

**HESS CORPORATION**  
**(the “Company”)**

**Environmental, Health and Safety Committee Charter**

**A. Organization**

1. The Environmental, Health and Safety (“EHS”) Committee (“Committee”) of the Board of Directors (the “Board”) shall be appointed by and serve at the pleasure of the Board, based on nominations recommended by the Company’s Corporate Governance and Nominating Committee, which shall consider relevant expertise and other attributes when considering the appropriate composition of the Committee, for such term or terms as the Board may determine. The Committee shall be composed of not less than three members. Each member shall (i) be a member of the Board and (ii) be independent and qualified under standards established by applicable law, stock exchange listing standards and the Company’s Corporate Governance Guidelines.
2. The Board shall designate one member of the Committee as its chairperson.

**B. Purpose of the Committee**

The purpose of the Committee is to assist the Board with respect to its oversight activities concerning (i) identifying, evaluating and monitoring sustainability and EHS risks and opportunities, including relevant climate change-related items, that could reasonably be expected to affect the Company’s business activities, performance and reputation, and (ii) developing recommendations to the Board for the formulation and adoption of policies, programs and practices to address such issues, risks and opportunities, including approaches for monitoring sustainable performance over appropriate timeframes.

**C. Meetings of the Committee**

The Committee will meet at least twice each year, with authority to convene additional meetings as circumstances require. All Committee members are expected to attend each meeting, in person or by teleconference. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes of each meeting will be prepared. A majority of the total number of Committee members then in office shall constitute a quorum for the transaction of business at any meeting. All matters shall be decided by the affirmative vote of a majority of members present in person or via teleconference at a meeting duly called and held.

**D. Duties and Powers of the Committee**

To carry out its purpose, the Committee shall have the following duties and powers. The Committee shall:

1. Periodically review and make recommendations to the Board on, and monitor the Company’s compliance with, the Company’s policies, programs and practices concerning sustainability and EHS risks and opportunities, including climate change-related issues, trends and developments.

2. Identify, evaluate and monitor, and report to the Board on, sustainability, EHS and climate change-related issues, trends, risks and opportunities, domestic and international, over appropriate timeframes which affect or could reasonably be expected to affect the Company's business activities, performance and reputation, along with management's response to such matters.
3. Periodically review sustainability, EHS and climate change-related legislative, regulatory and public policy issues and trends affecting the Company's businesses and operations.
4. Annually review the Company's Annual Corporate Sustainability Report.
5. Support the Board in its periodic review and discussion with management of sustainability, EHS and climate change-related targets, goals and/or commitments that the Company may make and the Company's progress with respect to such matters.
6. Together with management:
  - a. monitor compliance with the Company's system of internal controls over sustainability, EHS regulatory requirements, industry standards, and internal policies, programs and practices;
  - b. monitor the effectiveness of systems necessary to ensure compliance with applicable legislation, regulatory requirements, industry standards, and internal policies, programs and practices related to sustainability, EHS and climate change-related matters;
  - c. review the findings of regulatory agencies in respect of EHS matters, as well as management's responses thereto;
  - d. review mitigation and remedial actions in response to material sustainability, EHS and climate change-related risks, opportunities and exposures; and
  - e. review emergency response planning procedures for EHS areas.
7. Carry out such other duties that may be delegated to it by the Board from time to time.
8. Annually reassess and report to the Board on the adequacy of this charter (with the Board having the authority to amend and alter this charter as it sees fit).

#### **E. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including authority to form sub-committees of its members in discharging its responsibilities and engage and terminate outside legal counsel or other consultants and advisors to assist in discharging its responsibilities hereunder. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, as well the Company's outside counsel, consultants or any other person, meet with any members of the Committee.

## **F. Reports to Board of Directors**

1. The Committee shall report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate. Such report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
2. The Committee shall also produce and provide to the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter. The performance evaluation should also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.