

MARATHON OIL CORPORATION

Public Policy Committee

(Effective January 1, 2008)

Statement of Purpose

The Public Policy Committee is a standing committee of the Board of Directors. The purpose of the Committee is to assist the Board with respect to (i) identifying, evaluating and monitoring social, political and environmental trends, issues and concerns that could affect the Company's business activities and performance, (ii) analyzing the Company's global reputation and developing recommendations to strategically position the Company to support its business objectives, and (iii) developing recommendations to the Board for the formulation and adoption of policies, programs and practices concerning broad public policy issues.

Authority

The Committee shall have the authority and responsibility to engage and terminate any outside consultant to assist in discharging its responsibilities hereunder. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

Membership

This Committee shall be comprised of not less than three nor more than ten members. Each member shall (i) be a member of the Board of Directors, and (ii) be independent and qualified under standards established by applicable law, stock exchange listing standards, and the Company's Corporate Governance Principles. Except in any such member's capacity as a member of the Public Policy Committee, the Board of Directors, or any other board committee, no member shall accept any consulting, advisory, or other compensatory fee from the Company, or be an affiliated person of the Company or any subsidiary thereof.

Meetings

The Public Policy Committee will meet at least four times each year, with authority to convene additional meetings as circumstances require. All Committee members are expected to attend each meeting, in person or via teleconference. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes of each meeting will be prepared. If requested by any member of the Committee, time shall be allotted for an executive session of Committee members only and any executives or outside advisors they might want to invite.

Quorum

A majority of the total number of Committee members then in office shall constitute a quorum for the transaction of business at any meeting. All matters shall be decided by the affirmative vote of a majority of members present in person or by proxy at a meeting duly called and held.

Responsibilities

The following shall be the principal responsibilities of the Public Policy Committee:

1. Public Policy, Programs and Practices. The Committee shall periodically review and make recommendations to the Board on, and monitor the Company's compliance with, the Company's policies, programs and practices concerning broad public policy issues, which include corporate responsibility, environmental protection, health, safety, ethical business conduct, consumer affairs, protection of privacy, controlled substance abuse, affirmative action/equal opportunity matters, government relations and the support of charitable, political and educational organizations.
2. Public Policy Trends. The Committee shall identify, evaluate and monitor the social, political and environmental trends, issues and concerns, domestic and international, which affect or could affect the Company's business activities, performance and reputation by generating expectations of the Company by its constituencies, including shareholders, employees, customers, vendors, governments and the public.
3. Political and Charitable Contributions. The Committee shall review and approve the Company's budgets for political and charitable contributions and monitor the Company's compliance with such budgets.
4. Performance Evaluation. The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation consistent with the responsibilities set forth in this charter.
5. Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
6. Other Delegated Responsibilities. The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.
7. Review of Charter. The Committee shall reassess and report to the Board on the adequacy of this charter on an annual basis.