



DEVON ENERGY CORPORATION CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Devon Energy Corporation (the “Company”) has adopted the following Corporate Governance Guidelines specifically tailored to the needs of the Company. These Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision-making both at the Board and management level, with a view to enhancing stockholder value and taking into account the interests of the Company’s other stakeholders over the long-term. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to alteration as circumstances warrant.

Director Qualifications and Board Composition

The Governance Committee is responsible for proposing qualified candidates to serve on the Board, and reviews with the Board special director qualifications, taking into account the composition and skills of the entire Board.

Independence - A majority of the Board members must qualify as “independent” Directors in accordance with the listing standards of the New York Stock Exchange (“NYSE”) and as set forth in the disclosure requirements in the Securities and Exchange Commission (the “SEC”) Regulation S-K, Item 407 (a). All of the members of the Audit Committee, the Compensation Committee and the Governance Committee must also be Directors determined by the Board to be independent according to these standards.

Director Qualifications - The Board believes that individuals nominated by the Board to serve as a Director should have demonstrated notable achievements and have the ability to make significant contributions to the direction of the affairs of the Company and to the enhance the ability of the Committees of the Board to fulfill their duties. The Governance Committee has established Director qualifications that will be considered in evaluating candidates for nomination, a copy of which is attached hereto as **Exhibit 1**, which includes such factors as:

- **Integrity and Accountability** - Character is the primary consideration in evaluating any Board member. Directors should demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on and remain accountable for their boardroom decisions.

- **Informed Judgment** - Board members should have the ability to provide wise, thoughtful counsel on a broad range of issues. Directors should possess high intelligence and wisdom and apply it in decision-making.
- **Peer Respect** - The Board functions best when Directors value Board and team performance over individual performance. Openness to other opinions and the willingness to listen should rank as highly as the ability to communicate persuasively. Board members should approach others assertively, responsibly and supportively and raise tough questions in a manner that encourages open discussion.
- **High Performance Standards** - In today's highly competitive world, only companies capable of performing at the highest levels are likely to prosper. Board members should have a history of achievement that reflects high standards for themselves and others.

Director Recruitment - The Governance Committee shall identify and recruit candidates to serve on the Board. A list of candidates to be elected by stockholders shall be presented to the Board for nomination at the next annual meeting of stockholders. Candidates identified to fill vacancies between meetings of stockholders shall be presented to the Board for appointment. The Board will take reasonable steps to ensure that a diverse group of qualified candidates are in the pool from which the Board member nominees are chosen. The Governance Committee may at its discretion seek third-party resources to assist in the process and will make the final recommendation to the Board.

The Governance Committee will consider properly submitted recommendations for nominees from stockholders and will give appropriate consideration in the same manner as given to other nominees. Stockholders who wish to submit director nominees for election may do so by submitting in writing such nominee's name, in compliance with the procedures required by our Bylaws, to the Governance Committee of the Board of Directors, Attention: Chairman of the Governance Committee, c/o Office of the Corporate Secretary, Devon Energy Corporation, 333 West Sheridan Avenue, Oklahoma City, Oklahoma 73102-5015. Information on the requirements to ensure that a stockholder's recommendation is properly submitted and timely can be found in our annual proxy statement.

Director Selection - The Governance Committee shall be responsible for reviewing with the Board any other special Director qualifications, taking into account the composition and skills of the entire Board. Given the importance of the Board's role in monitoring the financial performance of the Company, the Governance Committee shall ensure that a sufficient number of the Board members are financially literate with ability to

read a balance sheet, income statement and cash flow statement and have an understanding of the use of financial ratios and other indices for evaluating Company performance.

An invitation to join the Board shall only be extended to a potential candidate at such time as the nomination or appointment of the candidate has been approved by the Board.

Director Resignation Policy - Any nominee for Director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit his or her offer of resignation for consideration by the Governance Committee within 90 days from the date of the election. The Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation.

Term Limits - The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage causing the Company to lose the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and thereby provide an increasing contribution to the Board as a whole. The Board believes an annual assessment of Board and Committee performance provides each Director an appropriate opportunity to reflect on the effectiveness of the Board, and to confirm a Director’s decision to continue as a member of the Board.

Mandatory Retirement - Non-management Directors will retire as of the annual meeting following their 73rd birthday.

Multiple Directorships - The Company recognizes that its Board members benefit from service on the boards of other companies. While that service is encouraged, it is critical that Directors have the opportunity to dedicate sufficient time to service on the Company’s Board. It is recommended that Directors serve on no more than five public company boards in addition to the Board.

Directors are expected to promptly advise the Executive Chairman of the Board and the Chairman of the Governance Committee upon accepting any other public, private or not-for-profit company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public, private or not-for-profit company of which such Director is a member.

No Director shall serve as a director, officer or employee of a competitor of the Company, without the approval of the Governance Committee.

Director Responsibilities

Best Judgment - Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. Directors should regularly attend meetings of the Board and of all Board committees upon which they serve, and should review relevant meeting materials in advance of any such meeting.

Confidentiality - Directors shall preserve the confidentiality of proprietary material given or presented to the Board.

Conflicts of Interest - Directors must disclose to the Audit Committee any related party transactions and potential conflicts of interest they may have with respect to any matter under discussion and, if appropriate, refrain from voting on a matter in which they may have a conflict.

Meeting Attendance - The Executive Chairman of the Board will set the schedule and location for meetings of the Board. In addition to the regularly scheduled meetings, unscheduled Board meetings may be called, upon proper notice, at any time to address specific needs of the Company. The annual meeting of stockholders will be scheduled in conjunction with a regularly scheduled Board meeting. The Board expects all Board members to attend regularly scheduled meetings and the annual meeting of stockholders, unless there are extenuating circumstances.

Change in Status - Directors are expected to report to the Executive Chairman of the Board and the Chairman of the Governance Committee any substantial changes in his or her principal occupation or professional affiliations or responsibilities, including retirement, and shall submit his or her offer of resignation for consideration by the Governance Committee. The Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation.

Stock Ownership - The Board believes that members of the Board should own common stock of the Company to further align their interests and actions with the interests of the Company's stockholders. The Board has adopted stock ownership guidelines, a copy of which is attached hereto as **Exhibit 2**.

Board Committees

Standing Committees - The Board shall at all times maintain, at a minimum, an Audit Committee, a Compensation Committee and a Governance Committee, which must

operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, the applicable rules and regulations of the SEC and the listing standards of the NYSE. The Board may also establish such other committees as it deems appropriate and delegate to such committees any authority permitted by applicable law and the Company's Bylaws as the Board may see fit.

Directors' Compensation

The Governance Committee shall periodically review the form and amounts of Directors' compensation and make recommendations to the Board with respect thereto. The Board shall set the form and amounts of Directors' compensation, taking into account the recommendations of the Governance Committee. The Board believes that the amount of Directors' compensation should fairly reflect the contributions of the Directors to the performance of the Company. The Chairman of the Governance Committee shall at least annually obtain a report on the director compensation policies and practices of the Company's principal competitors and other comparable companies. Only non-management Directors shall receive compensation for their services as Director. To create a direct linkage with corporate performance, the Board believes that a meaningful portion of the total compensation of non-management Directors should be provided and held in Company common stock, stock options, restricted stock awards or other types of equity-based compensation.

Board Procedures

Leadership Structure- The Board reserves the right to determine, from time to time, how to configure the leadership of the Board and the Company in the way that best serves the Company. The Board specifically reserves the right to vest the chairman and chief executive officer responsibilities in the same individual. The Board has no fixed policy with respect to combining or separating the offices of chairman and chief executive officer. In the event one individual holds both positions, the Board shall appoint an independent Director to serve as the Lead Director.

Agenda - The Executive Chairman of the Board shall set the agendas for meetings of the Board and the Chairman of each committee shall set the agendas for meetings of the applicable committee. Any Director may suggest agenda items and may raise at meetings other matters that they consider worthy of discussion.

Information and data that is important to the Board's understanding of the business to be discussed at meetings will be distributed in advance of meetings to the extent practicable, except when such material is too sensitive to be put in writing. To prepare for meetings, Directors should review these materials in advance of each meeting.

Non-Management Director Sessions - Executive sessions or meetings of non-management Directors without management present shall be held at each regularly scheduled quarterly meeting. During at least one of these sessions each year, the independent Directors will review the report of the outside auditors. Additional executive sessions or meetings of non-management Directors may be held from time to time as required. The Lead Director presides over meetings of non-management Directors. Executive sessions shall be held from time to time with the Chief Executive Officer for a general discussion of relevant subjects.

Orientation and Continuing Education - The Board will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected Directors for their benefit either prior to or within a reasonable period of time after their election or appointment. The Board will encourage, but not require, Directors to periodically pursue or obtain appropriate continuing education programs, sessions or materials as to the responsibilities of directors of publicly traded companies.

Access to Management - The Company shall provide each Director with complete access to the management of the Company, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company's management, business and operations.

Independent Advisors - The Board and Board committees, to the extent set forth in the applicable committee charter, have the right to consult and retain independent legal and other advisors at the expense of the Company.

Board Policies

Equity Plans - All Company equity compensation plans, except plans assumed in connection with mergers or acquisitions, and tax qualified and excess benefit plans will be approved by stockholders. Unless submitted to stockholders for approval, stock options will not be repriced.



Code of Conduct - The Company will continuously maintain a Code of Business Conduct and Ethics setting forth the Company's expectations in various areas of legal and ethical concern. The Code addresses specific elements of the Company's business and refers to separate Company policies that are currently in place.

Management Evaluation and Succession

Annual Evaluation - The Compensation Committee shall be responsible for coordinating an annual evaluation and determining the annual compensation of the President and Chief Executive Officer. The Chairman of the Compensation Committee shall be the liaison with the President and Chief Executive Officer.

Succession Planning - The President and Chief Executive Officer shall provide an annual report on succession planning and related personnel development recommendations to the Compensation Committee, including a short-term succession plan delineating temporary delegation of authority in the event that the President and Chief Executive Officer or any other executive officer is unexpectedly unable to perform his or her duties.

Annual Performance Evaluation of the Board

Board-Evaluation - The Board will conduct an annual evaluation of the effectiveness of the Board and the Board committees, which shall be compiled and consolidated by the Governance Committee.

Committee Evaluations - The Governance Committee, the Compensation Committee and the Audit Committee will complete annual performance evaluations in accordance with their respective charters.

The full Board will discuss the evaluation reports to determine what, if any, actions could improve the effectiveness and performance of the Board or the Board committees.

Reporting of Concerns to Non-Management Directors

The Company shall establish a method whereby interested parties may communicate directly with the Lead Director or with the non-management Directors of the Board as a group either by email or by telephone, as set forth under the Corporate Governance section of the Company's website at www.devonenergy.com. Information provided by email or telephone will be monitored by the Corporate Secretary's office and forwarded to the non-management Directors.



Communication with Stockholders

Except in unusual circumstances or as required by committee charters or as requested by senior management, Directors are expected to follow the principle that senior management, as opposed to individual Directors, shall provide the public voice of the Company. Directors receiving inquiries from a member of the public, institutional investors, the press, customers, securities analysts, stockholders or others should refer the inquiries to the President and Chief Executive Officer or another appropriate officer of the Company.

The Chief Executive Officer is responsible for establishing effective communications with the Company's stakeholder groups, i.e., stockholders, customers, Company associates, communities, suppliers, creditors, governments, and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude non-management Directors from meeting with stockholders, but it is preferable for any such meetings to be conducted with management present.

Review of Corporate Governance Guidelines

The Board, with the assistance of the Governance Committee, as appropriate, shall review these Corporate Governance Guidelines from time to time to determinate whether any changes are appropriate. Consistent with NYSE listing requirements these Guidelines will be included on the Company's website.

These Guidelines may be amended, modified or waived by the Board, and waivers of these Guidelines may also be granted by the Governance Committee, subject to the disclosure requirements and other provisions of the Securities and Exchange Act of 1934, and the rules and regulations promulgated thereunder.

ADOPTED: November 20, 2003
REVISED: September 23, 2004
November 29, 2005
June 7, 2006
June 4, 2007
December 1, 2010
June 8, 2011
June 5, 2013
September 9, 2014
December 2, 2014

Board of Director Candidate Qualification Standards Matrix

	●=Considerable Strength ●=Sufficient ○=Does Not Meet				
	Candidate 1	Candidate 2	Candidate 3	Candidate 4	Candidate 5
Compliance Issues					
Meets Independence Test					
Free of Conflicts of Interest					
Financial Expert					
Financial Literacy					
Integrity & Accountability					
Record of honest & ethical conduct in professional and personal activities					
Stewardship & Community Involvement					
Informed Judgment					
Energy industry experience					
Public company experience					
Senior level executive experience					
Sophisticated understanding of general business principles					
Ability to make independent and sound analytical judgment					
Peer Respect					
Excellent reputation in industry where employed					
Collegiality					
Effective communicator					
Respectful and open to the ideas of others					
High Performance Standards					
Proven track record of success					
Curiosity and willingness to ask probing questions					
Availability in light of other commitments					
Commitment to prepare, attend and participate in Board & Committee meetings					
Adds to Diversity of Board					
Race					
Gender					
Field of expertise					
Board Committees					
Audit Committee					
Governance Committee					
Compensation Committee					
Reserves Committee					
 					

Director Stock Ownership Guidelines

Each Director is expected to own Devon common stock. The number of shares required to be owned will be determined in the first quarter of each year by multiplying the Director's annual retainer by five and dividing that number by the average daily closing price of the Company's common stock for the prior calendar year.

Compliance with the Guidelines

Directors are expected to achieve their individual ownership guideline amounts within five years of first becoming subject to the Guidelines. Once achieved, ownership of the guideline amount should be maintained for as long as the Director is subject to the Guidelines. If there is an increase in ownership guideline amount for any Director due to an increase in the Director's annual retainer and/or a decrease in the average daily stock price from the previous year, the affected Director will be allowed an additional five years to achieve the incremental guideline amount.

Devon common stock that will be included in the determination of compliance with these Guidelines shall include:

- Shares owned directly by the Director and his or her immediate family members who share the same household;
- Shares owned beneficially by the Director or his or her immediate family members residing in the same household; and
- Unvested restricted stock for which the restrictions have not lapsed.

The Governance Committee of the Board (the "Committee") will be responsible for administering, interpreting and monitoring compliance with these Guidelines. During the first quarter of each year the Committee will request each Director to attest to the number of shares held in satisfaction of these Guidelines. This information will be used by the Committee to determine each Director's compliance with the Guidelines. The Committee, in its sole discretion, may impose such conditions, restrictions or limitations on any Director as the Committee determines to be necessary or appropriate in order to achieve the purpose of these Guidelines. By way of example and without restricting the generality of the foregoing, the Committee may mandate that a Director retain all or a portion of any shares delivered to the Director through the Company's compensation plans or otherwise restrict the Director's transfer of previously owned shares until such participant is in compliance with these Guidelines.

Exceptions

There may be circumstances in which the Guidelines would place a severe hardship on the Director or prevent the Director from complying with a court order, such as a divorce settlement. In these instances, the Director shall be entitled to submit a request in writing to the Chairman of the Committee for an exemption from the Guidelines, setting forth the circumstances and describing the extent to which an exemption is being requested. The Committee will make the final determination as to whether an exemption will be granted. If such a request is granted in whole or part, the Committee will determine, in consultation with the Director, an alternative stock ownership plan that reflects both the intention of these Guidelines and the Director's individual circumstances.