

**CHARTER OF THE
SUSTAINABILITY AND GOVERNANCE COMMITTEE
of
THE BOARD OF DIRECTORS
of
DENBURY INC.**

Purpose and Authority

The Sustainability and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Denbury Inc., a Delaware corporation (the “**Company**”), is established pursuant to Section 4.1 of the Company’s Fourth Amended and Restated Bylaws and Section 141(c) of the Delaware General Corporation Law.

Subject to the limitations set forth in this Charter of the Sustainability and Governance Committee (this “**Charter**”), the primary purpose of the Committee is to discharge the duties and responsibilities set forth below and to perform such other functions as the Board may assign the Committee from time to time.

The Committee is granted the authority to delegate any of its duties or responsibilities to subcommittees of its members, as it deems appropriate. The Committee shall have the sole authority to retain, at the Company’s expense, and approve the fees and other retention terms of, director search, legal and other advisors and consultants, as it deems necessary for the fulfillment of its duties and responsibilities. The Company shall also provide appropriate funding, as determined by the Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

Composition

The Committee shall be comprised of at least three directors of the Board, all of whom shall be independent under the rules of the New York Stock Exchange (the “**NYSE**”). Notwithstanding the foregoing composition requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time the action is taken.

Unless delegated to the Committee, the Board shall appoint members of the Committee, including the Chairperson of the Committee (the “**Chairperson**”), which members shall serve until their respective successors are duly appointed and qualified, or until such member’s earlier resignation or removal. The Board shall have the power to remove any member of the Committee at any time, with or without cause.

Meetings

The Committee shall meet as many times as it deems necessary, but at a minimum, once per year. Fifty percent (50%) or more of the members present at a meeting of the Committee shall constitute a quorum.

The Chairperson is to meet, at least annually, outside of normal meeting times, with members of Senior Management (as hereinafter defined) to agree on:

1. expectations relative to the Committee’s duties and responsibilities;
2. an annual plan of the Committee’s activities; and
3. the nature, extent, and timing of the Committee’s information needs.

It is the responsibility of the Chairperson, in consultation with Senior Management, to coordinate and schedule all meetings with members of the Committee and Senior Management, and to provide (or cause Senior Management to provide) the members of the Committee with an agenda prior to each meeting. As used herein, “**Senior Management**” means that group composed of the Company’s Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, Chief Accounting Officer, Executive Vice Presidents and Senior Vice Presidents, as such specific officers’ positions exist and individuals are then serving in such positions at the time in question.

Attendance

The Committee may request any officer or employee of the Company and/or the Company’s counsel (which may be in-house counsel) to attend a meeting of the Committee or to otherwise meet with any member of, or advisors or consultants to, the Committee. The Committee shall meet with members of Senior Management in separate executive sessions to discuss any matters that the Committee or such group (or member of such group) desires to discuss privately.

Minutes

The Company’s Secretary or Assistant Secretary, or a person designated by the Chairperson to act as secretary for purposes of a meeting, will prepare the minutes of each Committee meeting and provide a copy of the minutes to the Committee members and other members of the Board.

Duties and Responsibilities

The Committee shall be empowered, in accordance with its judgment, with the following duties and responsibilities (which, unless otherwise specifically noted, shall be performed continuously, periodically, intermittently and/or as otherwise directed or determined by the Chairperson or applicable law or regulation):

Sustainability

1. Review with Senior Management and provide advice and oversight with respect to:
 - key sustainability strategies, policies, position statements, practices, procedures and targets relating to the following matters: health and safety, climate change, environmental, social and community (collectively, the “**Sustainability Scope**”), together with any material changes proposed thereto;
 - assessments of high-risk areas for the Company within the Sustainability Scope;

- the Company's performance with respect to health, safety, protection of the environment, climate change and sustainability targets, as well as compliance with health, safety and environmental laws, rules and regulations, in each case to the extent applicable to the Company's business;
- proposed long-term targets, metrics and aspirations for environmental, social and governance performance;
- practices, strategies and initiatives related to human capital management, such as diversity, equity and inclusion matters, workplace culture and talent development;
- significant health, safety and environmental litigation and regulatory proceedings in which the Company is, or is reasonably likely to become, involved;
- significant legislation or regulations, judicial decisions, protocols, conventions or other agreements, public policies or other medical or scientific developments involving matters within the Sustainability Scope that are reasonably likely to materially affect employee safety, business operations, financial performance, or the public image of the Company;
- the Company's public reports regarding environmental, social and governance responsibility activities prior to publication; and
- broader community, climate change and sustainability concerns and issues relevant to the Company's business, positioning and prospects.

Governance

2. Develop, review and recommend for adoption by the Board, as necessary, updates to the qualifications profile for directors of the Board in accordance with relevant law and the NYSE listing rules (see the Company's Corporate Governance Guidelines for current qualifications profile).
3. Identify, recruit, screen, interview and recommend candidates for new directors, as necessary, including with respect to any vacancies on the Board, including those resulting from an increase in the number of directors, and recommend and evaluate all director nominees to be presented for stockholder approval at the Company's annual meeting, including the re-election of existing Board members. As part of this process or otherwise on an annual basis, collect information to conduct an analysis of each current or prospective director's eligibility to be classified as "independent" to serve on the Board and each committee of the Board (see *Annual Review of Independence and Qualifications* in the Company's Corporate Governance Guidelines for current requirements). Also, as part of this process or otherwise, aim to assemble a diverse group of Board members. For this purpose, the diversity consideration may include diversity of age, sex (including sexual orientation and gender identity and/or expression), race, color and national origin, professional experience, education and skills such as serving on other public company boards, the balance of business interest and experience of the candidate as compared to

the incumbent or other nominated directors, and the need for any particular expertise on the Board or one of its committees.

4. Review the Board committee structure and approve directors to serve as members of each committee. The Committee shall review and recommend committee slates at least annually and shall recommend additional committee members to fill vacancies as needed.
5. Develop and recommend to the Board for its approval various codes of conduct and ethics and a set of corporate governance guidelines, and, to the extent related to any member of Senior Management (a) review compliance with such codes and guidelines, (b) consider any issues which arise under such codes and guidelines, including conflict of interest issues, and (c) make decisions regarding requests for waiver of their applicability in individual cases. Review current developments in the corporate governance area and update the Board or make recommendations as appropriate. The Committee shall review the corporate governance guidelines on at least an annual basis and recommend changes as necessary.
6. Review each Board committee's charter annually for compliance with the NYSE, the Securities and Exchange Commission and the Company's Corporate Governance Guidelines.
7. Develop an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluation process and confirm that the results of such evaluations are reported to the Board by the respective committees.
8. Oversee the process for evaluating the performance of the Board and members of Senior Management at least annually and report its conclusions to the Board.
9. Monitor the education, orientation and training needs of directors of the Board.
10. Review and consider, in consultation with Senior Management and/or outside consultants, if appropriate, whether any antitakeover measures, including a stockholders' rights agreement, are appropriate or desirable for the Company.
11. Review and approve (as appropriate) any non-employee director's request to serve on an additional board of a privately held or publicly traded company or an additional audit committee. Such review should consider the Company's general policies regarding service on additional boards, as well as all other board qualification factors, in each case as described in the Company's Corporate Governance Guidelines.
12. Review and approve (as appropriate) the Chief Executive Officer's ("CEO") or any other member of Senior Management's request to serve on any other privately held or publicly traded company board.
13. Review the Company's legislative affairs and activities, political action committees and political contributions, if any.

14. Recommend to the Board plans for the succession of the CEO and monitor the CEO's succession planning. The Board will be responsible for selecting a CEO, whether on a permanent or interim basis.
15. Review and approve, or ratify if appropriate, any related party transactions and any material amendments to such related party transactions pursuant to the Company's Related Party Transactions Policy.

General

16. Report to the Board, as appropriate, its activities, findings and recommendations, and apprise the Board, as appropriate, including through minutes and special presentations, of significant developments in the course of performing the Committee's duties and responsibilities.
17. Review (as applicable) and recommend to the Board for approval, any appropriate supplements to, or changes in, the activities, duties and responsibilities of the Committee or to this Charter. To facilitate review of Committee activities, duties, responsibilities and this Charter, the Committee shall:
 - Complete a self-assessment process annually, including, if appropriate, surveying the Board and members of Senior Management on the role of the Committee in order to identify possible changes, and review the results with the Board. This Charter should be re-evaluated in light of assessment results.
 - Review and reassess the adequacy of this Charter on no less than an annual basis.

Limitations

While the Committee has the duties and responsibilities set forth in this Charter, it is not the duty or responsibility of the Committee to conduct audits or to determine that the Company's health, safety and environmental or other sustainability-related reports, documents, findings, notices, submissions or similar information provided to regulatory authorities or other third parties are complete and accurate and are otherwise prepared in accordance with applicable rules and laws, which is the responsibility of Senior Management.

Amended and restated effective as of June 1, 2022

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