

**BERRY PETROLEUM CORPORATION**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**(Adopted as of July 13, 2018, amended as of November 7, 2018)**

The Board of Directors (the “Board”) of Berry Petroleum Corporation (the “Company”) has established the Compensation Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Compensation Committee Charter (this “Charter”).

**I. Purposes**

The purposes of the Committee are to:

- A.** Oversee the Company’s overall compensation philosophy that applies to all Company employees;
- B.** Review, evaluate and approve the agreements, plans, policies and programs of the Company to compensate the Company’s executive officers (as defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended) and directors;
- C.** Once required, review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement for its annual meeting of stockholders (“Proxy Statement”) or Annual Report on Form 10-K, as applicable, and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
- D.** Produce the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Company’s Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
- E.** Otherwise discharge any other Board responsibilities relating to compensation of the Company’s executive officers and directors; and
- F.** Perform such other functions as the Board may assign to the Committee from time to time.

**II. Membership**

The Committee must consist of not less than two members of the Board. Each member of the Committee must be “independent” as defined by the listing requirements of The NASDAQ Stock Market LLC (the “NASDAQ”); *provided, however*, that this requirement is subject to the transition periods for compensation committee member independence requirements as set forth in the listing standards of the NASDAQ. Additionally, one director who is not “independent” as

defined by the listing requirements of the NASDAQ, and is not a current officer or employee or an immediate family member of such person, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that membership on the Committee by such individual is in the best interests of the stockholders, and the Board discloses the nature and reasons for this determination in the next Proxy Statement or its next Annual Report on Form 10-K or the equivalent thereof if the Company does not file a Proxy Statement. Any director appointed to the Committee pursuant to this exception may serve no more than two years on the Committee. In addition, at least two members of the Committee must be “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”). Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman will be selected annually by the Board, based on the recommendation of the Nominating & Governance Committee, and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

### **III. Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

#### **A. Authority**

The Committee has the authority to:

1. In its sole discretion, retain and determine funding for legal counsel, compensation consultants, as well as other experts and advisers (collectively, “Compensation Advisers”), including the authority to retain, approve the fees payable to, amend the engagement with, and terminate any Compensation Adviser, as it deems necessary or appropriate to fulfill its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Compensation Adviser engaged by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties; and
2. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. To the extent necessary, the Committee may delegate the approval of award grants and other transactions and responsibilities regarding the

administration of compensatory programs to a subcommittee consisting solely of members of the Committee or the Board who are “Non-Employee Directors” for the purposes of Rule 16b-3. Each subcommittee will keep minutes and regularly report to the Committee.

**B. *Responsibilities***

The Committee has the following responsibilities:

*Executive Compensation*

1. The Committee will exercise oversight of all matters of executive compensation policy.
2. Each year, the Committee will:
  - Review, modify (if necessary) and approve the Company’s peer companies, if any, and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
  - Review, modify (if necessary) and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer and the Company’s other executive officers; and
  - Set the compensation of the Company’s Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company’s other executive officers based on this evaluation.

All such determinations shall be presented to the Board for its review. The Chief Executive Officer may not be present during voting or deliberation on his or her compensation.

- Review and approve all executive employment contracts and other compensatory, severance, change-in-control arrangements and any special or supplemental compensation and benefits for current and former executive officers of the Company, including its Chief Executive Officer.
- Set the terms to hire or terminate employment of the Chief Executive Officer.
- Jointly with the Chief Executive Officer, set the terms to hire or terminate employment of the Company’s senior executive officers.

3. At such time as it is required, the Committee will review and discuss with the Company's management the CD&A to be included in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
4. Each year, the Committee will prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
5. The Committee will review and recommend to the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation ("say-on-pay"), once required.
6. The Committee will prepare and recommend to the Board for adoption a clawback policy that complies with applicable rules and regulations, including the rules and regulations of the Securities and Exchange Commission, and the listing standards of the NASDAQ.

#### *Incentive and Equity Compensation*

1. The Committee will ensure that stockholders are given the opportunity to vote on equity-compensation plans, as may be required by law, the Company's Corporate Governance Guidelines and the listing standards of the NASDAQ.

#### *Director Compensation*

1. Each year, the Committee will review non-employee director compensation and make a recommendation to the Board regarding the form and amount of director compensation. Directors who are employees of the Company will not receive any additional compensation for service on the Board.

#### *Other Powers and Responsibilities*

1. The Committee will review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended.
2. The Committee will review, as it deems necessary, appropriate matters related to the Company's compliance with applicable laws and regulations

affecting employee and director compensation and benefits, including, but not limited to, Rule 16b-3 and Section 13(k) of the Exchange Act.

3. If the Committee engages a Compensation Adviser, then the Committee is directly responsible for the appointment, compensation and oversight of such Compensation Adviser. Prior to any such engagement, the Committee will analyze the relationships such counsel, consultants or advisers have with members of the Committee as well as management and the Company as a whole. This analysis will include the specific factors identified by the Securities and Exchange Commission and the NASDAQ as well as any other factors that affect the independence of compensation advisers.
4. The Committee will oversee the assessment of risks related to the Company's compensation policies and programs.

#### **IV. Procedures**

- A. *Meetings.*** The Committee will meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee will meet at least two times per year and as frequently as circumstances dictate, and will meet in executive session at least one time per year. Meetings of the Committee may be in person, by conference call or video or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chairman 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 the Company's management, independent advisers and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote.

- B. *Quorum and Approval.*** A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. *Rules.*** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chairman 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 Chairman, of its actions and any recommendations to the Board.

- E. ***Review of Charter.*** The Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. ***Performance Review.*** The Committee will review and evaluate its own performance and submit itself to a review and evaluation by the Board.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

**V. Posting Requirement**

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its Proxy Statement or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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