



CORPORATE GOVERNANCE GUIDELINES
As Amended and Restated by the Board of Directors
May 18, 2010

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 major financial objectives, plans and actions;
3. Review and, where appropriate, approve major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company’s financial statements;
4. Assess major risk factors relating to the Company and its performance, and review measures to address and 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, evaluate regularly the performance of principal senior executives; and
6. Plan for succession of the CEO and monitor management’s succession planning for other key executives.

In discharging these obligations, directors should be 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 shall be 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 and 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 necessary to fulfill their duties, without consulting 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 managers under his or her supervision and that, in performing the management function, the CEO and other senior managers 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 management 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 Board of Directors of the Company 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 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 Board shall determine the appropriate size of the Board within the requirements of the Company's Restated Certificate of Incorporation and By-Laws.

Selection Process: The Nominating and Corporate Governance Committee shall for 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 Nominating and Corporate Governance Committee considers appropriate, a list of potential director nominees thought to possess the *Individual Qualifications* as identified herein;
3. If the Nominating and Corporate Governance 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance 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.

Annual Review of Independence and Qualifications: The Nominating and Corporate Governance Committee shall annually review the Board's performance, including an assessment of the directors' independence and qualifications.

Resignation from the Board: 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 Nominating and Corporate Governance 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. Also, a director should tender a 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.

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 Nominating and Corporate Governance 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 Nominating and Corporate Governance 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.

Retirement from the Board: 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 Nominating and

Corporate Governance Committee unanimously waive such requirement due to special circumstances, and (2) the Nominating and Corporate Governance 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.

Recusal when Conflict 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 Nominating and Corporate Governance Committee, or to the Lead Director if the Chairman of the Nominating and Corporate Governance Committee has the potential conflict, and (ii) if the Chairman of the Nominating and Corporate Governance Committee (in consultation with legal counsel) determines a conflict exists or the perception of a conflict is likely to be significant, recuse himself or herself from any discussion or vote related to the matter.

Limit on Number of Board Memberships: We encourage membership on other Boards, but, subject to review by the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee, the recommended maximum number of service to other Boards of public companies should be no greater than three. A director should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

Term Limits: The Board does not believe it should establish term limits. 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 and all members of the Audit, the Compensation and Benefits, and the Nominating and Corporate Governance Committees shall be independent. The Board must affirmatively determine annually whether or not each director is independent and disclose the basis for that determination in the Company's annual proxy statement.

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

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, 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. The non-management directors shall elect a "Lead Director" to preside at these non-management executive sessions.

Board Committees

The Board shall have an Audit Committee, a Compensation and Benefits Committee and a Nominating and Corporate Governance Committee. All members of these Committees shall be independent directors as determined by the Board in accordance with the applicable requirements of the NYSE, the U.S. Securities and Exchange Commission, Section 162(m) of the Internal Revenue Code of 1986, as amended and any other applicable regulatory requirements. Committee members shall be appointed by the Board upon recommendation (after consultation with the Chairman committee) of the Nominating and Corporate Governance Committee. In making any committee appointments, consideration should be given to the periodic rotation of a committee member; however, such rotation is within the Board's discretion.

The Audit Committee, Compensation and Benefits Committee and Nominating and Corporate Governance 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 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 after each regular committee meeting.

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.

Each committee shall have the full power and authority to hire independent legal, financial or other advisors as it may deem necessary, without consulting with or obtaining the pre-approval of any Company officer or 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 chair or a majority of the committee.

Chairman of the Board

The Board will appoint the Chairman of the Board who can be an employee of the Company. The Chairman will chair all regular sessions of the Board 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.

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 annually 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

Each non-management director is required to own Company stock in an amount equal to seven (7) times the annual Board cash retainer for non-management directors. Directors have three years from the date of their initial election to the Board to comply with these guidelines.

Stock Ownership Guidelines for Executive Officers

Our executive officers are required to own Company stock at the following minimum levels:

- five times base salary for the Chief Executive Officer;
- three times base salary for the Chief Operating Officer;
- 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 officer ownership levels annually. Shares held directly by the executive, shares held indirectly through the Anadarko Employee Savings Plan, unvested restricted stock or restricted stock unit awards, and the target number of any outstanding performance share units or performance units that are payable in shares shall be included in determining an executive's share ownership. Outstanding unexercised stock options are not included in such determination.

Director Orientation and Continuing Education

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, the Corporate Governance Guidelines, the most recent 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, 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. The executive session of 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the CEO. The CEO shall provide the Committee with his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Annual Self-Evaluations

The Nominating and Corporate Governance Committee shall have responsibility for conducting and overseeing the annual self-evaluations for the Board 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 NYSE requirements. The Code shall be posted on the Company’s website. 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.

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 Nominating and Corporate Governance Committee at *nominating_governance@apcdirector.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 Nominating and Corporate Governance 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.

Recommendations of individuals for consideration as a nominee for director should be submitted in writing to the attention of the Corporate Secretary of the Company by certified or registered mail at the address given above. The recommendation should contain the information specified under *Stockholder Participation in the Selection of Director Nominees*.

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

(Please note that this is a summary of the actions necessary. 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.

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 our last Annual Meeting, or, if the nomination is with respect to a special meeting, 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, such 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 on the Company’s website.