

## **ENVIRONMENT, HEALTH & SAFETY COMMITTEE CHARTER**

This Environment, Health & Safety Committee Charter was adopted by the Board of Directors (the "Board") of Noble Energy, Inc. (the "Company") on December 5, 2016. It is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.

### ***Purpose***

The overall purpose of the Environment, Health & Safety Committee (the "Committee") is to assist the Board in determining whether the Company has appropriate policies and management systems in place with respect to environment, health and safety ("EH&S") and related matters and to monitor and review compliance with applicable EH&S laws, rules and regulations ("EH&S Laws"). The Committee is to further assist the Board by serving as a forum for the review of Company strategy and initiatives in the area of corporate social responsibility.

### ***Duties and Responsibilities***

To facilitate the Committee's achievement of its purpose, the Committee will have the duty and responsibility to:

- a. Monitor the overall adequacy of the Company's policies and management systems for (1) addressing EH&S matters consistent with prudent exploration and production industry practices and (2) complying with EH&S Laws; and review actions taken by the Company's management with respect to any significant deficiencies identified, or improvements recommended, in connection therewith;
- b. periodically review reports from the Company's management regarding (1) the Company's performance with respect to EH&S matters and compliance with EH&S Laws; (2) significant risks to, and the physical security of, the Company's facilities; (3) significant EH&S litigation and regulatory proceedings in which the Company is or may become involved; (4) significant legislation or regulations, judicial decisions, treaties, protocols, conventions or other agreements, public policies or other medical or scientific developments involving EH&S matters that will or may have a material effect on the Company's business; and (5) Company strategy and initiatives in the area of corporate social responsibility;
- c. subject to the other terms of this Charter, recommend to the Board any action on EH&S, corporate social responsibility and related matters that may be required or considered advisable;
- d. conduct an annual evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;

- e. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval (this should be done in compliance with applicable legal and regulatory requirements); and
- f. perform such other duties as may be assigned it by the Board.

### ***Structure and Operations***

To facilitate the Committee's performance of its duties and responsibilities, the following rules will govern the Committee's structure and operations:

- a. The Committee will be composed of not fewer than three directors and not more than seven directors, the majority of which are generally familiar with EH&S aspects of oil and gas exploration and production operations and with corporate social responsibility;
- b. Committee members will be appointed at the first Board meeting immediately following the annual meeting of shareholders, and thereafter as appropriate, and will serve until the earlier of (1) the first Board meeting following the next ensuing annual meeting of shareholders, (2) resignation, or (3) removal by the Board;
- c. except in the case of resignation or removal under b. (2) or (3) above, Committee members may serve on the Committee for more than one year;
- d. the Committee will meet at least three times each year at such times and places as it deems appropriate (in this regard, meetings of the Committee may be held telephonically);
- e. the presence of a majority of the Committee members will constitute a quorum for the transaction of business;
- f. the Committee, in its discretion, may ask members of management or others to attend its meetings and provide pertinent information;
- g. the Committee will determine its own rules of procedure, subject to any guidelines or protocols that may be prescribed by the Board;
- h. the Committee has the authority to form, and delegate duties and responsibilities to, such committee(s) as it deems appropriate, provided, however, that the Committee shall not delegate to any such committee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole, and any such committee must have a published charter;
- i. the secretary of the Committee will be the Secretary of the Company or an Assistant Secretary of the Company;

- j. the Committee will have access to the Company's management and documents and will be provided with the resources necessary to carry out its Charter responsibilities; and
- k. from time to time, as deemed required by the Committee in its sole discretion and authority, the Committee may retain, at the Company's expense, and terminate, independent advice regarding EH&S and corporate social responsibility matters, including determining the retention terms and fees applicable thereto.

***Accountability***

To ensure the Committee's accountability to the Board, the Committee will:

- a. Regularly report (which may be oral) its discussions to the Board; and
- b. maintain minutes or other records of Committee meetings and activities.