

## **EOG RESOURCES, INC.**

### **Compensation Committee Charter**

(as of February 13, 2019)

#### **Purpose**

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's directors and executive officers. The Committee has overall responsibility for approving and evaluating the director and executive officer compensation plans, policies and programs of the Company. The Compensation Committee is also responsible for reviewing the disclosures in the Company's Compensation Discussion and Analysis and producing an annual Compensation Committee report for inclusion in the Company's Proxy Statement.

#### **Committee Membership**

The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall (1) meet the independence requirements of the New York Stock Exchange ("NYSE"), the Securities and Exchange Commission, the Company's bylaws and applicable law as each is amended from time to time, (2) be a "Non-Employee Director" as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (with each member's status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3), and (3) be an "outside director" as defined by Section 162(m) of the Internal Revenue Code prior to amendment by the Tax Cuts and Jobs Act of 2017.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating, Governance and Sustainability Committee. Compensation 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 Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice of one or more compensation consultants, outside counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall have the sole authority to appoint, compensate and oversee the work of any such consultants, outside counsel and other advisors. The Compensation Committee shall review and approve any additional services to be performed for the Company or its affiliates by a compensation consultant or its affiliates during a fiscal year in which the Compensation Committee has retained such consultant to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall evaluate whether any compensation

consultant, outside counsel or other advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K (or any successor rule). Prior to retaining, or receiving advice from, compensation consultants, outside counsel and other advisors, the Compensation Committee must consider the factors specified in Rule 10C-1(b)(4) under the Securities Exchange Act of 1934 (or any successor rule) and applicable rules and regulations of the NYSE. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of compensation to any such consultants, outside counsel and other advisors retained by the Compensation Committee.

2. The Compensation Committee shall also have authority to obtain advice and assistance from internal legal, accounting or other employees, without consulting or obtaining the approval of any officer of the Company in advance.
3. The Compensation Committee shall oversee the evaluation of Company management and management's performance. It shall review and approve company performance goals, targets and objectives relevant to CEO compensation, annually evaluate the CEO's performance in light of such goals, targets and objectives, and have the sole authority to determine and approve the CEO's compensation levels (including salary, bonus and long-term incentive compensation) based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
4. The Compensation Committee shall also review and approve (i) company performance goals, targets and objectives relevant to compensation for all other executive officers of the Company (which may include some or all of the performance goals, targets and objectives relevant to CEO compensation), annually evaluate such executive officers' performance in light of such goals, targets and objectives and have the sole authority to determine and approve the compensation levels for such executive officers, including salary, bonus and long-term incentive compensation, based on such evaluations, (ii) the annual bonus pool for those employees of the Company other than its executive officers, and (iii) the annual long-term incentive compensation pool for those employees of the Company other than its executive officers.
5. The Compensation Committee shall, in consultation with the Audit Committee of the Board and with the assistance of such Company and external resources as the Compensation Committee deems appropriate, (i) oversee the risk assessment of the Company's compensation arrangements applicable to the Company's executive officers and other employees, (ii) in connection with such oversight, assess reports and other information provided by Company management and such external resources as the Compensation Committee deems appropriate, and (iii) review and discuss at least annually the relationship (if any) between the Company's risk management policies and practices and the Company's compensation arrangements.
6. The Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of directors in accordance with the guidelines set forth in the Company's Corporate Governance Guidelines.

7. The Compensation Committee shall annually review and make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based compensation plans. The Committee shall also administer the Company's incentive compensation plans and equity-based compensation plans, including the grant of equity awards under such plans, subject to the terms of such plans.
8. The Compensation Committee shall periodically review and approve, for the CEO and the executive officers of the Company, employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and any special or supplemental benefits.
9. The Compensation Committee shall annually review and reassess the adequacy of the stock ownership guidelines for the Company's officers and non-employee directors, recommend any proposed changes to the Board for approval and monitor compliance with such guidelines.
10. The Compensation Committee shall periodically review the Company's insider trading policies and procedures and shall approve any amendments or changes thereto.
11. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
12. The Compensation Committee shall make regular reports to the Board.
13. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.
14. The Compensation Committee shall advise the Board regarding the stockholder advisory votes on executive compensation, including the frequency of such votes.
15. The Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934 when determining executive compensation policies and making decisions regarding executive compensation.
16. The Compensation Committee shall review and discuss with management the Company's Compensation Discussion and Analysis and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual proxy statement.
17. The Compensation Committee shall approve a Compensation Committee report for inclusion in the Company's annual proxy statement in accordance with the applicable rules of the Securities and Exchange Commission.

Approved by the Board of Directors on February 13, 2019.