

**NEWFIELD EXPLORATION COMPANY**  
**CHARTER**  
**OF THE**  
**NOMINATING & CORPORATE GOVERNANCE COMMITTEE**  
**OF THE**  
**BOARD OF DIRECTORS**

Amended and Restated Effective as of February 5, 2010

The Board of Directors (the “*Board*”) of Newfield Exploration Company (the “*Company*”) amended and restated this Charter of the Nominating & Corporate Governance Committee of the Board (the “*Committee*”) effective as of the date set forth above.

**Purposes**

The purposes of the Committee are to:

- advise the Board about appropriate composition of the Board and its committees;
- evaluate potential or suggested director nominees and identify individuals qualified to become Board members;
- nominate directors for election at the annual meetings of stockholders or for appointment to fill vacancies;
- recommend to the Board the directors to serve as members of each committee of the Board and the individual members to serve as chairpersons of the committees;
- approve the compensation structure for all non-employee directors;
- advise the Board about corporate governance practices, develop and recommend to the Board appropriate corporate governance practices and policies and assist the Board in implementing those practices and policies;
- oversee the evaluation of the Board through an annual review of the performance of the Board and its committees;
- oversee the orientation program for new directors and the continuing education program for directors; and
- perform such other functions as the Board may assign to the Committee from time to time.

**Composition**

The Committee shall consist of at least three members, all of whom must be members of the Board and must be “independent” under the rules of the New York Stock Exchange. Subject to Article IV of the Company’s bylaws, the Board shall appoint the members of the Committee after considering the recommendation of the current Committee (in the case of vacancies) or the immediately preceding Committee (in the case of appointment of members immediately following an annual meeting of stockholders). One of the members, who shall be selected by the Board, shall serve as chairperson of the Committee. The Board shall consider the recommendation of the current Committee (in the case of vacancies) or the immediately preceding Committee (if the selection is being made immediately following an annual meeting of stockholders) in making such selection. The Board may remove or replace any member of the Committee at any time.

## **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. The Committee may form and delegate some or all of its authority to subcommittees if and when it deems appropriate. Without limiting the generality of the foregoing, the Committee shall have the authority, and is entrusted with the responsibility, to do the actions set forth below.

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and modifications from time to time to those guidelines.

2. The Committee shall establish criteria for selecting new director nominees and seek individuals qualified to become director nominees for recommendation to the Board. The Committee also shall evaluate persons suggested by stockholders or others, and conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees. The Committee shall determine each proposed nominee's qualifications for service on the Board. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Company.

3. The Committee shall oversee the evaluation of the Board at such times as it deems appropriate, but not less than annually, and provide the evaluation, together with any recommendations, to the Board.

4. The Committee shall oversee the orientation program for new directors and the continuing education program for directors and review and reassess these programs from time to time and recommend any proposed changes to the Board for approval.

5. Each year, the Committee shall:

- review the advisability or need for any changes in the number of directors or composition of the Board and recommend any proposed changes to the Board for approval;
- assess and nominate directors for election to the Board;
- review and approve the compensation structure for all non-employee directors;
- review director independence and other qualifications;
- review the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- review the advisability or need for any changes in the number of members, charter or title of each committee of the Board and recommend any proposed changes to the Board for approval;
- prior to the annual meeting of stockholders, recommend to the Board the composition of each committee of the Board, the individual director to serve as chairperson of each committee and any individual director to serve as lead director following such annual meeting;
- request that the chairperson of each committee report to the Board about the committee's annual evaluation of its performance and evaluation of its charter;
- review and evaluate its own performance and submit itself to the review and evaluation of the Board;

- receive comments from all directors and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year; and
- review and reassess the adequacy of the Company's corporate governance guidelines, corporate codes of conduct and ethics and similar guidelines, codes and policies and recommend any proposed changes to the Board for approval.

6. Unless it defers the matter to the full Board, the Committee shall be responsible for reviewing and determining whether to grant any requests for waivers of the Company's Corporate Code of Business Conduct and Ethics. Any such waivers for an executive officer or director shall be disclosed to the stockholders, as required by law.

7. As needed, recommend to the Board additional committee members to fill vacancies and individual members to serve as chairpersons if such positions are vacant.

8. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates or any compensation consultant used to assist in the evaluation of director compensation. The Committee shall have sole authority to approve the search firm's or compensation consultant's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm or compensation consultant.

9. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors and to cause the Company to pay the fees and expenses of such outside advisors.

#### **Procedural Matters; Fees**

***Conflicts with Bylaws.*** This Charter shall in no way alter, amend or repeal any provision of the Company's bylaws. To the extent that this Charter conflicts with any provision of the Company's bylaws, the bylaws shall govern.

***Meetings.*** The Committee shall meet at the call of its chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call or in any other manner in which the Board or the Committee is permitted to meet under law or the Company's bylaws. The Committee may also act by unanimous written consent in lieu of a meeting.

***Transaction of Business.*** A majority of the members of the Committee constitute a quorum for the transaction of business. A majority of the members of the Committee present at any meeting at which a quorum is present are competent to act. Except as expressly provided in this Charter or in the Company's bylaws or corporate governance guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation at any meeting of a chairperson pro tempore in the absence of the chairperson and of a secretary (who need not be a member of the Committee) for that meeting.

***Minutes; Reports to the Board.*** The Committee shall keep minutes of all meetings and of all actions taken by the Committee and file such minutes with the Secretary of the Company. The Committee, either directly or through its chairperson, shall provide the Board with regular reports on its activities and any recommendations by the Committee to the Board.

***Fees; Reimbursement of Expenses.*** Each member of the Committee shall be paid the fees set by the Board for his or her services as a member or chairperson of the Committee. Subject to the Company's corporate governance guidelines and other policies, members of the Committee shall be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.