



ANTERO RESOURCES CORPORATION
CHARTER OF THE ENVIRONMENT, SUSTAINABILITY AND
SOCIAL GOVERNANCE (ESG) COMMITTEE OF THE BOARD
OF DIRECTORS
(Adopted as of April 8, 2020)

The Board of Directors (the “**Board**”) of Antero Resources Corporation (the “**Company**”) has established the Environment, Sustainability and Social Governance (ESG) Committee (the “**Committee**”) of the Board with the authority, responsibility and specific duties as described in this Environment, Sustainability and Social Governance (ESG) Committee Charter (this “**Charter**”).

I. Purposes

The purposes of the Committee are to:

- A. Provide guidance to the Company and its Board on matters relating to the identification, evaluation and monitoring of corporate citizenship, environmental sustainability, and social and political trends, issues and concerns;
- B. Oversee, and provide advice on improvements to, Company social responsibility or other public policy initiatives, policies and practices to enhance its alignment with, and promote the achievement of, the Company’s strategy in a manner consistent with its values;
- C. Advise the Board and management on significant public policy issues that are pertinent to the Company and its stakeholders; and
- D. Perform such other functions as the Board may assign to the Committee from time to time.

To fulfill its responsibilities and duties, the Committee will carry out the activities enumerated in Section III of this Charter. The Committee shall have the authority to take any and all actions that it deems necessary to carry out its functions, subject to the oversight of the Board.

II. Membership

The Committee shall be comprised of three or more members, the exact number to be determined from time to time by the Board. The members of the Committee shall be appointed annually. The Board shall have the power at any time to change the membership of the Committee. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed with or without cause by, an affirmative vote of a majority of the Board. If a Chair has not been designated by the Board or is not present at a meeting, the Committee may designate a Chair by majority vote of the Committee members then in attendance. Committee members will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.

III. Authority and Responsibilities

- A. The Committee shall assist in identifying and monitoring the Company's values relating to corporate citizenship, environmental sustainability, and social and political issues, and assist in the process for communicating those values to internal and external stakeholders, as appropriate and as requested by the Board or management.
- B. The Committee shall (a) establish and review the Company's initiatives, policies and practices for alignment between Company's business strategy and its values on matters relating to corporate citizenship, environmental sustainability, and social and political trends and developments applicable to the Company's business activities and performance, and (b) make such recommendations to the Board and management with respect thereto, as it may deem advisable.
- C. Subject to any oversight authority granted to the Audit Committee of the Board, the Committee shall (a) provide oversight of the Company's risk management policies and procedures relating to corporate citizenship, environmental sustainability, and social and political matters, and (b) make such recommendations to the Board and management with respect thereto, as it may deem advisable.
- D. The Committee shall (a) consider, and bring to the attention of the Board and management, as appropriate, current and emerging major global legislative and regulatory developments or other government relations, trade or public policy issues that may affect the business operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and (b) make recommendations to the Board and management, as appropriate, regarding how the Company's initiatives, policies and practices can adjust to or address such trends or issues.
- E. The Committee shall advise the Board and management on significant stakeholder concerns or proposals relating to corporate citizenship, environment sustainability, and social and political issues.
- F. The Committee shall monitor the Company's performance against relevant external indices that rate, report on or otherwise assess the Company's practices and disclosures regarding corporate citizenship, environmental sustainability, and social and political issues.
- G. Subject to the duties of the Nominating & Governance Committee of the Board in respect to Board candidate selection, the Committee shall oversee the Company's policies and practices for promoting diversity and inclusion within the Company.
- H. **Other**
 - 1. The Committee may identify, retain, and terminate any consultants, legal counsel or other professional advisors, in the Committee's sole discretion. The Committee shall set the compensation and oversee the work of any consultant or other professional advisor retained by it. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
 - 2. The Committee may form and delegate authority to subcommittees when appropriate, provided that the decision of such subcommittee shall be presented to the Committee at its next scheduled meeting.

IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chair, or two or more members of the Committee or the Chair of the Board. The Committee shall meet at least two times annually, or more frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or video conferencing, in accordance with the Company's Bylaws (as may be amended from time to time). Meetings of the Committee will be held at such time and place, and upon such notice, as its Chair may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of management, representatives of the Company's independent auditors, the Company's internal auditor, or any other persons whose presence the Committee believes to be necessary or appropriate including those retained pursuant to Section III.H.1 above. The Committee may also exclude from its meetings any persons it deems appropriate that is not a member of the Committee.

- B. **Quorum and Approval.** A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee. The act of a majority of the members of the Committee present at any meeting at which a quorum is in attendance shall be an act on behalf of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting. Meetings may be held telephonically or by means of remote communication, provided all members in attendance may communicate with each other clearly.
- C. **Rules.** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chair and designation of a secretary of the Committee at any meeting thereof.
- D. **Reports.** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chair, of its actions and any recommendations to the Board.
- E. **Review of Charter.** Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. **Performance Review.** Each year, the Committee shall review and evaluate its own performance and will subject itself to a review and evaluation by the Board.
- G. **Fees; Reimbursement of Expenses.** Each member of the Committee as well as the Chair will be paid the fee set by the Board for his or her services as a member, or Chair, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chair, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chair.
