

**HALLIBURTON COMPANY
BOARD OF DIRECTORS**

LEAD INDEPENDENT DIRECTOR CHARTER

If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board of Directors will, after considering the recommendation of the Nominating and Corporate Governance Committee, annually elect an independent Director to serve in a lead capacity. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year.

The Lead Independent Director coordinates the activities of the other non-management and independent Directors and performs such other duties and responsibilities as the independent Directors may determine from time to time.

The specific responsibilities of the Lead Independent Director are as follows:

Meetings and Executive Sessions

- Presides at all meetings of the Board of Directors at which the Chairman of the Board, and Vice Chairman of the Board should one be appointed, are not present, including executive sessions of the non-management Directors and executive sessions of the independent Directors.
- Periodically schedules meetings of the non-management Directors.
- Schedules an executive session of independent directors at least one time per year, but only if during such year there exists a non-management Director who is not independent.

Chairman Liaison

- Serves as liaison between the non-management Directors and the Chairman of the Board, including promptly communicating to the Chairman of the Board messages and directives approved in executive sessions.

Evaluation of Chief Executive Officer

- In an executive session, each year, facilitates the discussion of the non-management Directors to evaluate the performance of the Chief Executive Officer.
 - Communicates the content and results of that evaluation to the Chief Executive Officer.