



NORTHERN OIL AND GAS, INC.

GOVERNANCE, NOMINATING AND ESG COMMITTEE CHARTER

(Amended and Restated February 9, 2022*)

Purpose

The primary purposes of the Governance, Nominating and ESG Committee are to (1) establish and maintain reasonable qualifications for persons serving as directors, (2) identify individuals qualified to become Board members, (3) nominate qualified candidates for election to the Board and appointment to fill vacancies on the Board, (4) maintain a set of corporate governance guidelines applicable to the Company, (5) oversee Environmental, Social and Governance (“ESG”) and sustainability matters within the Company, and (6) oversee the evaluation of the Board and management.

Committee Membership

The Committee shall be comprised of at least three directors, all of whom satisfy the independence standards specified in Section 303A of the NYSE Listed Company Manual (subject to any permitted exceptions thereunder). Committee members will be appointed by the Board and will serve until their resignation, removal, death, or incapacity. The Board may remove any member from the Committee at any time with or without cause. The Board shall designate one member as Chair of the Committee. The Committee will establish rules and regulations for its operation, subject to the provisions of this Charter.

Meetings

The Committee shall meet at least once a year to assist the Board with oversight of the Company’s corporate governance (including ESG and sustainability matters) and to nominate candidates for election at the Annual Stockholders’ Meeting, and more often if necessary to fill vacancies on the Board or if determined by the Committee. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company’s Bylaws. Meetings of the Committee shall be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee shall keep such records of its meetings as it deems appropriate, and shall report regularly to the Board regarding its discussions and actions.

* The Board of Directors approved a name change from the existing Nominating and Corporate Governance Committee to the Governance, Nominating and ESG Committee effective as of December 19, 2022.

Director Qualifications

Persons nominated for election or appointment as directors shall be evaluated by the Committee in light of their education, reputation, experience, independence, leadership qualities, personal integrity, and such other criteria as the Committee deems relevant.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Identify individuals qualified to become directors and review the contributions of incumbent directors in determining whether to recommend such directors for reelection.
- Nominate candidates for election as directors, or appointment to fill vacancies.
- Evaluate candidates in light of the qualification standards contained in this Charter, as revised from time to time, and such other criteria as the Committee deems relevant.
- Develop policies and procedures for stockholders to nominate candidates for evaluation by the Committee.
- Consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Bylaws and described in the Company's proxy statement.
- Review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills and experience are included by the Company or any search firm it engages in each pool of candidates from which Board nominees are chosen.
- Review the list of qualifications contained in this Charter and recommend changes to the Board when appropriate.
- Review the Committee Charter at least annually and recommend changes to the Board when appropriate.
- Develop and recommend to the Board for approval standards for determining whether a director is independent.
- Review and make recommendations to the Board regarding the size, composition and tenure of the Board.

- Review and make recommendations to the Board regarding Board compensation.
- Review stockholder proposals and recommend Board responses.
- Review the Board's committees sizes, structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually.
- Renew, propose changes to the Board regarding, or develop, as needed, the Company's certificate of incorporation, bylaws, code of ethics, corporate governance guidelines, and other corporate governance policies.
- 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 nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- Evaluate from time to time ESG and sustainability matters within the Company.
- Review and monitor the development and implementation of the goals the Company may establish from time to time with respect to its ESG and sustainability matters, and provide guidance to the Board on such matters.
- Review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.
- Conduct an annual evaluation of the performance of its duties under this Charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
- Perform any other activities which the Committee or the Board deems appropriate.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors.

Committee Resources

The Committee may retain and terminate a director search firm or other consultants and advisors to assist it in the process of identifying and evaluating candidates. However, the Committee shall not be required to implement or act consistently with the advice or

recommendations of any director search firm or other consultant or advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee may also seek advice from the Company's regular counsel or retain separate counsel. The Committee shall set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications. Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee. The Company shall provide funding for the Committee to perform its duties and responsibilities, including the payment of compensation to any director search firm, outside legal counsel and any other advisors.

Posting Requirement

The Company shall post this Charter on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders that a copy of this Charter is available on the Company's website.

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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.