Finance Committee Charter

BAKER HUGHES INCORPORATED

CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS (as amended and restated July 14, 2011)

The Board of Directors of Baker Hughes Incorporated (the "Company") has heretofore constituted and established a Finance Committee (the "Committee"), with the authority, responsibility and specific duties as described in this Charter. This document replaces and supersedes in its entirety any previous charter of the Committee.

PURPOSE

The purpose of the Finance Committee is to review and monitor the financial structure of the Company to determine that it is consistent with the Company's requirements for growth and fiscally sound operation.

COMPOSITION

The Committee and Chairman of the Committee shall be elected annually by the Board of Directors and subject to removal pursuant to the terms of the Company's Bylaws. The Committee shall be comprised of not less than three nor more than six of its non-employee members. The Committee may, if appropriate, delegate its authority to subcommittees.

PRINCIPAL RESPONSIBILITIES

The Committee shall be responsible for the following:

o Review and approve for recommendation to the Board of Directors, if appropriate, public equity offerings to be undertaken by the Company and its subsidiaries and affiliates.

o Review and approve for recommendation to the Board of Directors, if appropriate, specific public debt offerings and other financings or refinancings to be undertaken by the Company and its subsidiaries and affiliates.

o Review and approve debt and other financings.

(a) The Chief Executive Officer, Chief Financial Officer, Treasurer and any Assistant Treasurer each individually have the authority to approve the following types of transactions in an amount up to $50 million individually or in a series of related transactions, including (without limitation) the following:

o borrowings from banks and other private lenders o privately placed note issuances

o sale/leasebacks

o operating and capital leases

o off-balance sheet transactions

o issuances of warrants, options and convertible or exchangeable securities on or into the Company's securities in private offerings

o letters of credit; bank guarantees; bid, performance or customs bonds or similar indemnity or surety arrangements issued on behalf of or for the benefit of the Company

o loans to or guarantees for and on behalf of third parties for the benefit of the Company (no ownership restrictions)

o guarantees that the Company or any of its subsidiaries issue supporting obligations of the Company, any of its subsidiaries or affiliates. Bank omnibus guarantees are authorized without limitation provided, however, no one facility thereunder exceeds $50 million provided further that guarantees related to the performance of any subsidiary of the Company issued in the normal course of business are not subject to the limit of $50 million.

o creation of specialty companies (entities)

o FX spot and forward transactions

(b) The Chief Executive Officer and the Chief Financial Officer each individually have the authority to approve the following types of transactions in an amount up to $350 million notional amount individually or in a series of related transactions, including (without limitation) the following:

o Non-equity related derivative contracts, e.g. interest rate swaps, options, caps/collars, up to 25 years in duration

(c) The Committee has the authority to approve all of the above transactions plus the following types of transactions up to $250 million, individually or in a series of related transactions, including (without limitation) the following:

o commercial paper programs and facilities related thereto o extendable commercial note programs and/or facilities related thereto o bank credit facilities

o Review the proposed annual short-term plan, capital budget and strategic marketing plan to address significant financial issues affecting the Company's ability to achieve its business objectives.

o Review and approve for recommendation to the Board of Directors specific stock repurchase programs, equity offerings, tender redemptions, significant acquisitions and dispositions or other financial transactions to be undertaken by the Company and its subsidiaries and affiliates that the Committee deems appropriate that are not otherwise covered by the foregoing paragraphs.

o Review the Company's activities with credit rating agencies.

o Monitor on a periodic basis the Company's key financial ratios.

o Review on a periodic basis the Company's policy governing approval levels for capital expenditures and the Company's financial plan to fund approved capital expenditures.

o Review the Company's policy and controls with regard to derivatives, hedging transactions and foreign exchange exposure.

o Review and approve, for recommendation to the Board of Directors, dividend policy and changes in the rate of dividend.

o Monitor the Company's exposure under outstanding letters of indemnity, letters of credit and corporate guaranties, and review and approve for recommendation to the Board of Directors, if appropriate, the Company's policies with regard thereto.

o Review and approve the Company's "Investment Policy and Guidelines."

o Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Governance Committee for approval who will then present the proposed changes to the Board of Directors for approval.

o Annually review the Finance Departmental Operations: Corporate Audit, Corporate Development, Corporate External Report and Controllership, Enterprise Finance Organization, Financial Planning and Analysis, Internal Audit, Investor Relations, Project Management, Corporate Tax and Treasury and Risk Management.

o Perform such other oversight duties and responsibilities as may be assigned to the Committee, from time to time by the Board of Directors and/or the Chairman of the Board.