

PDC Energy, Inc.

Nominating and Governance Committee

Director Nomination Procedures

(As Amended and Restated on September 15, 2021)

The procedure of the Nominating and Governance Committee (the “Committee”) when selecting the nominees of the Board of Directors (the “Board”) of PDC Energy, Inc. (the “Company”) varies depending upon the circumstances of the Company and the Board at the particular time. Generally, however, the procedure for the selection of nominees will be based on the Committee doing the following:

- Assessing the needs of the Board to ensure that there is a range of skills represented, including an understanding of:
 - the industry in which PDC operates;
 - the operation of financial markets;
 - accounting, finance and legal matters; and
 - other skills and knowledge determined by the Committee to be critical to the effective operation of the Board.
- Assessing the needs of the Board to ensure that the Board satisfies diversity requirements and recommendations instituted by the Securities and Exchange Commission, stock exchanges, proxy advisory firms, institutional investors and other stakeholders.
- Where a need is identified or arises, identifying individuals with the skills and experience required by the Board.
- Developing a short list of potential appointees based on suggestions from shareholders, existing Board members, management, or utilizing the services of a search firm if the Committee determines it advisable.
- Assessing the particular skills, experience and suitability of each individual candidate, as well as other factors influencing their ability to serve including:
 - Strength of character, mature judgment and honesty of the candidate;
 - Educational background, career specialization, relevant technical skills, and the extent to which a candidate would fill a present need on the Board;
 - Willingness of the candidate to make the time commitment required to effectively discharge his or her duties to the Company;
 - Number of existing directorships and other commitments that may demand the attention of the candidate;
 - Nature of existing and historical positions, directorships or other relationships and the impact that each may have on the candidate’s ability to exercise independent judgment and the candidate’s status as an independent director; and

- Extent to which the candidate is likely to work constructively with the existing directors and contribute to the overall effectiveness of the Board.
- Recommending to the Board the most appropriate person from the short list of potential candidates to be invited to become a director of the Company.