

# VANGUARD NATURAL RESOURCES, INC.

## CORPORATE GOVERNANCE GUIDELINES

(Adopted by the Board on August 9, 2017)

### I. Board Mission

The mission of the Board of Directors (the “Board”) of Vanguard Natural Resources, Inc. (the “Company”) is to represent the interests of the shareholding body as a whole in perpetuating a business that succeeds in a variety of businesses, all in a manner that achieves return on investment and cash flow to build long-term stockholder value. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, the Company’s charter documents and other governing legal documents and the Company’s policies.

### II. Directors’ Responsibilities

The directors fulfill their mission (directly or by delegating certain responsibilities to committees of the Board) by:

- A. exercising their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders;
- B. overseeing strategic, financial and execution risks and exposures associated with the Company’s business strategy, policy matters, significant litigation and regulatory exposures, and other current matters that may present material risk to the Company’s or its subsidiaries’ financial performance, operations, infrastructure, plans, prospects or reputation, acquisitions and divestitures;
- C. investing the time and effort necessary to understand the Company’s business and financial strategies and challenges by attending Board meetings, actively participating in Board discussions and making themselves available outside of board meetings for advice and consultation;
- D. providing advice and counsel to the Chairman of the Board (the “Chairman”), the Chief Executive Officer (the “CEO”) and principal senior executives;
- E. selecting, regularly evaluating and, where appropriate, replacing the Chairman, the CEO and other senior executives in accordance with the certificate of incorporation and by-laws of the Company;
- F. reviewing and approving the compensation plans, policies and arrangements for executive officers, other officers and employees to ensure they are appropriate, competitive and properly reflect the Company’s objectives and performance;
- G. overseeing the conduct of the Company’s business and strategic plans to evaluate whether the business is being properly managed and ensure that the Company operates in an effective, efficient and ethical manner in order to produce value for

the Company's stockholders;

- H. overseeing the overall strategy of the Company and monitoring its performance against its operating plan and against the performance of its peers;
- I. reviewing and approving the Company's financial objectives and major corporate plans and actions;
- J. reviewing and approving major changes in the appropriate auditing and accounting principles and practices;
- K. providing oversight of internal and external audit processes and financial reporting and taking actions, upon the recommendation of the Audit Committee of the Company, that are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that such controls are in place; and
- L. performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

To carry out these responsibilities, the directors recognize that they have the obligation individually and collectively to pay careful attention and be properly informed.

### **III. Candor and Avoidance of Conflicts**

The directors recognize that candor and the avoidance of conflicts in fact and in perception are hallmarks of the accountability owed to the stockholders. Directors have a personal obligation to disclose a potential conflict of interest to the Chairman prior to any Board decision related to the matter and, if the Chairman in consultation with legal counsel determine a conflict exists or the perception of a conflict is likely to be significant, to recuse themselves from any discussion or vote related to the matter. The Audit Committee of the Board will review and approve all related party transactions for which audit committee approval is required by applicable law, regulation, or rule. The Board will also ensure that there is no abuse of corporate assets or unlawful related party transactions.

### **IV. Regular Executive Sessions of Non-Management Directors**

Management-affiliated directors and other key members of management shall regularly attend Board meetings. The Board shall meet regularly in executive session, outside the presence of any member of management, to discuss issues relating to management performance and any other issue that may involve a conflict concerning management. Any three independent directors may convene an executive session, and such sessions shall be held at least twice per year. The meetings have such agendas and procedures as determined by the directors.

### **V. Succession Planning**

Selecting a Chairman and a CEO and, consequently, planning for succession is an important responsibility of the Board. The Board shall plan for management succession, including succession of the Chairman and the CEO. The Board or the Nominating and

Corporate Governance Committee shall consider and periodically reconsider the qualities and characteristics necessary for such position. The Board or the Nominating and Corporate Governance Committee shall periodically review the development and progression of potential internal candidates against those standards. The Company believes that advance planning for contingencies such as the departure, death or disability of the Chairman and the CEO is critical and, accordingly, periodically considers emergency succession plans for facilitating the transition to interim and longer term leadership in the event of an untimely vacancy.

## **VI. Director Nominations**

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment includes issues of sound judgment, diversity, age, business specialization and technical skills – all in the context of an assessment of the perceived needs of the Board at that point in time.

The Board is responsible, in fact as well as procedure, for selecting its own members and in recommending them for election by the stockholders. The Board delegates the screening process to the Nominating and Corporate Governance Committee.

## **VII. Directors Who Change Their Present Job Responsibility.**

Any director who experiences a material change in his or her job responsibilities or the position he or she held when he or she came on the Board should deliver a notice of such change in status to the Chairman. The Nominating and Corporate Governance Committee will then evaluate whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status and shall recommend to the Board the action, if any, to be taken with respect to such individual.

## **VIII. Commitment and Limits on Other Activities**

Directors are expected to limit the number of other boards (excluding the boards of not-for-profit organizations) on which they serve such that service on the boards of directors of other companies does not interfere with his or her ability to devote sufficient time and effort to service on the Board. Directors who are engaged full-time in another business are encouraged not to serve on more than four (4) boards and directors who are not so engaged are encouraged not to serve on more than six (6) boards (in each case including the Company's Board but excluding the boards of subsidiaries of the Company and excluding not-for-profit organizations). Directors are required to advise the Chairman, the CEO and the chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another board (whether public, private or charitable).

## **IX. Term and Age Limits**

The Board has determined that age and term limits are not appropriate at this time, because directors who have developed increasing insight into the Company and its operations over time provide an increasing contribution to the Board as a whole. Instead, the Nominating and Corporate Governance Committee formally reviews each director elected by the stockholders to consider the desirability of such director's continuation on the Board at the expiration of the director's term.

## **X. Board Compensation and Stock Ownership**

The Nominating and Corporate Governance and Compensation Committees evaluate the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.) and report findings and recommendations to the Board including recommendations for approval of changes to compensation.

## **XI. Selection of Board Meeting Agenda Items**

The Chairman establishes the agenda for each Board meeting. Each Board member is free to suggest the inclusion of item(s) on the agenda.

## **XII. Board Materials and Information**

To the extent feasible and absent extreme sensitivity, information and data that is important to the Board's or a committee's understanding of the business to be considered at a meeting is distributed in writing to the Board or such committee in advance of such meeting.

## **XIII. Board Meeting Presentations**

As a general rule, Board meeting time is reserved for discussion. To the extent feasible, presentations on specific subjects are sent to directors in advance so that Board meeting time may focus on questions the Board has about the material.

However, it is recognized that there may be occasions for which this general rule is not practical.

## **XIV. Attendance at Board Meetings by Senior Managers**

The Board welcomes regular attendance of senior managers at Board meetings. The Board encourages management to, from time to time, bring managers into Board meetings who: can provide additional insight into the items being discussed because of personal involvement in these areas, and/or have future potential such that management believes he or she should be given exposure to the Board.

**XV. Board Access to Senior Managers and Independent Advisers**

Directors have access to senior management. It is assumed that directors will use good judgment to ensure that this contact is not distracting to the business operation of the Company and that such contact, if in writing, will be copied to the CEO. Directors shall have access to the Company's independent advisors.

**XVI. Number, Structure and Independence of Board Committees**

The Board currently has [five] committees: [Audit, Compensation, Nominating and Corporate Governance, Health, Safety and Environmental, and Strategic Opportunities]. Each such committee will have a written charter and regularly summarize for the Board the committee's actions and any significant issues considered by the Committee. The Board retains discretion to form new committees or disband current committees depending upon the circumstances. Each committee complies with the independence and other requirements established by applicable law, regulations and rules, including Securities and Exchange Commission rules.

**XVII. Code of Business Conduct and Ethics.**

The Company has adopted a Code of Business Conduct and Ethics to provide guidelines for the ethical conduct by directors, officers and employees.

**XVIII. Annual Self-Evaluation**

The Board conducts an annual self-evaluation of its performance and the performance of the [Audit, Compensation, Nominating and Corporate Governance, Health, Safety and Environmental, and Strategic Opportunities]. The evaluations are based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc.

**XIX. Corporate Governance Guidelines**

The Nominating and Corporate Governance Committee reviews these guidelines periodically and recommends amendment to the Board as necessary.