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<b>Owner:</b> Executive Vice President and General Counsel	<b>Applies to:</b> All Devon	<b>Doc. ID:</b> 112901668
<b>Last Revised:</b> 11/16/2018	<b>Review Cycle:</b> Every 1 Year	<b>Implemented:</b> 1/2/2005

## 1 Purpose

This Policy provide guidelines to determine which causes we consider to be consistent with our corporate giving philosophy.

## 2 Applicability

This Policy applies to all contributions made, or requested to be made, on behalf of Devon.

## 3 Company Assistance/Exceptions

The Executive Vice President and General Counsel shall be responsible for administering this Policy.

## 4 Policy Statement

### 4.1 General Guidelines

The following general guidelines will be used to determine which giving opportunities are consistent with our giving philosophy.

- Organizations must be registered charities or nonprofit organizations to receive funding.
- Contributions will be focused in Oklahoma City and other areas where Devon has a business presence.
- Devon does not discriminate against individuals on the basis of race, color, religion, gender, sexual orientation, gender identity, age, national origin, military status, veteran status, disability or any legally protected characteristic. Devon expects the organizations we support to adhere to similar principles.
- The corporate giving program provides support in the following areas:
  - Arts and culture
  - Community development
  - Education (emphasis on Science, Technology, Engineering and Math - STEM)
  - Emergency response and preparedness (field)
  - Environment and conservation
  - Social services (predominately corporate match to United Way and support to local food banks)



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- The corporate giving program does not generally support:
  - Individuals and/or individual families
  - Advertising
  - Faith-based organizations or causes
  - Fraternal and/or partisan organizations
  - Causes that represent a conflict of interest or conflict with Devon's corporate values
  - Runs, walks, teams, golf, tennis or other sporting tournaments
  - Individual schools, unless the school is located in a field operating area or is our partner school in Oklahoma City
  - Organizations focused on a specific illness or disease
  - Door prizes, raffle or auction items
  - Professional trade groups outside of our industry
- In-kind contributions, such as surplus vehicles and office furniture, may be made to organizations that meet the criteria for financial support. These contributions may not be made prior to appropriate notification and approval from the Community Relations Department.
- Political contributions, whether in the form of corporate campaign contributions, campaign contributions or "in-kind" contributions to candidates or organizations for political purposes, are governed by our Code of Business Conduct and Ethics. Any such contribution shall be approved by our Vice President, Public and Government Affairs in accordance with, and as limited by, applicable law.
- Requests for individual support will not be considered in the U.S.; however, these requests may be considered in Aboriginal communities in Canada.
- Memberships and dues to trade groups and business and civic organizations, such as chambers of commerce, are not considered contributions for the purposes of this Policy.
- Contributions will generally be geared toward project-based funding for an organization versus support of general endowments.

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- Contributions are awarded on a one-time basis (i.e., a contribution one year does not guarantee a contribution in subsequent years). However, multi-year commitments or pledges may be made with the approval of the Corporate Giving Committee or CEO. In Canada, multi-year pledges may be made with the approval of the President, Devon Canada Corporation.

## 4.2 Contributions Budgets

Devon's Corporate Giving Committee will approve the aggregate U.S. contributions budget annually. Each business unit will be assigned a contributions budget by this committee.

The contributions budget will be included in the Community Relations Department budget. Individual departments and business units shall not budget for or code items as contributions within their respective cost centers.

In Canada, the President, Devon Canada Corporation, will approve the Canadian contributions budget annually, including any political donations.

## 4.3 Procedure for Approval and Payment of Contribution Requests

- All contribution requests should be sent to the Community Relations Department for handling. In the U.S., requests for funding should be submitted online between July 1 and September 1 each year for the following year. Requests for funding will only be accepted online. Generally, requests sent by email, phone, mail or fax will not be considered. In Canada, requests may be submitted year-round.
- In the U.S., the Corporate Giving Committee or the CEO shall approve all capital campaign requests. All other contributions will be approved by the Corporate Giving Committee and will be processed for payment by the Community Relations Department. This includes all contributions made to trade groups and industry associations. In addition to specific contributions approved by the Corporate Giving Committee, the Corporate Giving Committee may approve a certain amount (the "Discretionary Contributions Cap") to be used for discretionary contributions which will be distributed in accordance with this Policy's general guidelines.
- All charitable contributions in the amount of \$1 million or greater, whether one-time or multi-year commitments or pledges, must be reported annually to the Audit Committee of the Board of Directors.
- All charitable contributions in the amount of \$5 million or greater shall be approved by the Audit Committee in a timely manner.



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- Checks will be issued in Oklahoma City and Calgary and mailed directly to the recipient or, if requested, returned to the field office or employment center for presentation purposes.
- In the U.S., a postage-paid Tax Information Card will be mailed with all contribution checks, and recipients will return the card to the Tax Department. In Canada, organizations receiving charitable contributions shall send an official tax receipt to Devon for tax purposes.

Subject to the Discretionary Contributions Cap, the following persons may approve contributions up to the respective amounts identified:

Business Unit Vice President .....	\$ 50,000
Manager, Community Relations, for corporate community relations .....	\$ 10,000
Manager, Community Relations for field community relations (with field leadership input).....	\$ 10,000

In addition, the CEO and the Corporate Giving Committee may approve additional contributions.

In Canada, approval levels are set in accordance with financial authority levels and are as follows:

District Superintendent from the district budget .....	\$ 2,500
Community Relations/Community Investment/Aboriginal Relations Advisors.....	\$ 5,000
Director, Aboriginal Relations.....	\$ 50,000
Director, Government and Public Affairs .....	\$ 50,000
President, Devon Canada .....	\$100,000

#### 4.4 Higher Education Gift Matching Program

Our Higher Education Gift Matching Program (the Gift Matching Program) provides an opportunity for employees to increase the effectiveness of their personal gifts to qualifying educational institutions. In the U.S. and Canada, Devon will match contributions at a ratio of 1.5 to 1, made by employees to accredited undergraduate and graduate schools (four-year and two-year colleges located within the U.S. should have a 501(c)(3) status or be part of a government entity). For example, if an employee gives \$1,000 to a qualifying institution, Devon will contribute \$1,500, making the total combined gift \$2,500.

Educational matching contributions cannot exceed \$10,000 per employee in each calendar year in the U.S. or \$1,000 each calendar year in Canada. Donations must be made by December 31 to be credited to the year the gift was made.

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- Eligible Participants. Regular, full-time employees (individuals working more than 40 hours per week).
- Restrictions. Our Gift Matching Program may not be used to fund gifts related to:
  - Athletic or sports program funding;
  - Class dues, alumni associations, fraternities and sororities; or
  - Tickets to athletic events.
- Application Procedure. For U.S. employees, application forms are available on Strata. Employees should fill out Part 1 of the form and send the form to the recipient organization. The recipient organization should fill out Part 2 of the form and return the form to the Community Relations Department. The matching check from Devon will then be sent directly to the recipient organization.
- In Canada, employees are required to provide the Community Relations Department with a receipt from the educational institution where they made the contribution. A check and accompanying letter will be sent to the designated school recognizing the employee who made the contribution.

## 5 Consequences of Violation of Policy

Any violation of this Policy may result in disciplinary action, up to and including termination of employment.

## 6 Other Considerations

To meet the ever-changing needs of the communities in which we operate, the Community Relations Department welcomes feedback and suggestions to keep the Corporate Giving Policy enlightened and relevant in today's environment. If you have any questions, please contact the – Manager of Community Relations in the Community Relations Department, at (405) 228-8701 in the U.S. or in Canada you may email [CDNcommunityinvestment@devon.com](mailto:CDNcommunityinvestment@devon.com) or contact the Director of Community Relations and Investment

### 6.1 CORPORATE GIVING PHILOSOPHY

Devon is committed to supporting and strengthening vibrant, safe and educated communities in areas where it operates. Devon invests in innovative initiatives that enhance communities and provide opportunities for people where we live and work. We focus our resources where we can have the greatest impact and on programs that align with our values and business goals. Working to improve the overall quality of life in the communities where we do business builds trust among our employees, builds goodwill



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in our communities and makes us a stronger company. Devon designates a certain portion of its giving to supporting its employee's charitable and volunteer activities through a companywide Higher Education Gift Matching Program.

Devon receives a large number of requests for contributions each year from a variety of worthy causes. Not surprisingly, there are far more requests than Devon has resources to fund. The goal of this Policy is to:

- Ensure contribution requests go through Devon's corporate giving process;
- Provide guidelines to determine which causes we consider to be consistent with our corporate giving philosophy;
- Establish a consistent process for responding to contribution requests. This will:
  - Ensure that all requests are reviewed by the Community Relations Department and if approved by the Corporate Giving Committee or the CEO, routed for payment as scheduled in a timely manner;
  - Enable the tracking of all contribution requests – both approved and denied – to monitor our overall giving profile and track consistency within the established guidelines; and
  - Support activities that relate closely to Devon's business values and goals.

## 7 Definitions

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Devon	Devon Energy Corporation and each of its direct and indirect wholly-owned subsidiaries
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We/Our/Us	As well as similar terms refer to Devon
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You/Your	Devon employees
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Including	As well as any form of it will not be limiting or exclusive
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