

MARATHON OIL CORPORATION

Health, Environmental, Safety and Corporate Responsibility Committee Charter

(Amended and Restated Effective November 1, 2014)

Statement of Purpose

The Health, Environmental, Safety and Corporate Responsibility Committee (the "Committee") is a standing committee of the Board of Directors (the "Board"). The purpose of the Committee is to assist the Board with respect to (i) identifying, evaluating and monitoring health, environmental, safety, social, public policy and political 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 health, environmental, safety, social, public policy and political issues.

Authority

The Committee shall have the authority and responsibility to engage and terminate outside legal counsel or other consultants 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 six members. Each member shall (i) be a member of the Board, 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 Committee, the Board, 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. The Board will designate a member of the Committee as the chairperson of the Committee. Subject to the requirements of applicable listing standards, the Board may appoint and remove Committee members in accordance with the Company's By-laws.

Meetings

The Committee will meet as often as circumstances require. All Committee members are expected to attend each meeting, in person or by 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 via teleconference at a meeting duly called and held. The Committee may take action by the unanimous written consent of the members in lieu of a meeting.

Responsibilities

The following shall be the principal responsibilities of the Committee:

1. Health, Environmental, Safety, Social, Public and Political Policies, 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 health, environmental, safety, social, public policy and political issues.
2. Health, Environmental, Safety, Social, Public Policy and Political Trends. The Committee shall identify, evaluate and monitor the health, environmental, safety, social, public policy and political 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. Review of Legislative and Regulatory Issues. The Committee shall periodically review legislative and regulatory issues affecting the Company's businesses and operations.
4. Political, Charitable and Educational Contributions. The Committee shall review the Company's political, charitable and educational contributions.
5. Report of Compliance and Effectiveness. The Committee shall receive periodic reports to:
 - a. monitor compliance with the Company's system of internal controls over health, environmental, safety, social and political regulatory requirements, industry standards, and internal policies, programs and practices;
 - b. monitor the effectiveness of systems necessary to ensure compliance with applicable legislation, regulatory requirements, industry standards, and internal policies, programs and practices related to health, environmental, safety, social and political matters;
 - c. review the findings of regulatory agencies in respect of health, environmental, safety, social and political matters, as well as management's responses thereto;
 - d. review significant health, environmental and safety risks and exposures, including mitigation and remedial actions; and

- e. review emergency response planning procedures for the health, environmental and safety areas.
- 6. Reports to the Board. The Committee shall make regular reports to the Board.
- 7. Performance Evaluation. The Committee shall complete an annual performance evaluation of the Committee consistent with the responsibilities set forth in this charter.
- 8. Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
- 9. Other Delegated Responsibilities. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.
- 10. Review of Charter. The Committee shall reassess and report to the Board on the adequacy of this charter on an annual basis, and the Committee shall recommend any proposed changes to this charter to the Board.