



## **Nominating, Governance and Environmental and Social Responsibility Committee Charter**

### **I. PURPOSE**

The Nominating, Governance and Environmental and Social Responsibility Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of Vitesse Energy, Inc. (the “**Company**”) by: (i) identifying individuals qualified to serve as directors consistent with criteria approved by the Board, and where appropriate, screening and reviewing such individuals and recommending to the Board candidates for election at the annual meeting of stockholders to fill Board vacancies; (ii) developing and recommending to the Board a set of corporate governance guidelines; (iii) overseeing the evaluation of the Board and management; and (iv) conducting an annual performance evaluation of the Committee. The Committee shall also assist the Board in its oversight of the Company’s significant environmental, social and governance (“**ESG**”) risks, strategies, policies, programs and practices to further the Company’s business purpose and strategy, culture, values and reputation in the best interests of the Company’s stakeholders.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants, ESG consultants, or other consultants or experts and will receive adequate funding from the Company to engage such advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates or ESG consulting firm, including sole authority to approve such firm’s fees and other retention terms.

### **II. COMMITTEE MEMBERSHIP**

The Committee shall consist of not less than three members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange.

Each member shall be appointed by the Board and shall be subject to removal by the Board in accordance with the Bylaws of the Company. The Board shall also designate one member of the Committee to serve as Committee Chair. The Committee may form and delegate authority to subcommittees.

### **III. COMMITTEE MEETINGS**

The Committee shall meet on a regularly-scheduled basis at least twice per year, or more frequently as circumstances dictate.

#### **IV. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. Identify, screen and review individuals qualified to serve as directors, consistent with criteria approved by the Board and the commitment of the Company and the Board to a standard of Board inclusiveness, and, in consultation with the Chair of the Board, the Chief Executive Officer, and the President of the Company, recommend to the Board the nominees for election or re-election at the next annual meeting of stockholders and for filling any Board vacancies.
2. Add women and minority candidates to each pool of individuals from which new Board nominees are chosen and consider diverse candidates from non-traditional venues.
3. Make a recommendation to the Board, pursuant to the Company's Director Resignation Policy, if any, as to whether the Board should accept or reject the resignation offer of an incumbent director who fails to receive the affirmative vote of a majority of votes cast in an uncontested election of directors.
4. Oversee the evaluation of the Board and individual directors.
5. Establish and recommend to the Board the Company's Corporate Governance Guidelines, as well as oversee the implementation and effectiveness of and recommend modifications as appropriate to such guidelines.
6. At least every year, review and recommend to the Board for approval any changes in the compensation of non-employee directors.
7. Review the advisability or need for any changes in the Board committees' composition, sizes, leadership and structures.
8. Recommend to the Board the composition of each Board committee and the individual director to serve as the chair of each committee.
9. Oversee and provide input to management on the Company's risks, policies, strategies and programs related to matters of sustainability, corporate social responsibility, corporate culture and corporate governance.
10. Consider and provide input to management on social, political and environmental trends in public policy, regulation and legislation and consider additional corporate social responsibility actions in response to such issues.

11. Review the goals established from time to time for the Company's performance with respect to matters of sustainability and corporate social responsibility and monitor the Company's progress against those goals and the Company's Corporate Social Responsibility Principles (the "**CSR Principles**").
12. Review the Company's sustainability and corporate social responsibility reports as may be issued from time to time.
13. As requested by the Board, make recommendations to the Board with respect to matters affecting corporate ESG responsibilities and related corporate conduct consistent with the Company's CSR Principles.
14. Receive periodic reports from management regarding relationships with key external stakeholders that may have a significant impact on the Company's ESG initiatives as well as business activities and performance.
15. Review the Company's charitable giving policies and programs and receive reports from management on the Company's charitable contributions.
16. Review emerging corporate governance trends and best practices applicable to the corporate governance of the Company.
17. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nomination process, and to recommend that this disclosure be included in the Company's proxy statement for each annual meeting of stockholders or the Company's annual report on Form 10-K, as applicable.
18. Review stockholder proposals relating to corporate governance, public policy, sustainability and corporate social responsibility issues.
19. Review and approve annually (and periodically when material changes are proposed) the CSR Principles.
20. As appropriate with the consultation with and guidance from the Company's General Counsel, be available as a sounding board for the Company's management on ESG matters.
21. Assist the Board in its oversight of, and discuss with management as appropriate, the Company's policies and strategies relating to human capital management, including recruiting, retention, and diversity.

## **Other Authority**

22. Make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
23. Have authority to require all such information and reports, including the content and timing of such information and reports, to be delivered to the Committee from management to assist the Committee in fulfilling its responsibilities.
24. Have such other authority, duties and responsibilities as may be delegated to the Committee by the Board.
25. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
26. Review and reassess the adequacy of this Charter annually, and amend as the Committee deems appropriate.
27. Report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.