



DIVERSIFIED ENERGY COMPANY PLC

WHISTLEBLOWING POLICY

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1. ABOUT THIS WHISTLEBLOWING POLICY

- 1.1 Diversified Energy Company plc (the “**Company**”) and its subsidiaries are committed to conducting its business to the highest standards with honesty and integrity at all times. The staff of the Company have an important part to play in ensuring we deliver on this commitment. This whistleblowing policy (“**Policy**”) forms part of the Company’s system of internal control and governance.
- 1.2 All organisations face the risk of unknowingly harbouring illegal or unethical conduct and staff are often the first to notice when someone in a company is doing something illegal or improper. The Company is committed to creating a culture of openness and accountability in order to prevent such situations occurring and to address them when they do occur.
- 1.3 This Policy is not contractual and does not form part of any employee's contract of employment. The Company may vary or amend this Policy at its discretion and may apply it as far as practicable in the circumstances.
- 1.4 This Policy was adopted by the board of directors of the Company (the “**Board**”) effective February 8, 2022.

2. AIMS OF THIS WHISTLEBLOWING POLICY

- 2.1 The aims of this Policy are to: (i) encourage staff members to report suspected wrongdoing in the Company’s business as soon as possible, in the knowledge that concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected; (ii) ensure that staff feel confident that they can raise genuine concerns without the fear of reprisals, victimisation, discrimination or disadvantage, even if they turn out to be mistaken; and (iii) provide staff with guidance as to how to raise their concerns.

3. WHO DOES THIS POLICY APPLY TO?

- 3.1 This Policy applies to all individuals working for the Company, including employees (whether temporary or permanent) and whether on part-time or fixed-term contracts. It also applies to consultants, agency staff and contractors working for the Company. All such persons are referred to in this Policy as “staff”. All third-party partners, suppliers, outsourced providers and appointed representatives of the Company should have regard to the Policy, and are required to conduct themselves in a manner that is consistent with the requirements of this Policy.

4. WHAT IS WHISTLEBLOWING?

- 4.1 This Policy applies to the disclosure of a concern which an individual reasonably believes suggests that wrongdoing has been committed, is being committed, or is likely to be committed in the UK or in any other country. Such wrongdoing may include but is not limited to:
 - (a) fraud, criminal or negligent activity, unethical or dishonest behaviour;
 - (b) failure to comply with any legal, statutory or professional obligation or regulatory requirements that apply to the Company and its business;
 - (c) danger to health and safety or damage to the environment;

- (d) bribery, corruption, financial fraud or financial mismanagement;
- (e) inappropriate marketing and selling practices or other conduct or behaviour likely to damage the Company's business, reputation or financial standing;
- (f) incorrect reporting;
- (g) facilitation of tax evasion;
- (h) unauthorised disclosure of confidential information;
- (i) miscarriage of justice;
- (j) a breach of the Company's policies and procedures; and
- (k) the deliberate concealment of any of the above matters.

A "whistleblower" is an individual who raises a genuine concern in relation to any of the above.

- 4.2 This Policy should not be used for complaints relating to personal circumstances, for example, matters relating to career progression, remuneration and awards, working patterns or workloads or a staff member's employment rights. In these cases, the Company's normal procedures should be used through engagement and escalation to line management. In addition, customer complaints will not normally give rise to a disclosure under this Policy unless the matter relates to those outlined in paragraph 4.1 of this Policy.
- 4.3 If a member of staff is unsure whether something is within the scope of this Policy they should seek advice from their manager or the Whistleblowing Officers (as defined in paragraph 5 of this Policy), whose contact details are at the end of this Policy, who will advise accordingly.
- 4.4 Reports that are false and made with the intention of malicious intent or consequences will be treated under the Company's performance management and/or disciplinary measures.

5. RAISING A WHISTLEBLOWING CONCERN

- 5.1 The Company hopes that in most cases staff will be able to raise any concerns with their manager. Staff may tell them in person or put the matter in writing if they prefer. They may be able to agree a way of resolving a staff member's concern quickly and effectively.
- 5.2 Whistleblowers must act reasonably to clarify any facts or circumstances and provide information to support an investigation. Absence of supporting information may hamper the Company's ability to investigate or to lead it to conclude that there is insufficient basis for concern.
- 5.3 Where the matter is more serious, or a whistleblower feels that their manager has not addressed their concern, or a whistleblower prefers not to raise it with them for any reason (including if the matter concerns the whistleblower's manager), the whistleblower should contact one of the following:
 - (a) The Company's whistleblowing hotline;
 - (b) General Counsel; and/or
 - (c) Head of Human Resources
 together, being the "**Whistleblowing Officers**" whose contact details are set out in the Contacts section of this Policy.

5.4 The relevant Whistleblowing Officer will arrange a meeting with the whistleblower as soon as possible to discuss their concern.

5.5 The relevant Whistleblowing Officer will take down a written summary of the employee's concern. The relevant Whistleblowing Officer will also aim to give the employee an indication of how the Company proposes to deal with the matter after reviewing the same.

6. INVESTIGATION AND OUTCOME

6.1 Once a whistleblower has raised a concern, the Company is committed to carrying out an initial assessment to determine the scope of the investigation. The whistleblower will be informed of the outcome of the assessment, and the whistleblower may be required to attend additional meetings in order to provide further information.

6.2 The manager or relevant Whistleblowing Officer will aim to keep the whistleblower informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent the Company from giving the whistleblower specific details of the investigation or any disciplinary action taken as a result. The whistleblower should treat any information about the investigation as confidential.

6.3 As soon as practicable after any investigation, recommendations as to what further steps are to be taken will be made.

6.4 If the whistleblower is not satisfied with the way your concern has been handled, you can raise it with any of the Whistleblowing Officers contact details are set out in the Contacts section of this Policy. Alternatively, you may contact the Chair of the Audit & Risk Committee if you believe your matter has not been adequately addressed.

6.5 On a regular basis, a summary report on all whistleblowing disclosures, and any subsequent action taken by management, will be provided to the Board by the General Counsel. The Company will comply with all laws, including data protection, in preparing these reports.

7. CONFIDENTIALITY

7.1 The Company hopes that staff will feel able to voice whistleblowing concerns openly under this Policy. However, if a member of staff wants to raise their concern confidentially, the manager or relevant Whistleblowing Officer will make every effort to keep their identity secret. If it is necessary for anyone investigating a whistleblower's concern to know the whistleblower's identity, the manager or relevant Whistleblowing Officer will discuss this with the whistleblower.

7.2 The Company does not encourage staff to make disclosures anonymously. However, staff who are concerned about possible reprisals if their identity is revealed should come forward to a Whistleblowing Officer and appropriate measures can then be taken to preserve confidentiality. Where an anonymous disclosure is made, proper investigation may be more difficult or impossible if the Company cannot obtain further information from the member of staff. It may also be more difficult to establish whether any allegations are credible or provide feedback.

8. EXTERNAL DISCLOSURES

8.1 The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the Company's workplace.

8.2 Nothing in this policy shall restrict a member of staff from reporting their concerns to an external regulatory body instead of the Company, although it is preferred that the concerns be reported internally through the procedures described herein.

9. **SUPPORT**

9.1 The Company will support anyone raising a genuine concern and, even if it turns out to be mistaken, the whistleblower will not suffer any detrimental treatment as a result of raising a concern in good faith.

9.2 No threats, retaliation against or otherwise victimisation of whistleblowers is permitted.

10. **PERSONNEL RESPONSIBLE FOR THE POLICY**

10.1 The Company's Audit & Risk Committee has overall responsibility for this Policy.

10.2 The Whistleblowing Officers have day-to-day operational responsibility for this Policy and must ensure that all managers and other staff who may deal with concerns or investigations under this Policy receive regular and appropriate training.

10.3 The Audit & Risk Committee will monitor this Policy and review it from time to time.



Rusty Hutson, Jr.
Co-Founder and Chief Executive Officer
February 2022

WHISTLEBLOWING CONTACT DETAILS

Internal Contact Details

General Counsel	Name: Benjamin M. Sullivan Telephone: 304-353-5012 Email: bsullivan@dgoc.com
Head of Human Resources	Name: Mark Kirkendall Telephone: 205-506-6549 Email: mkirkendall@dgoc.com