

WPX Energy, Inc.
Nominating, Governance, Environmental & Public Policy Committee Charter
(as amended on February 18, 2019)

- I. Purpose.** The purpose of the Nominating, Governance, Environmental & Public Policy Committee (“**Committee**”) is to (i) identify individuals qualified to become members of the Board of Directors (the “**Board**”) of WPX Energy, Inc. (the “**Company**”) consistent with criteria approved by the Board, (ii) recommend to the Board director candidates for election at the annual meeting of shareholders, (iii) develop, annually review, and recommend to the Board a set of corporate governance guidelines for the Company, (iv) review significant policies and performance and provide guidance on matters relating to the Company’s environmental and social risks and opportunities, employee health and safety, the Company’s approach to social responsibility and activities related to stakeholder engagement, (v) advise the Board and management on significant public issues that are pertinent to the Company and its stakeholders, and (vi) assist management in setting strategy, establishing goals and integrating sustainability into strategic and tactical business activities across the Company to create long-term shareholder value.
- II. Composition.** The Committee shall be comprised of two or more directors as determined by the Board. Committee members, including the Chairman of the Committee (“Chairman”), shall be appointed by the Board upon the recommendation of the Committee and may be removed by the Board. The members of the Committee must meet the independence requirements of the New York Stock Exchange, as determined by the Board.
- III. Meetings.** The Committee shall meet at least four times per year, either in person or telephonically, at such times and places and by such means as the Chairman shall determine, and record and maintain adequate minutes from each meeting. The Committee shall report regularly to the Board about its activities. A majority of the members of the Committee shall constitute a quorum. The Committee shall have the authority to delegate to subcommittees in its sole discretion.
- IV. Duties and Responsibilities.** Among its duties and responsibilities the Committee shall:
- A. *Nominating***
1. Develop and recommend to the Board qualifications for assessing director candidates.
 2. Identify and recommend to the Board the Company’s nominees to be submitted to the Company’s shareholders for election as Directors at each annual meeting of the shareholders and recommend to the Board the election of individuals to fill any vacancies or newly created directorships occurring on the Board from time to time.
 3. Consider and make recommendations to the Board regarding candidates for Director submitted by the Company’s shareholders for the Committee’s consideration or nominated by the Company’s shareholders.

4. Recommend to the Board as necessary an individual or individuals for election as Chairman of the Board and Chief Executive Officer of the Company.
5. Review as necessary the Chief Executive Officer's recommendations for individuals to be elected as officers of the Company and as Executive or Senior Vice Presidents of the Company's major subsidiaries or business functions, and to recommend such, in turn, to the Board.

B. Governance

1. Take a leadership role in shaping corporate governance of the Company.
2. Review the size and composition of the Board and its committees, including the charters, structure, operations, and reporting of each of the committees to the Board, and recommend to the Board any changes.
3. Establish a process for assessing director independence and make recommendations to the Board annually regarding whether each non-management director is independent as defined by the New York Stock Exchange and the Securities and Exchange Commission.
4. Recommend as necessary to the Board, after the review of each member's qualifications, the members for appointment to each of the committees of the Board, including the chairman of each committee, and recommend to the Board the removal of a member from a committee if appropriate.
5. Determine if a Lead Director shall be designated, and if so determined, recommend annually or as necessary, to the Board, a director to serve as Lead Director.
6. Review any material changes in directors' status, including job changes.
7. Review at least annually directorships (or positions on similar governing bodies) held by directors and executive officers.
8. Develop and recommend to the Board the Company's Corporate Governance Guidelines, review the Guidelines annually, and recommend changes to the Board as necessary.
9. Review the Company's proxy statement with respect to corporate governance matters.
10. Review annually the Company's insurance policies and indemnification provisions for directors and officers.

11. Annually evaluate the performance of the Committee and report the results of the evaluation to the Board and assess annually the adequacy of the Committee's charter and recommend any changes to the Board.
12. Oversee the evaluation of the Board and its committees.
13. Review annually the performance of individual directors.
14. Review shareholder proposals and recommend to the Board proposed Company responses to such proposals for inclusion in the Company's proxy statement.

C. Environmental & Public Policy

1. Oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, and the public, and bring to the attention of the Board as appropriate any concerns or issues regarding incidents, trends or developments relating to health and safety.
2. Oversee management's monitoring and enforcement of the Company's policies to protect the environment, including those related to flaring and emissions, and review with management the quality of the Company's procedures for identifying, assessing, monitoring and managing the principal environmental and social risks in the Company's business.
3. Consider, and bring to the attention of the Board as appropriate, current and emerging political, social and environmental trends and major global legislative and regulatory developments or other public policy issues that may affect business operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and make recommendations to the Board, as appropriate, regarding how the Company's policies and practices can adjust to or address such trends and issues.
4. Advise the Board on significant stakeholder concerns and shareholder proposals relating to environmental, public policy or sustainability-related matters.
5. Monitor the Company's corporate reputation and provide guidance regarding the protection of the Company's reputation.
6. Oversee (i) the Company's policies and practices promoting diversity and inclusion within the Company and (ii) the Company's human and workplace rights and policies.
7. Review the Company's public policy advocacy efforts, including all political contributions, to confirm alignment with Company policies and values.

8. Review the Company's policies on corporate charitable and philanthropic activities.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company. The Board shall be informed of any such action.

- V. **Outside Advisors.** The Committee shall have the resources and authority to discharge its duties and responsibilities, including retaining independent counsel, search firms used to identify director candidates, independent compensation consultants and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to retain and terminate any such advisor, including sole authority to approve its fees and other retention terms.