

WPX Energy, Inc.
Nominating and Governance Committee Charter
(as amended on May 17, 2012)

- I. Purpose.** The purpose of the Nominating and Governance Committee (“*Committee*”) is to identify individuals qualified to become members of the Board of Directors (the “*Board*”) of WPX Energy, Inc. (the “*Company*”) consistent with criteria approved by the Board, recommend to the Board director candidates for election at the annual meeting of shareholders, and develop, annually review, and recommend to the Board a set of corporate governance guidelines for the Company.
- II. Composition.** The Committee shall be comprised of three or more directors as determined by the Board. Committee members, including the Chairman of the Committee (“Chairman”), shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee and may be removed by the Board. The members of the Committee must meet the independence requirements of the New York Stock Exchange, as determined by the Board.
- III. Meetings.** The Committee shall meet at least four times per year, either in person or telephonically, at such times and places and by such means as the Chairman shall determine, and record and maintain adequate minutes from each meeting. The Committee shall report regularly to the Board about its activities. A majority of the members of the Committee shall constitute a quorum. The Committee shall have the authority to delegate to subcommittees in its sole discretion.
- IV. Duties and Responsibilities.** Among its duties and responsibilities the Committee shall:
- A. *Nominating***
1. Develop and recommend to the Board qualifications for assessing director candidates.
 2. Identify and recommend to the Board the Company’s nominees to be submitted to the Company’s shareholders for election as Directors at each annual meeting of the shareholders and recommend to the Board the election of individuals to fill any vacancies or newly created directorships occurring on the Board from time to time.
 3. Consider and make recommendations to the Board regarding candidates for Director submitted by the Company’s shareholders for the Committee’s consideration or nominated by the Company’s shareholders.
 4. Recommend to the Board as necessary an individual or individuals for election as Chairman of the Board and Chief Executive Officer of the Company.
 5. Review as necessary the Chief Executive Officer’s recommendations for individuals to be elected as officers of the Company and as Senior Vice Presidents

of the Company's major subsidiaries, and to recommend such, in turn, to the Board.

B. Governance

1. Take a leadership role in shaping corporate governance of the Company.
2. Review the size and composition of the Board and its committees, including the charters, structure, operations, and reporting of each of the committees to the Board, and recommend to the Board any changes.
3. Establish a process for assessing director independence and make recommendations to the Board annually regarding whether each non-management director is independent as defined by the New York Stock Exchange and the Securities and Exchange Commission.
4. Recommend as necessary to the Board, after the review of each member's qualifications, the members for appointment to each of the committees of the Board, including the chairman of each committee, and recommend to the Board the removal of a member from a committee if appropriate.
5. Determine if a Lead Director shall be designated, and if so determined, recommend annually or as necessary, to the Board, a director to serve as Lead Director.
6. Review any material changes in directors' status, including job changes.
7. Review at least annually directorships (or positions on similar governing bodies) held by directors and executive officers.
8. Develop and recommend to the Board the Company's Corporate Governance Guidelines, review the Guidelines annually, and recommend changes to the Board as necessary.
9. Review the Company's proxy statement with respect to corporate governance matters.
10. Review annually the Company's charitable and political contributions, and equal opportunity status and plans.
11. Review annually the Company's insurance policies and indemnification provisions for directors and officers.

12. Annually evaluate the performance of the Committee and report the results of the evaluation to the Board, and assess annually the adequacy of the Committee's charter and recommend any changes to the Board.
13. Oversee the evaluation of the Board and its committees.
14. Review annually the performance of individual directors.
15. Review shareholder proposals and recommend to the Board proposed Company responses to such proposals for inclusion in the Company's proxy statement.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company. The Board shall be informed of any such action.

- V. **Outside Advisors.** The Committee shall have the resources and authority to discharge its duties and responsibilities, including retaining independent counsel, search firms used to identify director candidates, independent compensation consultants and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to retain and terminate any such advisor, including sole authority to approve its fees and other retention terms.