

## AUDIT COMMITTEE CHARTER

As Amended and Restated on February 20, 2020

**1. Purpose.** The Board of Directors (the “Board”) of PDC Energy, Inc. (the “Company”) has duly established the Audit Committee (the “Committee”). The Committee is appointed by the Board for the primary purpose of overseeing the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.

**2. Responsibilities of the Committee.**

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The Committee may perform such other activities, duties and responsibilities as the Board or the Committee deems necessary or appropriate as long as such activities, duties and responsibilities are consistent with this Charter, the Company’s bylaws and other governing documents, and are otherwise consistent with applicable law and Nasdaq Stock Market (“Nasdaq”) rules.

The Committee shall:

**Financial Statement and Disclosure Matters.**

- 2.1.** Review with management and the firm of independent public auditors hired to audit the Company’s financial statements (the “independent auditor”) and approve the annual audited financial statements, including disclosures made in management’s discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K.
- 2.2.** Review with management and the independent auditor and approve the Company’s quarterly financial statements prior to the filing of its Form 10-Q, including disclosures made in management’s discussions and analysis and the results of the independent auditor’s review of the quarterly financial statements.
- 2.3.** Discuss with management and the independent auditor major issues regarding accounting principles and financial statement presentations as well as significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the Company’s selection or application of the accounting principles.
- 2.4.** Review, discuss, and document periodic reports from the independent auditor on the following:
  - 2.4.1.** All critical accounting policies and practices to be used in preparation of the financial statements;
  - 2.4.2.** All alternative treatments of financial information within generally accepted accounting principles (“GAAP”) that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
  - 2.4.3.** Other material written communications between the independent auditor and management such as management letters or schedules of unadjusted differences.
- 2.5.** Discuss with management the Company’s earning press releases, including the use and presentation of “pro-forma” or “adjusted” non-GAAP information as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally and include the types of information to be disclosed and the types of presentations to be made.

- 2.6. As appropriate, discuss with management and the independent auditor the Company's use and presentation of "pro-forma" or "adjusted" non-GAAP information in reports filed with the Securities and Exchange Commission ("SEC"), including review of any non-GAAP disclosure to address the requirement of "equal or greater prominence".
- 2.7. As appropriate, discuss with management and the independent auditor the effect of regulatory and accounting initiatives and any off-balance sheet structures on the Company's financial statements.
- 2.8. Discuss with the independent auditor the matters required to be discussed by the independent auditor with the Audit Committee under auditing standards established by the Public Company Accounting Oversight Board, including Auditing Standard No. 1301, and under the rules and regulations of the SEC and other applicable authorities (as such standards and rules and regulations may be established or amended from time to time). In particular, the Committee and independent auditor shall discuss, among other things, matters that arise during the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- 2.9. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- 2.10. Prepare a report to shareholders as required by the SEC to be included in the Company's annual proxy statement.
- 2.11. At least annually, or as otherwise appropriate, discuss with management (a) the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures and (b) the guidelines and policies to govern the process by which risk assessment and risk management is undertaken.
- 2.12. As appropriate, discuss with management and the independent auditor the design, quality, and adequacy of the Company's internal control over financial reporting.

**Oversight of the Independent Auditor.**

- 2.13. Have sole responsibility for the appointment, compensation, and retention of the independent auditor.
- 2.14. Review and evaluate the lead partner of the independent auditor team and ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for the audit as required by law.
- 2.15. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review or peer review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, regarding one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues, and (c) all relationships between the independent auditor and the Company.
- 2.16. Ensure that the independent auditor submit to the Committee on a periodic basis a formal written statement delineating all relationships between the independent auditor and the Company, actively engage in a dialogue with the independent auditor with respect to any such disclosed relationships or services that may impact the objectivity and independence of the independent auditor, and take or recommend that the Board take appropriate action in

response to the written statement to satisfy itself of the independence of the independent auditor.

- 2.17. Evaluate the qualifications, performance, and independence of the independent auditor.
- 2.18. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
- 2.19. Pre-approve all auditing services and permitted non-audit services (including the fees and the terms thereof) to be performed for the Company by its independent auditor, subject to the *de minimis* exceptions for non-audit services as permitted by applicable law.

**Oversight of the Company's Internal Audit Function.**

- 2.20. Review the appointment and replacement of the internal audit lead, or any outsourcing thereof.
- 2.21. Review and approve the outsourcing and allocation of the Company's internal audit function to a third party service provider other than the Company's independent auditor.
- 2.22. Review the significant reports to management prepared by the internal auditors and management's responses.
- 2.23. Discuss with the independent auditor and management the internal auditor's responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit.
- 2.24. Review and approve the internal audit department project plan, including the specific projects to be performed and general timing of those projects.

**Compliance Oversight Responsibilities.**

- 2.25. Receive reports from the independent auditor under Section 10A(b) of the Securities Exchange Act of 1934, as amended, if the independent auditor detects or becomes aware of any illegal acts.
- 2.26. Review and approve all "related party transactions" (as that term is defined by Item 404 of Regulation S-K) if a special committee of the Board is not formed to address a particular transaction.
- 2.27. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by the employees of concerns regarding questionable accounting or auditing matters. Under current procedures, complaints received on the Company's whistleblower hotline are reviewed with the independent auditor, Committee Chair and the Company's General Counsel.
- 2.28. Review and approve Company policies relating to swaps and other derivative and hedging transactions, including policies regarding the clearance of swap transactions that are exempt from exchange-execution and clearance under "end-user exception" regulations promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act.
- 2.29. Discuss with management and the independent auditor any correspondence with the regulators or governmental agencies, and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- 2.30. Discuss with the Company's Chief Financial Officer or other personnel, including the General Counsel, legal matters that may have a material impact on the Company's financial statements or its compliance policies.

### 3. Membership.

- 3.1. **Composition of the Committee.** The Committee shall consist of no fewer than three members of the Board. The members of the Committee shall meet Nasdaq independence, expertise and experience requirements and any other applicable rules and regulations. At least one member shall qualify as an “audit committee financial expert” as defined by the SEC.
- 3.2. **Selection of Members.** The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.
- 3.3. **Selection of the Chair.** The Chair of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.
- 3.4. **Vacancies.** Vacancies on the Committee or in the Chair position shall be filled by the Board upon recommendation of the Nominating and Governance Committee.
- 3.5. **Removal or Replacement of Members.** Members of the Committee may be removed or replaced, with or without cause, by a majority vote of the Board.
- 3.6. **Sub-Committees.** The Committee may create one or more subcommittees, each subcommittee to consist of one or more members of the Committee, and delegate to a subcommittee any or all of the powers and authority of the Committee.

### 4. Meetings, Minutes, and Voting.

- 4.1. **Meeting Schedule.** The Committee will meet as often as necessary to carry out its responsibilities but not less than four times annually in conjunction with the review of the quarterly reports on Form 10-Q and the annual report on Form 10-K. The Chair, in consultation with the other members of the Committee, shall set the time, frequency and agenda of each meeting.
  - 4.2. **Agendas.** The Chair, in consultation with the other members of the Committee, shall establish the agenda of items to be addressed at each upcoming meeting of the Committee.
  - 4.3. **Quorum.** A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.
  - 4.4. **Procedures.** The Chair will preside at each meeting of the Committee. The Chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as to each other director in advance of the meeting. The Chair, subject to the approval of a majority of the members of the Committee, shall have the authority to change the agenda to respond to any matters that warrant attention.
  - 4.5. **Voting.** The Committee shall make decisions and take other actions by majority vote of the members present.
  - 4.6. **Executive Sessions.** The Committee shall meet periodically in separate executive sessions with management and the independent auditor, and shall have such other direct and independent interaction with such persons from time to time as the Committee deems appropriate.
  - 4.7. **Minutes.** The Committee shall keep minutes of each meeting and file those minutes with the Corporate Secretary in a timely fashion.
5. **Reports.** Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

## **6. Advisors and Counsel; Cooperation and Reliance.**

The Committee shall have the resources and authority to discharge its responsibilities and the Company shall provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board.

- 6.1. Retention of Advisors and Counsel.** The Committee shall have the authority, in its sole discretion, to obtain advice and assistance from, and to retain at the Company's expense, such administrative support, independent or outside legal counsel, accounting or other advisors and experts as the Committee determines necessary or appropriate to carry out its duties, and in connection therewith to receive appropriate funding, as determined by the Committee, from the Company.
  - 6.2. Determine Administrative Expenses.** The Committee shall have the authority to determine the level and cost of separate administrative support necessary or appropriate in carrying out its duties, with the Company bearing such costs.
  - 6.3. Required Participation of Employees.** The Committee shall have unrestricted access to the Company's employees, independent auditors, and outside counsel and may require any employee of the Company or representative of the Company's independent auditors or outside counsel to attend meetings of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors, or experts.
  - 6.4. Reliance Permitted.** The Committee may act in reliance upon other committees of the Board, management and other employees, the Company's independent auditors, internal auditors, advisors and experts, as it deems necessary or appropriate.
- 7. Evaluation of the Committee.** The Committee shall, on an annual basis, evaluate its performance under this Charter. This self-evaluation may be accomplished through the Board's annual self-evaluation process. In conducting this review, the Committee shall evaluate:
- 7.1. Scope of Charter.** Whether this Charter appropriately addresses the matters that are or should be within its scope, and may recommend to the Board for its consideration and action revisions to this Charter, if any.
  - 7.2. Quality of Committee Work.** The adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board.
  - 7.3. Participation of Members and Quality of Decision Process.** The manner in which issues were discussed or debated, and whether all members actively participated and contributed to the work of the Committee.
  - 7.4. Length and Number of Meetings.** Whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
  - 7.5. Other Appropriate Factors.** Such other factors as the Committee deems relevant to the completion of its responsibilities under this Charter.
- 8. Rules and Procedures.** Except as expressly set forth in this Charter or the Company's bylaws or other corporate governance documents, or as otherwise required by law or Nasdaq rules, the Committee shall establish its own rules and procedures that are consistent with this Charter.
- 9. Limitation on Responsibility.** Nothing in this Charter or in a member's service on the Committee shall increase or be deemed to increase the liability of any member of the Board under applicable state law.