



## **Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters**

Noble Energy, Inc. (the Company) is committed to compliance with applicable securities and other laws, rules and regulations, accounting standards and internal accounting controls. It is the responsibility of each director, officer and employee of the Company promptly to report complaints or concerns regarding accounting, internal accounting controls and auditing matters (“Accounting Issues”). In order to facilitate such reports, the Audit Committee of the Company’s Board of Directors has established the following procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding Accounting Issues, and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting.

### **Reporting Options**

Please choose one of the below-listed options to report complaints about the Company’s accounting, internal accounting controls or auditing matters or other concerns to the Audit Committee:

- Write to the Audit Committee  
Chair, Audit Committee  
Noble Energy, Inc.  
100 Glenborough, Suite 100  
Houston, Texas 77067
- Email the Audit Committee  
auditcom@nobleenergyinc.com
- Call the Compliance Line  
1-866-311-4219

### **The Compliance Line**

The Company has established a 24-hour Compliance Line, 1-866-311-4219, which you can use to report complaints or concerns regarding Accounting Issues, or to report any suspected violation of law or company policy or to seek guidance. You may report to or ask

questions of the Compliance Line anonymously. However, providing your name allows the Company to contact you if necessary during any investigation or other follow-up to your inquiry. Either way, you should treat the information that you provide as confidential. To the extent possible, the Company will maintain the confidentiality of those individuals who provide their names when reporting concerns or complaints to the Compliance Line. However, identities may be revealed during any investigation.

When you call the Compliance Line, an independent third-party specialist will take your call and listen to your concern. The specialist may ask you questions in order to gather additional information. If you wish to remain anonymous, you will be provided with a specific date and time to call back for a status report. The calls are not recorded and there is no caller ID on the phone lines.

### **Scope of Accounting Issues Covered by These Reporting Procedures**

These reporting procedures relate to employee complaints relating to any questionable accounting, auditing or internal control matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition; or
- improper destruction of documents.

### **Protection Against Reprisals**

*As stated above, no one will be subject to retaliation because of a good faith report of a concern or complaint regarding Accounting Issues or suspected misconduct.* So long as reports are made in good faith, the law prohibits discrimination against employees (for making those reports) in any of the terms and conditions of their employment, including but not limited to job assignment, promotion, compensation, training, discipline and termination. Any suspected acts of retaliation should be reported immediately to the Company's General Counsel or the Chair of the Audit Committee of the Company's Board of Directors.

## **Treatment of Complaints and Retention of Records**

All complaints regarding accounting, internal accounting controls, or auditing matters, however received, will be processed by the office of the Company's General Counsel, unless the Audit Committee directs otherwise.

All complaints will be provided on a quarterly basis to members of the Audit Committee, provided, however that any complaints regarding any executive officer of the Company will be brought to the Audit Committee's attention within two business days.

All complaints will be tracked on a separate Audit Committee complaints docket. The status of the docketed complaints will be reported on a quarterly basis to the Audit Committee and, if the Audit Committee so directs, to the full Board.

The Audit Committee may request special treatment, including the retention of outside counsel or other advisors, for any complaint addressed to it.

## **Investigations**

Reports of suspected violations of law and Company policies will be investigated. It is imperative that reporting persons not conduct their own investigations. Investigations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

## **Discipline**

Company personnel who violate applicable securities or other laws or Company policies and procedures may be subject to disciplinary action, up to and including discharge.

## **No Rights Created**

This Policy is a statement of certain principles, policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in you nor does it constitute an employment contract.

- Policy approved by the Company's Audit Committee on October 27, 2003.
- Source of Authority: Section 301 of Sarbanes-Oxley Act of 2002.