February 2004

EOG RESOURCES, INC.
CORPORATE GOVERNANCE GUIDELINES

1. Director Qualifications

The Board will have at least three-fifths of its directors who meet the criteria for independence required by the New York Stock Exchange and the criteria for independence required by the Company's by-laws. Nominees for directorship will be selected by the Nominating Committee in accordance with the policies and principles in its charter.

The Board presently has 7 members. It is the sense of the Board that a size of 6 to 8 is about right. However, the Board would be willing to go to a somewhat larger size in order to accommodate the availability of an outstanding candidate.

No director shall be eligible to stand for re-election as a director of the Company after having attained the age of 74, unless otherwise approved by the Board.

It is the sense of the Board that individual directors who change the responsibility they held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when the came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Nominating Committee to review the continued appropriateness of Board membership under the circumstances.

No director may serve on more than three other public company boards. Directors should advise the Chairman of the Board and the Chairman of the Nominating Committee in advance of accepting an invitation to serve on another public company board.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating Committee will review each director's continuation on the Board every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

2. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they believe in good faith to be in the best interests of the Company and its shareholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, by-laws and any indemnification agreements, and to exculpation as provided by state law and the Company's charter.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

The Board sees no need as a matter of policy to separate the offices of Chairman and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new chief executive officer.

The Chairman will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

The non-management directors will meet in executive session at least quarterly. The director who presides at these meetings will be chosen by the non-management directors, and his name will be disclosed in the annual proxy statement.

The Board believes that the management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. But it is expected that Board members would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee, a Nominating Committee, and a Corporate Governance Committee. All of the members of these committees will be independent directors under the criteria established by the New York Stock Exchange and applicable federal law. Committee members will be appointed by the Board upon recommendation of the Nominating Committee with consideration of the desires of individual directors.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The Chairman of each committee, in consultation with the committee members and management, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter and will develop the committee's agenda for each meeting.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

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

4. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate with an officer of the Company may be arranged through the CEO or the Secretary or directly by the director. Any meetings or contacts that a director wishes to initiate with any other employee of the Company should be arranged through the Secretary. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Company.

5. Director Compensation

The form and amount of director compensation will be determined by the Board, taking into consideration the recommendations of the Compensation Committee in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of director compensation. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director, or if the Company engages in a transaction with an organization with which the director is affiliated that is material to such organization.

6. Director Orientation and Continuing Education

All new directors must participate in the Company's Orientation Program, which should be conducted within two months of the annual meeting at which new directors are elected. This orientation 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 Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the Orientation Program.

The Board encourages, but does not require, directors periodically to pursue continuing education opportunities with respect to the responsibilities of directors of public companies and will reimburse directors for reasonable expenses incurred in connection with such continuing education.

7. CEO Evaluation and Management Succession

The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. No later than the first regularly scheduled Board meeting for a calendar year, the CEO will present to the Board his goals for the Company for that year. These goals will be discussed with the Board, will provide a basis for the Compensation

Committee's assessment of the CEO's performance and will be a key ingredient in determining the CEO's compensation. In turn the other senior executives of the Company will develop their goals under the CEO's oversight. These goals will be considered when the Compensation Committee meets in determining their compensation.The Board of Directors shall approve policies and principles for CEO selection, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.

8. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance Committee will be responsible for overseeing the annual self-evaluation.

9. Loans to Directors or Executive Officers

The Company and its affiliates shall not make, directly or indirectly, any personal loans or extensions of credit to directors or executive officers.