

Harvest Natural Resources, Inc.
Human Resources Committee
Charter

The Human Resources (HR) Committee, on behalf of the Board of Directors, shall have oversight responsibilities for the Company's overall human resources policies and procedures, including: recruitment, performance management, compensation, benefit programs, resignations/terminations/severance, training and development, diversity, succession planning and organizational planning and design.

Composition

The HR Committee shall be composed of at least three individuals appointed by the Board from its independent members based upon the recommendations of the Nominating and Corporate Governance Committee. Independence shall be determined in accordance with the Company's Guidelines for Corporate Governance and the requirements established from time to time by applicable law or rule, including the New York Stock Exchange and the Securities Exchange Commission. The Board shall appoint one member as Committee Chair based upon the recommendations of the Nominating and Corporate Governance Committee. A Committee member may be removed by the Board, based upon a recommendation of the Nominating and Corporate Governance Committee.

- The Secretary to the Board shall act as Secretary of the Committee.
- A quorum shall be a majority of the members of the Committee.

Members should have or obtain sufficient knowledge of the Company's human resources policies and procedures including, but not limited to, the compensation and benefit plans and any pension, savings or retirement plans to assist in providing advice and counsel on human resource issues.

Meetings

The HR Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair.

- Effective agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.
- Minutes of each meeting shall be prepared by the Secretary of the Committee, reviewed by the Committee and made available to the Board.

- Any Director not a member of the Committee may attend a Committee meeting on a non-voting basis. The Chief Executive Officer may be present at all meetings of the Committee, excluding performance review of the Chief Executive Officer.

Human Resources and such other staff as appropriate to provide information to the Committee shall attend meetings upon the invitation of the Committee Chair.

Duties and Responsibilities

The duties and responsibilities of the Human Resources Committee shall include, without limitation:

1. Review, with management, overall human resource policies and procedures and the adequacy of such practices and recommend changes thereto, if appropriate.
2. Undertake the annual performance review of the CEO with specific emphasis on comparison against agreed corporate goals and objectives and development of goals and objectives for the succeeding year based upon the annual performance review. Make recommendations to the Board on compensation for the CEO for the succeeding year. In determining the long-term incentive component of CEO compensation, the Committee will consider, among other things, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. Undertake an annual review of the compensation of the Board and make recommendations to the Board on compensation for the year following the election of the directors at the Annual Meeting of Stockholders. The Committee's compensation review shall include Board, Committee and Chairman fees and long term incentives, including stock options, stock grants and deferred compensation. In determining board compensation, the Committee will consider, among other things, alignment with the long-term interests of the stockholders, the adequacy of the compensation for the time and effort required of the directors and establishing an overall compensation package that will attract and retain qualified directors.
4. Review and assess overall succession planning practices in the Company and report to the Board, at least annually, on the adequacy of these practices.
5. Review, with management, organizational structure and report to the Board on the effectiveness of the existing structure and, when appropriate, recommend changes.
6. Review and assess benefit programs including pension plans, recommending changes, as appropriate, to the Board.
7. Establish Executive Compensation (Cash and Non-Cash):

- a. Review and monitor the effectiveness of compensation and benefit programs and policies and recommend to the Board appropriate modifications to existing plan(s).
 - b. Review and approve any changes to existing plans seeking full Board approval when the Committee deems necessary.
 - c. Review and approve new compensation and/or benefit plans and submit them to the Board for approval.
 - d. On an annual basis, review the administration of all executive compensation and benefit plans to ensure conformity with approved programs and policies.
 - e. Review and approve any stock ownership targets and plans.
 - f. Draft the report on executive compensation required to be included in the Company's proxy statement.
8. Establish Management Compensation (Cash or Non-Cash):
 - a. Review and monitor the effectiveness of compensation and benefit programs and policies and recommend to the Board appropriate modifications of existing plan(s).
 - b. Review and approve modifications to existing plans seeking Board approval when the Committee deems necessary.
 - c. Review and approve new compensation and/or benefit plans and submit them to the Board for approval.
 - d. On an annual basis, review the administration of management compensation and benefit plans to ensure conformity with approved programs and policies.
 - e. Review and approve any stock ownership targets and plans.
9. Staffing and Employee Pay Plans:
 - a. Review and monitor overall staffing and the effectiveness of the Company's compensation and benefit programs and policies for employees living in the U.S. and abroad.
 - b. Review and approve bonus pools for non-executive and non-management employees.
 - c. Review and approve new benefit plans and submit them to the Board for approval.
10. Review, with management, performance measurement procedures and report to the Board on the adequacy of performance measurement practices.
11. Make recommendations to the Board with respect to incentive compensation plans and equity compensation plans. Administer stock option plans and other executive compensation or incentive arrangements, to the extent that the Board is involved in their administration.
12. Review and approve any employment contract, consulting agreement or termination agreement that provides for annual compensation, including bonus, or payment of more than \$125,000 in the case of employees, and \$100,000 in the case of consultants; provided, however, any consulting agreements with foreign entities or

persons retained for business development with annual compensation of more than \$50,000, a success based fee or fees based on equity or stock option grants shall be reviewed by the Committee and shall be presented to the Board for review and approval. Management shall periodically update the Committee on all consulting arrangements entered into by the Company and its subsidiaries.

13. Receive any reports or complaints concerning actual or threatened retaliatory actions against employees for filing complaints or making reports concerning violations of the Company's Code of Business Conduct and Ethics including, without limitation, complaints regarding questionable accounting or auditing matters.

14. In advance of the annual Board of Directors meeting, the Committee will assess its performance to confirm it is meeting the responsibilities under this charter. The results of the review will be presented to the chair of the Nominating and Corporate Governance Committee.

Reporting/Authority

Following each meeting, the Committee Chair, on behalf of the Committee, will report to the board on key issues, recommending items for approval and/or remedial action when required.

- Copies of the minutes of all Committee meetings will be filed with the Board at the next Board meeting after a meeting is held (these may still be in draft form).
- Supporting schedules and information reviewed by the Committee shall be available for examination by any Director upon request to the Secretary of the Committee.

The Committee shall have the authority to investigate any human resource activity of the Company. All employees are to cooperate as requested by the Committee. The Committee has full access to all Company human resource information.

The Committee shall have the sole authority to retain and terminate a consulting firm to assist and advise on Committee matters, including evaluation of director, CEO, officer and employee compensation. The Committee shall have the sole authority to set the fees and other terms of the consulting retainer. The Committee shall also have the authority to retain other professional assistance, including independent counsel and actuaries. The Company will provide the Committee adequate funds to cover consulting fees and other costs incurred in carrying out its duties and responsibilities.

The Vice President and General Counsel will be the key contact for the Committee and will assign the staff resources appropriate to assist the Committee to carry out its responsibilities.

This Charter may be modified from time to time at the sole discretion of the Board of Directors.

Approved as Written on December 7, 2005