



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

This Corporate Governance and Nominating Committee Charter was adopted by the Board of Directors (the “Board”) of Noble Energy, Inc. (the “Company”) on January 27, 2004. It is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.

Purpose

The overall purpose of the Corporate Governance and Nominating Committee (the “Committee”) is: (1) to take a leadership role in providing a focus on corporate governance to enable and enhance the Company’s short and long-term performance; (2) to engage in appropriate identification, selection, retention and development of qualified directors consistent with criteria approved by the Board; (3) to develop, and recommend to the Board, a set of corporate governance principles or guidelines applicable to the Company; (4) to advise the Board with respect to the Board’s composition, procedures and committees; and (5) to oversee the evaluation of the Board and management.

In support of this purpose, the Committee subscribes to the following characteristics of effective corporate governance: (a) selection and retention of independent and appropriately-skilled directors; (b) appropriate level of management oversight; (c) appropriate disclosure of relevant financial and operational information; and (d) protection of the rights of shareholders.

Composition and Operations

- a. *Committee Member Qualifications.* The Committee will be composed of not fewer than three directors and not more than nine directors, each of whom has been determined by the Board to be “independent” in accordance with the applicable rules of the New York Stock Exchange. In addition, no director may serve unless he or she (i) is a “Non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.
- b. *Committee Member Appointment and Removal.* The Board will appoint the Committee members and a Committee Chair, and such appointees shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board.
- c. *Committee Structure and Operations.* The Committee will meet at least two times each year at such times and places as it deems appropriate. Meetings of the

Committee may be held telephonically. The presence of a majority of the Committee members will constitute a quorum for the transaction of business. The Committee, in its discretion, may ask members of management or others to attend its meetings and provide pertinent information. The Committee will determine its own rules of procedure. The Secretary of the Committee will be the Secretary of the Company or an Assistant Secretary of the Company. The Committee may delegate responsibilities of the Committee to committees of its own denomination, provided that such committees are composed entirely of independent directors and, provided further, the Committee shall not delegate to any such committee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole. Any such committee must have a published charter.

- d. *Access to Senior Management.* The Committee will have access to the Company's senior management and documents and will be provided with the resources necessary to carry out its Charter authority.
- e. *Independent Advice.* From time to time, as deemed required by the Committee in its sole discretion, the Committee may retain (including making fee arrangements and setting other retention terms), at the Company's expense, and terminate independent advice regarding governance or nominating issues (including, without limitation, search firms to be used to identify director candidates).

Authority

In addition to any other authority provided herein, the Committee has the authority to:

- a. Develop and maintain a long-term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of the Company.
- b. Develop recommendations regarding the essential and desired experiences and skills for potential directors.
- c. Recommend to the Board, in consultation with the President and Chief Executive Officer, nominees for election as members of the Board.
- d. Review, monitor and make recommendations regarding the orientation, retention and ongoing development of directors.
- e. Review the directors' compensation program and make appropriate recommendations to the Board.
- f. Assess the needs of the Board in terms of the frequency, structure, and location of Board and committee meetings, meeting agendas, meeting materials and the conduct of meetings, and make recommendations to the Board as appropriate.
- g. Recommend to the Board and, upon approval, implement an appropriate evaluation process for the Board as a whole and the committees of the Board.

- h. Recommend committee members and committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, those committees and make recommendations to the Board as appropriate.
- i. Provide input to the Board's Compensation, Benefits and Stock Option Committee on the performance of the President and Chief Executive Officer.
- j. Review, and make recommendations to the Board in regard to, succession plans for Senior Management.
- k. Obtain separate independent advice on governance and/or nominating matters in appropriate circumstances in accordance with item e. under "Composition and Operations" above.
- l. Develop, and review at least annually, corporate governance principles or guidelines adopted by the Board to ensure that they are appropriate for the Company and comply with the requirements of the New York Stock Exchange, and make recommendations to the Board as appropriate.
- m. Conduct an annual evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
- n. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; this should be done in compliance with applicable legal and regulatory requirements.
- o. Recommend to the Board any other action on corporate governance that may be required or considered advisable.

Committee Reporting to the Board

The Committee shall report its discussions to the Board by distributing the minutes of its meetings and by oral report at Board meetings.