Footprint.....	45
<b>OUR COMPANY</b> .....	<b>10</b>	<b>OUR COMMUNITIES</b> .....	<b>47</b>
What We Do.....	12	Investing.....	48
Core Values.....	17	Giving.....	52
Corporate Governance.....	19	Communicating.....	55
<b>OUR EMPLOYEES</b> .....	<b>23</b>	<b>GRI INDEX</b> .....	<b>58</b>
Employee & Contractor Safety.....	24		
Employee Training & Development.....	28		
Employee Well-being & Happiness.....	31		

“

*Corporate responsibility is rooted in the nature of our business. At Denbury, we focus on operating a growing, profitable and ethical company that is dedicated to bettering our employees, our environment and our communities. This report illustrates our commitment to these principles and to transparency with our stakeholders regarding our economic, environmental and social performance.*

”



# Our Report

## REPORT CONTENT

*At Denbury, our corporate responsibility strategy focuses on four areas: Our Company, Our Employees, Our Environment and Our Communities. There are material issues in each of these areas where Denbury has a significant impact based on the issues that affect our business success and the importance of those issues to our stakeholders. These material issues provide the foundation of our corporate responsibility report and are discussed in detail throughout the four sections of the report.*

### > Our Company

The sustainability of our business is critical to our shareholders, employees and communities—they depend on, and benefit from, our continued successful operations. We recognize that in order to run a sustainable company we must have successful, ethical and responsible operations. Maximizing shareholder value through sound corporate strategies, fostering our core values and integrating good corporate governance standards and practices are the most material issues for our business and our stakeholders when considering the sustainability of our business.

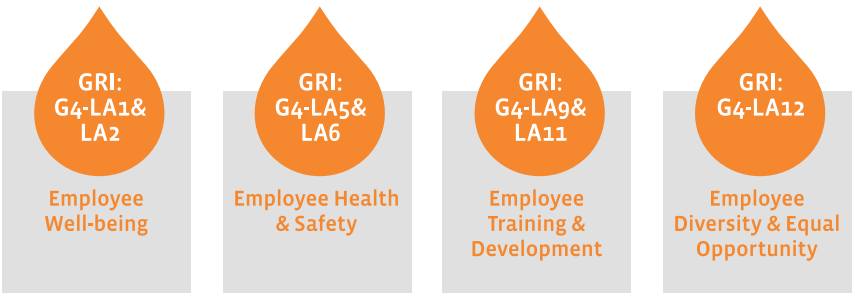
The specific GRI-G4 Aspects that align with the material issues we discuss in this section of the Report are:



### > Our Employees

Our employees are our greatest resource and each individual helps shape Denbury into a unique and exceptional place to work. We recognize that our employees are crucial to Denbury’s future and we care about our employees and their families’ well-being beyond the work environment. Employee safety, employee training and development, employee well-being and engagement and fostering a diverse work culture are the most material issues for our business and our stakeholders when considering our employees.

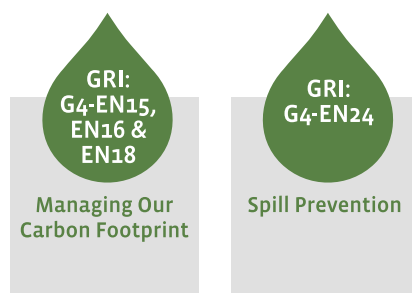
The specific GRI-G4 Aspects that align with the material issues we discuss in this section of the Report are:



## > Our Environment

We and our stakeholders care about the environmental impact of our operations. We recognize that providing and integrating sound environmental policies, procedures and practices into our broader health, safety and environmental programs are key to our success as a company. We strive to be environmentally responsible in all aspects of our operations. Avoiding spills and releases, managing our environmental and carbon footprints, and focusing on sound environmental policies, procedures and practices are the most material issues for our business and our stakeholders when considering our environment.

The specific GRI-G4 Aspects that align with the material issues we discuss in this section of the Report are:



## > Our Communities

We are honored and privileged to be a part of the communities in which we operate. Rather than merely being a dependable and ethical business presence in our communities, we feel obligated to find ways to give, volunteer and invest in community campaigns and philanthropic organizations that stimulate local economies. Additionally, we believe that community engagement through open dialogue and communication is an essential part of being a responsible corporate citizen. Local economic investments, charitable giving and community engagement are the most material issues for our business and our stakeholders when considering our communities.

The specific GRI-G4 Aspects that align with the material issues we discuss in this section of the Report are:



## REPORT FRAMEWORK

This is our 2014 Corporate Responsibility Report (“Report”) and, unless otherwise noted, covers our operations during the 2012 and 2013 calendar years. Following our last report, published in 2012 and covering our 2011 performance, we received feedback and input from both internal and external stakeholders regarding our report and our sustainability initiatives which aided in our development of this Report. As a reflection of our commitment to economic, environmental and social issues, and in an effort to enhance our disclosure to our stakeholders, we currently intend to release updated reports at least biannually.

This Report is our first to be prepared in accordance with the Global Reporting Initiative’s (GRI) Sustainability Reporting Guidelines, a voluntary, internationally recognized framework for sustainability reporting that focuses



on economic, environmental and social issues and efforts and enables all companies and organizations to measure, understand and communicate this information. GRI is a non-profit organization that promotes the use of sustainability reporting as a way for organizations to become more sustainable and contribute to sustainable development. We have embraced GRI's updated G4 Guidelines, including the Oil and Gas Sector Disclosures, and have developed this Report in accordance with the G4 "Core" reporting option. However, we have included disclosures beyond the "Core" reporting requirements to increase our disclosures to our stakeholders. For example, we have addressed many of the G4 General Standard Disclosure items related to corporate governance, which are only required under the "Comprehensive" reporting option.

Denbury Resources Inc. and its subsidiaries operate as "Denbury." Throughout this Report, unless otherwise noted, "Denbury," "Company," "we," "our" and "us" refer to Denbury Resources Inc. and its subsidiaries.

## › Reporting Principles

We prepared this Report in accordance with the reporting principles suggested in the GRI's G4 Guidelines. The principles guided us both in defining the content of this Report and in defining the quality of this Report.

The principles for defining report content are:

- › Stakeholder Inclusiveness—We sought input from our key stakeholders (our Board of Directors, senior management, employees, investors and neighbors) and sought to report on issues which are important not only to our business but also to our stakeholders;
- › Sustainability Context—This Report presents our performance in the wider context of sustainability issues including our long-term organizational strategy;
- › Materiality—The issues discussed and disclosures included in this Report pertain to those economic, environmental and social impacts which are most important to our business and key stakeholders; and
- › Completeness—In preparing this Report, we included issues and disclosures broad enough to reflect the significant economic, environmental and social impacts of our Company, both inside and outside of our organization, and to enable our stakeholders to assess our performance.

The principles for defining report quality are:

- › Balance—This Report reflects our overall performance, including both the positive aspects of our performance and those areas in which we are striving for improvement;
- › Comparability—The issues discussed and disclosures included in this Report under the G4 Guidelines will allow us to report on these issues consistently in the coming years which will enable comparison of our performance over time;
- › Accuracy—The information included in this Report is sufficiently accurate and detailed to allow for the proper assessment of our sustainability performance;
- › Timeliness—Going forward we will report at least on a biannual basis so that information will be available in sufficient time for stakeholders to make informed decisions;
- › Clarity—We have prepared this Report in such a way as to present information that is understandable, accessible and usable by our stakeholders; and
- › Reliability—We have gathered, recorded, compiled, analyzed and disclosed information in a way that establishes the quality and materiality of the information in this Report.

## > Materiality Assessment

This Report focuses on those sustainability issues and activities which are most material to Denbury as a company and to our stakeholders. We performed a materiality analysis to determine which issues are most material. Input was solicited and received from our key stakeholders, including a survey open to all of our employees, interviews with investors and feedback from senior management and our Board of Directors. The data and comments received during the materiality analysis were then used to create lists of the most material issues where Denbury has a significant sustainability impact based on both the impact the issues have on our business success and the importance of those issues to our stakeholders. This Report includes the issues which are most important to our business success and which are most important to our stakeholders. For example, our employees indicated that safety of our employees and contractors is among the most material aspects of our business. We heard from various investors interested in learning about our carbon emissions. All our stakeholders believed that avoiding spills and releases, and limiting the impact of any that do occur, is a material issue.

Those material issues are the foundation of this Report. Using the G4 Guidelines as our guide, we determined the G4 Aspects that aligned with our material issues. This Report includes discussion, disclosures and analysis of our material sustainability issues and, to the extent those material issues dovetail with G4 Aspects, we have responded to the appropriate G4 General Standard Disclosures or Specific Standard Disclosures. Our GRI Index includes a list of all our G4 disclosures and indicates the location in this Report where information about each disclosure can be found.

## > Feedback

We believe Denbury must continuously improve in all areas of operations, implement the highest standards of environmental protection and ethical conduct, and work proactively to be a good corporate citizen by aligning our interests, as a company, with the interests of our stakeholders. Our Board of Directors and management teams, both local and at our headquarters in Plano, Texas, want to hear from you so we can address any concerns and continuously improve in the areas important to us.

Please reach out to the appropriate contact if you have a concern about our operations, an idea on how we can improve, or anything you want to bring to our attention. Additionally, we would like to hear your thoughts on this Report. As we prepare future reports we will consider input from a wide range of stakeholders—employees, investors, neighbors, contractors and industry experts—with respect to their expectations for our sustainability reporting and performance.

Below are a few contacts but more can be found at Denbury.com.

<i>Board of Directors of Denbury Resources Inc.</i>	<i>Corporate Responsibility Team</i>	<i>Investor Relations</i>
Please contact Denbury's Board of Directors at:	Please contact Denbury's Corporate Responsibility Team at:	Please contact Denbury's Investor Relations at:
Denbury Resources Inc. Attn: Corporate Secretary 5320 Legacy Drive Plano, TX 75024	Denbury Resources Inc. Attn: Corporate Responsibility 5320 Legacy Drive Plano, TX 75024	Denbury Resources Inc. Attn: Investor Relations 5320 Legacy Drive Plano, TX 75024
Email: <a href="mailto:secretary@denbury.com">secretary@denbury.com</a>	Email: <a href="mailto:responsibility@denbury.com">responsibility@denbury.com</a>	Email: <a href="mailto:IR@denbury.com">IR@denbury.com</a>

## › Forward Looking Statements and Other Information

This Corporate Responsibility Report (this “Report”) contains, and references other documents (e.g., our Annual Report on Form 10-K) that contain, forward-looking statements that reflect Denbury Resources Inc.’s views about future events as of the date of this Report. Such forward-looking information is based upon management’s current plans, expectations, estimates and assumptions and is subject to a number of risks and uncertainties that could significantly affect current plans, anticipated actions, the timing of such actions and our financial condition and results of operations. As a consequence, actual results may differ materially from expectations, estimates or assumptions expressed in or implied by any forward-looking statements made by us or on our behalf. We do not assume any obligation to update forward-looking statements should circumstances or management’s estimates or opinions change.

Investors are urged to consider closely the disclosure and risk factors in our most recent Annual Report on Form 10-K and in other reports on file with the Securities and Exchange Commission, available at Denbury’s website, [www.denbury.com](http://www.denbury.com).



## MESSAGE FROM OUR CEO

**W**elcome to Denbury's 2014 Corporate Responsibility Report. At Denbury, our corporate responsibility strategy focuses on four areas: Our Company, Our Employees, Our Environment and Our Communities. We are committed to being transparent with our stakeholders regarding our economic, environmental and social performance and this report is indicative of our desire to engage with our stakeholders over the issues that matter most to them and to our business success.

Although this is not our first report, for the first time we have utilized reporting guidelines to aid us through the reporting process. We are among the first companies in our industry to prepare a corporate responsibility report in accordance with the new G4 Sustainability Reporting Guidelines of the Global Reporting Initiative (GRI), a leading and respected organization in the sustainability reporting field.

Preparation of this report in accordance with the G4 Guidelines is in alignment with our corporate responsibility strategy as we have focused on the issues and aspects of our business that are most material for our company and our stakeholders. We analyzed our key impacts and sustainability trends to determine their risks and opportunities on the long-term prospects of our company and their effects on our stakeholders.

Denbury is strongly committed to being a responsible corporate citizen and we continually strive to improve in all of areas of our business. From our people, our greatest resource, to the rigorous health, safety and environmental standards and protocols we employ to protect our workforce and the communities in which we work, we constantly emphasize the need for improvement.

Our industry is committed to delivering reliable, safe and, increasingly, cleaner transportation and power fuels for the benefit of our nation. At Denbury, we strive to hold ourselves to the highest standards of integrity and excellence as a national leader in carbon dioxide enhanced oil recovery (CO<sub>2</sub> EOR). Our goal is to deliver our products through excellence in our work, through innovation and continued improvement, with respect for the environment and the communities where we operate and with integrity and responsibility for our actions.

Our desire to do all these things is what drives Denbury and our team of committed professionals every day. We work to exemplify our core values in all that we do: integrity, teamwork, respect, excellence and innovation.

We are not just an oil company: our focus to grow and expand our utilization of industrial sources of CO<sub>2</sub> has added benefits for our economy and our environment. America's energy supplies and how energy will be produced in the future are changing. Harnessing the power of capturing and utilizing anthropogenic CO<sub>2</sub> for the purpose of producing stranded oil resources from depleted oilfields strengthens U.S. energy independence and security, and holds new promise for developing cleaner sources of energy by capturing produced CO<sub>2</sub> streams.

This report focuses not only on our company but also on the impacts we have on the people and places most important to us: our employees, our environment and our communities.

Our workforce of highly technical, dedicated and motivated employees is what enables us to execute our unique strategy. We are committed to the safety, training and development and overall well-being of our people and I'm privileged to work as a member of this exceptional team.

We understand that operating in an environmentally responsible manner is not just a part of our strategic vision; it is the right thing to do. As an operator of decades-old, legacy oilfields, not only do we bring these fields back to life, we strive to leave them better than we found them all while minimizing the impact we have on the surrounding environment.

Finally, we are an integral part of the communities in which we operate. Denbury supplies not only jobs and economic stimulation but we give back and engage with those in the community. We believe that being a good neighbor is a vital part of being a good corporate citizen and we seek meaningful opportunities to support our communities in impactful ways.

I believe that this report will give you an insight into the things that make Denbury a unique company. We are committed not only to improving our economic, environmental and social performance but also our reporting in these areas so I encourage you to engage with us and give us feedback and comments regarding this report. As you will see, we undertake this challenge with enthusiasm because it is the nature of our business.

Sincerely,



PHIL RYKHOEK

President and Chief Executive Officer





## Our Company

What We Do

Core Values

Corporate  
Governance

## Our Strategic Vision for CO<sub>2</sub> EOR

### Our Company

*Denbury Resources Inc. is a growing, dividend-paying, domestic oil and natural gas company. Our primary focus is on enhanced oil recovery (EOR) utilizing carbon dioxide (CO<sub>2</sub>), and our operations are focused in two key operating areas: the Gulf Coast and Rocky Mountain regions. Our goal is to increase the value of acquired properties through a combination of exploitation, drilling and proven engineering extraction practices, with the most significant emphasis relating to tertiary recovery operations. Denbury Resources Inc. is a publicly traded company and has been listed on the New York Stock Exchange (NYSE: DNR) since 1997. Our corporate headquarters is located in Plano, Texas.*

“

***Welcome to Denbury, a place where different is good. Here, we work to achieve our objectives and are accountable for our performance. Our strategic vision for CO<sub>2</sub> EOR shapes our goals. We are a different kind of oil company.***

”



**What We Do**



**Core Values**



**Corporate Governance**



Utilizes  
**~2.5 million**  
 metric tons of **CO<sub>2</sub>**  
 for our CO<sub>2</sub> EOR operations annually that could otherwise be released into the atmosphere from industrial sources



**~9.3 trillion ft<sup>3</sup>**  
 gross proved CO<sub>2</sub> reserves as of 12/31/2013

Over **1,100 miles** of **CO<sub>2</sub> pipelines**

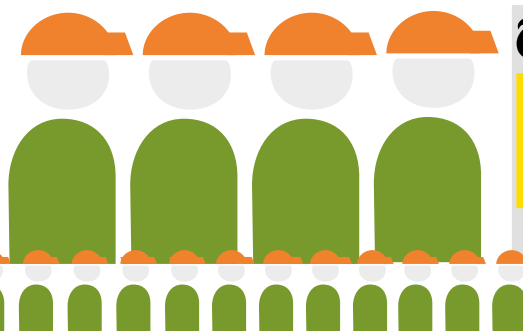
**38,477 Bbls/d**  
 tertiary production in 2013

More than **1.2 billion**  
 barrels of oil potential

**\$\$\$**  
 First cash dividends paid in 2014

**15%**  
 of shares outstanding repurchased since 2011

Over **1,500 employees**



*The Dallas Morning News*  
**TOP 100**  
 PLACES TO WORK  
 2009 | 2010 | 2011 | 2012  
 2013 | 2014



Produced over **100 million**  
 gross barrels of otherwise stranded oil from CO<sub>2</sub> EOR to date



## What We Do

*Denbury is focused on revitalizing America's mature oil fields with carbon dioxide enhanced oil recovery (CO<sub>2</sub> EOR), bringing new life and energy from them to provide oil for our nation for decades to come. CO<sub>2</sub> EOR provides an economic and technically feasible method of reducing the emission of CO<sub>2</sub> by industrial facilities through associated underground storage, reducing our nation's dependence on foreign oil and making our nation more energy secure.*

GRI:  
G4-OG1

Reserves

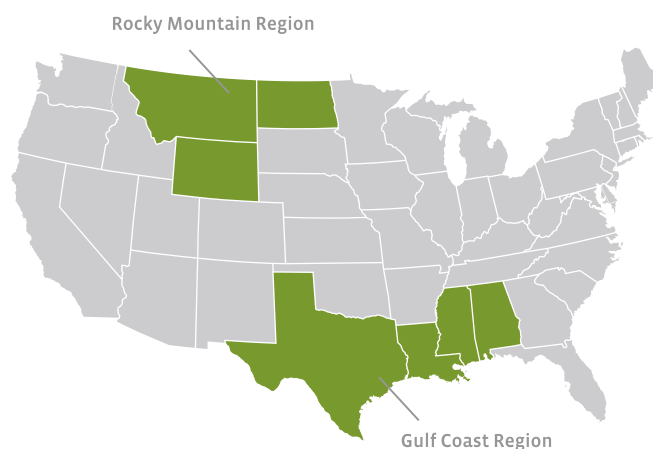
## OUR CO<sub>2</sub> STORY

Denbury is unique among domestic oil and gas companies because our primary corporate strategy and focus is on developing significant and otherwise stranded reserves of American oil from depleted reservoirs through carbon dioxide enhanced oil recovery (CO<sub>2</sub> EOR).

In many U.S. oil fields, it is estimated that only about 30% to 40% of the original oil in place (OOIP) is recoverable through primary and secondary methods. Our experience has shown that CO<sub>2</sub> EOR can recover another 10% to 20% of the OOIP. While the technology used in CO<sub>2</sub> EOR may not be considered new, we apply several concepts learned over time to improve and increase sweep efficiency within the reservoirs.

We began our CO<sub>2</sub> EOR operations in August of 1999 when we acquired Little Creek Field in Mississippi, followed by our acquisition of Jackson Dome CO<sub>2</sub> reserves and the Northeast Jackson Dome (NEJD) Pipeline in 2001. Based upon our success at Little Creek and the ownership of significant CO<sub>2</sub> reserves at Jackson Dome, we began to transition our capital spending and acquisition efforts to focus predominantly on CO<sub>2</sub> EOR. Today, our asset base essentially consists of current CO<sub>2</sub> EOR projects, future CO<sub>2</sub> EOR projects and assets that produce, process and transport much of the CO<sub>2</sub> that we use.

Our oil and natural gas properties are concentrated in the Gulf Coast and Rocky Mountain regions of the United States. We expect the development plan for our current portfolio of CO<sub>2</sub> EOR projects will allow us to grow our oil production for the remainder of the decade.



# THE STAGES OF OIL RECOVERY

For many years, oil has been produced from the earth using a range of different production techniques, typically occurring in three phases: primary, secondary and tertiary oil recovery, also known as enhanced oil recovery (EOR). Primary oil recovery is limited to hydrocarbons that naturally rise to the surface, or those that use artificial lift devices, such as pump jacks. In secondary production, water is typically injected to re-pressure the target formation providing energy and mobility to sweep the remaining recoverable liquids to the wellbore for recovery. Utilizing only primary and secondary recovery methods can leave up to 60% of the original oil in place (OOIP).

Tertiary production occurs after both primary and secondary recovery production is complete. This phase of production requires an injectant that will interact with the stranded oil so that it will flow through the rock reservoir to the wellbore. Pressurized CO<sub>2</sub> injection is a proven EOR technique and can recover, on average, an additional 10% to 20% of the OOIP.

CO<sub>2</sub> EOR currently accounts for approximately 3.5% of average U.S. daily production, or approximately 300,000 barrels of oil per day (BOPD) or over 100 million barrels per year. CO<sub>2</sub> transportation pipelines currently cover approximately 4,000 miles and are a small fraction of the U.S. natural gas pipeline network. CO<sub>2</sub> EOR projects have been in commercial operation since the 1970s and enjoy an impressive record of safely and securely injecting more than an estimated 1,000 million metric tons (one gigaton) of CO<sub>2</sub> since 1984. On average it is estimated that the industry injects 63-68 million metric tons of CO<sub>2</sub> per year for EOR production operations.

## > EOR Can Deliver Almost as Much Oil as Primary and Secondary Recovery<sup>(1)</sup>



(1) Recovery of original oil in place based on history at Little Creek Field



## OUR CO<sub>2</sub> EOR PROCESS\*

### > CO<sub>2</sub> Sources and Capture

The first step in implementing a CO<sub>2</sub> EOR project is to secure access to substantial volumes of CO<sub>2</sub>. Denbury sources CO<sub>2</sub> both from naturally occurring underground reservoirs and from industrial sources, which capture, process and then compress the CO<sub>2</sub> for delivery into a pipeline network. The CO<sub>2</sub> captured from industrial sources (which is sometimes referred to as anthropogenic or man-made CO<sub>2</sub>) could otherwise be released into the atmosphere. On the Gulf Coast, Denbury sources naturally occurring CO<sub>2</sub> from Jackson Dome in Mississippi and CO<sub>2</sub> from two facilities: one in Port Arthur, Texas and one in Geismar, Louisiana. In Denbury's Rocky Mountain Region, Denbury sources CO<sub>2</sub> from the Lost Cabin Gas Plant and the Shute Creek Plant in Wyoming.

### > CO<sub>2</sub> Transportation

The second step is transporting the CO<sub>2</sub> from the source to the oil field. We operate or control over 1,100 miles of CO<sub>2</sub> pipelines and are continually expanding this network to transport natural and CO<sub>2</sub> from industrial sources to our tertiary fields. We currently utilize, on average, over 130 million cubic feet of CO<sub>2</sub> from industrial sources per day and anticipate additional CO<sub>2</sub> from industrial sources from currently planned or future construction of facilities in our Gulf Coast region.

### > CO<sub>2</sub> Injection

The third step is to inject the carbon dioxide into the oil-bearing reservoir through a wellbore. The injected CO<sub>2</sub> moves through the reservoir, mixing with the crude oil trapped there. The CO<sub>2</sub> acts to separate the oil from the reservoir rock and increase the oil's mobility within the reservoir. The mixture is driven through the formation into a producing wellbore, where it then comes to the surface, increasing the field's oil production. To date, our CO<sub>2</sub> EOR operations have resulted in the gross production of over 100 million barrels of otherwise stranded oil.

### > CO<sub>2</sub> EOR Benefits & Storage

CO<sub>2</sub> EOR operations provide considerable economic and environmental benefits. The economic benefits of CO<sub>2</sub> EOR include the creation of jobs due to large cash investments required to implement and operate a CO<sub>2</sub> EOR project along with tax payments to local governments. Our CO<sub>2</sub> EOR operations also provide an environmentally responsible method of utilizing and ultimately storing CO<sub>2</sub> in underground oil reservoirs while also making our nation more energy secure.

***Our CO<sub>2</sub> EOR operations provide an environmentally responsible method of utilizing and ultimately storing CO<sub>2</sub> in underground oil reservoirs while also making our nation more energy secure.***

\*In this section any references to "Denbury," "our" or "we" refers to Denbury Onshore, LLC, or in case of references to CO<sub>2</sub> pipeline infrastructure, an affiliate of Denbury Onshore, LLC.

## USE OF CO<sub>2</sub> FROM INDUSTRIAL SOURCES\*

Denbury is currently party to several contracts to purchase carbon dioxide (CO<sub>2</sub>) from industrial sources (CO<sub>2</sub> from these sources is also known as anthropogenic or man-made CO<sub>2</sub>) to use in our enhanced oil recovery (EOR) operations. We currently purchase CO<sub>2</sub> from an industrial facility in Port Arthur, Texas, an ammonia plant in Geismar, Louisiana and the Lost Cabin Gas Plant in Wyoming. Denbury also owns an interest in the CO<sub>2</sub> at LaBarge Field in Wyoming, which is captured from the Shute Creek Plant. These four sources currently supply, on average, over 130 MMcf/d of CO<sub>2</sub> for our EOR operations. The CO<sub>2</sub> captured from these industrial sources could otherwise be released into the atmosphere. Additionally, we are working to take deliveries from a coal-fired power plant in Mississippi and are in ongoing discussions with other parties who have plans to construct plants near the Green Pipeline.

We continue to have ongoing discussions with owners of existing plants of various types that emit CO<sub>2</sub> that we may be able to purchase and/or transport. In order to capture such volumes, we (or the plant owner) would need to install additional equipment, which includes, at a minimum, compression and dehydration facilities. Most of these existing plants emit relatively small volumes of CO<sub>2</sub>, generally less than our contracted sources, but such volumes may be attractive if the source is located near CO<sub>2</sub> pipelines. The capture of CO<sub>2</sub> could also be influenced by potential federal legislation, which could impose economic penalties for atmospheric CO<sub>2</sub> emissions. We believe that we are a likely purchaser of CO<sub>2</sub> captured in our areas of operation because of the scale of our tertiary operations and our CO<sub>2</sub> pipeline infrastructure.

*Starting in late 2012, we began purchasing and utilizing CO<sub>2</sub> from industrial sources in our tertiary operations in the Gulf Coast region. These projects illustrate our unique ability to use and store captured CO<sub>2</sub> that would otherwise be released into the atmosphere.*



*\*In this section any references to "Denbury," "our" or "we" refers to Denbury Onshore, LLC, or in case of references to CO<sub>2</sub> pipeline infrastructure, an affiliate of Denbury Onshore, LLC.*

## GROWTH & INCOME



During 2013, Denbury started the transition from a company focused purely on growth to one that supplements growth with income through the initiation of dividends. We are able to do this because of the unique production and cash flow profile of our assets, which are all either current CO<sub>2</sub> EOR projects, future CO<sub>2</sub> EOR projects or assets that produce much of the CO<sub>2</sub> that we use in our projects. We anticipate that our unique capability among oil and gas independents will enhance shareholder value and returns in the coming years.

We have flexibility in our model to use our cash flow from operations to fund capital expenditures, dividends, debt repayment, acquisitions or share repurchases. This is made possible due to the relatively low-decline production profile

of an EOR flood and the significantly higher dollars returned from each dollar invested. Our new focus on income further amplifies our internal emphasis on value creation, making sure that each investment generates a good rate of return and adds value to Denbury shareholders. Due to the integrated nature of our CO<sub>2</sub> supply, CO<sub>2</sub> pipelines and CO<sub>2</sub> facilities at each of our oil fields, we can generate good returns, grow at a modest and consistent pace, and generate free cash—a combination that most of the industry would find difficult to duplicate.

Since CO<sub>2</sub> EOR is limited to areas with large quantities of CO<sub>2</sub>, our ownership of significant CO<sub>2</sub> resources and pipeline infrastructure needed to transport CO<sub>2</sub> gives us a significant competitive advantage in the areas in which we operate. We have chosen to utilize and maximize our strategic advantage, and therefore have made CO<sub>2</sub> EOR our core strategy and business. To enable the expansion of our strategy from growth to Growth & Income, we modified our future development plans and flattened out our anticipated annual capital spending levels for the remainder of the decade. This adjustment, combined with our view that these changes would not significantly reduce our anticipated oil and gas production and reserve growth rates, allow us to bring forward our free cash flow by a few years. This, in turn, allows us to accelerate our objective of providing returns to our shareholders through cash dividend payments.

With the declaration of our first-ever cash dividend on January 28, 2014, we began the process of distributing free cash flow generated from our operations to shareholders. Our first quarterly dividend of \$0.0625 per common share, or a rate of \$0.25 per share on an annualized basis, was paid to stockholders on March 25, 2014. We plan to increase our dividend in 2015.





## Core Values

*At Denbury we all share the responsibility to create a culture that fosters and supports our five core values. Our Board of Directors and senior management believe that leading by example is the best way to inspire honesty and integrity in others. These core values impact the way we treat others, at Denbury and within our communities, and the way we handle our work. We are committed to “Doing Right” and by following our values we make sure that every business decision is the result of “Doing Right”.*

GRI:  
G4-56

Ethics and  
Integrity

Our Code of Conduct and Ethics (Code), together with all Company policies, serves as our guide to “Doing Right” and operating in accordance with our core values. Our Code applies to everyone who works for Denbury—every day, in every location. This includes all Denbury directors, officers, employees and contractors. We are all expected to know and follow all laws, regulations and company policies that apply to the work we do. Annually, everyone affiliated with Denbury is required to certify their compliance with the Code and disclose any potential violations.

***Our actions define us as people  
and our people define us as a  
company.***

### ***Denbury’s Code of Conduct and Ethics: “Doing Right”***

In order for our Code of Conduct and Ethics (Code) to better align with our management’s commitment to ethics and compliance, in 2013 and 2014 a team consisting of members of the Internal Audit and Legal departments collaborated to design a refreshed Code. The result of this collaboration is a values-based document organized around Denbury’s five core values: Integrity, Teamwork, Innovation, Excellence and Respect. Our refreshed Code exemplifies Denbury’s commitment to “Doing Right” in the conduct of its business.

The refreshed Code is organized and written in way that better promotes employee comprehension. The Code contains numerous “What Should I Do?” and “Conduct Tip” aids, which provide guidance to employees on common risk topics. This theme was carried forward to Denbury’s Compliance Hotline via a personalized URL ([DoingRight.Denbury.com](http://DoingRight.Denbury.com)) and phone number (1-844-DOING-RT).



# CORE VALUES

## TEAMWORK

- ◆ We work with those inside and outside of our Company to achieve our objectives.
- ◆ We take responsibility and ownership of our role on the team.
- ◆ We are accountable to others for our performance as a team member.
- ◆ We look out for the safety of our peers and for those in the communities in which we operate.

## EXCELLENCE

- ◆ We passionately strive to do our best in all aspects of our work and our lives.
- ◆ We continuously improve; learning from our successes and failures.
- ◆ We put all of our heart, mind and strength into our work.
- ◆ We pursue our objectives with a priority on the health and safety of our employees and business partners.

## INTEGRITY

- ◆ We act with honesty and integrity without compromising the truth.
- ◆ We take responsibility for our actions and their consequences.
- ◆ We act in ways that are ethically sound and represent the highest ethical standards.
- ◆ We earn the trust of others through our actions.

## RESPECT

- ◆ We consistently demonstrate respect for each other, the environment and our communities.
- ◆ We treat each other fairly and respectfully; in ways in which we like to be treated.
- ◆ We recognize the importance of family in the lives of our employees.
- ◆ We value and benefit from individual and cultural diversity.

## INNOVATION

- ◆ We develop creative ideas that have the potential to change our world.
- ◆ We encourage creativity and discovery of improvements.
- ◆ We foster a learning culture.
- ◆ We search for ways to work more safely and to minimize our environmental footprint.



## Corporate Governance

*Denbury believes that good corporate governance is essential to fulfilling our obligations to our stakeholders and to operating as a good corporate citizen. The manner in which we conduct ourselves and our business operations directly affects our ability to sustain our business and operate responsibly. Our Board of Directors and senior management spend a great deal of time implementing corporate governance policies and practices that uphold our core values, align with our corporate governance commitments and support our business sustainability.*

### DENBURY BOARD OF DIRECTORS

Our Board of Directors (Board) is Denbury's highest governing body. The business, properties and affairs of the Company are managed by the Chief Executive Officer under the direction of the Board. The Board has responsibility for establishing broad corporate policies and for the overall performance and direction of the Company, but is not involved in day-to-day operations. Board members remain informed of Denbury's business by participating in Board meetings, attending committee meetings, reviewing regularly provided analyses and reports, and engaging in thorough discussions with the Chief Executive Officer and other officers of the Company.

***We believe that good corporate governance is essential to fulfilling our obligations to our stakeholders and to operating as a good corporate citizen.***

#### **Denbury Board of Director Facts**

- › Denbury has 10 directors on its Board
- › All nine non-employee directors are independent
- › Denbury has one female Board member
- › Our directors represent a broad cross-section of backgrounds, experiences and expertise
- › Our Board has separated the position of Chairman and CEO
- › Our non-employee directors have regularly scheduled executive sessions without management present
- › All Board members are subject to stock ownership guidelines to help ensure that their interests align with those of our shareholders
- › The Board and each Board committee complete an evaluation every year to ensure they are operating efficiently and effectively and in accordance with governing rules and regulations

Our Board believes that good corporate governance is ever-evolving and consequently it reviews our corporate governance guidelines, committee charters and other corporate governance documents at least annually with a view toward continuous improvement. Peer data and best practices are reviewed to ensure that we are at the forefront of successful and responsible corporate governance practices.

### *Highlights of Recent Governance Document Changes*

In 2013, based on investor feedback, the Board approved an expansion of the Reserves and HSE Committee's oversight responsibility to include reviewing the Company's strategy and initiatives in the area of corporate social responsibility and the Company's reports regarding corporate responsibility activities prior to publication.

In 2013, the Board approved a new committee, the Risk Committee, because it believed that a committee dedicated to risk oversight of certain areas would strengthen the Board's oversight responsibility.

In 2014, the Board approved an expansion to its primary responsibility as memorialized in its Corporate Governance Guidelines. The primary responsibility language changed from overseeing the "maximization of long-term stockholder value for the Company's stockholders" to "maximization of long-term stockholder value for the Company's stockholders, with due regard for the Company's employees and other stakeholders." The Board believes that this change was necessary to help communicate that all Denbury's stakeholders are considered when making decisions and carrying out their oversight responsibilities.

## DENBURY BOARD COMMITTEES

### > Audit

The primary purposes of the Audit Committee, which are discussed in detail in its charter, are to (a) appoint, oversee, compensate and evaluate the Company's independent registered public accounting firm, (b) oversee and evaluate the Company's internal audit function, and (c) provide assistance to the Board in fulfilling its oversight responsibility with respect to the integrity of the Company's financial statements and the evaluation as to whether the Company has effective processes for risk assessment and risk management, among many others.

### > Compensation

The primary purpose of the Compensation Committee is to provide assistance to the Board in discharging its oversight responsibilities relating to the compensation and development of the Chief Executive Officer and other officers, and to oversee and administer the Company's equity and other compensation and benefit plans. The Compensation Committee's duties and responsibilities, which are discussed in detail in its charter, include reviewing and recommending for adoption by the Board a general compensation program and salary structure for the Company and reviewing the program annually, recommending to the Board overall salary increases, bonus levels and other annual compensation, and proposing modifications to the compensation program as deemed necessary.

*Denbury's Board of Directors has five standing committees that meet regularly:*

- > **Audit**
- > **Compensation**
- > **Nominating/Corporate Governance**
- > **Reserves and Health, Safety and Environment**
- > **Risk**

---

Our Board's Corporate Governance Guidelines and each Committee's charter can be found at: [www.denbury.com](http://www.denbury.com)



## › Nominating/Corporate Governance

The primary purpose of the Nominating/Corporate Governance Committee is to provide assistance to the Board in discharging its oversight responsibilities relating to effective corporate governance. The Nominating/Corporate Governance Committee's duties and responsibilities, which are discussed in detail in its charter, include identifying, recruiting, screening, interviewing and recommending for selection by the Board individuals qualified to become members of the Board and developing and recommending to the Board for its approval various codes of conduct and ethics and a set of corporate governance guidelines.

## › Reserves and Health, Safety and Environmental (HSE)

The primary purpose of the Reserves and HSE Committee is to provide assistance to the Board in discharging its oversight responsibilities relating to the Company's independent reserves engineer, information regarding the Company's reserves and the Company's health, safety and environmental policies, practices and procedures. The Reserves and HSE Committee's duties and responsibilities, which are discussed in detail in its charter, include reviewing the Company's strategy and initiatives in the area of corporate social responsibility and the Company's reports regarding corporate responsibility activities prior to publication.

## › Risk

The primary purpose of the Risk Committee is to provide assistance to the Board in discharging its oversight responsibilities relating to the Company's principal business, financial and operational risks, and other material risk exposures, and the actions, activities and initiatives of the Company, and to mitigate such risks and exposures, in each case to the extent such oversight is not otherwise the duty or responsibility of other committees of the Board. The Risk Committee's duties and responsibilities, which are discussed in detail in its charter, include reviewing and evaluating management's identification of the major risks to the Company's business and reviewing the principal financial risks, exposures and liabilities undertaken or assumed by the Company.

## RISK OVERSIGHT

The Board takes an active role in overseeing management of the Company's risks through its review of risks associated with our operations and strategic initiatives, both as a Board and through Board committees. For example, the Audit Committee reviews and discusses with management our major financial risks, including any risk assessment or risk management policies. The Audit Committee receives regular reports regarding enterprise risk from our Internal Audit Department and management and informs the Board through regular committee reports. In addition to receiving regular reports from the Audit Committee and other Board committees concerning our enterprise risk, the Board as a whole routinely reviews and discusses enterprise risk management and receives updates throughout the year from the Director of Internal Audit. The Board also reviews information concerning other risks through regular reports of its committees. In December 2013, the Board created the Risk Committee, which focuses on overseeing matters related to certain financial and business risks.

## GRIEVANCE PROCESS

The cornerstone of good corporate governance is having a reliable and trustworthy grievance system or process for reporting grievances and violations of our Code of Conduct and Ethics (Code) to ensure that the process is communicated to our employees and other stakeholders. Our employees are expected to bring matters of concern to their manager first, and if there are reasons that they are uncomfortable doing so or think that the issue needs attention from a different perspective, they may turn to a Vice President or the Human Resources, Audit and Legal departments. Our Code prohibits any retaliation against anyone from coming forward with a concern or making a good faith report of suspected misconduct, regardless of the outcome. In addition, internal and external parties can call the Denbury Compliance Hotline at any time to anonymously submit any ethical concern or violation of our Code.

GRI:  
G4-58

Ethics and  
Integrity

### ***REPORTING IS REQUIRED. RETALIATION IS PROHIBITED!***

#### ***The Denbury Compliance Hotline***



1-844-DOING-RT (364-6478)



DOINGRIGHT.DENBURY.COM



## Our Employees

Employee &  
Contractor Safety

Employee Training  
& Development

Employee Well-being  
& Engagement



## Our Employees

*Our employees are our greatest resource and each individual helps shape Denbury into a unique and exceptional place to work. Our employees' ideas, passion and collective efforts are what produce winning results for our Company. We support a talented and diverse workforce that lives our core values and embodies our culture. We inspire each other to make Denbury better.*

“

***We recognize that our employees are a crucial part of our success and we thank them for their continued hard work and support.***

”



We operate in a highly competitive industry where our success depends on our strong team of dedicated professionals working together to deliver results. The material impact our employees have on Denbury cannot be understated. We have been recognized as one of the “Dallas Morning News Top 100 Best Places to Work” in the Dallas area from 2009–2014. We strive to be responsive and forward-thinking to meet the needs of our employees so that, as a company, we can effectively deliver on all of our goals and commitments. In order to build such a successful team, we focus on the safety, training, development and well-being of our employees.



## Employee & Contractor Safety

*Denbury has a long-standing commitment to the highest standards for the health and safety of our employees, contractors and local communities. We recognize that providing and integrating a sound health and safety program into our business is key to our success. Denbury's safety culture is built around our safety motto: "Commit to Safety: Think Safe, Work Safe, Live Safe." This motto embodies the personal aspect of safety, whereby safety is integrated into each individual's mindset in everything that they do, from planning and execution of a project at work to conducting their life at home with family and friends.*

### CORPORATE SAFETY STRUCTURE

Denbury's dedication to safety is built into our management structure, starting at the highest levels and extending to our field offices. Four members of Denbury's Board of Directors are representatives on the Board's Reserves and Health, Safety and Environmental (HSE) Committee. One of the Committee's primary oversight responsibilities is to review and assess with senior management the Company's health and safety policies, practices and procedures.

Denbury has an established HSE Department that reports directly to members of our executive team. The HSE Department provides corporate guidance and standardization across the organization on HSE matters and is tasked with ensuring that Denbury meets or exceeds safety and environmental regulations. Our Director of HSE works closely with a dedicated safety team consisting of three corporate and 14 field safety employees integrated into our field operations.

In late 2012, we assembled a Safety Committee comprised of the Operations Vice Presidents and senior managers from each Operations Department. This team meets on a regular basis to review, discuss, and address safety and compliance performance. The Safety Committee identifies those areas that need improvement and then develops, launches and champions new safety programs and initiatives.

*We understand that we are individually responsible for our own safety and the safety of those around us. We know that every task can be completed injury free.*

GRI:  
G4-LA5

Employee Health  
& Safety



***It is Denbury's policy to:***

- › Comply with all pertinent safety laws, rules and regulations, not just because it is legally required but because we believe it is the responsible way to conduct our business;
- › Set HSE targets and goals annually to measure our performance, to achieve superior results and to continually improve;
- › Monitor, revise and reemploy safety systems on a regular basis;
- › Provide education and training to our employees in order for them to have the knowledge, skills and understanding to perform their responsibilities and duties as safely as possible;
- › Routinely review and verify performance with audits, evaluations and other quality assurance and quality control methods;
- › Empower and expect employees and contractors to promptly report noncompliance or unsafe conditions and to take immediate action to prevent injuries;



- › Provide relevant safety and health information to contractors and require them to provide proper training for the safe performance of their work; and
- › Communicate our commitment to this policy to our subsidiaries, affiliates and contractors and seek their support.

As a condition of employment, all employees are required to comply with all safety related rules and regulations. Each employee understands that they are individually responsible for their own safety and the safety of those around them and that any violation of this policy is cause for immediate disciplinary action up to and including termination of employment.

## SAFETY PERFORMANCE

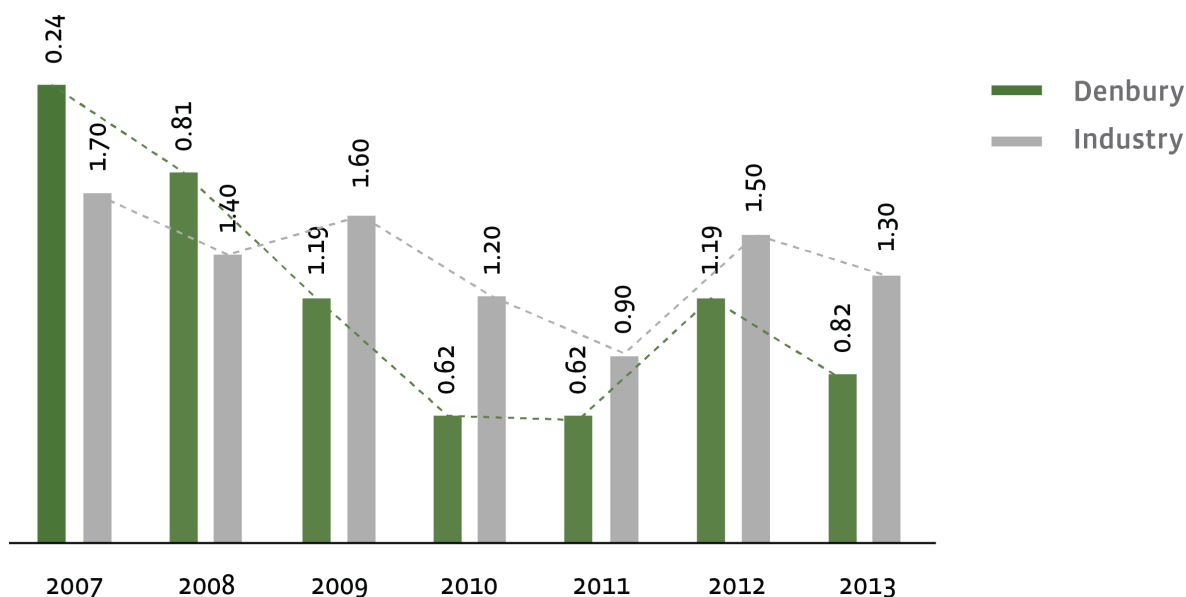
Each year, Denbury establishes corporate goals specifically related to employee and contractor safety performance and monitors them throughout the year. The performance statistics are continually reported to the Board of Directors, senior management and all employees to reinforce their importance. The compensation of every Denbury employee is tied, in part, to achievement of these goals, which further reinforces that safety is integral to everything we do.

GRI:  
G4-LA6

Employee Health  
& Safety

One performance indicator that Denbury closely monitors is Total Recordable Incident Rate (TRIR). This rate represents the number of Occupational Safety and Health Administration (OSHA) recordable incidents for every 200,000 hours worked. Denbury has consistently outperformed our industry's average TRIR in recent years. The most recently published Bureau of Labor Statistics data (2012 and 2013) for the oil & gas extraction sector indicated an average TRIR of 1.50 for 2012 and 1.30 for 2013. By comparison, Denbury's TRIR was 1.19 in 2012 and 0.82 in 2013. Our goal is to further reduce our TRIR in 2014.

### > Total Recordable Incident Rate



## SAFETY LEADERSHIP CONFERENCE

Denbury's focus on safety was highlighted by our first annual Safety Leadership Conference in 2013. The conference attendees included all levels of Operations management (approximately 190 employees) and focused on our commitment to the development of a culture of safety. Our safety motto was conceived at this conference and is still a symbol of our core beliefs about safety. The two-day conference fostered the sharing of ideas, provided clarity on expectations, and set in motion a change in Denbury's safety performance. The 2014 conference built upon the safety themes discussed the previous year and featured success stories from employees who made a difference in the safety culture in their respective workplaces.

## ›2013 Safety Conference Keynote Speaker

The first annual Safety Leadership Conference was highlighted by the keynote speaker, Tony Crow. Mr. Crow worked for many years in a local power plant near his hometown in east Texas. The safety program at the power plant was mature and personal protective equipment was worn by all employees. One day, Mr. Crow and his son went on a hunting trip and a terrible accident left him permanently blind. Mr. Crow's son accidentally fired a shotgun in his direction after not realizing the location of his father. As Mr. Crow points out, he blames himself, not his son, for the accident. At the time of the accident he was not wearing the safety glasses that he wore every day at work and was not wearing his orange hunting vest. His message is focused not just on the details of the accident and how it could have been prevented, rather he points out the personal aspect of not practicing safety at home when you leave work. His message and motto is "I.N.J.A.M. = It's Not Just About Me." Mr. Crow's very powerful message resonated with everyone, illustrating how one lapse in safety judgment can change a life forever. His keynote message drove home the real life importance of our safety motto. Mr. Crow's message was so powerful that we asked him to repeat his message at several of our field locations where over 500 employees and contractors attended to hear his story.

## CONTRACTOR SAFETY

Contractors are an integral part of Denbury's business, and the well-being and safety of our contractor partners is equally as important as the safety of Denbury's employees. Our employees' engagement with contractors about safety is a standard practice. Contractor orientations and pre-job safety reviews promote both a safe work environment and clear communications.



*The safety motto and logo was developed as a symbol of the Company's and our employees' commitment to safety. A survey was sent out to all employees for input on possible safety mottos and the attendees at our first annual Safety Leadership Conference voted on three final ballot selections. The winning motto was "Commit to Safety: Think Safe, Work Safe, Live Safe," and the core of the message is to point out that safety should be considered in every part of your life: how you think, how you work, and how you live your life.*



**Keynote speaker Tony Crow during our first annual Safety Leadership Conference**

*We invite our contractors to inspirational safety presentations with our employees because we believe their well-being and safety is equally as important as Denbury's employees.*



## Employee Training & Development

*Denbury is committed to the development of its employees. Denbury's training and development programs are designed to advance our employees, both personally and professionally, and to continuously improve our health and safety performance. As with our safety performance, overall employee compensation is tied to completion of required training programs. We also support and encourage our employees to take outside industry-specific continuing education workshops and classes.*

GRI:  
G4-LA9

Employee  
Training &  
Development

### *Examples of annual training classes:*

- |                              |                                 |
|------------------------------|---------------------------------|
| > Diversity in the Workplace | > Fire Extinguishers            |
| > Violence in the Workplace  | > Office Safety                 |
| > Bloodborne Pathogens       | > Substance Abuse               |
| > Respiratory Protection     | > Code of Business Conduct      |
| > Driver Safety              | > Managing Conflicts            |
| > Hazard Communication       | > Harassment in the Workplace   |
| > Slips, Trips and Falls     | > Physical and Network Security |

Denbury employee's recorded  
in-house training in 2013



## CAREER DEVELOPMENT TRAINING

Denbury provides employees with many ways to expand their skills and careers. We believe this is critical to each employee's individual success as well as our success as a company. Through training and development initiatives, our employees are offered:

- › In-person courses to increase both technical knowledge and soft skills such as communication, management and leadership;
- › Tools to support them in planning for, and developing, their own unique career paths;
- › Computer and web-based training in support of individual employee development and company policies and initiatives; and
- › Monetary support for continuing education and field specific workshops and classes.

### › Denbury University (DU)

Denbury University is our in-house training and development program that is the foundation of our learning and development culture. It provides training opportunities each month, many offering continuing education credits for professional recertification. Denbury University also provides workplace assessment programs and weekly blog postings on relevant personal and professional topics.

### › Education Assistance Program

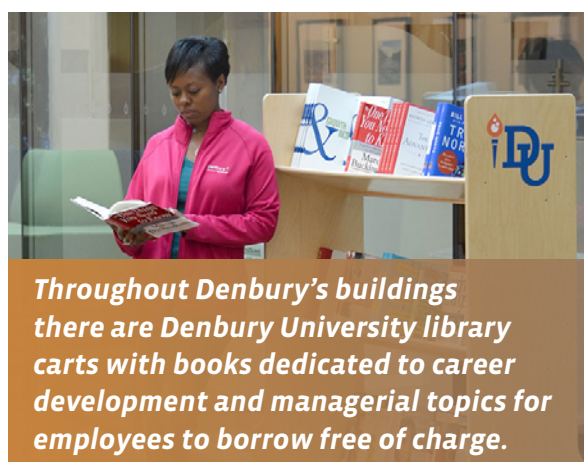
Denbury encourages employees to seek additional education or training to increase their current job competence and to prepare for future jobs by offering educational assistance to employees who have been with the Company for at least one year. Denbury reimburses up to 80% of the cost of tuition, enrollment fees and required books.

### › Leadership Conference

Denbury hosts an annual leadership conference where managers attend multiple educational and development sessions and keynote speeches from our senior executives and leading motivational speakers while also allowing for cross-organizational team building.

### › Performance Reviews

We believe that one of the most important aspects to a successful development and training program is a robust performance and career review process. 100% of our full-time employees are eligible to participate in our annual performance review process, which is a year-long intensive process that promotes open dialog between employees and their managers. It starts at the beginning of each year with the setting of individual and team goals and ends the following year with a review of the employee's performance during the year from the employee's manager. Management is continually updating the performance review process to ensure it is providing useful and constructive feedback to our employees.



*Throughout Denbury's buildings there are Denbury University library carts with books dedicated to career development and managerial topics for employees to borrow free of charge.*

GRI:  
G4-LA11

Employee  
Training &  
Development



## SAFETY TRAINING

Every job position in Denbury, from an operator in the field to a Senior Vice President in our corporate office, has a safety training curriculum assignment. Although the specific curriculum varies based on job position, each employee is required to participate in safety training delivered by a combination of computer-based sessions, safety meetings and classroom training. Denbury's training goals include a minimum completion requirement of these training elements for each employee. Continuous reinforcement of safety standards and policies ensures that safety is always a part of Denbury's culture. Each year the training curriculum is evaluated for effectiveness, compliance with changing regulations and overall company strategic focus. The curriculum for each job position is adjusted based on this evaluation at the start of each calendar year.



*Employees participating in CPR and AED classroom training.*



*An employee participating in a computer-based training session.*



## Employee Well-being & Engagement

*We strive to make Denbury a great place to work because we believe it is an important driver to employee well-being, retention and corporate success. We are dedicated to creating a workplace where every employee has the support and tools necessary to succeed. At Denbury, our work culture is relaxed, rewarding, focused and friendly. We work to create an atmosphere of trust and teamwork that brings out each employee's unique talents. We believe our most important resource and our biggest competitive advantage is our highly skilled, knowledgeable and diverse workforce.*

*All of our employees are encouraged to use their skills and creativity in their areas of expertise creating an atmosphere of cooperation and respect. We work as a team to develop innovative solutions that exceed expectations.*

*We believe in our employees' right to a safe work environment, excellent work culture and competitive compensation. A culture of empowerment frees employees to develop ideas for tomorrow to facilitate the continued success of Denbury.*

*In 2012 and 2013 our attrition rates continued to be low, demonstrating our employees' appreciation of Denbury's workplace environment and culture. In spite of the highly competitive environment in our industry and the demand for experienced personnel, our unplanned turnover rate has only averaged approximately 4% per year during the last two years.*

GRI:  
G4 LA1

Employee  
Well-being

## OUR DIVERSITY CULTURE

At Denbury we strive for diversity and inclusiveness to be a part of our culture. We recognize the benefits we all share as a result of a diverse culture and are continually looking for ways to foster a diverse and inclusive work environment.



*In 2012 Denbury nominated the first female to our Board of Directors, Laura Sugg.*

GRI:  
G4-LA12

Employee  
Diversity & Equal  
Opportunity

### ***Commitment to Equal Employment***

Our Company provides equal opportunities to all employees and applicants without regard to race, color, religion, gender, pregnancy, national origin or ancestry, age, disability, genetic information, marital status, citizenship, veteran status, membership in the uniform services or any other category protected by applicable law. Denbury makes employment-related decisions without regard to any legally-protected status. Discriminating against anyone because of his or her protected traits is a violation of our Code, Company policies and the law and will not be tolerated at Denbury.

## **ENGAGEMENT**

Senior management believes that engagement and transparency with our employees is an important part of building trust and helping our employees feel rewarded, heard and secure about Denbury and their jobs. We have a number of company initiatives that focus on employee engagement.

### **> Quarterly Updates**

Our senior management team invites all corporate office employees to a quarterly meeting, led by our CEO, which includes an update on our business and company performance, charitable activities, recognition of anniversaries, safety updates, welcoming of our new employees, highlighting key achievements and individuals followed by a candid Q&A session. An audio recording of the presentation is made available to Denbury employees unable to attend in person.



*Senior Vice President, Brad Kerr, addresses employees at a quarterly breakfast*

### **> Lunch with the Leaders**

On a monthly basis, members of the senior management team invite a rotating group of about 30 employees to an informal lunch. An update is provided on business initiatives and projects and employees have a direct opportunity to engage with, and ask questions of, our senior management team.



### > Coffee break with the CEO

Throughout the year our CEO meets with small groups of 10-15 employees in similar job areas to discuss what is on their minds. These informal meetings provide outstanding bi-directional communication and ensure every voice is heard.

### > Honor Hour

Each quarter, employees are invited to an honor hour where employee anniversaries and other employee accomplishments are recognized.



### > Drops of Excellence Employee Recognition Program

Denbury encourages co-workers and managers to reward and recognize their peers and teammates. Our Drops of Excellence Program allows for such recognition ranging from a simple “thank you” card up to a \$2,500 cash bonus for an outstanding exhibition of integrity, teamwork, respect, excellence or innovation. Stories about recipients are used for spotlights on our website and digital signage throughout our campus. Since the program began in 2012, employees have awarded more than 1,980 awards, totaling a value of more than \$1 million.

## INVESTING IN HEALTH AND WELLNESS

Denbury believes that promoting health and wellness among our employees and their families is critical to our success and necessary as part of our commitment to our employees. Our focus on the health and wellness of our employees goes beyond compliance with occupational health and safety regulations.

### > Wellness Screening

Each year, wellness screenings are conducted on-site in Plano as well as at various field locations with services offered to both employees and their spouses. Preventive care is covered 100% under the Denbury health plan for enrolled employees and their dependents. In addition, flu shots are offered on-site and free of charge to employees and their dependents (spouse and children).



Denbury’s health program, Wellness Works, serves to encourage, educate and empower employees to take action toward improving and maintaining their health and well-being.

### > Health Club Reimbursement

In addition to having an on-site health club at our corporate facility, Denbury reimburses employees up to \$30 per month for health and gym club membership fees. Denbury also works with local fitness and health clubs to provide employees discounted membership rates.



## > Whole+Sum

The Denbury Café, located at the Plano, Texas Headquarters, recently introduced a new menu concept offering flavorful and nutrient packed components that can be combined into a meal totaling 600 calories or less. The program provides easy-to-understand nutrition information, making it simple to create a customized healthy meal.

## > Employee Assistance Program

Through Denbury's Employee Assistance Program, employees can get help with matters such as balancing work and family, staying healthy, finding legal help, locating child care and handling finances.



*Denbury was recognized by the American Heart Association as being a Gold Level "Fit-Friendly Worksite" in 2012. To become a Fit Friendly Worksite, companies must recognize the importance of a healthy workplace and take steps to create a culture of wellness.*

## A GREAT PLACE TO WORK

Denbury has a long-standing tradition of offering exceptional benefits to its employees. These benefits are designed to help us attract and retain talented employees by creating a great working environment for our employees.

## > Competitive Compensation

Denbury closely monitors industry and geographical compensation information to ensure that its employees are being paid fairly and competitively. This includes our long-term incentive program which allows employees to annually make allocation elections between cash and equity-based awards.



GRI:  
G4-LA2

Employee  
Well-being

## > Medical Benefits

Denbury provides its employees with multiple low-cost medical, dental and vision coverage options so each employee can participate in a plan that is appropriate for the needs of their family.

## > 401(k)

Denbury matches 100% of the first 6% of each employee's pay contributed by the employee to their 401(k) plan. Annually, our 401(k) vendor provides educational sessions throughout the country discussing marketplace conditions, retirement planning and investment options.

## › Employee Equity Ownership

We believe that owning a piece of Denbury aligns the interests of our employees with those of our stockholders. All equity incentives are designed to motivate our employees to increase the value of the Company, which benefits not only the employees, but also the Company's stockholders.

- › Denbury's compensation philosophy includes a desire for all employees to be shareholders of Denbury's common stock. In addition to granting equity to all new hires, each year, all regular full-time employees receive an annual long-term incentive grant. The grants include deferred cash, stock appreciation rights and/or restricted stock, which vest over three years.
- › Denbury's Employee Stock Purchase Plan provides employees with another opportunity to become an owner. On a quarterly basis, Denbury purchases stock on behalf of participating employees using employee and Denbury matching contributions made during the quarter. Denbury matches 75% of each employee's contribution to the plan.

## › Life Insurance

We want to provide for our employees and their families in the event of a death or serious injury. Denbury provides employees with basic life and accidental death and disability insurance at no cost to the employee. We also offer additional life insurance at a modest cost.

## › Disability

Denbury's disability program protects our employees financially if they are unable to work as a result of an illness or injury. Denbury provides short-term and long-term disability coverage at no cost to the employee.

## › Cafeteria

At Denbury's headquarters we have an on-site cafeteria, the Denbury Café, which provides complimentary breakfasts and lunches to our employees four days a week. The Café is a daily meeting place for employees to gather and share work ideas or take a break and relax with co-workers. When work takes employees away from home in the evening, the Denbury Café will provide a complete "Meal to Go" for families of four for \$20. Dinner includes a homemade main dish, sides and dessert.



## › Matching Gift Program

Under Denbury's matching gifts program, we match, dollar-for-dollar, up to \$1,000 donated by an employee to any eligible charitable organization.

## > Denbury Events

Denbury hosts many events for its employees and their families. These events create an employee-focused and family-oriented environment.



Fort Worth Stock Show and Rodeo Military Appreciation Day hosted by Denbury. Our Rodeo sponsorship invites all active and retired military and their families as well as Denbury employees and their families to attend the rodeo at no cost.



In 2012 Denbury hosted a Fall Festival full of Halloween activities for Denbury families at our headquarters in Plano, Texas.



Denbury families gathered for an eventful afternoon of games, contests, arts and crafts and BBQ at Denbury 2013 picnic held at Southfork Ranch outside of Dallas, Texas.



## Our Environment

Managing Spills & Releases

Managing Our Environmental Footprint

Managing Our Carbon Footprint

We Stand for Our Environment

## Our Environment

*At Denbury, we strive to be environmentally responsible in all aspects of our operations. We and our stakeholders care about the environmental impact of our operations and we are committed to developing our assets in an efficient and responsible manner, utilizing technology and techniques that reduce the risks to—and impacts on—the environment.*

*Providing and integrating sound environmental policies, procedures and practices into our health, safety and environmental programs are key to our success as a company and fulfilling our commitment to environmental responsibility. Our programs include measures to prevent spills and releases and to quickly respond to incidents if they do occur, efforts to manage, minimize and remediate our environmental impacts, and an operating strategy that is conscious of our carbon footprint.*

“

***Environmental stewardship is at the core of our corporate responsibility strategy and we endeavor to operate our business in a way that minimizes our impact on our environment.***

”



**Managing Spills & Releases**



**Managing Our Environmental Footprint**



**Managing Our Carbon Footprint**





*Denbury's environmental responsibility strategy starts with preventing spills and releases and having measures in place to respond to incidents or other emergencies if they do occur. Our environmental policies and measurement of our Health, Safety and Environmental performance form the foundation of our management of spills and releases. We also focus on spill prevention in all aspects of our operations and we have put emergency preparedness and emergency response programs in place in order to respond to any incidents that may occur.*

## ENVIRONMENTAL POLICIES & PERFORMANCE

Denbury is committed to continuously improving our HSE performance by focusing on training and preparedness with established measurement systems to monitor our results. Denbury has a long-standing commitment to setting and achieving high standards for protecting the environment. To accomplish our goals, we strive to continuously improve the safety, well-being and development of our employees, implement the highest standards of environmental protection and ethical conduct, and work proactively to be a good corporate citizen by aligning our interests with those of our neighbors.

It is our goal to have zero environmental incidents. Our commitment to this goal begins with our leadership and extends to our employees and contractors. Everyone is empowered and expected to work safely and protect the environment by recognizing and proactively addressing potential hazards and stopping any job they believe to be unsafe or which poses an environmental threat. The success of our HSE programs hinges on a commitment from our senior management and awareness, training and actions of our employees.

We track performance indicators designed to measure progress towards our environmental goals including spill prevention and regulatory compliance. These metrics are monitored and reported to the Board of Directors and all employees to reinforce their importance. The compensation of all Denbury employees is partially tied to the achievement of these goals to further reinforce the importance of safety in everything we do.

***It is Denbury's policy to:***

- › Comply with all pertinent environmental laws, rules and regulations, not just because it is legally required, but because we believe it is the responsible way to conduct our business;
- › Set HSE targets and goals annually to measure our performance, to achieve superior results and to continually improve;
- › Monitor, revise and re-employ environmental assessments on a regular basis;
- › Empower and expect employees and contractors to promptly report noncompliance and to take immediate action to prevent environmental accidents;
- › Provide relevant information to contractors and require them to provide proper training for the environmentally sound performance of their work;
- › Communicate our commitment to this policy to our subsidiaries, affiliates and contractors and seek their support.

As a condition of employment, all employees are required to comply with all environmental-related rules and regulations. Each employee understands that they are individually responsible for their own safety and the safety of those around them and that any violation of this policy will be cause for immediate disciplinary action up to and including termination of employment.

## SPILL PREVENTION EFFORTS

Denbury's HSE policy emphasizes spill prevention and minimization with a focus on sound design and engineering standards to prevent spills from occurring.

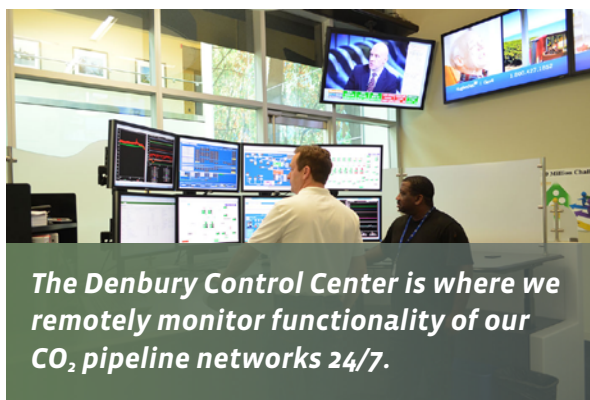
Our operations are somewhat unique because the fields we operate often contain wellbores drilled, and subsequently plugged and abandoned, decades ago by prior operators. The CO<sub>2</sub> EOR process involves injecting CO<sub>2</sub> back into formerly depleted reservoirs to mobilize stranded oil and, therefore, it is important for the previously plugged and abandoned wells to maintain well integrity. To help ensure that all wellbores in a field are appropriately secured, we have developed an internal review process in order to evaluate wells. Wells that need additional work are designated for repair to help ensure their integrity. Denbury has experienced engineering teams that focus on this review program.

In an effort to learn from every opportunity, we encourage and support incident reporting at all levels. By studying the root cause of actual events, near misses and close calls, we can work towards removing and/or mitigating the circumstances that might have led to the unwanted event. Any identified corrective actions are implemented to prevent similar occurrences.

GRI:  
G4-EN24

Spill Prevention

## EMERGENCY RESPONSE PLAN



At Denbury, we focus on prevention of incidents through our project designs, planning, implementation and execution. However, we also remain prepared to respond quickly and effectively to an incident.

Denbury has a company-wide Emergency Response Plan that covers various types of emergencies, including spill response, well-control events, natural disasters, fire and pandemics. Emergency Response Plans, Facility Response Plans, Spill Prevention Control and Countermeasure Plans are employed at our field locations, where applicable. Emergency response procedures are routinely communicated through

orientations, drills, exercises and routine training meetings.

Denbury also has staff trained and experienced in emergency response procedures. We manage all incidents using the National Incident Management System (NIMS) and the Incident Command System (ICS). Each year, key employees are trained in ICS to be prepared to respond to any incident. Our first priorities in any incident are the safety of our personnel and the public and the protection of the environment.



## Managing Our Environmental Footprint

*Protecting the environment requires proper implementation and execution of our development plans. Denbury addresses wildlife protection, soil quality, plant species and other natural resources as a part of our development, reclamation and remediation efforts.*

*Denbury is subject to a variety of federal, state and local HSE laws and regulations. We strive to fully comply with all regulatory requirements and to minimize our operational “footprint” on the environment. Because we typically acquire mature properties, we are often faced with the challenge of correcting existing adverse environmental issues in addition to minimizing future impacts. To ensure compliance with regulations, as well as company policies and procedures, audits are conducted to identify and take corrective actions.*

*We take great effort to minimize impacts to the environment. When constructing new projects, the following mitigation sequence is followed: Avoid, Minimize, Restore, Compensate. This process starts in the very early stages of planning a project with site selection, routing and mitigation included as integral parts of the analysis for any project.*

## REMOVAL OF FACILITIES

Denbury has a restoration program to remove out-of-service facilities in our newly acquired fields to reduce the overall footprint of our operations. In fields in which we are commencing CO<sub>2</sub> EOR operations, facilities and sites that are no longer needed are systematically targeted for removal and restoration. Although the removal of these facilities can be costly, removal of obsolete facilities and restoration of these fields reflects our commitment to environmental stewardship.

## MONTANA AND NORTH DAKOTA PROACTIVE SAGE GROUSE SURVEYS

Denbury funds sage-grouse (*Centrocercus urophasianus*) and sharp-tailed grouse (*Tympanuchus phasianellus*) surveys annually within areas of eastern Montana and western North Dakota to monitor the bird populations near our operating areas. These studies collect information for monitoring grouse populations and we plan developments in a manner that minimizes impact on these species.



*Sage Grouse in wintering habitat*





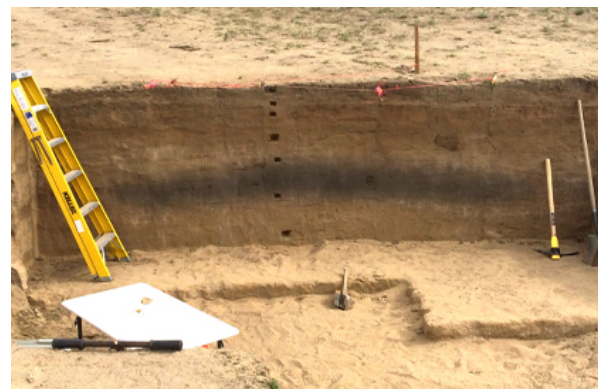
*The deployment of oyster shell substrate on the constructed oyster beds*

## GREEN PIPELINE OYSTER REEF MITIGATION

Denbury recently constructed a 7.2-acre oyster reef mitigation site in Galveston Bay, Texas. The reef has been extremely successful with an average survival rate of greater than 95% for the 7.2-acre reef. Current performance of the mitigation site was compared to a nearby control reef and survival rates for the 7.2-acre reef ranged from 5.94 to 11.8 times greater than that of the control reef.

## GREENCORE PIPELINE CULTURAL DATA RECOVERY

Denbury recently completed data recovery of cultural artifacts along the route of the Greencore Pipeline in Wyoming. The findings will be summarized in an article to be submitted to the editor of The Wyoming Archaeologist and include appropriate project photographs, illustrations of the site and diagnostic artifacts, along with supporting figures, tables and laboratory results. In addition, the Bureau of Land Management, in cooperation with the Wyoming State Historic Preservation Office, will conduct site visits on one of the public land sites in order to promote public education and to raise awareness concerning our cultural heritage.



*During a site visit of the data recovery for cultural resources along the Greencore Pipeline, teams identified charcoal staining left behind from prehistoric fire pits.*

## WESTERN WYOMING ELK STUDY



*Elk near our Riley Ridge gas processing facility*

Denbury is providing the financial resources to mitigate any potential direct or indirect impacts to elk from the construction, operation and maintenance of the Riley Ridge gas processing facility in western Wyoming. Mitigation efforts focus on the following three specific objectives as they relate to the facility: elk damage prevention, elk monitoring and research and elk habitat enhancement. These objectives are designed to prevent damage to private property caused by that portion of the Piney Elk Herd near our Riley Ridge facility, determine elk response to the construction and operation of the facility, and to enhance alternative habitats to offset any impact as a result of construction and operation of the facility.

## MULTI WELL DRILLING PADS

In populated or environmentally sensitive areas, Denbury looks for opportunities to drill multiple wells from a single surface location or pad. At the surface, the wells are typically spaced 15 feet apart, but may reach their bottom hole location thousands of feet away. Benefits of these multi-well pads over single-well pads include: (1) less surface area is impacted than the aggregate surface area for multiple individual well pads; (2) a single drilling reserve pit is constructed to serve multiple wells as opposed to a reserve pit for each well; (3) by concentrating the drilling to a single pad, we further eliminate the need for additional roads to multiple well sites; and (4) test facilities are generally constructed on the same pad, which limits the flow line lengths for each well and further reduces environmental impacts.

## ADDING ENVIRONMENTAL VALUE TO U.S. OIL FIELDS

Older, depleted U.S. oil fields that we acquire often suffer from mechanical or environmental conditions that we remedy as our CO<sub>2</sub> EOR operations commence. Denbury's program to rejuvenate these fields and increase oil production from mature oil fields begins by initiating a comprehensive environmental assessment and remediation plan that addresses environmental issues, equips the field with updated technology and results in a more environmentally benign operation that is cleaner and "greener" than what existed prior to our work. As a rule, we review and address all areas of state-mandated regulatory compliance.

These actions, taken together, ensure identification of any age-related problems associated with an older facility, while adding improvements through new equipment and technology to modernize the facility and prepare it for CO<sub>2</sub> injection.

## SOUND MITIGATION

When appropriate, Denbury employs noise control mitigation as a means of reducing the impact of sound "emissions." Although, in most cases, the noise generated by the drilling rig is confined to the location and is a temporary disturbance, we consider the potential effects our operations may have on adjacent populated areas while adhering to stringently enforced state noise regulations.

We employ practical and efficient noise control as dictated by engineered sound studies to reduce the effects, including sound barriers and blankets to reduce the noise originating from drill sites. "Quiet Mode Plans" are sometimes used to reduce the noise at the well site during night hours. The plans include training, installation of sound barriers and operations scheduling/planning with noise monitoring equipment to determine their effectiveness.

## JACKSON DOME — REMOTE CATHODIC PROTECTION MONITORING SYSTEM

The CO<sub>2</sub> Supply and Pipeline Operations Group has installed a remote cathodic protection monitoring system on our pipelines. In order to counteract the electrolytic corrosion reaction on our pipelines, transformer rectifiers are installed that place a voltage onto the pipeline. This system remotely monitors the proper operation of rectifiers by measuring rectifier volts, rectifier amps, pipe-topsoil potential and AC mains detection. The data from the system is continually monitored and also stored for regulatory compliance verification.

## LEED BUILDING

In 1998, the U.S. Green Building Council (USGBC) established and launched the first Leadership in Energy and Environmental Design (LEED) Pilot Project Program. This program created a rating system to help define and measure “green” buildings. Ratings are based on credits achieved, with a set number of points attached to each credit. These credits are broken down into different categories: Sustainable Sites, Water Efficiency, Energy and Atmosphere, Materials and Resources, Indoor Environmental Quality, Innovation in Design and Regional Priority. The minimum number of points for each credit is one and the maximum total number of points that can be achieved is 100. The level of certification that can be achieved ranges from Certified to Platinum.

When Denbury was in the early stages of designing our corporate headquarters, our commitment to sustainability was evidenced by making LEED certification a top priority. The design-build team preparing our headquarters space knew that green building practices reduce negative impacts on the environment and also reduce operating costs and increase workers’ productivity. Denbury received LEED certification for Phase I of our headquarters in 2011 and certification for Phase II in 2012.







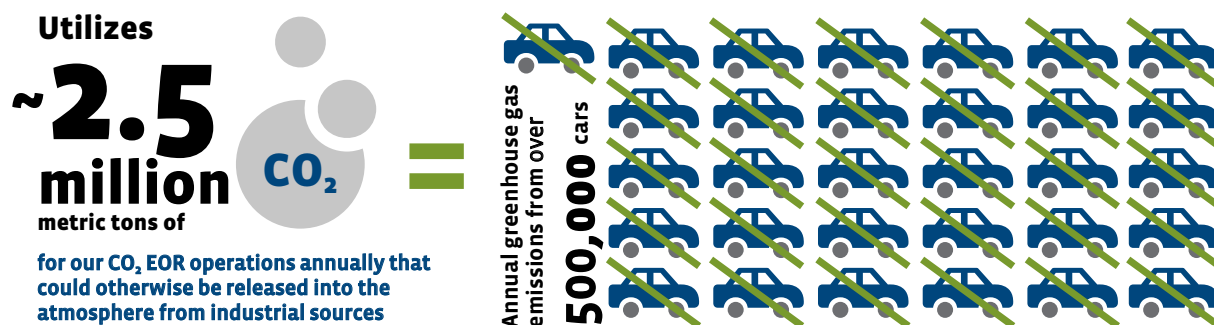
## Managing Our Carbon Footprint

*Denbury recognizes that the reduction of carbon emissions is important and we take the responsibility of protecting our environment seriously. Part of our obligation is to report greenhouse gas (GHG) emissions and develop procedures and methods to collect data critical for calculating these emissions. In addition, our operating strategy, which focuses on enhanced oil recovery utilizing carbon dioxide (CO<sub>2</sub> EOR), has environmental benefits. We are committed to utilizing emerging technologies, where feasible, to capture or reduce emissions and to improve our carbon efficiency.*

### BENEFITS OF CO<sub>2</sub> EOR

With our focus on CO<sub>2</sub> EOR, we offer several environmental benefits not generally associated with oil and gas operations. Perhaps most significantly, CO<sub>2</sub> EOR is increasingly being viewed as a complementary long-term strategy to reduce carbon emissions from various current and proposed industrial facilities. For example, we are currently utilizing over 2.5 million metric tons of CO<sub>2</sub> annually from industrial sources for our CO<sub>2</sub> EOR operations that could have otherwise been released into the atmosphere. Based on information from the EPA's Greenhouse Gas Equivalencies Calculator, this amount equals the annual greenhouse gas emissions from over 500,000 passenger vehicles. Our CO<sub>2</sub> EOR process provides an economical and technically feasible method to develop otherwise stranded oil reserves with the added benefit of associated CO<sub>2</sub> storage. Putting CO<sub>2</sub> to work as a commodity rather than as a waste is just common sense.

CO<sub>2</sub> EOR has the potential to store billions of metric tons of CO<sub>2</sub> and produce billions of barrels of American oil that are not recoverable today. The U.S. Department of Energy (DOE) estimates that 137 billion barrels of technically recoverable oil may be produced utilizing CO<sub>2</sub> EOR, with 67 billion barrels economically recoverable with oil prices at \$85 per barrel. This additional domestic production could partially offset oil supplies from foreign countries. Our two operating areas in the Gulf Coast and Rocky Mountain regions are strategically located in areas in which



the DOE estimates there are over 13 billion barrels of oil that could be recovered through CO<sub>2</sub> EOR. As policy makers search for ways to capture CO<sub>2</sub> from industrial sources, it is clear that utilizing depleted American oil reservoirs is the best proven opportunity to safely make carbon capture and associated long-term storage a reality in the near-term.

Recent federal government research quantifies the potential for storing CO<sub>2</sub> in EOR operations. Denbury is advancing our program of CO<sub>2</sub> pipeline development to expand our CO<sub>2</sub> transportation network capability to reach our network of oil fields. Denbury's business model is an excellent example of how to combine technology, economics and science to take a proven, safe process to a new level. We believe our investments, experience and acquired knowledge give us a strategic and competitive advantage and trust we will be a leader in this arena for many years.

## GREENHOUSE GAS REPORTING

On October 30, 2009, the EPA finalized the regulation to report GHGs from various sources covered under several industrial sectors. This rule is published in 40 CFR under Part 98 and is referred to as the Greenhouse Gas Reporting Program (GHGRP). The threshold to report GHGs is 25,000 metric tons (MT) of CO<sub>2</sub> equivalent (CO<sub>2</sub>e). Denbury has been utilizing applicability determinations, definitions, calculation methodologies, exemptions and monitoring methods that are listed under applicable subparts of GHGRP for reporting purposes. The data reported by Denbury is available to the public via EPA's website. Under this program, we report data under Subparts PP (CO<sub>2</sub> produced), UU (CO<sub>2</sub> injected) and W (CO<sub>2</sub> emitted).

Under Subpart PP, we have annually reported the amount of CO<sub>2</sub> produced and delivered from our Jackson Dome fields in Mississippi since 2010. Starting in 2014 we reported the amount of CO<sub>2</sub> produced at our Riley Ridge gas processing plant in Wyoming, which started up in December 2013. Under Subpart UU, we report the amount of CO<sub>2</sub> received at each of our EOR fields via purchase meters before the CO<sub>2</sub> is distributed to injection wells in the field and injected underground. Finally, under Subpart W, we report CO<sub>2</sub> (carbon dioxide), CH<sub>4</sub> (methane) and N<sub>2</sub>O (nitrous oxide) emissions from various sources and processes, as converted to CO<sub>2</sub> equivalent (CO<sub>2</sub>e) emissions.

## COMMITMENT TO CARBON EFFICIENCY

As part of our commitment to increasing energy efficiency, we evaluate our operations on an ongoing basis to ensure that we are using the most efficient technology feasible. Denbury implements updates and changes throughout our operations to reduce our carbon footprint and increase our efficiency. Increasing energy efficiency benefits both our economic results as well as our environmental efforts.

Denbury's initiative to update the technology and processes we use in our facilities and operations has aided in the continued control and monitoring of our carbon emissions. For example, many of our recent EOR facilities have been designed to capture low pressure gases from our tanks and other processes by incorporating vapor recovery units, preventing the ventilation of those gases into the atmosphere. As a result, all of our EOR facilities capture nearly all of the pressurized CO<sub>2</sub> returning from our producing wells by separating the CO<sub>2</sub> from produced liquids. The separated CO<sub>2</sub> is then re-injected into the oil bearing reservoir, continuing the repeatable process of enhanced oil recovery and increasing overall production. In addition to capturing CO<sub>2</sub>, we have also successfully reduced our CO<sub>2</sub> emissions to de minimis levels by capturing the low pressure CO<sub>2</sub> from tanks throughout our operations. This control technology is now a standard in all of Denbury's EOR facility designs.

Denbury recognizes national and international greenhouse gas reduction goals. We are committed to seeking out and implementing operational upgrades that are both environmentally and economically responsible. Our intent in doing so is not limited only to improving our operational efficiency, but because we recognize our responsibility to take part in the shared effort to protect and preserve our environment.







## Our Communities

Investing

Giving

Communicating



We Serve and Support Our Communities

## Our Communities

*Denbury is honored and privileged to be a part of the communities in which we operate. Local economic investments, charitable giving and community engagement are an essential part of the way we do business. Rather than merely being a dependable and ethical business presence in our communities, we feel obligated to find ways to invest in community campaigns, philanthropic organizations and to be stewards of the environment. Engagement with our communities ensures that they are well informed about our projects and helps them better understand our business operations.*

“

*We are extremely proud of the generosity of our employees and how their generosity is exhibited in the communities where they live and work.*

”



Investing



Giving



Communicating



## Investing

Investing in  
our Community



*Denbury's strong desire and commitment to invest in our communities has many positive economic, environmental and social impacts. Our activities reinvigorate labor markets, businesses and the local environment. Our projects are generational and our long-term investments will generate millions of dollars in tax revenue and other economic activity for our states and communities.*

## STATE AND COMMUNITY INVESTMENT

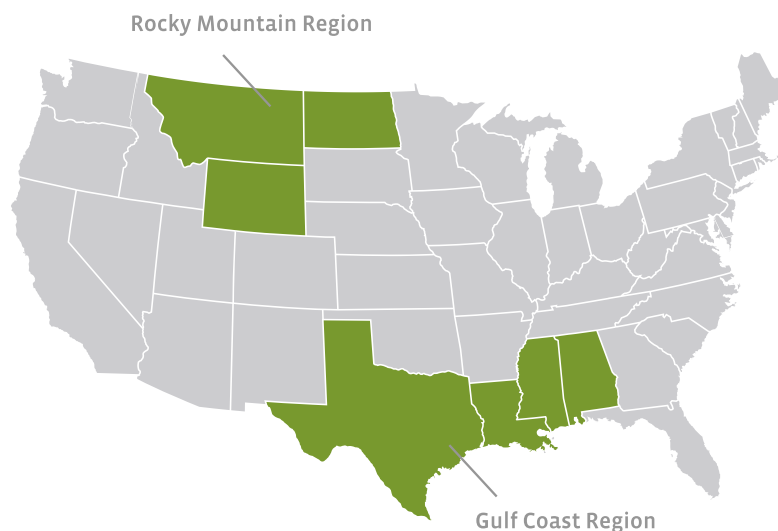
Denbury is unique among domestic oil and gas companies because our primary corporate strategy and focus is aimed at developing significant stranded reserves of American oil from depleted reservoirs through carbon dioxide (CO<sub>2</sub>) enhanced oil recovery (EOR). During the CO<sub>2</sub> EOR process we reinvest in our areas of operation by cleaning up legacy fields, making possible future growth and long-term community development.

Facility development and field improvements provide a significant economic injection to both state and local economies. Well work, field infrastructure improvements, land acquisition, CO<sub>2</sub> recycle facility construction, power installation and other capital expenditures can be in the hundreds of millions of dollars per field. Direct and secondary impacts include new job creation and growth in labor income and gross regional product, resulting in added value to the area through state and local tax revenue, royalty income and product sales. Our projects, generally, can span between 10–20 years of consistent investment.

Our process rejuvenates fields as we install equipment with cutting-edge technology to ensure identification of age-related problems and modernization of facilities to prepare them for CO<sub>2</sub> injection. CO<sub>2</sub> EOR operations require specialized equipment that replaces and consolidates older equipment and facilities, resulting in a smaller environmental footprint from production operations. Areas of field improvement routinely include:

- › mechanical integrity review of wellbores and surface production facilities;
- › pressure testing of existing casing and replacement (if necessary) of old tubing;
- › installation of new wellhead equipment;
- › installation of emissions reduction equipment;
- › installation of remote telemetry field monitoring equipment that reduces vehicle traffic;

- > installation of sound barriers, silencers and landscaping;
- > reclamation of land after removal of old and unneeded equipment;
- > replacement of old production flow lines with new flow lines; and
- > installation of other updated technical equipment to assist with 24/7 operations and safety monitoring activities.



### ***Denbury's Investment in Riley Ridge:***

Denbury's growth opportunities in the North Region are anchored by the availability of a reliable CO<sub>2</sub> source, pipeline networks and EOR fields. The CO<sub>2</sub> source for the North Region is the LaBarge Field located in Sublette County, Wyoming. Denbury has current reserves of approximately 3.3 Tcf in this field which will need to be produced, processed and transported to our EOR fields in the region. Denbury's Riley Ridge asset is the centerpiece of this CO<sub>2</sub> source in the Rockies. The Riley Ridge facility and supportive infrastructure will produce, process and separate methane, helium and CO<sub>2</sub> to be commercially utilized. Without this facility, these valuable natural resources would have limited ability to be produced. Per Department of Energy published reports, there are approximately 6.4 billion barrels of recoverable oil through EOR in the Rocky Mountain

Region. The ability to capture, transport and utilize CO<sub>2</sub> is vital to Denbury's growth profile. Denbury's future expansion will also provide solid economic growth in area communities, new high wage jobs and other benefits, all while adhering to regulatory requirements, respecting landowner rights and protecting environmental and cultural resources.



***Riley Ridge Federal Unit located in southwestern Wyoming***

## POSITIVE ECONOMIC IMPACT

Our operations have a positive economic impact on many groups inside and outside our local communities. Denbury's royalty interest owners share in the benefits of our projects and their interests are closely aligned with ours. Local employees also benefit by receiving competitive salary and benefits, which in turn support their families and allows them to invest in their communities. Millions of dollars in tax revenue are generated annually by our activities in our states and communities. Additionally, the groups and individuals that finance our business through the purchase of Denbury stock and bonds earn a share of the value we create in the form of dividends and interest payments.

*In 2014 Denbury paid its first common stock dividend. We remain confident in our outlook to grow our dividend from the current annualized rate of \$0.25 per share to create additional economic impact.*

### > A Look at Denbury's Investment in Mississippi

Since 1999 it is estimated that Denbury has made over \$4.6 billion in capital investments in the state of Mississippi.

**~\$4.6  
billion**

**MS**

Denbury has a strong, long-term commitment to Mississippi through our growing oil production, operations and investments in our CO<sub>2</sub> development and transportation projects. For the fiscal year ending December 31, 2013, it is estimated that our actives had the following direct economic impact in the state of Mississippi:



Annual  
Maintenance &  
Severance Taxes

**~\$42  
million**

Annual  
Royalty  
Payments

**~\$308  
million**

Annual  
Payroll &  
Benefits

**~\$45  
million**

Average  
Employee Annual  
Salary & Benefits

**~\$108  
thousand**

Employees

**416**



# REDUCTION OF DEPENDENCE ON FOREIGN OIL

The U.S. Department of Energy has estimated that 137 billion barrels of technically recoverable oil may be produced utilizing CO<sub>2</sub> EOR, with 67 billion barrels economically recoverable with oil prices at \$85 per barrel. It has been estimated that it may be feasible to expand U.S. production from EOR to as much as four million barrels of oil per day if conditions permit. Should this occur, that would represent roughly one-third of current U.S. daily oil production. The impact of this expansion would have substantial benefits for U.S. energy independence and for our balance of trade. Denbury is positioned to play a critical role in this expansion. Our two operating areas in the Gulf Coast and Rocky Mountain regions are strategically located in areas in which the DOE estimates there are over 13 billion barrels of oil that could be recovered through CO<sub>2</sub> EOR. As EOR grows to contribute significant and stable U.S. oil supplies from existing fields within our borders, it will positively impact all sectors of the U.S. economy and substantially contribute to American energy security.



Source: The U.S. Department of Energy.

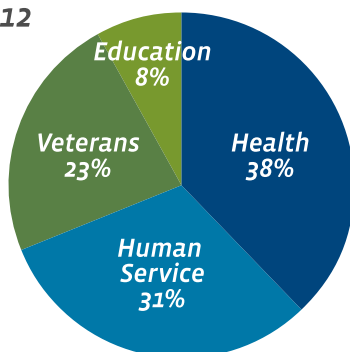


*Denbury actively and enthusiastically supports community-based programs and organizations that address educational, cultural and social issues—improving the quality of life in the areas where we work and live. Our commitment includes financial contributions as well as coordination and support of volunteer services by our employees. Our employees are encouraged to give generously to charitable organizations of their choosing, with Denbury providing a matching contribution to support their efforts. Together, we have made a difference in our communities through contributions to numerous local charities and organizations.*

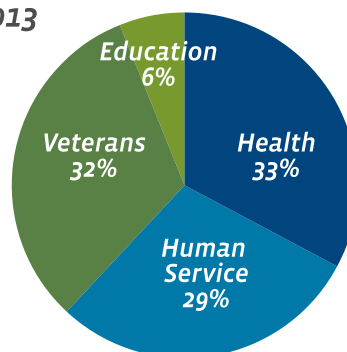
## CHARITABLE CONTRIBUTIONS COMMITTEE

Our Charitable Contributions Committee is comprised of employees from various departments throughout the company working together to determine the best use of our resources to meet the needs of our communities. The committee was formed to supplement the Company's other charitable contributions with a focus on contributing to organizations identified and supported by our employees. The committee meets monthly to distribute budgeted funds to select charitable organizations supported and nominated by Denbury employees. In addition, each of our field offices is allocated a specific charitable contribution budget so that they can give back to local organizations throughout the year.

2012



2013



“

***Denbury seeks out opportunities to provide financial support to charitable organizations to which Denbury employees donate their time and resources.***

”

## MATCHING GIFTS PROGRAM

Denbury has established a matching gifts program that matches up to \$1,000 donated by each employee to any eligible charitable organization. During the last two years, employees have personally donated tens of thousands of their own dollars to schools, hospitals, community projects and other charitable organizations, which Denbury has matched.

## SERVICE

Investing in our communities is not purely about monetary donations. In addition to financial contributions, Denbury is committed to encouraging and supporting our employees' involvement in community service and philanthropic events and projects. To support our employees in their commitment to volunteer, we provide a paid day off from work to participate in service projects of their choosing. Additionally, Denbury coordinates group participation in fundraising and service projects that our employees are passionate about.

### > You will find Denbury faces helping all over our communities



Denbury employees volunteer and participate each year in the annual Dallas Children's Health Holiday Parade and the Red Balloon Run and Ride supporting the Children's Medical Center Foundation.



Habitat for Humanity is one of Denbury's various efforts in which our employees volunteer their time and energy to help build homes in our communities.



Denbury's legal group volunteered at a local food bank in Plano, Texas, Minnie's Food Pantry. The group also made a \$2,500 donation from Denbury's Charitable Contribution Committee.

“

*It is because of organizations like Denbury, we are able to support our mission to bring people together to build homes, communities and hope.*

*– Larry Pietenpol, Board President Habitat for Humanity North Collin County*

”

## CHARITY DRIVES

Throughout each year Denbury employees organize collections of items for people in need, such as new clothing, books, toys and school supplies. Collection areas are located throughout our headquarters in Plano, Texas, and delivered to the charities. Charitable organizations include The North Texas Food Bank, Assistance Center of Collin County Tools for School, Toys for Tots, Senior Citizen's Drive benefiting Heritage Manor in Plano, Vogel Alcove Diaper Drive, among many others. Our field offices also have collection drives throughout the year for local charitable organizations.



*"Tools for School" drive benefiting the Assistance Center of Collin County.*

## BLOOD DONATIONS

Denbury organizes and encourages employees to give blood on-site. Giving blood is also a way for donors to gain access to vital information about their own health. A free mini-physical is given at the time of donation, which includes a screening of blood pressure, temperature, iron level and cholesterol level.





## Communicating

*Denbury believes that community engagement through dialogue is an essential part of being a responsible corporate citizen. Through public awareness programs and investor and government relations initiatives, Denbury seeks to educate and communicate with all community stakeholders on matters including safety, public policy advocacy and understanding of our business operations.*

### PUBLIC AWARENESS PROGRAM

Safety of the public and of company personnel is Denbury's highest priority. Beyond achieving regulatory compliance, we strive to go the extra mile to establish a solid working relationship with communities in our areas of operations. More than simply "doing the right thing," we listen to our constituents and seek to anticipate issues so we may offer solutions to resolve problems and minimize impacts. Denbury's public awareness program promotes open communication and cooperation with local organizations to inform and improve public awareness of safe operations for first responders, public officials and neighboring public in the communities where we operate. We believe that education about our operations helps to keep our communities safe.



*Construction during the initial 232-mile section of our Greencore CO<sub>2</sub> Pipeline in Wyoming*



*Among many awareness initiatives, we educate community members about the purpose of 811: Call Before You Dig, the national one-call number for damage prevention of underground utility infrastructure. Our initiative also includes measures to take appropriate steps in the event of a pipeline release or emergency.*

## DENBURY AWARE NEWSLETTER

Denbury has recently published a newsletter entitled “Aware” as an effort to improve the on-going dialogue regarding our operations, pipeline safety and emergency response procedures with the public safety community. We intend for the newsletter to be informative and demonstrative of our commitment to enhancing our relationship with area emergency responders and safety officers.

### *Current and Upcoming “Aware” Topics Include:*

- › Differences between CO<sub>2</sub> and conventional oil & natural gas pipelines
- › Detecting a pipeline emergency and the appropriate response tactics
- › Working face-to-face with local first responders
- › Overview of Denbury’s Emergency Response Plan
- › How to facilitate and run an effective emergency response drill for emergency responders
- › Pipeline location and planning



## MINERAL OWNERS

Our operations are possible due to the private ownership of mineral rights held by our mineral interest owners and we recognize the importance of providing them with highest quality of service and operational education. Through various means, members of this community are provided a platform to contact Denbury and receive information regarding their ownership, answers to operational questions and educational presentations.

## PRESENTATIONS

From time to time, Denbury hosts or participates in presentations, community open houses and town hall meetings. We believe this is an important and personal way to engage and educate our community stakeholders about our operations and current or proposed new projects. Examples include:

- › Riley Ridge Project public meeting in Sublette County, Wyoming in 2012; and
- › Community open house in League City, Texas, for information about construction of the Webster Lateral of our Texas Green Pipeline in 2013.

## GOVERNMENTAL RELATIONS

Denbury participates in the federal, state and local political process because public policy decisions can and do impact our company, employees and shareholders. We believe that the long-term success of our business partially lies in educating governmental representatives and groups about our operations and goals.

The Denbury Political Action Committee (Denbury PAC) is a fund supported by Denbury employees, who voluntarily pool their resources to support political candidates who support the U.S. oil and gas industry along with a fair and sustainable business environment. As a nonpartisan entity, the Denbury PAC makes contributions that reflect the interests of Denbury and not individual employees, officers or directors. No contribution is made in exchange for, or with the expectation of, official action by the recipient. Employees have the right to refuse to participate without fear of retaliation and also understand they will not be reimbursed for making such a voluntary contribution.

The use of company assets or funds for political purposes, as well as contributions from the Denbury PAC, must be recommended by the Governmental Relations department and approved in advance by Denbury's senior management.

State and federal laws require Denbury to report expenditures associated with activities that support lobbying. Denbury employs and also contracts with registered lobbyists and makes expenditures to individuals and outside organizations, such as trade associations, who conduct lobbying activities. Denbury also follows all applicable federal, state and local rules pertaining to gifts to government officials. Employees are expected and trained to know the rules and must seek permission from the Governmental Relations department in advance of giving a covered gift to a governmental official.

## INVESTOR RELATIONS

Denbury has an investor relations team dedicated to educating not only our investors and employees, but our community stakeholders as well. We encourage you to visit [Denbury.com](http://Denbury.com) periodically to find information about Denbury's business operations, finances, safety awareness, recent public announcements and webcasts, upcoming events and much more. We continually update our site to provide the most current information.





GRI Index

## Global Reporting Initiative G4 Content Index\*

### General Standard Disclosures \*

G4	GENERAL STANDARD DISCLOSURE	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
<b>STRATEGY AND ANALYSIS</b>		
G4-1	Statement from most senior decision maker.	<a href="#">CEO Message</a> p. 8
G4-2	Key impacts, risks and opportunities.	<a href="#">CEO Message</a> p. 8, and <a href="#">Our Report</a> p. 3
<b>ORGANIZATIONAL PROFILE</b>		
G4-3	Name of the organization.	Denbury Resources Inc.
G4-4	Primary brands, products and services.	<a href="#">2013 Annual Report on Form 10-K</a> ; Item 1. Business and Properties-General
G4-5	Location of the organization's headquarters.	5320 Legacy Dr. Plano, Texas, 75024
G4-6	Number of countries where the organization operates, and names of countries where either the organization has significant operations or that are specifically relevant to the sustainability topics covered in the report.	1 country; United States of America See <i>a/so</i> p.12, "Our Company— <a href="#">What We Do &amp; Our CO<sub>2</sub> Story</a> " for our operational map.
G4-7	Nature of ownership and legal form.	Delaware corporation
G4-8	Markets served (including geographic breakdown, sectors served, and types of customers and beneficiaries).	<a href="#">2013 Annual Report on Form 10-K</a> ; Item 1. Business and Properties
G4-9	Scale of organization.	<a href="#">2013 Annual Report on Form 10-K</a> : - Item 1. Business and Properties -General Consolidated Financial Statements
G4-10	Total workforce by (i) employment type (full-time and part-time) and gender and (ii) region and gender.	See charts below



#### 2012 EMPLOYMENT TYPE & GENDER

Employment Type	Male	Female	Total
Full-time employees	1,084	347	1,431
Part-time employees	0	1	1
<b>Total Employees</b>	<b>1,084</b>	<b>348</b>	<b>1,432</b>

#### 2013 EMPLOYMENT TYPE & GENDER

Employment Type	Male	Female	Total
Full-time employees	1,154	345	1,499
Part-time employees	1	1	2
<b>Total Employees</b>	<b>1,155</b>	<b>346</b>	<b>1,501</b>

#### 2012 REGION & GENDER

Region	Male	Female	Total
Rocky Mountain (WY, MT, ND)	143	16	159
Gulf Coast (TX, LA, MS, AL)	562	45	607
Headquarters (Plano, TX)	379	287	666
<b>Total Employees</b>	<b>1,084</b>	<b>348</b>	<b>1,432</b>

#### 2013 REGION & GENDER

Region	Male	Female	Total
Rocky Mountain (WY, MT, ND)	197	20	217
Gulf Coast (TX, LA, MS, AL)	550	40	590
Headquarters (Plano, TX)	408	286	694
<b>Total Employees</b>	<b>1,155</b>	<b>346</b>	<b>1,501</b>

All data as of December 31, 2012 and December 31, 2013.

G4	GENERAL STANDARD DISCLOSURE	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
G4-11	Percentage of total employees covered by collective bargaining agreements.	0%
G4-12	Describe the organization's supply chain.	Denbury's supply chain is comprised of thousands of suppliers and independent contractors, ranging from multinational corporations to local businesses, who provide Denbury with products, materials and services integral to our business. Our supply chain department consists of procurement professionals at our corporate headquarters and in certain field offices who seek an ethical, diverse and highly distributed supply chain to reduce costs and procure high quality products and services. In 2013, Denbury spent approximately \$1.2 billion in procurement with its suppliers and independent contractors.
G4-13	Significant changes during the reporting period regarding the organization's size, structure, ownership, or its supply chain.	<a href="#">2013 Annual Report on Form 10-K:</a> - Item 1. Business and Properties - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

G4	GENERAL STANDARD DISCLOSURE	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
G4-14	Report whether and how the precautionary approach or principle is addressed by the organization.	Not addressed by the organization
G4-15	Report externally developed economic, environmental and social charters, principles, or other initiatives to which the organization subscribes or which it endorses.	None
G4-16	<p>Report memberships in associations (such as industry associations) and national or international advocacy organizations in which the organization:</p> <ul style="list-style-type: none"> <li>* Has positions in governance bodies;</li> <li>* Participates in projects or committees;</li> <li>* Provides substantive funding beyond routine membership dues; or</li> <li>* Views membership as strategic.</li> </ul>	<p>We are members and hold governance positions in a few organization and institutions in the oil and gas sector or related to professional fields. See below for a selection of current positions.</p> <p><i>Greg Schnacke</i>, Executive Director, Governmental Relations:</p> <ul style="list-style-type: none"> <li>• Board of Directors for the Montana Petroleum Association</li> <li>• Board of Directors for the Wyoming Petroleum Association</li> <li>• Board of Directors for the North American Carbon Capture and Storage Association</li> </ul> <p><i>Bruce Smith</i>, Director A&amp;D Land and Special Projects:</p> <ul style="list-style-type: none"> <li>• Secretary/Treasurer of the Louisiana Oil and Gas Association</li> </ul>

#### IDENTIFIED MATERIAL ASPECTS AND BOUNDARIES

G4-17	List all entities included in the organization's consolidated financial statements or equivalent documents and whether any of these entities is not covered by the report.	<a href="#">2013 Annual Report on Form 10-K</a> : Exhibit 21 for a list of our significant subsidiaries. Data in this Report includes all of our subsidiaries unless otherwise noted.
G4-18	Explain the process for defining the report content and the Aspect Boundaries and how the organization has implemented the Reporting Principles for Defining Report Content.	Our Report— <a href="#">Report Content</a> and <a href="#">Report Framework</a> p. 3
G4-19	List all the material Aspects identified in the process for defining report content.	Our Report— <a href="#">Report Content</a> p. 3
G4-20	For each material Aspect, report the Aspect Boundary and whether the aspect is material within the organization.	See chart below G4-21
G4-21	For each material Aspect, report the Aspect Boundary and whether the Aspect is material outside the organization.	See <a href="#">chart below</a>

Denbury Material Issue	G4 Category	G4 Material Aspect	Material Within Denbury	Material Outside Denbury	Relevance Outside Denbury
Economic Investments & Impacts	Economic	Economic Performance (EC1)	✓	✓	The economic value we generate and distribute impacts not only our financials but also state and local governments, our capital providers, our employees and our communities.
	Economic	Indirect Economic Impacts (EC8)		✓	Our operations reinvigorate local labor markets, businesses and the economies of our communities while generating millions of positive dollars of tax revenue and other economic activities.
Reserves	Economic	Reserves (OG1)	✓		
Employee Wellbeing	Social; Labor Practices and Decent Work	Employment (LA1 & LA2)	✓		
Employee Health & Safety	Social; Labor Practices and Decent Work	Occupational Health and Safety (LA5 & LA6)	✓		
Employee Training & Development	Social; Labor Practices and Decent Work	Training and Education (LA9 & LA11)	✓	✓	Training and developing employees not only contributes to Denbury's long term success but also the success and quality of the current and future global workplace.
Employee Diversity & Equal Opportunity	Social; Labor Practices and Decent Work	Diversity and Equal Opportunity (LA12)	✓		
Managing our Carbon Footprint	Environmental	Emissions (EN15, EN16 & EN18)		✓	Carbon emissions reduction is an important issue to many Denbury stakeholders and this material Aspect is relevant in all our areas of operations, as part of our commitment to environmental stewardship.
Spill Prevention	Environmental	Effluents and Waste (EN24)	✓	✓	Spills have the potential to adversely affect the communities in which they occur and the environment, therefore, we continue to pursue our goal to have zero environmental incidents.

G4	GENERAL STANDARD DISCLOSURE	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
G4-22	Report the effect of any restatements of information provided in previous reports, and the reasons for such restatements.	Not applicable
G4-23	Report significant changes from previous reporting periods in the Scope and Aspect Boundaries.	Not applicable; this is the Company's first GRI report.
<b>STAKEHOLDER ENGAGEMENT</b>		
G4-24	List stakeholder groups engaged by the organization.	The primary stakeholders with whom we engaged are: Denbury employees, Denbury's senior management, Denbury's board of directors, shareholders (including institutional and retail investors), prospective investors and local community organizations.
G4-25	The basis for identification and selection of stakeholders with whom to engage.	The organization encourages an open dialogue with all stakeholders. We consider stakeholder engagement a necessary part of good business and corporate governance practices. Management uses its judgment to determine the stakeholder groups with whom to engage. We respond diligently to all stakeholders that contact us and believe that engagement with our employees is always necessary.
G4-26	The organization's approach to stakeholder engagement, including frequency of engagement by type and by stakeholder group, and an indication of whether any of the engagement was undertaken specifically as part of the report preparation process.	The organization's approach to stakeholder engagement is an on-going and constant process. <i>See also, G4-25 and "Our Report—<a href="#">Report Framework</a>" p. 4 for more information</i>
G4-27	Key topics and concerns that have been raised through stakeholder engagement, and how the organization has responded to those key topics and concerns, including through its reporting. The Stakeholder groups that raised each of the key topics and concerns.	The key topics and concerns that have been raised through stakeholder engagement are the material Aspects identified in this Report. Our stakeholders were relatively consistent in the identification of key topics and concerns. <i>See also, "Our Report—<a href="#">Report Content</a>" p. 3</i>
<b>REPORT PROFILE</b>		
G4-28	Reporting period for information provided.	2012 and 2013. 2014 data is included where relevant and helpful.
G4-29	Date of most recent previous report (if any).	Our last report was published in 2012.
G4-30	Reporting cycle.	At least biannually
G4-31	The contact point for questions regarding the report or its contents.	Please send an email to Denbury's Corporate Responsibility Team at <a href="mailto:responsibility@denbury.com">responsibility@denbury.com</a> .
G4-32	Report the "in accordance" option the organization has chosen; and the reference to the External Assurance Report, if the report has been externally assured.	"In accordance" – Core has been chosen by the organization. Our report has not been externally assured.
G4-33	Report the organization's policy and current practice with regard to seeking external assurance for the report.	The organization does not have a policy with respect to externally assuring the content in this Report. However, internally we conduct a rigorous and diligent fact check on the information and data presented. Our consolidated financial statements, including our production and reserve numbers are audited by our independent public accounting firm, PricewaterhouseCoopers LLP. <i>See <a href="#">2013 Annual Report on Form 10-K</a>.</i>



## GOVERNANCE



G4-34	Report the governance structure of the organization, including committees of the highest governance body. Identify any committees responsible for decision-making on economic, environmental and social impacts.	Our Company— <a href="#">Corporate Governance</a> p. 19 and <a href="#">2014 Proxy Statement</a> pp. 11-18
G4-35	Report the process for delegating authority for economic, environmental and social topics from the highest governance body to senior executives and other employees.	The business, properties and affairs of the organization are managed by the Chief Executive Officer under the direction of the Board of Directors. The Board of Directors has responsibility for establishing broad corporate policies and for the overall performance and direction of the Company, which includes economic, environmental and social topics.
G4-36	Report whether the organization has appointed an executive-level position or positions with responsibility for economic, environmental and social topics, and whether post holders report directly to the highest governance body.	Our senior management team is responsible for overseeing economic, environmental and social topics that impact our business and our stakeholders. While senior management reports to our CEO, our senior management team also has direct interaction with our Board of Directors on these matters.
G4-37	Report the processes for consultation between stakeholders and the highest governance body on economic, environmental and social topics. If consultation is delegated, describe to whom and any feedback processes to the highest governance body.	The Board of Directors has approved a process by which stakeholders may contact the members of the Board of Directors regarding economic, environmental and social topics of concern. Please write to Denbury Resources Inc., Attention Corporate Secretary, 5320 Legacy Drive, Plano Texas 75024. In addition, stakeholders may e-mail the Corporate Secretary and Board members at: <a href="mailto:secretary@denbury.com">secretary@denbury.com</a> .
G4-38	Report the composition of the highest governance body and its committees by: executive or non-executive; independence; tenure on the governance body; number of each individual's other significant positions and commitments, and the nature of the commitments; gender; membership of under-represented social groups; competences relating to economic, environmental and social impacts; and stakeholder representation.	<a href="#">2014 Proxy Statement</a> pp. 4-9 (Director Information); <a href="#">2014 Proxy Statement</a> p. 12 (Director Independence)
G4-39	Report whether the Chair of the highest governance body is also an executive officer (and, if so, his or her function within the organization's management and the reasons for this arrangement).	Denbury's Chairman of the Board is not an executive officer. See also, <a href="#">2014 Proxy Statement</a> p. 11 (Board Leadership Structure) and "Our Company— <a href="#">Corporate Governance</a> ." p. 19
G4-40	Report the nomination and selection processes for the highest governance body and its committees, and the criteria used for nominating and selecting highest governance body members.	<a href="#">2014 Proxy Statement</a> p. 12 (Identification of Director Candidates); <a href="#">2014 Proxy Statement</a> p. 58 (Stockholders Proposals for our 2015 Annual Meeting of Stockholders)

G4-41	Report the processes for the highest governance body to ensure conflicts of interest are avoided and managed. Report whether conflicts of interest are disclosed to stakeholders.	Related party transactions are monitored and approved by our Nominating/Corporate Governance Committee pursuant to Denbury's Related Party Transaction Policy. The Company discloses such transactions as required pursuant to the Securities and Exchange Commission's Rules and Regulations. Additionally, Denbury's Code of Conduct and Ethics governs conflicts of interest. Waivers to the Code of Conduct and Ethics are disclosed to the extent and in the manner required by applicable laws, rules (including any rule of any applicable stock exchange) or regulations.
G4-42	Report the highest governance body's and senior executives' roles in the development, approval, and updating of the organization's purpose, value or mission statements, strategies, policies, and goals related to economic, environmental and social impacts.	The business, properties and affairs of the organization are managed by the Chief Executive Officer under the direction of the Board of Directors. The Board of Directors has responsibility for establishing broad corporate policies and for the overall performance and direction of the Company, which includes economic, environmental and social topics.
G4-46	The highest governance body's role in reviewing the effectiveness of the organization's risk management processes for economic, environmental and social topics.	The Board of Directors has an oversight role with respect to the risk management processes for many economic, environmental and social topics. In certain instances the Board has delegated this duty to an appropriate Board Committee. For example, Denbury's Reserves and Health, Safety and Environmental Committee has an oversight role with respect to the risk management process for environmental matters; and the Compensation Committee has an oversight role with respect to the risk management process for compensation related matters.
G4-47	The frequency of the highest governance body's review of economic, environmental and social impacts, risks, and opportunities.	As necessary throughout the year.
G4-48	The highest committee or position that formally reviews and approves the organization's sustainability report and ensures that all material Aspects are covered.	Reserves and Health, Safety and Environmental Committee.
G4-49	The process for communicating critical concerns to the highest governance body.	All stakeholders wishing to communicate with the Board are encouraged to e-mail the corporate secretary and Board members or address letters to the following addresses: Denbury Resources Inc., Attn: Corporate Secretary, 5320 Legacy Drive, Plano, TX 75024. You may also send an email to: <a href="mailto:secretary@denbury.com">secretary@denbury.com</a> . Additionally, see G4-58.
G4-51	a. The remuneration policies for the highest governance body and senior executives. b. How performance criteria in the remuneration policy relate to the highest governance body's and senior executives' economic, environmental and social objectives.	<a href="#">2014 Proxy Statement</a> "Executive Compensation—Compensation Discussion and Analysis," p. 24 <a href="#">2014 Proxy Statement</a> "Compensation of Directors," p. 53
G4-52	The process for determining remuneration. Whether remuneration consultants are involved in determining remuneration and whether they are independent of management. Report any other relationships which the remuneration consultants have with the organization.	<a href="#">2014 Proxy Statement</a> "Roles in Setting Executive Officer Compensation," p. 30




**G4 GENERAL STANDARD DISCLOSURE**
**DISCLOSURE AND/OR LOCATION OF DISCLOSURE**

G4-53	How stakeholders' views are sought and taken into account regarding the remuneration, including the results of votes on remuneration policies and proposals, if applicable.	<a href="#">2014 Proxy Statement</a> "Advisory Vote to Approve Named Executive Officer Compensation," p. 52
-------	---	---

**ETHICS AND INTEGRITY**

G4-56	The organization's values, principles, standards and norms of behavior such as codes of conduct and codes of ethics.	See p.17 
G4-57	The internal and external mechanisms for seeking advice on ethical and lawful behavior, and matters related to organizational integrity, such as helplines or advice lines.	Internally, employees are expected to first bring matters of concern to their manager. If there are reasons one is uncomfortable doing so or thinks the issue needs attention from a different perspective, employees may turn to any of the following: (1) a manager or the vice president of the employee's department or region, (2) a Human resource employee relations representative, or (3) Denbury's Compliance team or Legal department. Internally and externally, parties may use our Compliance Hotline as described in G4-58 below.
G4-58	The internal and external mechanisms for reporting concerns about unethical or unlawful behavior, and matters related to organizational integrity, such as escalation through line management, whistleblowing mechanisms or hotlines.	Denbury has a Compliance Hotline that is managed by an independent, third-party provider and is available 24 hours a day/7 days a week via phone (1-844-DOING-RT (364-6478)) or online ( <a href="http://www.doingright.denbury.com">www.doingright.denbury.com</a> ). All reports submitted to the Compliance Hotline will be appropriately investigated and, as applicable, reported to the Audit Committee of the Denbury Board of Directors. See p.22 

## Specific Standard Disclosures \*

MATERIAL ASPECTS (SEE G4-19)	DMA AND INDICATORS	INDICATOR DETAIL	DISCLOSURE AND/OR LOCATION OF DISCLOSURE																					
<b>G4 CATEGORY: ECONOMIC</b>																								
Economic Performance	G4-EC1	Direct Economic Value Generate and Distributed	See p. 48  See charts below																					
<table border="1"> <thead> <tr> <th colspan="3">Year Ended December 31, 2013</th><th>In thousands (\$)</th></tr> </thead> <tbody> <tr> <td>Direct Economic Value Generated</td><td>Revenues</td><td>Combined total of oil, natural gas, and related product sales; CO<sub>2</sub> sales and transportation fees; and interest income and other income</td><td>2,517,127</td></tr> <tr> <td rowspan="4">Economic Value Distributed</td><td>Operating Costs (a)</td><td>Combined total of lease operating expenses; marketing expenses; CO<sub>2</sub> discovery and operating expenses; and general and administrative expenses</td><td>941,947</td></tr> <tr> <td>Capital Investment</td><td>Capitalized expenditures (excluding acquisitions), which includes, but is not limited to, capitalized employee wages and benefits and capitalized interest</td><td>1,143,498</td></tr> <tr> <td>Payments to Providers of Capital</td><td>Combined total of interest expense, net of amounts capitalized; loss on early extinguishment of debt; settlements of commodity derivatives; and share repurchases made under our share repurchase program</td><td>463,790</td></tr> <tr> <td>Payments to Government</td><td>Combined total of taxes other than income and current income taxes</td><td>186,488</td></tr> </tbody> </table> <p>(a) Operating costs includes employee wages and benefits, net of (i) operator recovery charges and (ii) capitalized exploration and development costs, which are presented within capital investment.</p>				Year Ended December 31, 2013			In thousands (\$)	Direct Economic Value Generated	Revenues	Combined total of oil, natural gas, and related product sales; CO <sub>2</sub> sales and transportation fees; and interest income and other income	2,517,127	Economic Value Distributed	Operating Costs (a)	Combined total of lease operating expenses; marketing expenses; CO <sub>2</sub> discovery and operating expenses; and general and administrative expenses	941,947	Capital Investment	Capitalized expenditures (excluding acquisitions), which includes, but is not limited to, capitalized employee wages and benefits and capitalized interest	1,143,498	Payments to Providers of Capital	Combined total of interest expense, net of amounts capitalized; loss on early extinguishment of debt; settlements of commodity derivatives; and share repurchases made under our share repurchase program	463,790	Payments to Government	Combined total of taxes other than income and current income taxes	186,488
Year Ended December 31, 2013			In thousands (\$)																					
Direct Economic Value Generated	Revenues	Combined total of oil, natural gas, and related product sales; CO <sub>2</sub> sales and transportation fees; and interest income and other income	2,517,127																					
Economic Value Distributed	Operating Costs (a)	Combined total of lease operating expenses; marketing expenses; CO <sub>2</sub> discovery and operating expenses; and general and administrative expenses	941,947																					
	Capital Investment	Capitalized expenditures (excluding acquisitions), which includes, but is not limited to, capitalized employee wages and benefits and capitalized interest	1,143,498																					
	Payments to Providers of Capital	Combined total of interest expense, net of amounts capitalized; loss on early extinguishment of debt; settlements of commodity derivatives; and share repurchases made under our share repurchase program	463,790																					
	Payments to Government	Combined total of taxes other than income and current income taxes	186,488																					
Indirect Economic Impacts	G4-EC8	Significant Indirect Economic Impacts, Including the Extent of Impacts	See p. 48 																					
Reserves	G4-OG1	Volume and Type of Estimated Proved Reserves and Production	See p. 12  See information and charts below																					

### PROVED RESERVES DATA YEAR ENDED DECEMBER 31, 2013

As of December 31, 2013, Denbury's proved reserves were 468 million barrels of oil equivalent ("MMBOE"), consisting of 387 million barrels of crude oil, condensate and natural gas liquids (together, "liquids"), and 81 MMBOE (or 490 billion cubic feet) of natural gas. Reserves were 83% liquids and 62% proved developed, and 49% of such reserves were attributable to Denbury's CO<sub>2</sub> EOR operations. Total tertiary reserves at December 31, 2013, were 230 MMBOE and total non-tertiary reserves were 238 MMBOE.

Tertiary Properties	Oil (MBbls)	Natural Gas (MMcf)	TOTAL MBOEs
Gulf Coast Region	193,444	17,856	196,420
Rocky Mountain Region	34,015	-	34,015
Total Tertiary	227,459	17,856	230,435



Non-Tertiary Properties			
Gulf Coast Region	42,111	52,781	50,908
Rocky Mountain Region	117,089	419,317	186,975
Total Non-Tertiary	159,200	472,098	237,883
Total	386,659	489,954	468,318


The reserves were prepared in accordance with Financial Accounting Standards Board Codification Topic 932, Extractive Industries – Oil and Gas, using the arithmetic average of the first-day-of-the-month NYMEX commodity price for each month during 2013. These prices were \$96.94 per Bbl for crude oil and \$3.67 per MMBtu for natural gas, both of which were adjusted for market differentials by field.

#### PRODUCTION DATA YEAR ENDED DECEMBER 31, 2013

Denbury's 2013 production totaled approximately 66,000 barrels of oil per day ("Bbls/d") and 24 million cubic feet of natural gas per day. Oil production included 38,477 Bbls/d from tertiary properties and 27,809 Bbls/d from non-tertiary properties.

Tertiary Properties	Oil (Bbls/day)	Natural Gas (Mcf/day)
Gulf Coast Region	38,421	-
Rocky Mountain Region	56	-
Total Tertiary	38,477	-
Non-Tertiary Properties		
Gulf Coast Region	7,766	15,398
Rocky Mountain Region	20,043	8,344
Total Non-Tertiary	27,809	23,742
Total	66,286	23,742

A complete report of our estimated proved reserves, production, our report methodology and definitions is included in our [2013 Annual Report on Form 10-K](#). Specifically see pp. 3-4, 8-9, 22-25 and 100-104.

MATERIAL ASPECTS (SEE G4-19)	DMA AND INDICATORS	INDICATOR DETAIL	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
<b>G4 CATEGORY: ENVIRONMENTAL</b>			
Emissions	G4-EN15	Direct Greenhouse Gas (GHG) Emissions (Scope 1)	See p. 46  See information and charts below

We report GHG emissions in accordance with the Environmental Protection Agency's ("EPA") Green House Gas Reporting Program ("GHGRP"). We report under the following subparts and in accordance with the following criteria:

#### Subpart PP — Suppliers of CO<sub>2</sub>

Subpart PP was finalized by the EPA in October 2009 and has undergone subsequent revisions since it was published. We submitted our first Subpart PP report in September 2011 for the reporting year 2010. Under this subpart, we are required to annually report the amount of CO<sub>2</sub> supplied from our CO<sub>2</sub> production fields and the amount delivered to various industrial customers, including our enhanced oil recovery (EOR) operations.

#### Subpart UU — Injection of CO<sub>2</sub>

Subpart UU of the GHGRP was finalized by the EPA in 2011 and the first reports were due in September 2012. Subpart UU requires reporting for a well or group of wells that inject CO<sub>2</sub> into the subsurface. This includes Underground Injection Control (UIC) Class II wells in which CO<sub>2</sub> is injected for the purposes of EOR. This subpart does not include UIC Class VI wells

into which CO<sub>2</sub> is injected for the purpose of permanent geologic sequestration. Denbury currently does not operate any Class VI injection wells.

The amount of CO<sub>2</sub> reported under this subpart does not include the amount of post-separation CO<sub>2</sub> recycled at the central oil production facility and re-injected via CO<sub>2</sub> injection wells. We reported the CO<sub>2</sub> injection amounts under this subpart for 14 EOR fields in our Gulf Coast operating region in 2011 and 2012. Two additional fields were reported in 2013 which are located in Montana (Bell Creek) and Wyoming (Grieve). We are also involved in a pilot project funded by the Department of Energy where we receive CO<sub>2</sub> from Alabama Power's Barry Power Plant and is injected nearby in our Citronelle field. We have been reporting CO<sub>2</sub> injected under this program since 2011.

#### Subpart W — Petroleum and Natural Gas Systems

The EPA finalized Subpart W of the GHGRP in 2011. This subpart has been through several revisions since it was first published. The first annual report under this subpart was due in September 2012 for the reporting year 2011. The EPA has included 8 industry segments under this subpart. Our oil production fields fall under the "Onshore Petroleum and Natural Gas Production" industry segment and our Riley Ridge Gas Plant falls under the "Onshore Natural Gas Processing" industrial segment.

Under this subpart, the EPA requires operators to report emissions under each geological basin in which they operate. These basin boundaries have been identified on the Geologic Provinces Code Map published by the American Association of Petroleum Geologists. Currently, our operations fall under three geologic basins in the Gulf Coast region and three basins in the Rocky Mountains region. Denbury has been reporting under this subpart since 2011 for basins exceeding the reporting thresholds.

Under Subpart W, EPA requires operators to report CO<sub>2</sub>, CH<sub>4</sub> and N<sub>2</sub>O emissions from various sources and processes listed under the subpart. These GHG emissions are converted to CO<sub>2</sub> equivalent (CO<sub>2</sub>e) emissions by using the respective Global Warming Potentials (GWPs) for each pollutant. The GWPs published by the EPA in 2010 are listed in the table below.

Greenhouse Gases	GWPs
CO <sub>2</sub>	1
CH <sub>4</sub>	21
N <sub>2</sub> O	310

The GWPs for certain GHGs were revised by the EPA in 2013 as listed in the table provided below. These revised values were utilized in reporting emissions in 2014 for the 2013 reporting period.

Greenhouse Gases	GWPs
CO <sub>2</sub>	1
CH <sub>4</sub>	25
N <sub>2</sub> O	298

The following are Denbury's emissions for 2012 and 2013 presented in metric tons (tonnes). These emissions coincide with emissions calculations using EPA's GHG Subpart W reporting requirements and applicability as described above.


#### YEAR ENDED DECEMBER 31, 2012

Region	CO <sub>2</sub> (tonnes)	CH <sub>4</sub> (tonnes)	N <sub>2</sub> O (tonnes)	CO <sub>2</sub> e (tonnes)
Rocky Mountain	24,781	295	0.00	30,974
Gulf Coast	139,054	1,762	0.23	176,135
Total	163,836	2,057	0.23	207,109

#### YEAR ENDED DECEMBER 31, 2013

Region	CO <sub>2</sub> (tonnes)	CH <sub>4</sub> (tonnes)	N <sub>2</sub> O (tonnes)	CO <sub>2</sub> e (tonnes)
Rocky Mountain	10,758	386	0.02	20,418
Gulf Coast	148,723	2,203	0.24	203,860
Total	159,481	2,589	0.26	224,278

Our operations do not generate HFCs, PFCs or SF<sub>6</sub> emissions and, therefore, we do not report them under EPA's GHG Subpart W. GWPs for 2012 and 2013 were used to calculate CO<sub>2</sub>e.

MATERIAL ASPECTS (SEE G4-19)	DMA AND INDICATORS	INDICATOR DETAIL	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
Emissions	G4-EN16	Energy Indirect Greenhouse Gas (GHG) Emissions (Scope 2)	See p. 46  See information and charts below


#### YEAR ENDED DECEMBER 31, 2012

Region	MWH	CO <sub>2</sub> (tonnes)	CH <sub>4</sub> (tonnes)	N <sub>2</sub> O (tonnes)	CO <sub>2</sub> e (tonnes)
Rocky Mountain	298,272	192,728	3	3	193,734
Gulf Coast	1,362,325	723,157	12	9	726,254
Total <sup>1</sup>	1,660,597	915,885	15	12	919,988

#### YEAR ENDED DECEMBER 31, 2013

Region	MWH	CO <sub>2</sub> (tonnes)	CH <sub>4</sub> (tonnes)	N <sub>2</sub> O (tonnes)	CO <sub>2</sub> e (tonnes)
Rocky Mountain	484,470	313,039	5	5	314,673
Gulf Coast	1,459,792	774,895	13	10	778,214
Total <sup>1</sup>	1,944,262	1,087,934	18	15	1,092,887

<sup>1</sup> Emissions are estimated using an average of emission factors for all areas of the company's operations multiplied by the total electricity usage. Emission calculations follow EPA's eGRID sub-region total output emission rates for power generation.


Emissions	G4-EN18	Greenhouse Gas (GHG) Emissions Intensity	See p. 46  See information and charts below
-----------	---------	--	---

GHG Intensity	2012	2013
Oil production (bbls)	32,860,331	30,334,490
Water production (bbls)	361,761,063	395,892,689
CO <sub>2</sub> e emissions (tonnes)	207,109	224,278
GHG intensity per barrel of oil (tonnes/bbls)	0.00630	0.00739
GHG intensity per barrel of water (tonnes/bbls)	0.00057	0.00057
GHG intensity per barrel of total fluids (tonnes/bbls)	0.00052	0.00053

Emissions are presented in metric tons (tonnes) and coincide with emissions calculations using EPA's GHG Subpart W reporting requirements and applicability. GWPs for 2012 and 2013 were used to calculate CO<sub>2</sub>e. Oil and water production volumes include all operational areas. All data year ended December 31, 2012 and December 31, 2013.

Effluents and Waste

G4-EN24

Total Number and Volume of  
Significant SpillsSee p. 39   
See information and charts below

2012 Oil	Rockies	Gulf Coast	Total
Oil Spills (bbls)	431	1,031	1,462
Gross Oil Production (bbls)	12,663,085	20,197,246	32,860,331
Oil Spill Volume as a % of Production	0.003%	0.005%	0.004%
2012 Water	Rockies	Gulf Coast	Total
Water Spills (bbls)	11,184	48,751	59,935
Water Production (bbls)	92,769,542	268,991,521	361,761,063
Water Spill Volume as a % of Production	0.012%	0.018%	0.017%
2013 Oil	Rockies	Gulf Coast	Total
Oil Spills (bbls)	1,376	1,160	2,536
Gross Oil Production (bbls)	9,237,433	21,097,057	30,334,490
Oil Spill Volume as a % of Production	0.015%	0.005%	0.008%
2013 Water	Rockies	Gulf Coast	Total
Water Spills (bbls)	33,870	22,842	56,712
Water Production (bbls)	123,620,313	272,272,376	395,892,689
Water Spill Volume as a % of Production	0.027%	0.008%	0.014%

Includes only spills >1bbl & does not include Delhi Incident disclosed below.  
All data year ended December 31, 2012 and December 31, 2013.

Significant spill disclosure:

*Delhi Incident: In June 2013, a release of well fluids, consisting of a mixture of carbon dioxide, saltwater, natural gas and oil, was discovered (and reported) within an area of the Denbury-operated Delhi Field located in northern Louisiana. Denbury immediately took remedial action to stop the release and contain and recover well fluids in the affected area. We completed our remediation efforts with respect to such release during the fourth quarter of 2013; however, we continue to monitor the impacted area to confirm the effectiveness of the remediation efforts.*

#### G4 CATEGORY: SOCIAL; LABOR PRACTICES AND DECENT WORK

Employment

G4-LA1

Total number and rates of new  
employee hires and employee  
turnover by age group, gender and  
regionSee p. 31   
See charts below LA1

New Hires	2012	2012 New Hires %	2013	2013 New Hires %
Number of New Hires by Age:				
> 50 years old	82	29%	33	19%
30 – 50 years old	125	44%	97	55%
< 30 years old	79	27%	47	26%
Total	286		177	



New Hires	2012	2012 New Hires %	2013	2013 New Hires %
New Hires by Gender				
Female	72	25%	30	17%
Male	214	75%	147	83%
Total	286		177	
New Hires by Region				
Rocky Mountain (WY, MT, ND)	56	20%	73	41%
Gulf Coast (TX, LA, MS, AL)	80	28%	35	20%
Headquarters (Plano, TX)	150	52%	69	39%
Total	286		177	
Rate of New Hires (calculated using the total employee number at the end of the reporting period)	20% (286/1,432)		12% (177/1,501)	

Turnover:	2012	2012 Turnover %	2013	2013 Turnover %
Turnover by Age:				
> 50 years old	66	44%	35	33%
30 – 50 years old	70	47%	55	51%
< 30 years old	13	9%	17	16%
Total	149		107	
Turnover by Gender				
Female	31	21%	32	30%
Male	118	79%	75	70%
Total	149		107	
Turnover by Region				
Rocky Mountain (WY, MT, ND)	47	32%	20	19%
Gulf Coast (TX, LA, MS, AL)	54	36%	42	39%
Headquarters (Plano, TX)	48	32%	45	42%
Total	149		107	
Rate of Employee Turnover (calculated using the total employee number at the end of the reporting period)	7% (104/1,432)*		7% (107/1,501)	
Rate of Employee Turnover Excluding Involuntary Terminations and Resignations (calculated using the total employee number at the end of the reporting period)	4% (57/1,432)*		5% (70/1,501)	

\*Excludes 45 employees lost from divestitures.

All data year ended December 31, 2012 and December 31, 2013.

MATERIAL ASPECTS (SEE G4-19)	DMA AND INDICATORS	INDICATOR DETAIL	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
------------------------------	--------------------	------------------	--

Employment

G4-LA2

Benefits provided to full-time employees that are not provided to temporary or part-time employees, by significant locations of operation

See p. 34





See chart below which contains a list of the primary benefits offered to full and part-time employees (employees who work less than 30 hours per week). Denbury has historically had a very low number of part-time employees. In the past 5 years part-time employees make up less than 1% of our employee base. See G4-10. Employees in all of Denbury's regions have access to the benefits provided below.

Benefits	Full-Time Employees	Part-Time Employees
Medical coverage	X	
Dental coverage	X	
Vision coverage	X	
Life insurance	X	
Disability insurance (short- and long- term)	X	
Flexible spending accounts	X	
Teladoc	X	
Employee Assistance Program	X	X
Travel Assist Program	X	X
Educational Assistance Program	X	
Adoption Assistance Program	X	
Wellness Program	X	
Holidays (10)	X	
Vacation and sick time	X	X*
Employee Stock Purchase Program	X	
Long Term Incentives	X	
401(k)	X	X

\*Employees who work less than 40 hours but more than 20 hours a week will have their vacation and sick time pro-rated accordingly. Employees who work less than 20 hours/week are not eligible for vacation or sick time.

MATERIAL ASPECTS (SEE G4-19)	DMA AND INDICATORS	INDICATOR DETAIL	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
------------------------------	--------------------	------------------	--

Occupational Health and Safety	G4-LA5	Percentage of Total Workforce Represented in Formal Joint Management-Worker Health and Safety Committees that help monitor and advise on occupational health and safety programs.	See p. 24  Denbury's Safety Committee has employee representatives from our Drilling, HSE, Operations, Pipeline, Projects and Facilities and Supply Chain departments. 100% of our operational employees are represented by the Safety Committee, which is approximately 75% of all Denbury employees.
--------------------------------	--------	---	--


Occupational Health and Safety	G4-LA6	Type of injury and rates of injury, occupational diseases, lost days, and absenteeism, and total number of work-related fatalities, by region and by gender.	See p. 26  See chart below
--------------------------------	--------	--	--

Year	Region	Injuries (TRIR) <sup>(1)</sup>	Industry Avg. (TRIR)	DART <sup>(2)</sup>	Industry Avg. (DART)	Lost Time Days	Diseases	Fatalities
2012	Rocky Mountain Region	3.59	1.50	3.00	0.80	255	0	0
	Gulf Coast Region	1.82		0.99		158	0	0
	Headquarters	0.00		0.00		0	0	0
	All	1.19		0.77		413	0	0
2013	Rocky Mountain Region	2.06	1.30	0.00	0.70	0	0	0
	Gulf Coast Region	1.23		0.95		136	0	0
	Headquarters	0.00		0.00		0	0	0
	All	0.82		0.41		136	0	0

(1) Total Recordable Incident Rate (TRIR) is the number of Occupational Safety and Health Administration (OSHA) recordable incidents for every 200,000 hours worked.

(2) Days Away/Restricted or Transfer Rate (DART) is the number of days away from work, work restriction or job transfer resulting from OSHA recordable incidents and illnesses for every 200,000 hours worked.

The information above relates to Denbury's employees only. It does not include data for contractors working for Denbury, and we do not record information based on gender. All data year ended December 31, 2012 and December 31, 2013.



MATERIAL ASPECTS (SEE G4-19)	DMA AND INDICATORS	INDICATOR DETAIL	DISCLOSURE AND/OR LOCATION OF DISCLOSURE
Training and Education	G4-LA9	Average hours of training per year per employee by gender, and by employee category	See p. 28  See chart below

#### 2013 TRAINING FOR ALL POSITIONS – TOTAL CUMULATIVE HOURS

Training Category	Total Hours of HSE-Related Training	Total Hours of Other Training <sup>(1)</sup>	Number of Employees <sup>(2)</sup>	Average Training Hours per Year per Employee
Field Employees	25,346	26,897	765	68
Corporate Employees	5,147	3,591	810	10
Total	30,493	30,488	1,575	38

(1) Among many training topics this includes training on our Code of Business Conduct and Ethics, sexual harassment, substance abuse and office safety.

(2) Denbury does not record training hours by gender. Employees with the same job description are required to take the same training classes. Includes all employees who participated in the training program during the calendar year. All data year ended December 31, 2013.

Training and Education	G4-LA11	Percentage of employees receiving regular performance and career development reviews, by gender and by employee category	See p. 29  100% of our employees (male and female), in every job category, are eligible and encouraged to participate in our performance and career development review each year. In 2013 86% of our employees participated.
Diversity and Equal Opportunity	G4-LA12	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity	See p. 31  See chart below



#### YEAR ENDED DECEMBER 31, 2012

	Gender		Age			Minorities	Total
	Male	Female	<30 Yrs.	30-50 Yrs.	50+ Years		
Board of Directors	9	1	0	0	10	0	10
Employee Category	Gender		Age			Minorities	Total
	Male	Female	<30 Yrs.	30-50 Yrs.	50+ Years		
Executives	15	1	0	7	9	1	16
Managers	188	39	5	108	114	15	227
Non-Managers	881	308	210	596	383	129	1,189
Total Employees	1,084	348	215	711	506	145	1,432

#### YEAR ENDED DECEMBER 31, 2013

	Gender		Age			Minorities	Total
	Male	Female	<30 Yrs.	30-50 Yrs.	50+ Years		
Board of Directors	9	1	0	0	10	0	10
Employee Category	Gender		Age			Minorities	Total
	Male	Female	<30 Yrs.	30-50 Yrs.	50+ Years		
Executives	13	1	0	5	9	1	14
Managers	207	46	4	125	124	19	253
Non-Managers	935	299	191	636	407	121	1,234
Total Employees	1,155	346	195	766	540	141	1,501

\* Material omissions to any General Standard Disclosure or Specific Standard Disclosure are noted in the "Disclosure and/or Location of Disclosure" column. The information in this Report has not been externally assured.



[www.denbury.com](http://www.denbury.com)

### **Forward Looking Statements and Other Information**

This Corporate Responsibility Report (this “Report”) contains, and references other documents (e.g., our Annual Report on Form 10-K) that contain, forward-looking statements that reflect Denbury Resources Inc.’s views about future events as of the date of this Report. Such forward-looking information is based upon management’s current plans, expectations, estimates and assumptions and is subject to a number of risks and uncertainties that could significantly affect current plans, anticipated actions, the timing of such actions and our financial condition and results of operations. As a consequence, actual results may differ materially from expectations, estimates or assumptions expressed in or implied by any forward-looking statements made by us or on our behalf. We do not assume any obligation to update forward-looking statements should circumstances or management’s estimates or opinions change.

Investors are urged to consider closely the disclosure and risk factors in our most recent Annual Report on Form 10-K and in other reports on file with the Securities and Exchange Commission, available at Denbury’s website, [www.denbury.com](http://www.denbury.com).