



Greenhouse Gas and Air Quality Committee Charter

April 26, 2004 (revised July 22, 2014)

Committee's Purpose

The Greenhouse Gas and Air Quality Committee (the "Committee") shall assist Anadarko Petroleum Corporation's ("the Company's") management of: (1) monitoring the science of climate change and air quality, (2) addressing stakeholder inquiries regarding the Company's position on climate change and air quality matters, (3) monitoring the Company's measures to reduce air emissions (herein, air emissions includes greenhouse gas emissions), (4) mitigating risk around developing and existing air quality regulations, and (5) overseeing development of air emission reductions from activities, including implementation of best-management practices and new technology. The Committee will report annually to the Board of Director's Governance and Risk Committee as part of that committee's annual review of governance matters so that the Board can assess how the Company is evaluating and responding to climate change and air quality issues.

Committee Membership

The Committee shall consist of officers and employees representing various disciplines. Sufficient membership representation by environmental, legal, operations, marketing, financial, corporate planning and communications staff are required to meet the Committee Goals.

Meetings

The Committee shall meet, in full or in part, on a quarterly basis or more frequently, as necessary, to carry out its goals and responsibilities. Any Committee member may request a meeting of the Committee to achieve a specific goal. Any Committee members not present shall be advised via email of the results of the meeting. The Committee shall meet periodically with management to obtain guidance on path-forward activities regarding climate change and air quality initiatives.

Committee Goals

1. The Committee shall recommend to management Company operational, risk evaluation and advocacy actions regarding climate change and air emissions.
2. The Committee shall oversee the development and implementation of an Air Emission Management Plan to address air emissions.
3. The Committee shall oversee the development and implementation of protocols to identify air emission reductions and calculate baseline corporate-wide operated facility emissions; annually thereafter.

4. The Committee shall assess issues related to air emission reductions and make recommendations for management's approval in an effort to maximize the commercial value of air emissions reductions and minimize the financial exposure from corporate-wide air emissions reduction balances.
5. The Committee will review and assess the adequacy of this Charter annually and recommend changes, if any, to management for approval.