

**PIONEER NATURAL RESOURCES COMPANY
HEALTH, SAFETY AND ENVIRONMENT COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I Introduction

The goal of Pioneer Natural Resources Company (the “Company”) is to conduct its operations in a manner that protects the health and safety of employees, others involved in its operations and the public, and to make environmental issues and concerns a key part of its business decisions and actions.

II Purpose

The Company’s Board of Directors (the “Board”) has established the Health, Safety and Environment Committee (the “Committee”) of the Board. The purpose of the Committee is to assist the Board with its responsibilities relating to oversight for Pioneer’s health, safety and environmental practices and to monitor management’s efforts in creating a culture of safety and environmental protection.

The Committee will primarily fulfill this responsibility by carrying out the activities enumerated in Section V of this Charter, and will perform such other functions as the Board may assign from time to time.

III Composition

The Committee shall be composed of three or more persons, all of whom are members of the Board. Each member of the Committee shall be “independent” as defined from time to time by the listing standards of the New York Stock Exchange (the “NYSE”), applicable regulations of the Securities and Exchange Commission (the “SEC”) and any other applicable independence requirements. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time the action is taken.

Unless the Board designates a chairperson of the Committee, the members of the Committee may designate a chairperson and change that designation by an affirmative vote of the majority of the full Committee membership. The chairperson shall be responsible for leadership of the Committee, including presiding over the meetings of the Committee and reporting to the Board. The Board may remove or replace the chairperson or any other member of the Committee at any time.

IV Meetings and Procedures

The Committee shall conduct a minimum of two meetings per year, or such higher or lower number of meetings, including in executive session, as the Committee may determine is appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent consultants or advisors, or such other persons as the Committee or its chairperson may determine. Those in attendance who are not members of the Committee may observe, and may participate in any discussion if invited to do so by the Committee, but in any event are not entitled to vote at the meeting. The Committee may also exclude from its meetings any person it deems appropriate, other than members of the Committee.

The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.

The Committee shall make regular reports to the Board about its activities and decisions, which may be made through the chairperson.

Except as expressly provided in this Charter, the Certificate of Incorporation, the Bylaws of the Company, or the Corporate Governance Guidelines of the Company, as each may be amended from time to time, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

V Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. The Committee may require any officer or employee of the Company or any of its subsidiaries or the Company's outside legal counsel and any outside consultants or advisors to the Company to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

The Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors and to approve the fees and expenses of such outside advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation and reimbursement of expenses to any legal counsel, outside consultants or other advisors employed by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.

The Committee's principal responsibility is one of oversight. The Company's management is responsible for ensuring that the Company complies with laws, regulations and Company policies and procedures relating to health, safety and environmental protection.

Without limiting the generality of the foregoing statements, the Committee shall have authority, including budgetary and fiscal authority, and is entrusted with the responsibility, to perform the following actions:

1. Provide oversight for the Company's health, safety and environmental practices, including processes to ensure compliance with applicable legal and regulatory requirements.

2. Monitor management's efforts in creating a culture of continuous improvement in the Company's safety and environmental protection practices.
3. Review and approve the Company's health, safety and environmental performance, including against its health, safety and environmental goals.
4. Review the management of current and emerging health, safety and environmental issues, including trends in legislation and proposed regulations affecting the Company.
5. Report periodically, but no less than once a year, to the Board on health, safety and environmental matters affecting the Company.
6. Receive reports from management regarding, and provide oversight for, the health, safety and environmental aspects of the Company's sustainable development program.
7. In addition to the above responsibilities, undertake such other duties as the Board delegates to it.

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Although the Committee members have the duties and responsibilities set forth in this Charter, nothing in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under federal or state law. In addition, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.

As adopted by the Board of Directors on November 16, 2017