



## SHARE OWNERSHIP GUIDELINES

In order to promote ownership of common shares of Baytex Energy Corp. by the directors and senior officers of Baytex Energy Corp., the following guidelines have been adopted:

Directors (including the Chair of the Board) are expected to own common shares having a value of at least three times (i) the amount of their annual retainer, and (ii) the value of their annual grant under the Share Award Incentive Plan (as reported in the Information Circular – Proxy Statement). Directors are required to attain the target ownership level by December 31st of the third calendar year following the date they became a director. Committee chair and membership retainers and travel fees are specifically excluded from this calculation.

The Chief Executive Officer is expected to own common shares having a value of at least three times his/her annual base salary, with such ownership level to be attained by December 31st of the third calendar year following the date of his/her appointment.

Officers of the Corporation (other than the Chief Executive Officer) are expected to own common shares having a value of at least one times their annual base salary, with such ownership level to be attained: (i) for c-suite officers by the third calendar year following the date of his/her appointment; and (ii) for all other officers by December 31st of the fifth calendar year following the date of his/her appointment.

In calculating ownership levels, common shares and DSUs that an individual beneficially owns, or controls or directs, directly or indirectly, may be counted. The ownership of share awards does not count towards these requirements.

Following the phase-in period, individuals subject to these guidelines are expected to be in continuous compliance. In determining compliance, common shares shall be valued at the higher of the market value or the adjusted cost base and DSUs shall be valued at the higher of the grant value or the market value.

If an individual's share ownership requirements increase due to a change in salary for a management member or change in fees paid to a director, the individual shall have 24 months from the implementation of the change to regain compliance. In the event that an individual is named CEO or Chair of the board they shall have three years to become compliant.

Compliance with the ownership guidelines may be reported annually in the Information Circular – Proxy Statement of Baytex Energy Corp.

*Approved by the Board of Directors on February 24, 2022.*