



**CORPORATE GOVERNANCE GUIDELINES**  
**As Amended and Restated by the Board of Directors**  
**November 7, 2013**

**Role and Functions of the Board of Directors**

The role of the Board of Directors (the “Board”) of Anadarko Petroleum Corporation (the “Company”) is to oversee and monitor the Company’s management in the interest and for the benefit of the Company’s stockholders. To fulfill its role the Board or a Board committee must perform the following primary functions:

1. Oversee the conduct of the Company’s business to evaluate whether the business is being properly managed;
2. Review and, where appropriate, approve the Company’s significant financial objectives, plans and actions;
3. Review and, where appropriate, approve significant changes in, and determinations of other significant issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company’s financial statements;
4. Identify and assess significant risk exposures relating to the Company and its performance, and review measures to mitigate such risks;
5. Evaluate regularly the performance and approve the compensation of the Chief Executive Officer (“CEO”) and, with the advice of the CEO, review regularly the performance and approve the compensation of principal senior officers; and
6. Plan for succession of the CEO and monitor management’s succession planning for other key officers.

In discharging these obligations, directors are entitled to rely reasonably on the honesty and integrity of their fellow directors and the Company’s executives and its outside advisors and auditors. The directors are entitled to (i) have the Company purchase reasonable directors’ and officers’ liability insurance on their behalf; (ii) the benefits of indemnification to the fullest extent permitted by law under the Company’s Restated Certificate of Incorporation, By-Laws and any indemnification agreements; and (iii) exculpation as provided by state law and the Company’s Restated Certificate of Incorporation.

The Board may discharge its responsibilities either directly or by delegating them to its committees, except that the Board may not delegate any of its responsibilities which, under applicable law or the Company’s Restated Certificate of Incorporation, may not be delegated to a

committee of the Board. The Board shall have the full power and authority to hire, at the expense of the Company, independent financial, accounting, legal or other advisors, as necessary to fulfill their duties, without consulting with or obtaining the approval of any officer of the Company.

The Board should promote policies within the Company that encourage a corporate culture of openness, honesty, fairness and accountability. These policies also should apply to the Board and to relationships among and between the Board, stockholders and employees. The Board should periodically review and amend these policies if needed.

The Board should recognize that the actual management of the business and affairs of the Company should be conducted by the CEO and other senior officers under his or her supervision and that, in performing the management function, the CEO and other senior officers are obliged to act in a manner that is consistent with the oversight functions and powers of the Board and the standards of the Company and to execute any specific plans, instructions or directions of the Board.

### **Director Qualifications, Selection and Limitations**

*Independence:* The Board shall have a substantial majority of directors who meet the independence criteria discussed below under *Director Independence*. Each member of the Board should have the qualifications discussed below under *Individual Qualifications* and the Board as a whole should have the characteristics and qualifications discussed under *Qualifications of the Board as a Whole*.

*Individual Qualifications:* Each member of the Board should have the following qualifications and such other qualities as the Board shall identify from time to time:

1. Personal and professional integrity and high ethical standards;
2. Good business judgment;
3. An excellent reputation in the industry in which the nominee or director is or has been primarily employed;
4. A sophisticated understanding of the business of the Company or similar businesses;
5. Curiosity and a willingness to ask probing questions of management;
6. The ability and willingness to work cooperatively with other members of the Board, the CEO and other senior officers of the Company; and
7. The ability and willingness to support the Company with his or her preparation for, attendance at and participation in Board meetings.

*Qualifications of the Board as a Whole:* The members of the Board should possess, as a group, the knowledge, experience and skills necessary to develop and oversee the implementation of the strategic vision of the Company, and such other qualities as the Board shall identify from time to time. Initially, these qualifications shall include the following core competencies:

1. Experience developing and implementing a strategy and long-term plan for a public company;
2. An understanding of the operations and economics of the Company;
3. Knowledge of the exploration and production industry, including technical knowledge, a familiarity with industry leaders and a knowledge of related service and downstream industries;
4. Financial sophistication, including at least one director who qualifies as an “audit committee financial expert” (as such term is defined by the Securities and Exchange Commission), and sufficient numbers of financially literate directors so that all members of the Audit Committee will be financially literate;
5. An understanding of industry issues relating to safety, environmental protection, information technology, public reporting, oil and gas marketing, executive compensation and competitive and strategic challenges faced by the Company; and
6. A diversity of experience, professional expertise and age.

*Size of Board:* The number of directors that constitutes the Board shall be fixed from time to time pursuant to the requirements of the Company’s Restated Certificate of Incorporation and By-Laws. The Governance and Risk Committee is responsible for periodically reviewing the advisability or need for any changes in the size of the Board.

*Selection Process:* The Governance and Risk Committee shall for director positions not currently filled:

1. Identify the personal characteristics needed in a director nominee so that the Board as a whole will possess the *Qualifications of the Board as a Whole* as identified herein and as needed on the Board at the time of the selection of a director nominee. It is expected that the characteristics needed in a director nominee will depend on the skills of current directors and the current needs of the Company. The characteristics identified in the *Qualifications of the Board as a Whole* should be reviewed and updated, if necessary;
2. Compile, through such means as the Governance and Risk Committee considers appropriate, a list of potential director nominees thought to possess the *Individual Qualifications* as identified herein;

3. If the Governance and Risk Committee determines it is appropriate, engage an outside consultant to assist in the search for director nominees and to conduct background investigations of all nominees regardless of the source by which they were recommended;
4. Review the curriculum vitae of each nominee;
5. Conduct interviews with the nominees meeting the desired set of qualifications;
6. Following the interviews, compile a short list of nominees (which, at the discretion of the Governance and Risk Committee, may consist of a single individual) who may meet with the Chairman of the Board and such other members of the Board and/or management as the Chairman of the Board may determine; and
7. Evaluate the nominee(s) in relationship to the culture of the Company and the Board and its needs.

The Governance and Risk Committee may, in its discretion, maintain a list of possible director nominees that is updated periodically for use in selecting director nominees.

*Stockholder Participation in the Selection of Director Nominees:* Stockholders may nominate individuals for consideration as a director nominee in accordance with the procedures set forth on Attachment I to these Corporate Governance Guidelines. The Governance and Risk Committee is responsible for reviewing nominees proposed by stockholders.

*Annual Review of Independence and Qualifications:* The Governance and Risk Committee shall annually review the composition of the Board, including an assessment of the directors' independence and qualifications.

*Change in Occupation or Association:* An individual director should offer his or her resignation in the event the director's principal occupation or business association changes substantially from the position he or she held when originally elected to the Board. The Board, based upon a recommendation from the Governance and Risk Committee, should consider the continued appropriateness of the director's membership on the Board under the changed circumstances and then the Board should determine whether or not to accept the director's resignation.

*Unsuccessful Incumbent Directors:* An incumbent director who fails to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the By-Laws) and who tenders his or her resignation pursuant to the By-Laws shall remain active and engaged in Board activities while the Governance and Risk Committee and the Board decide whether to accept or reject such resignation, or whether other action should be taken; provided, however, it is expected that such incumbent director shall not participate in any proceedings by the Governance and Risk Committee or the Board regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.

*Mandatory Retirement Age:* A director shall retire from the Board at the end of the calendar year in which he or she reaches 72 years of age, unless (1) the members of the Governance and Risk

Committee unanimously waive such requirement due to special circumstances, and (2) the Governance and Risk Committee's action is ratified and approved by a majority of the disinterested directors on the Board. In any event, a director shall retire from the Board at the end of the calendar year in which he or she reaches 75 years of age, and no waiver shall be permitted.

*Conflicts of Interest:* Prior to any Board discussion or decision related to any matter that potentially affects a director's personal, business or professional interests, that director should (i) disclose the existence of the potential conflict of interest to the Chairman of the Governance and Risk Committee, or to the independent Chairman of the Board or the Lead Director (as defined below), as applicable, if the Chairman of the Governance and Risk Committee has the potential conflict, and (ii) recuse himself or herself from any discussion or vote related to the matter if the Chairman of the Governance and Risk Committee, the independent Chairman of the Board or the Lead Director, as applicable, (in consultation with legal counsel) determines a conflict exists or the perception of a conflict is likely to be significant. A director will tender his or her resignation in the event there is a substantial conflict of interest between the director and the Company or the Board and such conflict cannot be resolved to the satisfaction of the Board.

*Limit on Number of Board Memberships:* The Company encourages membership on other boards, but, subject to review by the Chairman of the Board and the Chairman of the Governance and Risk Committee, the recommended maximum number of other public company boards should be no greater than three. Further, with respect to the CEO, the maximum number of other public company boards shall be no greater than two<sup>1</sup>, and then only in the event that the Lead Director (absent an independent Chairman of the Board) determines that the CEO should have sufficient time to satisfy his or her responsibilities to the Company. A director will advise the Chairman of the Board and the Chairman of the Governance and Risk Committee in advance of accepting an invitation to serve on another public company board to allow an assessment to be made of, among other things, the potential impact of such service on the director's time and availability, potential conflict of interest issues and the director's status as an independent director.

*No Term Limits:* The Board does not believe it should establish term limits except as a result of reaching the Company's mandatory retirement age. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

## **Director Independence**

A substantial majority of the Board shall be "independent," as defined below. The Board must affirmatively determine annually whether or not each director is independent and disclose the basis for that determination in the Company's proxy statement for its annual meeting of stockholders ("annual proxy statement").

The term "independent" shall include independence factors required by the listing standards of the New York Stock Exchange (the "NYSE") and federal and state statutes and regulations

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<sup>1</sup> Excluding subsidiaries of the Company.

applicable to the Company, and shall otherwise reflect the Board's business judgment. A director is deemed to be independent if the Board affirmatively determines that he or she does not have a direct or indirect material relationship with the Company or any of its affiliates or with any senior management member of the Company or any of its affiliates. In determining the materiality of a relationship and the director's independence, the Board shall be guided by the applicable guidelines established by the NYSE, as such guidelines may be amended from time to time.

## **Board Meetings**

*General:* The Board expects to have four regularly scheduled meetings each year. Upon adequate notice, unscheduled meetings may be called throughout the year as the need arises. The Chairman of the Board shall consult with other Board members in determining the times and duration of the Board meetings.

*Meeting Attendance:* Directors are expected to attend regularly scheduled Board and committee meetings on which they serve and the annual meeting of stockholders. Directors also are expected to convene and devote an adequate amount of time and effort to discharge properly their responsibilities.

*Board Materials:* Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should be distributed to the directors before a meeting if possible. Directors are expected to review these materials in advance of the meeting. A director may request that the CEO or appropriate member of senior management present to the Board specific information as it relates to the Company and its operations.

*Board Meeting Agenda:* The Chairman of the Board, in consultation with the Lead Director and with input from the CEO (as appropriate), shall establish the agenda for each Board meeting. Each director shall be furnished with a copy of the agenda in advance of the Board meeting if possible, and if advance distribution is not possible, then the agenda shall be distributed at the Board meeting. Each director may suggest the inclusion of agenda items. Each director can bring up, at any Board meeting, subjects that are not on the agenda for that meeting.

*Non-Management Executive Session of Directors:* The non-management directors shall meet in executive session after each regularly scheduled Board meeting or more frequently, if necessary. In the event that the non-management directors include directors who are not independent under the listing standards of the NYSE, then at least once a year, an executive session including only independent directors shall be held. In the event the Chairman of the Board is not an independent director, the Lead Director shall preside at these non-management executive sessions.

## **Board Committees**

*Committees:* The Board shall have an Audit Committee, a Compensation and Benefits Committee and a Governance and Risk Committee and all members of these Committees shall satisfy the independence and experience requirements detailed in their respective committee charters. The Board may, from time to time, establish or maintain additional committees of the Board, including an Executive Committee. If an Executive Committee is established, it will have the powers and authority as specified in the Company's By-Laws, and such other powers and authority as may be delegated by the Board from time to time. Committee members shall be appointed by the Board upon recommendation (after consultation with the committee chairman) of the Governance and Risk Committee. In making any committee appointments, consideration should be given to the desires of individual directors and periodic rotation of a committee member; however, such rotation is within the Board's discretion.

Each Board committee shall have the full power and authority to hire, at the expense of the Company, independent, financial, accounting, legal or other advisors as it may deem necessary and in accordance with the requirements of the committee's charter, without consulting with or obtaining the approval of any officer of the Company or the Board.

The Audit Committee, Compensation and Benefits Committee and Governance and Risk Committee each shall have a written charter that sets forth the committee's structure, membership qualifications, purposes and responsibilities. The charters also shall provide that each committee annually evaluates its performance. Each Committee shall, on an annual basis, review and reassess the adequacy of its charter and recommend any proposed changes to the Board for approval.

*Committee Meetings:* Each committee chairman, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Each committee chairman, in consultation with the appropriate members of the committee and management, shall develop the committee's agenda. Each committee shall report to the Board its activities, findings and recommendations at the next regularly scheduled Board meeting following the committee meeting, and as requested by the Board.

Any director may attend any committee meetings, whether or not he or she is a member of that committee, provided that he or she has obtained pre-approval to attend from the committee chairman or a majority of the committee members.

## **Chairman of the Board**

The Board will appoint on an annual basis the Chairman of the Board who can be an employee of the Company. The Board has no formal policy with respect to the separation of the positions of Chairman of the Board and CEO. The Board believes that this issue is part of the succession planning process and that it is in the best interest of the Company for the Board to make a determination regarding this issue each time it elects a new CEO. The Board also feels that the

appointment of a Lead Director gains many of the benefits that stakeholders claim for the separation of the Chairman of the Board from the CEO position.

The Chairman of the Board will chair all regular sessions of the Board and in consultation with the Lead Director (if applicable) and with input from the CEO (as appropriate) set the agenda for Board meetings, subject to the right of each Board member to suggest the inclusion of item(s) on any agenda.

### **Lead Director**

In the event the Chairman of the Board is not an independent director, a Lead Director shall be elected exclusively by the independent directors at least annually. The Lead Director shall be an independent director and will assist the Chairman of the Board and the remainder of the Board in assuring effective corporate governance in managing the affairs of the Board and the Company. The Lead Director shall serve as liaison between the Chairman of the Board and the independent directors and shall work with the Chairman of the Board to approve all meeting agendas, and preside at (i) executive sessions of the non-management directors, which are held in conjunction with each regularly scheduled quarterly meeting of the Board, (ii) executive sessions of the independent directors, which are held at least once a year, and (iii) at any other meetings as determined by the Lead Director. The Lead Director shall also approve information sent to the Board and approve meeting schedules to assure there is sufficient time for discussion of all agenda items. The Lead Director shall also serve as a member of the Executive Committee, if established, and shall have the ability to call special meetings of the Board, and be required, if requested by major stockholders, to be available for consultation and direct communication. The Lead Director shall have such additional responsibilities as determined by the Board.

### **The Board's Role in Risk Oversight**

The Board's role in the identification, assessment, oversight and management of potential risks that could affect the Company's ability to achieve its strategic, operational and financial objectives consists of (i) reviewing and discussing the Company's risk framework and risk management policies, (ii) facilitating appropriate coordination among the Board's committees with respect to oversight of risk management by delegating oversight of the Company's enterprise risk management program to the Governance and Risk Committee, the risk assessment framework and risk management policies to the Audit Committee and compensation risk to the Compensation and Benefits Committee, and (iii) periodically meeting with members of management, including the Company's internal standing Risk Council, to identify, review and assess the major risk exposures and steps taken to monitor, mitigate and report such exposures.

*Board Committees:* The Governance and Risk Committee is responsible for oversight of the Company's significant risk exposures and shall periodically review and discuss with members of management those risk exposures and the steps being taken to identify, monitor and mitigate such exposures.

With the assistance of the Compensation and Benefits Committee's independent executive compensation consultant, the Compensation and Benefits Committee is responsible for the

annual internal risk assessment of the Company's compensation programs. The Compensation and Benefits Committee shall annually review the Company's internal process for assessing the risk associated with the compensation programs and the outcomes of such assessment to ensure that the programs (i) do not motivate the Company's executive and non-executive employees to take excessive risks, (ii) are aligned with the Company's stockholders' best interests and (iii) are not reasonably likely to have a material adverse affect on the Company.

The Audit Committee is responsible for oversight of the Company's risk assessment framework and risk management policies, including significant financial risk exposures, and shall periodically review and discuss such framework and policies with members of management.

*Internal Risk Committees:* In order to facilitate oversight of potential risk exposures to the Company that have not been specifically delegated to any Board committee, the Board shall periodically meet with members of the Company's internal standing committees (which is comprised of a Risk Council and its subcommittees described below) to identify, review and assess the Company's risk-management process and to discuss significant exposures to risk. Members of management comprise the Company's Risk Council and provide periodic reports to the CEO, the Governance and Risk Committee and the full Board regarding the Company's risk profile and risk management strategies. The Risk Council has two subcommittees, an operational risk subcommittee (named the Enterprise Risk Management Committee) and a financial risk subcommittee (named the Financial Risk Management Committee), that meet regularly and report to the Risk Council. In addition, the Company's internal audit function provides additional perspective and insight regarding potential risks facing the Company.

### **Director Access to Officers, Employees and Independent Advisors**

Directors are encouraged to keep themselves informed with regard to the Company and its operations. Directors shall have full and free access to Company officers and employees. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO, the Corporate Secretary or directly by the director. Directors shall use their judgment to ensure that any such contact is not disruptive to the Company's business operations and shall, to the extent that it is appropriate, copy the CEO on any written or electronic communications between a director and a Company officer or employee. The Board shall approve any director's request to have senior Company officers and other personnel regularly attend the Board meetings.

Directors will also have access to the Company's independent advisors following consultation with the CEO to the extent it is appropriate.

### **Director Compensation**

All non-management directors shall receive directors' fees as their only compensation for Board and/or Board committee service. Directors' fees shall be in the form of cash, Company stock, including options and restricted stock, or combination thereof, as well as any additional benefits regularly given to all non-management directors. The exact amount and form of director compensation shall be determined and reviewed periodically by the Compensation and Benefits Committee in accordance with the policies and principles set forth in its charter.

## **Stock Ownership Guidelines for Non-Management Directors and Executive Officers**

Each non-management director is required to own Company stock in an amount equal to seven times the annual Board cash retainer for non-management directors.

Officers are required to own Company stock at the following minimum levels:

- six times base salary for the CEO;
- three times base salary for Executive Vice Presidents;
- two and one-half times base salary for Senior Vice Presidents; and
- two times base salary for Vice Presidents.

The Compensation and Benefits Committee shall review non-management director and officer ownership levels annually. Shares held directly by the non-management director or officer (including shares beneficially owned in a trust, by a limited liability company or partnership, and by a spouse and/or minor children, unless the non-management director or officer expressly disclaims beneficial ownership of such shares), shares held indirectly through the Anadarko Employee Savings Plan, deferred share balances resulting from an investment in the Company Stock Fund as defined in the Anadarko Petroleum Corporation Deferred Compensation Plan provided such balance is payable in shares, unvested restricted stock or restricted stock unit awards, and annual deferred share awards shall be included in determining an individual's share ownership. For officers of the Company who are also officers of Western Gas Partners, LP (WES) and/or Western Gas Equity Partners, LP (WGP), any WES and or WGP equity owned by such officer will also be included in the calculation to determine share ownership. Outstanding performance units and unexercised stock options are not included in such determination.

Non-management directors have three years from the date of their initial election to the Board to comply with these guidelines. New officers have three years from the date of hire or appointment in which to comply. Officers who are promoted to a position subject to a higher ownership multiple will have three years from the date of such promotion to achieve the higher target level.

If an individual has not satisfied the share ownership requirements during the applicable timeframe, he or she must retain all shares acquired on the vesting of equity awards or the exercise of stock options (in all cases net of exercise costs and taxes) until compliance is achieved.

### **Director Orientation and Continuing Education**

The Governance and Risk Committee is responsible for developing and evaluating a general education and orientation program for directors, and for making appropriate recommendations to the Board for consideration from time to time.

At a minimum, all new non-management directors shall receive an orientation package. The package will include a copy of the Company's Restated Certificate of Incorporation and By-Laws, the Code of Business Conduct and Ethics, these Corporate Governance Guidelines, the

most recent Annual Report on Form 10-K and annual proxy statement and any other pertinent information. Each new director will attend a meeting with the CEO and Chief Financial Officer to be briefed on the Company's strategic plans, its significant financial, accounting and risk management issues and current significant exploration and development projects.

All directors are encouraged to seek and participate in continuing director education programs in subjects relevant to their individual backgrounds and their duties as a director, including the study of corporate governance best practices or ethics and their specific committee assignments. This education may be as a result of a program planned by the Company or by the director attending a pre-approved seminar, with all expenses paid by the Company.

### **CEO Evaluation and Management Succession**

The Compensation and Benefits Committee shall conduct an annual review of the CEO's performance and compensation, as set forth in its charter. In executive session, the non-management directors shall review the Compensation and Benefits Committee's report in order to ensure that the CEO is providing the best long and short-term leadership for the Company.

The Governance and Risk Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The entire Board shall work with the Governance and Risk Committee to nominate and evaluate potential successors to the CEO. The CEO shall provide the Board or the Governance and Risk Committee with his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

### **Annual Performance Evaluations**

The Governance and Risk Committee shall have responsibility for conducting and overseeing the annual performance evaluations for the Board and its committees, and reporting the results to the Board at the next regularly scheduled Board meeting following the evaluation. In addition, the Compensation and Benefits Committee shall have responsibility for conducting and overseeing the annual performance evaluation process of other Company senior officers and reporting the results to the Board following the end of each fiscal year. The evaluations will be based on such objective and subjective criteria as the Board deems appropriate.

### **Code of Business Conduct and Ethics**

The Board shall adopt and maintain the Code of Business Conduct and Ethics (the "Code") for the directors, officers and employees of the Company in compliance with the listing standards of the NYSE. The purpose of the Code shall be to focus the directors, officers and employees on areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each director shall act at all times in accordance with the requirements of the Code.

Waivers of the Code for any officer or director may only be made by the Board or by a Board committee composed of independent directors. Any waiver for an officer or director must be

posted on the Company website and communicated to stockholders in accordance with applicable rules and requirements.

### **Other Governance Policies**

The Governance and Risk Committee will annually review and reassess the adequacy of these Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Governance and Risk Committee will also periodically review the status of the Company's compliance structure and programs. In addition, the Governance and Risk Committee will review and recommend to the Board proposed changes to the Company's Restated Certificate of Incorporation, as amended, and By-Laws.

### **Board Interaction with External Constituencies**

The Board believes that the management speaks for the Company. As such, individual directors will not meet or otherwise directly communicate with stockholders, research analysts, vendors, the press or other external constituencies on behalf of the Company unless the communication is (i) requested by the Chairman of the Board, the CEO or the full Board or (ii) required to discharge his or her duties as set forth in committee charters or these Corporate Governance Guidelines.

### **Communication with the Board and Reports of Accounting and Other Concerns**

Any stockholder or interested party, who wishes to communicate with the Board, the Lead Director, the non-management or independent directors or any specific director, may contact the Chairman of the Governance and Risk Committee at *governanceriskchair@anadarko.com* or at the following address:

Anadarko Petroleum Corporation  
Attn: Corporate Secretary  
1201 Lake Robbins Drive  
The Woodlands, Texas 77380-1046

Any reports of concerns regarding accounting, internal auditing controls or other audit matters shall be reported at the address given above. If confidentiality is requested, the communication shall be kept confidential and forwarded to the Chairman of the Audit Committee.

Depending on the subject matter, the Chairman of the Governance and Risk Committee, with the assistance of the Corporate Secretary, will:

- Forward the communication to the director or directors to whom it is addressed;
- Refer the inquiry to the General Counsel for referral to the appropriate corporate department if it is a matter that does not appear to require direct attention by the Board or an individual director; or

- Not forward the communication if it is primarily commercial in nature or if it relates to an improper or irrelevant topic.

The Board will be given a quarterly summary of all communications received since the last report and any communications will be made available to any director upon request.

## ATTACHMENT I

### **Stockholder Participation in the Selection of Director Nominees**

**(NOTE: The following is a summary of the actions necessary for stockholders to nominate individuals for consideration as a director nominee. See the Company's By-Laws for a complete set of requirements concerning stockholder nominees.)**

Stockholders may nominate individuals for consideration as a director nominee by submitting the nomination in writing to the attention of the Corporate Secretary of Anadarko Petroleum Corporation (the "Company") by certified or registered mail. The notice to the Corporate Secretary must include the following:

- the name and address of the stockholder and beneficial owner, if any, as they appear on the Company's books;
- the class or series and number of shares of the Company which are, directly or indirectly owned (including through a partnership) beneficially and of record by the stockholder and such beneficial owner and any derivative instrument directly or indirectly owned beneficially by such stockholder;
- any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder has a right to vote any shares of any security of the Company;
- any economic interest in any security of the Company and any rights to dividends on the shares of the Company owned beneficially by such stockholder that are separated or separable from the underlying shares of the Company;
- any performance-related fees (other than an asset-based fee) that such stockholder (including such stockholder's immediate family) is entitled to based on any increase or decrease in the value of shares of the Company or derivative instruments, if any, as of the date of such notice;
- a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee and/or otherwise to solicit proxies from stockholders in support of such nomination;
- all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected);

- a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such stockholder and beneficial owner, if any, and their respective affiliates and associates and each proposed nominee, and his or her respective affiliates and associates;
- with respect to each nominee for election or reelection to the Board of Directors a completed and signed questionnaire, representation and agreement that the nominee is not and will not become a party to:
  - any agreement, arrangement or understanding as to how such person, if elected as a director of the Company, will act or vote on any issue or question that has not been disclosed to the Company;
  - any voting commitment that could limit or interfere with such person’s ability to comply, if elected as a director of the Company, with such person’s fiduciary duties under applicable law;
  - any agreement, arrangement or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed.
- In addition, the nominee must be in compliance, if elected as a director of the Company, and agree to continue to comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company.
- Any such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable stockholder’s understanding of the independence, or lack thereof, of such nominee.

Generally, nominations must be received no earlier than the close of business on the 120th day prior to, and no later than the close of business on the 90th day prior to, the first anniversary of the Company’s last annual meeting of stockholders, or, if the nomination is with respect to a special meeting of stockholders, not earlier than the close of business on the 120th day prior to, and no later than the close of business on the 90th day prior to, the special meeting.

For more information regarding the requirements for stockholder participation in the selection of director nominees, please refer to that provision in the Company’s By-Laws, which are posted on the Company’s website.