

# **EOG RESOURCES, INC.**

## **Nominating and Governance Committee Charter**

(as of December 2, 2015)

### **Purpose**

The Nominating and Governance Committee is appointed by the Board to (1) assist the Board by identifying individuals qualified to become Board members, consistent with criteria (e.g., credentials and qualifications for directors) approved by the Board, (2) recommend to the Board the director nominees for the next annual meeting of stockholders, (3) recommend to the Board director nominees (including chairpersons) for each committee, (4) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company, and (5) oversee the annual review of the Board's performance.

### **Committee Membership**

The Nominating and Governance Committee shall consist of no fewer than three members. The members of the Nominating and Governance Committee shall meet the independence requirements of the New York Stock Exchange, the Company's bylaws and applicable law, as each is amended from time to time.

The members of the Nominating and Governance Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Nominating and Governance Committee members may be replaced by the Board.

### **Committee Authority and Responsibilities**

In addition to such other duties as the Board may from time to time assign:

1. The Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms.
2. The Nominating and Governance Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, without consulting or obtaining the approval of any officer of the Company in advance.
3. The Nominating and Governance Committee shall actively seek individuals qualified to become Board members for recommendation to the Board. Directors should possess personal and professional integrity, have good business judgment, and have relevant experience and skills as well as other credentials and qualifications, including, but not limited to, those set forth in the Company's Corporate Governance Guidelines. The Nominating and Governance Committee shall take into account diversity in professional experience, skills and background, and diversity in race and gender, in considering individual director candidates.
4. Prior to recommending an individual for election to the Board, the Nominating and Governance Committee shall consider and review (i) the individual's credentials and qualifications, including but not limited to the individual director credentials and

- qualifications set forth in the Company's Corporate Governance Guidelines; (ii) the individual's independence and the experience, skills, diversity in race and gender and contributions that the individual brings to the Board (including whether the individual has the knowledge, background and experience to qualify as an "audit committee financial expert" under the rules and regulations of the Securities and Exchange Commission); and (iii) if the individual is an existing director of the Company, the individual's length of Board service and Board and committee meeting attendance and fulfillment of Board responsibilities.
5. Prior to recommending the appointment of a director to a Board committee, the Nominating and Governance Committee shall consider and review the director's independence, the credentials, qualifications, experience, skills, diversity in race and gender and contributions that the director would bring to the Board committee, and, if the individual is an existing committee member, the director's Board committee meeting attendance and performance and fulfillment of committee responsibilities.
  6. The Nominating and Governance Committee shall, in consultation with the Board and each of the Board committees, (i) monitor and periodically review the composition of the Board and each of the Board committees and (ii) recommend to the Board any changes, as appropriate, in the size of the Board or any of the Board committees or in the structure, operations (including authority to delegate to subcommittees), responsibilities (including committee reporting to the Board), membership (including member qualifications and member removal and replacement) and chairs (including removal and replacement of chairs) of any of the Board committees. The Nominating and Governance Committee shall also ensure that the Board and each of the Board committees consist of an appropriate number of "independent" directors within the meaning of, and in accordance with, all rules and laws applicable to the Company, the Company's Corporate Governance Guidelines and bylaws and the Company's Board committee charters.
  7. The Nominating and Governance Committee shall review, at least annually, the Company's contributions to trade associations, including any amounts related to political activities and lobbying expenses, and review other political contributions or expenditures, if any, by the Company. The Committee will also periodically review the Company's policies relating to the approval of, and use of corporate funds or property for, contributions to trade associations (including any amounts related to political activities and lobbying expenses) and other political contributions or expenditures.
  8. The Nominating and Governance Committee shall review proposals submitted by the Company's stockholders for inclusion in the Company's proxy materials; discuss appropriate action with the Company's management; and, as the Nominating and Governance Committee may deem necessary or advisable, recommend appropriate action to the Board.
  9. The Nominating and Governance Committee shall periodically review the Certificate of Incorporation and Bylaws of the Company and recommend any proposed changes to the Board for approval.
  10. The Nominating and Governance Committee shall perform the duties described in the Company's Corporate Governance Guidelines relating to majority election of directors and holdover directors.

11. The Nominating and Governance Committee shall receive comments from all directors and report annually to the Board with an evaluation of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
12. The Nominating and Governance Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.
13. The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.
14. The Nominating and Governance Committee shall make regular reports to the Board.
15. The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating and Governance Committee shall annually review its own performance.

Approved by the Board of Directors on December 2, 2015