

**EOG RESOURCES, INC.
CORPORATE GOVERNANCE COMMITTEE
CHARTER**

Purpose

The Corporate Governance Committee is appointed by the Board (1) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (2) to oversee the annual review of the Board's performance.

Committee Membership

The Corporate Governance Committee shall consist of no fewer than three members. The members of the Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Corporate Governance Committee shall be appointed by the Board on the recommendation of the Nominating Committee. Corporate Governance Committee members may be replaced by the Board.

Committee Authority and Responsibilities

1. The Corporate Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Corporate Governance Committee shall also have authority to obtain advice from internal or external legal, accounting or other advisors, without consulting or obtaining the approval of any officer of the Company in advance.
2. The Corporate Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
3. The Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.
4. The Corporate Governance Committee shall make regular reports to the Board.
5. The Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Corporate Governance Committee shall annually review its own performance.