

**HALLIBURTON COMPANY
BOARD OF DIRECTORS**

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Status

The Nominating and Corporate Governance Committee is a committee of the Board of Directors. The Committee shall be responsible for matters related to service on the Board and associated issues of corporate governance.

II. Membership

The Committee shall consist of a minimum of three Directors. All members of the Committee shall be independent Directors, and shall satisfy the independence requirements of the New York Stock Exchange and of the Company's Corporate Governance Guidelines. Members of the Committee shall be appointed, and may be removed, by the Board.

III. Purpose

The purpose of the Committee shall be:

- to develop, implement, and periodically review the Company's Corporate Governance Guidelines;
- to develop and implement a process to assess Board and committee effectiveness;
- to identify individuals qualified to become Board members, consistent with Board-approved criteria;
- to recommend to the Board the composition of the Board and its committees, including selection of the Director nominees for the next annual meeting of stockholders; and
- to make recommendations on Board compensation.

IV. Meetings

The Committee shall formally meet as often as may be deemed necessary or appropriate, but no fewer than four times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise.

V. Responsibilities and Duties

In furtherance of its purpose and goal, the Committee shall have the following authority and responsibilities:

- reviewing periodically the Corporate Governance Guidelines adopted by the Board and recommending revisions to the guidelines as appropriate;
- developing, recommending to the Board, for its approval, and overseeing an annual self-evaluation process of the Board and its committees;
- conducting annual performance reviews of each non-management Director;
- reviewing and periodically updating the criteria for Board membership and evaluating the qualifications of each Director candidate against the criteria;
- identifying and screening candidates for Board membership;
- establishing procedures for stockholders to recommend individuals for consideration by the Committee as possible candidates for election to the Board;
- reviewing, at least annually, the overall composition profile of the Board to determine whether the non-management Directors represent an appropriate mix of skills, characteristics, experience, and expertise;
- reviewing annually each Director's continuation on the Board and recommending to the Board a slate of Director nominees for election at the Annual Meeting of Stockholders;
- recommending candidates to fill vacancies on the Board;
- reviewing periodically the status of each Director to assure compliance with the Board's policy that at least three-fourths of Directors are independent;
- reviewing the Board's committee structure, and recommending to the Board, for its approval, Directors to serve as members and as Chairs of each committee;
- recommending to the Board, for its approval, a Lead Director, if applicable;

- reviewing periodically the management succession planning process and recommending changes to the Board;
- reviewing annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommending to the Board any Company statements in response;
- reviewing annually corporate governance trends and best practices and recommending changes to the Board;
- periodically reviewing, conducting studies, and recommending changes to the Company's Director compensation practices to the Board;
- identifying and approving continuing education programs, conferences, and similar presentations in accordance with the Company's Corporate Governance Guidelines, and communicating the same to the non-management Directors;
- reviewing and taking appropriate action required under Company Policies 3-90020 (relating to 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);
- reviewing and taking appropriate action with respect to the acceptance or rejection of resignations of Directors tendered pursuant to the Company's By-laws; and
- reporting regularly on Committee activities and findings to the Board.

VI. Subcommittees

The Committee has the authority to form, and to delegate authority to, subcommittees, to the extent it deems appropriate, provided that such subcommittees are composed entirely of independent Directors.

VII. Committee Evaluation and Performance

The Committee members will annually complete a self-evaluation of the Committee's effectiveness and provide a report of that assessment to the Board. On an annual basis, the Chair of the Committee will report to the Board 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 why the Committee did not do so.

VIII. Committee Charter

The Committee Charter shall be reviewed at least annually and revised as appropriate.

IX. Resources and Authority of the Committee

The Committee has the authority to retain, set the terms of engagement for, and terminate outside counsel and any other advisors, as it deems appropriate, including any independent search firms to assist in identifying Director candidates, and the Committee has the sole authority to approve related fees and retention terms.

Approved as revised: Board of Directors of Halliburton
Company December 7, 2017

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