NEWFIELD EXPLORATION COMPANY

CORPORATE GOVERNANCE GUIDELINES

Amended and Restated Effective as of July 24, 2013

The Board of Directors (the "***Board***") of Newfield Exploration Company (the "***Company***") plays an integral role in the leadership and governance of Team Newfield. The Board is responsible for, and believes in, overseeing the Company's assets and business affairs in an honest, fair, diligent and ethical manner driven by good corporate governance principles. To fulfill its responsibilities, the Board follows the procedures and standards that are set forth in the following guidelines. These guidelines are subject to change, as the Board is committed to reviewing these governance guidelines at least annually, with a view towards continuous improvement.

1. Director Responsibilities

The primary function of the Board is oversight. More specifically, it is the responsibility of the Directors to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. The Board is elected by the stockholders, and the Board, including the Committees of the Board as directed by the Board, oversees, monitors and provides guidance to management. The following are the Board's primary responsibilities, some of which may be carried out by one or more Committees of the Board or the independent Directors as appropriate:

- Evaluate the performance of the Company and its executive management, including:
    - Overseeing the conduct of the business to evaluate whether it is being effectively managed in the long-term interests of stockholders;
    - Selecting, regularly evaluating and planning for the succession of the CEO and such other executive officers as the Board deems appropriate, including consulting with the appropriate Committees of the Board regarding succession planning, executive compensation and other matters;
- Review, approve (where appropriate) and monitor the Company's financial and business objectives, strategies, plans and major corporate actions;
- Provide oversight of management's risk assessment process, its policies, practices, risk appetite and risk tolerance, assess the major risks identified by management, review the options to address and mitigate such risks and delegate oversight of significant financial and compensation risks to the appropriate Committees; and
- Oversee the Company's ethics and compliance program, including compliance with the Company's Corporate Code of Business Conduct and Ethics and compliance with applicable laws and regulations.

In discharging their obligations, Directors shall be entitled to rely on the honesty and integrity of their fellow Directors and the Company's executives and its outside advisors and auditors. In that regard, the Board and its Committees shall be entitled, at the expense of the Company, to engage such independent legal, financial or other advisors as they deem appropriate, without consulting or obtaining the approval of any officer of the Company. The Directors also shall be entitled to (a) have the Company purchase reasonable directors' and officers' liability insurance on their behalf, (b) the benefits of indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation, as may be amended from time to time (the "***Certificate of Incorporation***"), and Bylaws, as may be amended from time to time (the "***Bylaws***"), and (c) exculpation as provided by state law and the Company's Certificate of Incorporation.

2. Chairman and Lead Director Responsibilities

Chairman/CEO Separation Policy. The Board does not believe or support implementing a policy with respect to the separation of the offices of Chairman of the Board (the "***Chairman***") and Chief Executive Officer ("***CEO***") at this time. In many situations, the Board believes a combined Chairman/CEO office can provide significant benefits for its stockholders, including a unified approach to strategy and execution and a Chairman that has a pulse on the day-to-day business of the Company and therefore knowledge of the important issues to be addressed by the Board. The Board believes that the decision to separate the offices of Chairman and CEO should be part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination regarding this issue as appropriate under the circumstances at the time.

Chairman Responsibilities. The Chairman ensures the overall effectiveness of the Board and will (a) preside over meetings of the Board and, in consultation with the CEO if the offices of the Chairman and CEO are separated, set the agendas for Board meetings; (b) act as a liaison between the Board and management; (c) chair the annual stockholder meetings; and (d) if the offices of the Chairman and CEO are separated, as requested from time to time by the CEO, meet with management to preview significant matters (such as potential acquisitions and other large capital commitments) expected to be presented to the Board and be a general resource to the CEO. The Board may, in its sole discretion, remove or replace the Chairman at any time, in accordance with the Company's Bylaws.

Lead Director Responsibilities. If the offices of Chairman and CEO are not separated, or if the Chairman is not an independent director, the Board may, in its sole discretion, elect an independent director to serve as a Lead Director. The Lead Director will hold a valuable role in both the overall leadership of the Board and creating an atmosphere in which the Board can enhance the success of the Company. The Lead Director will (a) set the agenda for, call and preside over the executive sessions of the non-management and independent directors; (b) brief the Chairman/CEO and management, as needed, on the issues discussed in the executive sessions; (c) serve as a mentor and provide open and honest guidance and communication to the Chairman/CEO as requested or needed; (d) collaborate with the Chairman/CEO on the agenda for the meetings of the Board (including schedule and materials); (e) act as a liaison between the non-management and independent directors and the Chairman/CEO and management; (f) preside over meetings of the Board at which the Chairman is not present or has a conflict; (g) coordinate the retention of consultants and advisors who report directly to the Board on Board matters (as opposed to committee consultants and advisors); (h) facilitate and assist the Nominating & Corporate Governance Committee of the Board (the "***Governance Committee***") with Board, Committee and Director evaluations and communicating results; (i) assist the Chairman/CEO and the Chair of the Compensation & Management Development Committee (the "Compensation Committee") with succession planning, as necessary; (j) foster a respectful atmosphere in which Directors feel comfortable asking questions, providing insight and engaging in dialogue; (k) as requested from time to time by the Chairman/CEO, meet with management to preview significant matters (such as potential acquisitions and other large capital commitments) expected to be presented to the Board and be a general resource to the Chairman/CEO; and (l) as needed or requested by the Board, perform other corporate governance duties. The Board may, in its sole discretion, remove or replace the Lead Director at any time.

3. Composition of the Board

Size. The number of Directors who shall serve on the Board shall be determined by the Board consistent with the Company's Certificate of Incorporation and Bylaws. At this time, the Board believes that the desirable number of Directors is between 7 and 13. The Board retains, however, the flexibility to allow a greater or lesser number of Directors. The Governance Committee is responsible for reviewing, on an annual basis, the advisability or need for any change in the number of directors or composition of the Board, and reporting to the full Board the results of its review and any recommendations for change.

Qualifications and Selection of Director Candidates. The Governance Committee is responsible for establishing criteria for selecting new directors, actively seeking individuals to become board members and assessing and selecting nominees for directorship. This assessment will include a review of independence, background, ability, judgment, desired skills (such as industry knowledge or specific expertise, such as financial expertise), experience, diversity, legal requirements and other factors that are relevant in the context of the make-up and needs of the Board at the time, as more fully described in the "Director Selection Process and Guidelines" adopted by the Governance Committee, as may be amended from time to time, and attached as Appendix A hereto. To be eligible for nomination as a director, a person must be age 71 or younger. A Director may serve as a director of additional public companies to the extent that such additional service does not compromise such Director's ability to devote his or her time and attention to his or her duties to the Board and to the Company's affairs so as to be an effective Director. Directors will advise the Chairman and the Chair of the Governance Committee in advance of accepting an invitation to serve on another board so that the Board can continue to monitor its ongoing independence.

Independence. The Board will have at least a majority of directors who meet the criteria for independence required by the New York Stock Exchange (the "***NYSE***"). In addition, all independent Directors shall be free of any relationship with the Company or its management that would impair the Director's ability to make independent judgments. No director will be deemed independent unless the Governance Committee recommends, and the Board affirmatively determines, that the Director is independent in accordance with the foregoing independence policies. If a change in circumstance may affect an independent Director's continuing independence under the Board's independence standards, that Director is expected to offer to tender his or her resignation to the Chair of the Governance Committee. The Governance Committee shall determine whether to accept or reject such offer.

Change in Occupation or Association. An individual Director should offer to tender his or her resignation in the event the Director's principal occupation or business association changes substantially from the position he or she held when originally elected to the Board or if other similarly material changes in a Director's circumstances occur. The Board, based upon a recommendation from the Governance Committee, should consider the continued appropriateness of the Director's membership on the Board under the changed circumstances and then the Board should determine whether or not to accept the director's offer to tender his or her resignation.

Management Directors. The Board believes that the CEO should be a member of the Board. In addition, the Governance Committee may, from time to time, recommend another member of the Company's senior management for election to the Board; however, the Board believes that at no time shall there be more than two Company employees serving as management Directors of the Board. A management Director is expected to resign from the Board upon his or her resignation, removal or retirement as an officer of the Company. The Board may request that a former management Director continue as a Board member after his or her resignation or retirement.

Mandatory Retirement Age. If a Director reaches age 72 while in office, such Director shall resign at the end of his or her then current term, unless (a) the members of the Governance Committee unanimously (not including the Director in question if such director is a member of the Governance Committee) waive such requirement due to special circumstances; and (b) the action is ratified and approved by a majority of the disinterested Directors on the Board.

Resignation. Any Director that desires to resign from the Board must tender his or her resignation in writing to the Chairman, CEO, Lead Director or Chair of the Governance Committee. All resignations shall be effective as of the date set forth in the written resignation; provided, that such date shall not be prior to the date of such written resignation.

Term Limits. The oil and gas industry is a very specialized industry that can take years to truly understand. In addition, the Board believes that the Company and its stockholders benefit from Board continuity and stability that allows Directors to focus on long-term business strategies and results. For these reasons, among others, the Board does not believe it should establish arbitrary term limits for Directors based on years of service. Such term limits are likely to force the Company to lose the contribution of Directors who have developed significant and valuable insight into the Company, its operations and industry that cannot easily be replaced.

4. Conduct of Directors

Director's Commitment to the Board. Directors are expected to attend Board meetings and meetings of Committees on which they serve, as well as the annual stockholder meetings, and to meet or spend the time necessary to properly discharge their responsibilities. In discharging their responsibilities, Directors must exercise their business judgment and act in a manner that they believe in good faith is in the long-term best interests of the Company and its stockholders. Directors are also expected to spend whatever additional time as may be necessary for them to discharge their responsibilities appropriately. Directors shall ensure that other existing or future commitments do not materially interfere with their ability to fulfill their responsibilities as Company Directors.

Other Board Service of Non-Management Directors. Whether service on other boards is likely to interfere with the performance of a Director's duties to the Company depends on the individual and the nature of the Director's other activities. It is expected that, before accepting another board position, a Director will consider whether that service will compromise his or her ability to perform his or her present responsibilities to the Company. Each independent Director shall provide advance notice to the Chairman and the Chair of the Governance Committee of their intention to accept an invitation to serve on the board of any other for-profit company. Subject to review by the Governance Committee, the recommended maximum number of boards of publicly-held companies that a Director should sit on besides the Company's Board is three.

Other Board Service of Management Directors. The CEO shall not serve on the board of more than one other publicly-held company in addition to the Company's Board, without the prior approval of the Board. Any other management Director shall not serve on the board of another publicly-held company, in addition to the Company's Board, without the prior approval of the Board. Each management Director shall obtain the approval of the Board before accepting an invitation to serve on the board of another publicly-held company.

Conflicts of Interest. Directors are expected to act ethically and comply with the Company's Code of Business Conduct and Ethics. Directors shall attempt to avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. If an actual or potential conflict of interest arises, the Director shall promptly inform the Chairman and the Chair of the Governance Committee (or in the event a potential conflict arises with the Chair of the Governance Committee, he or she shall notify the Chair of the Audit Committee) and recuse himself or herself from any Board deliberations or decisions related to the matter that is the subject of the conflict of interest. If an actual or potential conflict exists and cannot be resolved by a Director's recusal from participation in discussions or deliberations related to the matter or in any other reasonable manner, the Director is expected to offer to tender his or her resignation to the Chair of the Governance Committee. The Governance Committee shall determine whether to accept or reject such offer. The Board shall resolve any conflict of interest question involving the CEO or any executive officer.

Director Elections. If an incumbent Director nominee fails to receive a sufficient number of votes for re-election, such Director shall submit an irrevocable resignation to the Chair of the Governance Committee in accordance with the Company's Bylaws.

5. Functioning of the Board

Board Meetings. The Board expects to have four regularly scheduled meetings each year. Upon adequate notice, additional meetings may be called throughout the year as the need arises. The Chairman shall consult with the Lead Director and other Board members in determining the times and duration of the Board meetings.

Board Agendas. The Chairman, in consultation with the Lead Director, as applicable, and with input from the CEO (as appropriate), shall establish the agenda for each Board meeting. Each Director shall be furnished a copy of the agenda in advance of the Board meeting if possible. Directors may at any time suggest the addition of any matters to a meeting agenda or raise for discussion at any meeting any subject that they wish, whether or not it is on the agenda for the meeting. The Secretary or Assistant Secretary will attend all meetings of the Board and record the minutes.

Board Materials. Information regarding the Company's business and performance shall be distributed to all Directors on a regular basis. In addition, business updates and information regarding recommendations for action by the Board at a meeting shall be made available to the Board a reasonable period of time before meetings if possible. Directors should review these materials in advance of the meeting.

Executive Sessions. The non-management Directors will meet in executive session at least twice annually and more frequently as needed at the call of one or more of the non-management Directors. If the non-management Directors include one or more Directors who are not independent (as defined by the NYSE), the independent

Directors also will meet in executive session at least annually and more frequently as needed at the call of one or more of the independent Directors. If the Board has not elected a Lead Director or the Lead Director is not in attendance, the Director who presides at these meetings will be the Chair of the Compensation Committee or such other person chosen by a vote of the non-management Directors or the independent Directors, as applicable. The name of the presiding Director will be disclosed in the Company's annual proxy statement.

6. Functioning of the Committees

Committee Structure. The Board believes that the Company benefits from its collective wisdom, and therefore the Board as a whole will deal with major corporate decisions. There are, however, certain key areas that require more in-depth examination than might be possible at a full Board meeting. Accordingly, the Board has established three standing Committees: Audit Committee, Compensation Committee and Governance Committee. The Board may also establish ad hoc committees from time to time as circumstances and business activities warrant.

Committee Charters. Each standing Committee shall have a written charter that shall be approved by the full Board, upon the recommendation of the Governance Committee. Each Committee charter shall state the purpose of the Committee and reflect the responsibilities that the Committee has undertaken. Each Committee shall review its charter annually and recommend amendments as appropriate to reflect changes in the Committee's responsibilities, applicable law or regulations, and other relevant considerations. The charters will also provide that each committee will annually evaluate its performance.

Committee Chairs and Membership. Committees and their Chairs shall be appointed by the Board annually at the Annual Meeting of the Board, on recommendation of the Governance Committee. The Governance Committee will take into account the experience and expertise needed to fulfill each Committee's responsibilities in its annual review of Committee membership. It is the Board's policy that only independent Directors shall serve on the standing Committees. The members of the Audit, Compensation and Governance Committees shall at all times meet the requirements of applicable law and listing standards. The Chair of each Committee, in consultation with the Committee members, will determine the frequency and length of the meetings consistent with any requirements set forth in the Committee's charter. The Chair of each Committee, in consultation with the appropriate members of the Committee and management, also will develop the Committee's agenda. If possible, the information regarding matters to be considered at Committee meetings shall be distributed to Committee members a reasonable period of time before such meetings. The Chair of each Committee shall report on the activities of the Committee to the Board following Committee meetings, and minutes of Committee meetings shall be distributed to all Directors for their information.

Other Committees. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

7. Director Compensation and Stock Ownership Guidelines

Director Compensation. Directors who are employees of the Company do not receive additional compensation for their services as Directors. The Governance Committee shall determine the form and amount of compensation for independent Directors, including the non-executive Chairman, if applicable, in accordance with its charter and these guidelines, subject to approval of the full Board. Non-employee director compensation should be adequate to compensate directors for their time and effort expended in satisfying their obligations. The Committee shall be sensitive, however, to questions of independence that may be raised where Director fees and expenses exceed customary levels for companies of comparable scope and size.

Director Stock Ownership. The Board believes that an alignment of Director interests with those of stockholders is very important. All Directors are expected to own stock in the Company in accordance with guidelines adopted by the Governance Committee. All Non-Management Directors are expected to own stock in the Company equal in value to five (5) times the annual base cash retainer, not including any cash retainers paid to a Director for serving as the Chairman, the Lead Director or a Chair of a Committee. Such ownership must be accomplished within five years from a Director's first appointment to the Board. The minimum number of shares to be held by Directors will be calculated on the first trading day of each calendar year based on their fair market value. Any subsequent change in the value of the shares will not affect the amount of stock Directors should hold during that year. Stock that counts towards meeting these ownership guidelines includes: stock purchased on the open market; stock obtained through stock option exercises; restricted stock; and stock beneficially owned in a trust, by a spouse or minor children. In the event the cash retainer increases, the Directors will have five years from the time of the increase to acquire any additional shares needed to meet these guidelines. In instances where these guidelines would place a severe hardship on a Director, the Board will make the final decision as to developing an alternative stock ownership guideline for a director that reflects the intention of these requirements and his or her personal circumstances. The Governance Committee shall annually review stock ownership of the Directors.

8. Director Access to Officers and Employees

In order to fulfill their oversight responsibilities, Directors shall have free access to Company management and employees. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Secretary of the Company or directly by the Director. The Board encourages the Chairman to invite members of management to make presentations at Board meetings in order to provide particular insights into aspects of the Company's business or to provide individuals with exposure to the Board for purposes of management development. Management shall be responsive to all requests for information from Board members.

9. Board Interaction with Investors, the Press and other Constituencies

The Board believes that as a general matter, management speaks for the Company. Except as required by applicable law or regulation, non-management Directors should refrain from communicating with various constituencies, including investors, the press or other constituencies, involved with the Company unless the communication is (i) requested by the Chairman, the CEO or the full Board; or (ii) requested by the Director and approved by the Chairman, CEO and appropriate members of management. In situations where public comments from the Board may be appropriate, they should come only from the Chairman or the Lead Director.

10. Director Orientation and Continuing Education

Each new Director must participate in the Company's orientation program. The program will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its codes of conduct and ethics and other policies and procedures, its principal officers and its internal and independent auditors. In addition, the orientation program will include visits to Company headquarters and, to the extent practical, other significant facilities. All other Directors also are invited to attend the orientation program.

The Company will from time to time inform Directors of upcoming seminars, programs or other events providing continuing director education. If a Director chooses to attend, the Company will pay directly or reimburse the Director for the cost of the event and will reimburse the Director for reasonable travel expenses in accordance with the travel and expense policies of the Company.

The Governance Committee will oversee the orientation and continuing education programs and review and reassess these programs from time to time and recommend any proposed changes to the Board.

11. CEO Evaluation and Management Succession

The Compensation Committee will annually review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives and set the compensation of the CEO based on this evaluation.

The Compensation Committee should make an annual report to the Board on succession planning (including policies regarding succession in the event of an emergency and risks involved with the loss of any key personnel). The entire Board will work with the Compensation Committee to evaluate potential successors to the CEO and such other executive officers as the Board deems appropriate. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

12. Annual Performance Evaluation of the Board and its Committees

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. Individual Directors may be evaluated periodically at the suggestion of the CEO, Chairman, Lead Director or Governance Committee. In addition, any individual Director may choose to evaluate another Director by communicating with the Chair of the Governance Committee. In completing any of these evaluations, the Governance Committee may choose to benchmark the practices of other boards of directors; circulate surveys, questionnaires and evaluation forms; hire outside consultants and advisors; and use such other methods as it may deem helpful and appropriate. The Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's and its Committees' performance. These evaluations will be discussed with the full Board following the end of each calendar year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Directors believe that the Board and its Committees could improve.

13. Communications with the Board and Reports of Accounting and other Concerns

Any stockholder or interested party who wishes to communicate with the Board, the Lead Director the non-management or independent directors or any specific director may contact the Chair of the Governance Committee by calling the Company's independent, toll-free Ethics Line posted on the Company's website at www.newfield.com or by writing to the following address:

Newfield Exploration Company
Attention: Corporate Secretary
4 Waterway Square Place
Suite 100
The Woodlands, Texas 77380

Any reports of concerns regarding accounting, internal auditing controls or other audit matters shall be reported through the phone or at the address given above. If confidentiality is requested, the communication shall be kept confidential and forwarded to the Chair of the Audit Committee.

14. Disclosure

These Guidelines, together with the Committee Charters and the Company's Code of Business Conduct and Ethics shall be posted on the Company's website.

15. Interpretation and Limitation

These Guidelines offer a framework for governance of the Company and the Board. The Board recognizes that situations may dictate variations from the Guidelines in order to respond to business changes and the needs of the stockholders. These Guidelines are not intended to, and do not, create any legal or fiduciary duties or other responsibilities or form the basis for a claim of breach of fiduciary duty or potential liability. These Guidelines are subject to modification and interpretation of the Board. Accordingly, these Guidelines do not operate as invariable rules nor do they limit the Board's ability to act in variance to these Guidelines at any time in the future. To the extent that these Guidelines conflict with any provision of the Company's Certificate of Incorporation or Bylaws, the Certificate of Incorporation or Bylaws shall govern.

The Board of Directors endorses and supports the Founding Principles of Team Newfield:

- Talented Employees
- Focus
- Balance of Exploration and Acquisitions
- Emphasis on Technology and Teamwork
- Mindset of an Independent
- Control of Operations
- Employee Ownership

Appendix A

Director Selection Process and Guidelines

Consistent with its charter, the Nominating & Corporate Governance Committee (the "***Committee***") is responsible for establishing criteria for Director nominees, screening candidates and for evaluating the qualifications of persons nominated by or recommended by shareholders. The Committee recommends Director nominees who are ultimately approved by the full Board. The Committee considers candidates suggested by its members, other Directors, senior management and stockholders in anticipation of upcoming Director elections and actual or expected Board vacancies. The process for stockholder involvement in the nomination process is described in the Company's Bylaws, as amended from time to time, and shall be described in the Company's Annual Proxy Statement filed with the Securities & Exchange Commission.

The Committee is authorized, at the expense of the Company, to retain search firms, consultants, and any other advisors it may deem appropriate, in order to identify and screen potential candidates. The Committee will determine whether or not the engagement of an outside advisor is warranted in connection with the identification of potential candidates on a case-by-case basis. The Committee may also utilize the services of a search firm or other independent consultants to evaluate and/or perform background reviews on potential candidates, including those nominated or recommended by stockholders. The purpose of any such evaluation or review is to assist the Committee in determining the extent to which a potential candidate possesses the qualifications that the Board is then seeking.

When evaluating candidates, the Committee will take into account the needs of the Board and the Company. In determining these needs, the Committee will: (1) consult with the Chairman, Chief Executive Officer, Lead Director, other Board members and key members of senior management; (2) consider the results of recent Board and Committee self-evaluations; (3) review the current size and composition of the Board of Directors and identify needs due to upcoming retirements and anticipated vacancies; and (4) if needed, consult with external advisors of its choosing.

The Committee shall also take into account the needs of the Board and the Company in light of the overall composition of the Board with a view to achieving a balanced representation of core competencies important to the Board's oversight role for the long-term success of the Company's business strategies. In addition to demonstrated leadership skills in strategy development, risk management and succession planning, these include experience in the following areas: oil and gas industry and operations; health, safety and environmental matters; international company operations; finance and accounting; technology; corporate social responsibility and public policy matters.

The Committee shall at all times consider potential candidates in light of the entirety of their credentials, including:

- Their personal and professional integrity and business ethics;
- Their strength of character and judgment;
- Their ability and willingness to devote sufficient time to Board duties;
- Their potential contribution to the diversity and culture of the Board;
- Their educational background;
- Their business and professional achievements and experience and industry background, particularly in light of the Company's strategic plan and challenges;
- Their ability to represent the interests of all stockholders of the Company;
- Their strategic vision and leadership experience at the policy-making level;

- Their demonstrated knowledge of corporate governance matters applicable to U.S. based companies;

- Their demonstrated ability to understand and respect the advisory and proactive oversight responsibility of the Board;

- Their comprehension of the role of a public company director, particularly the fiduciary duties owed to the Company and all of its stockholders under applicable law;

- Their interest in any agreement, arrangement or understanding with any person or entity that might limit or interfere with their ability to comply with their fiduciary duties under applicable law;

- Their independence from management under NYSE Listing Standards and the Company's Governance Guidelines;

- Their expressed willingness to comply with all publicly disclosed policies and guidelines of the Company with respect to codes of conduct, corporate governance, conflict of interest, confidentiality, stock ownership and trading applicable to the Company's Directors; and

- Their compliance with Board policies related to matters such as the number of Boards on which a Director may sit and other requirements as set forth in the Company's Governance Guidelines.

The Committee shall endeavor to find candidates of high integrity who have a solid reputation and record of accomplishment in their chosen fields and who display the independence of mind and strength of character to effectively represent the best interests of all stockholders. Candidates shall be selected for their demonstrated ability to exercise good judgment, to provide practical insights and diverse perspectives.

After reviewing the qualifications of potential candidates and considering the recommendations of its advisors (if any), the Committee shall determine which candidates shall proceed to the next step of evaluation, which shall normally be an in-person interview. To the extent feasible, potential candidates shall be interviewed by the Chairman, CEO and a majority of the Committee members. The results of these interviews shall be considered by the Committee in its decision to recommend a Director candidate to the Board for nomination. In addition to reviewing the qualifications of new candidates, the Committee shall also review sitting Directors whose terms are nearing expiration and who are being considered for re-nomination in light of the above considerations and their past contributions to the Board.

As Adopted by the Nominating & Corporate Governance Committee
Effective February 10, 2012