

WPX Energy, Inc.
Compensation Committee Charter
(as adopted on December 30, 2011 and amended November 15, 2012, and May 22, 2013)

- I. **Purpose.** The primary purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of WPX Energy, Inc. (the “*Company*”) is to oversee the design and implementation of strategic programs that promote the attraction, retention and appropriate reward of executive officers and are designed to motivate the Company’s executive officers toward the achievement of business objectives and to align the executive officers’ focus with the long-term interest of shareholders. The Committee shall also approve and make recommendations to the Board to assist in fulfilling its responsibility to oversee the establishment and administration of the Company’s compensation programs, including incentive compensation and equity based plans, and related matters for employees subject to Section 16 of the Securities Exchange Act of 1934, as amended (“*Section 16*”).
- II. **Composition.** The Committee shall consist of at least three directors each of whom shall be (1) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (2) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (3) “independent” as defined by the New York Stock Exchange, as determined by the Board. Committee members, including the Chairman of the Committee, are appointed by the Board on an annual basis upon the recommendation of the Nominating and Governance Committee and may be removed 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 of not less than two members of the Committee in its sole discretion.
- IV. **Duties and Responsibilities.** Among its duties and responsibilities, the Committee shall:
- A. Review and approve the executive compensation philosophy, policies and programs that in the Committee’s judgment support the Company’s overall business strategy, and oversee the material risks associated with compensation structure, policies and programs.
 - B. Review and make recommendations to the Board with respect to equity-based plans, and any amendments thereto.
 - C. Review and make recommendations to the Board with respect to cash based incentive-compensation plans for the Executive Leadership Team, and any amendments thereto. The Executive Leadership Team consists of the Chief

Executive Officer and all direct reports of the Chief Executive Officer that are also employees subject to Section 16.

- D. Review and approve the corporate goals and objectives relevant to the Chief Executive Officer's and other Executive Leadership Team members' compensation, evaluate the Chief Executive Officer's and other Executive Leadership Team members' performance in light of those goals and objectives and, based on this evaluation, determine and recommend to the Board the Chief Executive Officer's compensation level, including salary, incentive compensation, equity-based compensation, severance benefits, perquisites and any other remuneration, and determine and approve the other Executive Leadership Team members' compensation level, including salary, incentive compensation, equity-based compensation, severance benefits, perquisites and any other remuneration, and assess whether the total compensation proposed to be paid to the Chief Executive Officer and other Executive Leadership Team members is competitive and linked to Company performance.
- E. Approve all equity-based compensation for any employee subject to Section 16 and monitor aggregate equity compensation share use, dilution and expense.
- F. As detailed under the Company's plans, approve, amend, modify, or terminate, in its settlor (non-fiduciary) capacity, the terms of any benefit plan that does not require shareholder approval.
- G. Approve the salary increase budgets for all non-Executive Leadership Team Vice Presidents.
- H. Review annually and recommend to the Board the appropriate compensation for non-management directors. Review periodically the status of the Company's Board compensation in relation to other comparable U.S. companies to assess whether compensation is competitive to attract and retain the most qualified candidates.
- I. Review annually succession and development plans relating to the position of Chief Executive Officer and other Executive Leadership Team positions.
- J. Issue reports of the Committee as required by the Securities and Exchange Commission ("**SEC**") and other governmental bodies, including the Compensation Committee Report in the proxy statement. Review and discuss the Compensation Discussion and Analysis ("**CD&A**") with management and based on the review and discussions recommend to the Board that the CD&A be included in the Company's annual report and proxy statement.
- K. 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.

- L. Monitor compliance by directors and the Executive Leadership Team with the Company's stock ownership guidelines.

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.

- A. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser.
- B. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee.
- C. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.
- D. Annually, the Committee shall review the independence of the Committee's compensation consultant and other advisors, as appropriate. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:
 - i. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - ii. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - iii. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - iv. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - v. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- vi. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.