

**EOG RESOURCES, INC.
NOMINATING COMMITTEE CHARTER**

Purpose

The Nominating Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; and (2) to recommend to the Board director nominees for each committee.

Committee Membership

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

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

Committee Authority and Responsibilities

1. The Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating Committee shall also have authority to obtain advice and assistance 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 Nominating Committee shall actively seek individuals qualified to become board members for recommendation to the Board. New directors should possess personal and professional integrity, have good business judgment, and have relevant experience and skills.
3. The Nominating Committee may form and delegate authority to subcommittees when appropriate.
4. The Nominating Committee shall make regular reports to the Board.
5. The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating Committee shall annually review its own performance.