

**HALLIBURTON COMPANY
BOARD OF DIRECTORS**

COMPENSATION COMMITTEE CHARTER

I. Role

The role of the Compensation Committee is to oversee the compensation policies and practices of Halliburton Company on behalf of its Board of Directors. It is the Committee's responsibility to review, monitor, approve, and recommend, as applicable, compensation policies, plans and actions, and make appropriate reports to the Board of Directors. The primary purpose of the Committee is to ensure that the Company's compensation program is effective in attracting, retaining, and motivating key employees, reinforces business strategies and objectives consistent with the Company's goals, is administered in a fair and equitable manner consistent with established policies and guidelines, and is compliant with regulatory requirements.

II. Committee Organization and Operations

Member Appointments, Qualifications, and Removals. The Committee shall consist entirely of independent Directors, and will consist of a minimum of three members. In addition, each Committee member must qualify as a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. Committee members shall be appointed by the full Board of Directors for a one-year term beginning immediately following the Annual Meeting of Stockholders each year. A Chairperson shall be designated by the Board from among the members appointed. Committee members shall be chosen based on their competence and ability to add substance to the deliberations of the Committee. No member of the Committee shall have any relationship to the Company that could materially interfere with the exercise of such member's independence from management and the Company in connection with his or her duties as a member of the Committee, and the Board must consider all factors specifically relevant to determining whether such a relationship exists, including 1) the source of any compensation of the potential member, including any consulting, advisory, or other compensatory fee paid by the Company to the potential member, and 2) whether the potential member is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company. At the discretion of the Board, any member may be removed during the one-year term for any reason, including loss of member independence or other requisite status. The composition of the Committee shall be reviewed annually to ensure that each of its members meets the criteria set forth in the Company's Corporate Governance Guidelines and applicable Securities and Exchange Commission, New York Stock Exchange, and Internal Revenue Service rules and regulations.

Committee members shall devote sufficient attention to their duties to enable them to fully understand the environment in which the Company's compensation program operates as well as to understand and apply principles of competitive compensation practice.

Committee Reports. The Chair of the Committee will report regularly to the full Board of Directors on the Committee's activities and decisions including, but not limited to, the results of the Committee's self-evaluation and any recommended changes to the Committee's Charter.

Meeting Structure. The Committee shall meet a minimum of three times per year. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise. In the absence of the Chair during any Committee meeting, the Committee may designate a Chair pro tempore. The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

Subcommittees. The Committee may establish subcommittees consisting of one or more members to carry out such duties as the Committee may assign. Such subcommittees must establish and publish a separate Charter.

III. Responsibilities

The Committee shall be generally responsible for the Company's overall compensation philosophy and objectives, and specifically responsible for reviewing, approving, and monitoring compensation strategies, plan design, guidelines, and practices as they relate to senior management.

The Committee shall be responsible for 1) specifically reviewing and approving compensation for specified officers as provided in Halliburton Company Policy 3-90020 (or any successor policy), and 2) generally reviewing and monitoring compensation for other employees. The scope of the Committee's authority includes, among other things, the following responsibilities:

1. Developing and approving an overall executive compensation philosophy, strategy, and framework consistent with corporate objectives and stockholder interests.
2. Reviewing and discussing with management compensation-related disclosure and producing an annual report on executive compensation as required by the SEC for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
3. In independent session, reviewing the evaluation of the Chief Executive Officer's (CEO's) performance by the non-management Directors and then, based upon such evaluation, making a recommendation to the non-management Directors regarding the CEO's compensation for the next year.
4. Specifically reviewing and approving all actions relating to compensation, promotion, and employment-related arrangements (including severance arrangements) for specified officers of the Company, its subsidiaries, and affiliates, including reviewing and taking appropriate action, if any, required under Halliburton Company Policies 3-90020 (relating to adjustments to equity awards, adjustments to performance pay plan measures and targets, and prohibition of discretionary payments), 3-90030 (relating to stock ownership requirements), 3-90040 (relating to

recoupment of incentive compensation), and 3-90050 (relating to the termination of certain officers).

5. Establishing annual performance criteria and reward schedules under the Company's Annual Performance Pay Plan (or any other similar or successor plans) and certifying the performance level achieved and reward payments at the end of each plan year.
6. Establishing performance criteria and award schedules under the Company's Performance Unit Program (or any other similar or successor plans) and certifying the performance level achieved and award payments at the end of each performance cycle.
7. Instructing the Committee's applicable independent compensation consultant to review the merits of requiring performance-vesting features for any equity awards granted pursuant to the Company's long-term incentive plans and considering in good faith the recommendations made by the compensation consultant.
8. Approving any other incentive or bonus plans applicable to specified officers of the Company, its subsidiaries, and affiliates.
9. Approving awards under the Company's Stock and Incentive Plan and Supplemental Executive Retirement Plan (or any similar or successor plans) to specified officers of the Company, its subsidiaries, and affiliates.
10. Selecting an appropriate peer group or peer groups against which the Company's total executive compensation program is measured.
11. Reviewing and approving or recommending to the Board of Directors, as appropriate, major changes to, and taking administrative actions associated with, any other forms of non-salary compensation under its purview.
12. Reviewing and approving the stock allocation budget among all employee groups of the Company, its subsidiaries, and affiliates.
13. Monitoring and reviewing periodically overall compensation program design and practice to assess risk and to ensure continued competitiveness, appropriateness, and alignment with established philosophies, strategies, and guidelines.
14. Reviewing and approving appointments to the Administrative Committee which oversees the day-to-day administration of certain non-qualified executive compensation plans.
15. Retaining persons having special competence (including compensation consultants, legal counsel, and other experts and advisors) as necessary to assist the Committee in fulfilling its responsibilities and maintaining the sole authority to retain and terminate these persons, including the authority to approve fees and other retention terms.

16. Performing such other duties and functions as the Board of Directors may from time to time delegate.

IV. Committee Evaluation and Charter Review

The Committee will annually complete an evaluation of its performance and effectiveness and will annually review the Committee's Charter. On an annual basis, the Chair of the Committee will report to the Board of Directors whether the Committee has performed all items required to be performed by the Committee's charter and, to the extent that the Committee has not been able to perform any such item, the Chair will inform the Board of Directors why the Committee did not do so.

V. Resources and Authority of the Committee

The Committee has the authority to retain, set terms of engagement of, oversee, and dismiss such outside advisors, including compensation consultants, legal counsel, and other experts, as it deems appropriate in its sole discretion, and to approve the fees and expenses of such advisors at the Company's expense. The Committee may select or receive advice from a compensation consultant, legal counsel, or other advisor only after taking into account the following six factors, as well as any other factors required by applicable law or the rules or regulations of the Securities and Exchange Commission or the New York Stock Exchange:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other advisor;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other advisor;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel, or other advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel, or other advisor with a member of the Committee;
5. Any stock of the Company owned by the compensation consultant, legal counsel, or other advisor; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other advisor, or the person employing the advisor with an executive officer of the Company.

Nothing in the Committee's Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

Approved as revised: Board of Directors of
Halliburton Company
February 13, 2019

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