



Corporate Governance and Nominating Committee Charter

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF BERRY PETROLEUM COMPANY

The Corporate Governance and Nominating Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of Berry Petroleum Company (the “**Company**”) established to develop governance guidelines and practices for the effective operation of the Board in fulfilling its responsibilities, review and assess the performance of the Board, and nominate prospective directors of the Company.

I. Purposes, Duties and Responsibilities of the Berry Petroleum Company Corporate Governance and Nominating Committee

A. Purposes

The purposes of the Committee are to:

1. develop and recommend to the Board a set of corporate governance principles applicable to the Company;
2. oversee the evaluation of the Board and management of the Company;
3. identify individuals qualified to become Board members, consistent with criteria approved by the Board;
4. recommend to the Board the director nominees for the next annual meeting of the shareholders of the Company; and
5. perform all other duties and responsibilities set forth in this Charter in accordance with its terms and provisions.

B. Duties and Responsibilities

The duties and responsibilities of the Committee are set forth below. These duties and responsibilities do not limit the generality of the Committee’s purposes or authority provided for elsewhere in this Charter.

The Committee shall:

1. develop and recommend to the Board for its approval a set of corporate governance principles for the Company (the “Corporate Governance Principles”);



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2. review and assess periodically, but at least annually, the adequacy of the Corporate Governance Principles and recommend to the Board modifications thereto as the Committee deems necessary or desirable;
3. recommend to the Board for its approval the criteria for Board membership, including desired skills and attributes;
4. conduct searches for prospective directors based on such criteria;
5. identify and consider candidates for Board membership, including those recommended by shareholders, management and others, believed to be qualified to become Board members, and assess the contributions of incumbent directors in determining whether to recommend them for re-election to the Board at the next annual meeting of the shareholders of the Company or, if applicable, at a special meeting of the shareholders of the Company, and in each case provide to the Board the Committee's assessment of whether each such individual or nominee would be an independent director;
6. as the need arises to fill vacancies on the Board (including vacancies created by increases in the size of the Board), actively search for individuals believed to be qualified to become Board members for recommendation to the Board, and in each case provide to the Board the Committee's assessment of whether each such individual would be an independent director;
7. consider and make recommendations to the Board regarding the appropriate size, function and needs of the Board;
8. evaluate and make recommendations to the Board regarding the appointment and removal of directors to and from committees of the Board and the selection of chairpersons for committees of the Board;
9. in recommending a candidate for membership of or removal from a committee of the Board, consider the factors set forth in the charter of such committee (if any) and all other factors that the Committee deems appropriate, including the candidate's character, judgment, expertise, skills, knowledge and experience in relation to the duties and responsibilities of such committee, the interaction of such candidate's expertise, skills, knowledge and experience with the expertise, skills, knowledge and experience of other members of such committee and whether such candidate is or would be an independent director;
10. recommend to the Board from time to time as the Committee deems necessary or desirable, the establishment of new committees of the Board or modification to existing committees;



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11. develop and recommend to the Board and review periodically as it deems appropriate, but at least annually, the criteria to be applied by the Board in making determinations as to whether a director should be deemed an independent director, recommend to the Board modifications to such criteria that the Committee deems desirable and provide to the Board the Committee's assessment of which directors should be deemed independent directors under the then-current criteria and under recommended modifications to such criteria;
12. consider questions of possible conflicts of interest of members of the Board and senior executives of the Company and, in collaboration with the Audit Committee, initiate appropriate action to address such conflicts of interest;
13. review adherence by directors to corporate guidelines regarding transactions with the Company;
14. review directorships in other public companies held by or offered to directors of the Company and management of the Company;
15. recommend to the Board the desired ratio of employee directors to non-employee directors, but in no event shall the Board be composed of less than a majority of independent directors;
16. review and recommend to the Board retirement and other tenure policies, if any, for directors;
17. recommend to the Board the persons to vote proxies solicited by management in connection with annual and special meetings of the shareholders of the Company;
18. review governance-related stockholder proposals and recommend to the Board its response thereto;
19. monitor the orientation of new directors and the continuing education of directors;
20. review the format of Board meetings and make recommendations for the improvement of such meetings;
21. review the adequacy of the charters adopted by each committee of the Board and recommend to the Board modifications thereto as the Committee deems necessary or desirable;
22. ensure the Compensation Committee leads annually the review by the independent directors of the full Board of Directors, of the company's Chief Executive Officer (the "CEO") and the performance of other senior executives of the Company;



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23. in such manner as the Committee deems appropriate, evaluate annually management's upholding of the Corporate Governance Principles of the Company and communicate such evaluation to the Chair of the Compensation Committee;
24. review annually with the CEO and the independent directors of the Board in collaboration with the Compensation Committee the succession plans relating to positions held by senior executives and make recommendations to the Board regarding the selection of successor candidates;
25. assess periodically the effectiveness of the Board in meeting its responsibilities, representing the long-term interests of shareholders.
26. coordinate the annual evaluation by the Board of its own performance;
27. annually evaluate the Committee's own performance, periodically assess the adequacy of this Charter and recommend to the Board modifications to this Charter as the Committee deems necessary or appropriate; and
28. discharge all other duties and responsibilities imposed on the Committee by the Board from time to time.

II. Organization of the Corporate Governance and Nominating Committee

A. Committee Members

The Committee shall consist of at least three members of the Board, each of whom shall have been determined by the Board to be "independent" under the rules of the New York Stock Exchange. The actual number of members of the Committee shall be established from time to time by resolution of the Board. The Board shall appoint each member of the Committee. The members of the Committee shall serve as such until their resignation, retirement or removal or until their successors are appointed. Any member of the Committee individually or all members of the Committee collectively may be removed from office without cause by the affirmative vote of a majority of the Board.

B. Compensation

No member of the Committee may receive any compensation from the Company other than (a) director fees, receivable in cash, common stock, equity-based awards or other in-kind consideration ordinarily available to directors; (b) a pension or other deferred compensation for prior service that is not contingent on future service; and (c) other regular benefits that other directors receive.

C. Committee Structure and Operations

The Board shall designate one member of the Committee as its Chair. The Committee shall meet at least twice a year. The Committee may hold additional meetings or take actions by unanimous written consent when the Committee or its Chair deems doing so to be necessary or desirable. The Chair of the



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Committee or any member of the Committee or the Chairman of the Board may call a special meeting of the Committee at any time using any reasonable means of communication (including telephone and email) subject to required notice. Formal notice of any such meeting shall not be required.

Two members of the Committee shall constitute a quorum of the Committee at any Committee meeting. The Committee may take action only by the affirmative vote of a majority of the members of the Committee at a Committee meeting at which a quorum is present or by the unanimous written consent of the members of the Committee.

The Committee may invite such members of management and other persons to any Committee meeting as the Committee deems necessary or desirable. The Chair of the Committee may establish such other rules for the conduct of business of the Committee as the Chair from time to time deems necessary or desirable. The Chair may appoint a secretary to make and maintain records of the proceedings of the Committee and otherwise to perform such other duties as the chairperson from time to time deems necessary or desirable. Any such secretary need not be a member of the Committee. Minutes will be prepared and subsequently approved for each meeting. Copies of such minutes will be filed with the Secretary of the Company and circulated to all directors.

The Committee may establish one or more subcommittees, each of which shall consist of one or more members of the Committee. Each such subcommittee shall make and maintain records of its proceedings and shall report to the Committee as the Committee may require.

D. Resources and Authority of the Committee; Search Firms

The Committee shall have the resources and authority appropriate to discharge the Committee's duties and responsibilities, including the authority to obtain advice and assistance from internal and external legal, accounting, executive search and other advisers. Without limiting the generality of the foregoing, the Committee is authorized, in its sole and absolute discretion, at any time and from time to time to appoint, retain, compensate, oversee and terminate any search firm to be used to identify director candidates. The foregoing authority includes the Committee's sole authority to approve every such search firm's fees and other retention terms.

III. Reporting

A. Regular Committee Reporting to the Board

The Committee shall report regularly to the Board regarding the Committee's actions and matters or issues that the Committee is considering in addition to providing the minutes of the Committee meetings.

B. Annual Performance Evaluation Report

The Committee shall produce and provide to the Board (no later than the first regularly scheduled Board meeting after the end of each fiscal year of the Company) an annual written report (the "**Annual Performance Evaluation Report**") containing the Committee's evaluation of its own performance of its duties and responsibilities under this Charter during the preceding fiscal year of the Company. The



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Committee shall conduct the evaluation of its performance hereunder in such manner as the Committee deems appropriate. The Committee may include in any Annual Performance Evaluation Report a recommendation to the Board that this Charter be modified in any respect deemed by the Committee to be necessary or desirable.

C. Amendment

Only the Board may modify, amend or repeal this Charter or any term or provision hereof.

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