

DEVON ENERGY CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted by the Board of Directors on
November 20, 2003

Purpose

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Devon Energy Corporation (the "Company") is to assist the Board with:

- a) identifying qualified individuals to become Board members;
- b) recommending director nominees for annual stockholders' meetings or to fill vacancies on the Board; and
- c) overseeing the corporate governance of the Company, including the development, recommendation and review of corporate governance guidelines for the Company.

Composition

The Committee shall be composed of not less than three directors, one of whom shall be the Committee Chair. The Committee Chair and members of the Committee shall be appointed by the Board and may be removed by the Board. All members of the Committee shall be independent directors in accordance with the rules of the exchange(s) upon which the Company's securities are traded and any other applicable laws, rules or regulations.

Duties and Responsibilities

Identifying Qualified Individuals to become Board Members

The Committee will perform the following duties and responsibilities in relation to the identification, election, orientation and removal of members of the Board:

- a) establish and periodically reevaluate criteria for Board membership and selection of new directors including independence standards;
- b) determine, as necessary, the portfolio of skills, experience, perspective and background required for the effective functioning of the Board having regard for the Company's strategy, and the regulatory, fiscal, political and market environments in which the Company operates;
- c) establish and periodically reevaluate criteria concerning tenure and other policies related to directors' service on the Board;

- d) monitor the orientation and continued educational programs for directors and shall recommend action to the Board and individual directors as appropriate;
- e) search for, screen, recruit, interview and recommend candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and consider management and stockholder recommendations for director candidates, as appropriate;
- f) evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board;
- g) recommend Board nominees for election or appointment as directors;
- h) monitor non-Board services provided by directors to the Company and its subsidiaries; and
- i) recommend to the Board removal of a director, where appropriate.

In discharging its duties and responsibilities, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms.

Other Responsibilities of the Committee

The Committee will perform the following additional duties and responsibilities:

- a) develop and recommend to the Board for its approval corporate governance guidelines for the Company, review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- b) identify and develop the criteria for evaluating the effectiveness of the Board and management and oversee the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors;
- c) conduct an evaluation of the Committee's performance and charter at least annually and recommend changes to the Board, as the Committee deems appropriate; and
- d) take such further actions as are consistent with the duties and responsibilities set forth above and perform such other actions as required by law, the rules of the exchange(s) on which the Company's securities are traded, the Company's charter documents and the requirements of the Board.

Operation

The Committee will operate as follows to further perform its duties and responsibilities:

- a) meet as often as necessary to perform its duties and responsibilities;
- b) call a special meeting of the Committee when a Committee member deems such a meeting necessary or desirable;
- c) request that any directors, officers, or employees of the Company attend any meeting of the Committee to provide such pertinent information as the Committee requests;
- d) retain any search firm engaged to assist in identifying director candidates; and
- e) retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.