



CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors of Baker Hughes Incorporated (the "Company") has heretofore constituted and established an Executive Committee (the "Committee"), with the authority, responsibility and specific duties as described in this Charter. This document replaces and supersedes in its entirety any previous charter of the Executive Committee.

COMPOSITION

The Committee shall be elected by the Board of Directors and shall be comprised of not less than three of its members, a majority of which shall be independent and one of which shall be the Chairman of the Board. The Chairman of the Board shall serve as the Chairman of the Committee, unless the Board of Directors elects a different director to serve as Chairman. In the absence of the Chairman of the Committee, the Lead Director of the Board of Directors will serve as Chairman of the meeting.

PRINCIPAL RESPONSIBILITIES

The Committee shall act in the stead of the Board of Directors during intervals between Board meetings and may exercise all of the authority of the Board of Directors in the business and affairs of the Company, except where action by the full Board of Directors is specifically required. More specifically, the Committee shall be responsible for the following:

- The Committee shall advise and aid the officers of the Company in all matters concerning its interests and the manage-

ment of its business. When the Board of Directors is not in session, the Committee shall have and may exercise all the powers of the Board of Directors, so far as such may be delegated legally, with reference to the conduct of the business of the Company, except that the Committee shall not take any action to amend the Restated Certificate of Incorporation or the Bylaws, to amend this Charter, to elect Directors to fill vacancies on the Board, to fix the compensation of Directors for service in any capacity, to fill vacancies on the Committee or change its membership, to elect or remove officers of the Company or to declare dividends.

- Such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board of Directors.

MEETINGS

The Committee will meet from time to time during the year, as needed. Special meetings may be called by the Chairman of the Board, the Chairman of the Committee or the Lead Director of the Board of Directors. All meetings of the Committee will be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting will be duly filed in the Company records. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.