

NEWFIELD EXPLORATION COMPANY

CHARTER OF THE COMPENSATION & MANAGEMENT DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

Amended and Restated Effective as of August 10, 2016

The Board of Directors (the “*Board*”) of Newfield Exploration Company (the “*Company*”) amended and restated this Charter of the Compensation & Management Development Committee of the Board (the “*Committee*”) effective as of the date set forth above.

Purposes

The purposes of the Committee are to:

- review, evaluate, modify and approve, and otherwise discharge the Board’s responsibilities relating to, the compensation of the Company’s officers and employees, including the oversight of risks related to compensation policies and programs;
- review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement for its annual meeting of stockholders (“Proxy Statement”) or Annual Report on Form 10-K, as applicable, and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
- produce the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Company’s Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
- oversee the evaluation and development of the senior management of the Company;
- oversee succession planning for the Company’s chief executive officer and other senior executive officers; and
- perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee shall consist of at least three members, all of whom must be members of the Board. Each member of the Committee shall:

- meet the New York Stock Exchange independence requirements for service on the Company's Board of Directors and for service on the Compensation Committee;
- be a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; and
- be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

Subject to Article IV of the Company's bylaws, the Board shall appoint the members of the Committee after considering the recommendation of the Nominating & Corporate Governance Committee. One of the members, who shall be selected by the Board, shall serve as the chairperson of the Committee. The Board shall consider the recommendation of the Nominating & Corporate Governance Committee in making such selection. If a chairperson is not designated by the Board or present at a meeting, the Committee may designate a chairperson by majority vote of the Committee members then in office. The Board may remove or replace any member of the Committee at any time.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate, whether or not such delegation is specifically contemplated under any plan or program.

Without limiting the generality of the preceding statements, the Committee shall have sole authority, and is entrusted with the responsibility, to do the following actions:

1. Each year, the Committee shall:
 - review, modify (if necessary) and approve the Company's peer companies, if any, and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
 - review, modify (if necessary) and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer;

- evaluate the performance of the chief executive officer in light of such goals and objectives; and
- set the annual compensation, including salary, bonus, incentive and equity compensation, of the chief executive officer based on this evaluation.

2. Each year, the Committee shall review and consider the performance evaluation and compensation recommendations of the chief executive officer regarding, and evaluate the performance and set the compensation of, each of the other officers of the Company.

3. Each year, the Committee shall review and consider the recommendations of the chief executive officer regarding, and approve, the compensation structure for all other employees.

4. Each year, the Committee shall review the Company's compensation policies and practices for the purpose of (i) mitigating risks arising from these policies and practices that could reasonably have a material adverse effect on the Company; (ii) ensuring that the compensation programs are aligned with stockholders' best interests and do not motivate the Company's employees to take excessive risks; and (iii) ensuring compliance with applicable laws and regulations affecting compensation and benefits, including, but not limited to, Rule 16b-3 under the Securities Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code.

5. At least once each year, the Committee shall review and consider the effectiveness of the Company's existing incentive compensation and equity-based plans and modify such plans or develop new plans to better effectuate the Committee's compensation objectives. The Committee shall review and approve (or delegate approval for) all awards with respect to incentive compensation and equity-based plans. In determining the incentive and equity-based components of compensation, the Committee shall consider:

- the Company's performance and relative stockholder return;
- the value of similar incentive awards granted to the chief executive and other executive officers of comparable companies;
- the awards given to the chief executive officer and other officers in past years; and
- the amount of plan awards that remain subject to achieving performance criteria or continuing employment with the Company.

6. At least once each year and otherwise as needed, the Committee shall review and approve, for the chief executive officer and the other officers of the Company:

- all benefits and perquisites; and
- all employment agreements, severance arrangements and change-in-control agreements.

7. The Committee shall review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934.

8. The Committee shall oversee succession planning and consider the risk of loss of the Company's chief executive officer and other key employees. The Committee also shall assist the Board in evaluating potential successors to the Company's chief executive officer and other senior executive officers. Each year the Committee shall make a report to the Board on succession planning.

9. The Committee shall oversee the Company's senior management development programs and review and reassess the program from time to time and recommend any proposed changes.

10. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel or other adviser (each a "**Compensation Advisor**") to be used to assist in the evaluation of chief executive officer, senior executive compensation, and shall be directly responsible for the appointment, compensation and oversight of any such Compensation Advisor that the Committee retains. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Committee. The Committee shall also have the authority to obtain advice from internal legal counsel. The Committee may select a Compensation Advisor (other than in-house legal counsel) only after taking into consideration all of the factors relevant to that person's independence from the Company's management, including the following:

- whether the firm who employs the Compensation Advisor or its affiliates (the "**Advisory Firm**") performs any additional services for the Company;
- the amount of fees payable to the Advisory Firm as a percentage of the Advisory Firm's total revenues;
- any policies or procedures of the Advisory Firm that are designed to prevent conflicts of interest;
- any business or personal relationships of the Compensation Advisor with any member of the Committee;
- whether the Compensation Advisor owns any stock of the Company;
- any business or personal relationship the Compensation Advisor or the Advisory Firm has with any executive officer of the Company; and
- any additional factors affecting the independence of the Compensation Advisor or the Advisory Firm as the Committee is required to take into

account as identified by the New York Stock Exchange or the Securities and Exchange Commission, or as it otherwise deems appropriate.

The Committee shall periodically, and no less than annually, reconsider the factors set forth above with respect to any Compensation Advisor whom it has previously selected or from whom it continues to receive advice.

11. Each year, the Committee shall review and discuss with the Company's management the CD&A to be included in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.

12. Each year, the Committee will prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.

13. Each year the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

14. Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

15. The Committee shall ensure that stockholders are given the opportunity to vote on equity compensation plans, as required by law, applicable listing standards or the Company's certificate of incorporation, bylaws or corporate governance guidelines.

16. The Committee will review and recommend to the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation ("say-on-pay").

The Committee also shall undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's certificate of incorporation, bylaws or corporate governance guidelines or by directive of the Board.

Procedural Matters; Fees

Conflicts with Bylaws. This Charter shall in no way alter, amend or repeal any provision of the Company's bylaws. To the extent that this Charter conflicts with any provision of the Company's bylaws, the bylaws shall govern.

Meetings. The Committee shall meet at the call of its chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board or the

Committee is permitted to meet under law or the Company's bylaws. The Committee may also act by unanimous written consent in lieu of a meeting.

Transaction of Business. A majority of the members of the Committee constitute a quorum for the transaction of business. A majority of the members of the Committee present at any meeting at which a quorum is present are competent to act. Except as expressly provided in this Charter or in the Company's bylaws or corporate governance guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation at any meeting of a chairperson pro tempore in the absence of the chairperson and of a secretary (who need not be a member of the Committee) for that meeting.

Minutes; Reports to the Board. The Committee shall keep minutes of all meetings and of all actions taken by the Committee and file such minutes with the Secretary of the Company. The Committee, either directly or through its chairperson, shall provide the Board with regular reports on its activities and any recommendations by the Committee to the Board.

Fees; Reimbursement of Expenses. Each member of the Committee shall be paid the fees set by the Board for his or her services as a member or chairperson of the Committee. Subject to the Company's corporate governance guidelines and other policies, members of the Committee shall be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.