

**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 comprised of three or more directors, 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”) and by applicable regulations of the Securities and Exchange Commission (the “SEC”) and shall meet any other applicable independence requirements. Unless the Board designates a chairperson of the Committee, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

**IV Meetings and Procedures**

The Committee customarily conducts two meetings per year, or such higher or lower number of meetings, including in executive session, as the Committee may determine is appropriate (but no less than one annually).

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.

## **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, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

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 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.

*As adopted by the Board of Directors on August 20, 2014*