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Policies & Procedures

Director Resignation Policy

Policy Statement

Directors Receiving Majority Votes Withheld in Uncontested Elections

Under the Seventh Amended and Restated Bylaws (the “**Bylaws**”) of Civitas Resources, Inc. (the “**Company**”), a nominee for election to the Company’s Board of Directors (the “**Board**”) as a director in an “uncontested” (as defined in the Bylaws) election of directors is elected if the nominee receives a “majority of the votes cast” (as defined in the Bylaws) in such election. The following procedures address the situation in which a nominee for election to the Board does not receive a majority of the votes cast for the nominee’s election (a “**Majority Withheld Vote**”) in an uncontested election of directors.

Each current director on the Board shall submit, at the time of being nominated or re-nominated, an irrevocable resignation in writing to the Chairperson of the Board, which, if the director receives a Majority Withheld Vote at the stockholders’ meeting in question, would become effective at the earlier of (i) the date on which the Board appoints an individual to fill the office held by the director, which appointment shall constitute the filling of a vacancy by the Board, (ii) 180 days after certification of such Majority Withheld Vote. Acceptance by the Board is not a condition to the effectiveness of the irrevocable resignation.

Upon the effectiveness of the resignation of a director who received a Majority Withheld Vote, the Company shall publicly disclose such director’s resignation in a Form 8-K filed with the Securities and Exchange Commission within four business days of the effectiveness of the resignation.

For the avoidance of doubt, this section does not apply to any “contested” (as defined in the Bylaws) election of directors.

Directors Whose Circumstances Change

Each director shall promptly, and in any event within thirty (30) days, notify the Chairperson of the Board of the occurrence of any of the following circumstances and tender to the Board a conditional resignation from the Board: (i) a material change in such director’s present job responsibility or such director’s principal occupation or business associations, including, without limitation, becoming a director, officer or consultant to another company; (ii) the failure to attend at least 75% of all Board meetings and committee meetings of which such director is a member during the preceding calendar year; or (iii) any other change in the personal or professional circumstances of the director that might reasonably be perceived as creating a potential conflict of interest or adversely affecting the director’s ability to continue to serve effectively as a director of the Company. The Nominating and Corporate Governance Committee (the “**Committee**”) will review the circumstances surrounding the conditional resignation and the director’s ability to continue to serve effectively as a member of the Board and then make a recommendation to the Board as to whether the Board

should accept the director's resignation.

In making its recommendation and deciding whether to accept or reject the resignation, each of the Committee and the Board shall consider all factors they deem relevant, including, as applicable, (i) the director's new occupation, employment or business affiliation or job responsibilities, (ii) the qualifications and tenure of the director, (iii) the director's past and expected future contributions to the Company, (iv) the overall composition of the Board and whether accepting the resignation would cause the Company to violate any applicable rule or regulation (including NYSE listing standards and federal securities laws) or any of its material agreements, and (v) whether the resignation would be in the best interests of the Company and its shareholders. In determining what action to take regarding the director's resignation, each of the Committee and the Board may consider a range of alternatives as they deem appropriate, including (i) accepting the resignation, (ii) rejecting the resignation, (iii) rejecting the resignation to allow the director to remain on the Board but agreeing that the director will not be nominated for reelection to the Board at the next election of directors or (iv) deferring acceptance of the resignation until the Board can find a replacement director with the necessary qualifications to fill the vacancy that accepting the resignation would create.

If the Board determines to accept the resignation, the Company shall publicly disclose this action in a Form 8-K filed with the Securities and Exchange Commission within four business days of the decision.

A director who tenders a conditional resignation shall not participate in the deliberations of the Committee or the Board with respect to such resignation.

Executive Directors

Executive directors shall resign from the Board upon their removal, resignation or retirement as an officer of the Company. This policy can be waived by the unanimous consent of the independent directors.

Approved by the Board on February 20, 2024.