



**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**  
Helmerich & Payne, Inc.

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Helmerich & Payne, Inc. (the "Company") shall be to identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to recommend to the Board the selection of director nominees for each annual meeting of the stockholders or for any vacancies on the Board; to advise the Board with respect to Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and to exercise oversight of management succession.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors who qualify as independent directors under the listing standards of the New York Stock Exchange (the "NYSE"), applicable law, and the Company's independence guidelines.

The members of the Committee shall be appointed and removed by the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet at least one time annually or more frequently to discharge the Committee's duties under this Charter. The Board shall designate one member of the Committee as its Chair. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting. The Chair of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. A majority of the members present, at any meeting at which a quorum is present, may act on behalf of the Committee. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, or by electronic transmission.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.



Following each of its meetings, the Chair of the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

#### **IV. DUTIES OF THE COMMITTEE**

##### **A. Board Candidates and Nominees**

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

(a) To identify and recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-laws and the Corporate Governance Guidelines of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors. Such criteria shall include, in addition to the attributes specified in the Corporate Governance Guidelines, the possession of such knowledge, experience, skills, and expertise so as to enhance the Board's ability to manage and direct the affairs and business of the Company.

(b) To review the suitability for continued service as a director of each Board member when his or her term expires or when he or she has a significant change in status, and to recommend whether or not the director should be re-nominated.

(c) To make recommendations to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified in the Company's By-laws and Corporate Governance Guidelines.

##### **B. Board Composition and Procedures**

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, and expertise required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(c) To make recommendations on the frequency and structure of Board meetings.

(d) To make recommendations concerning any other aspect of the procedures of the Board, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.



### **C. Board Committees**

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually committee assignments and whether it is appropriate to rotate committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

### **D. Corporate Governance**

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(a) To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:

(i) Director qualification standards. The qualification standards established by the Committee must reflect at a minimum the independence requirements of the NYSE and applicable law. The Committee shall also develop policies regarding director tenure, retirement, removal and succession, and shall consider whether it is in the best interest of the Company to limit the number of corporate boards on which a director may serve.

(ii) Director responsibilities.

(iii) Director access to management and, as necessary and appropriate, independent advisors.

(iv) Director orientation and continuing education.

(v) Management succession.

(vi) Annual performance evaluation of the Board.



(b) To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company, and to recommend any desirable changes to the Board.

(c) To review periodically (i) the Company's Code of Business Conduct and Ethics, as well as management's periodic evaluation of the effectiveness of the same, and (ii) the Code of Ethics for the Principal Executive Officer and Senior Financial Officers, and to recommend any desirable changes to the Board.

(d) To consider any other corporate governance issues, as well as business conduct or ethical issues, that may arise from time to time, and to develop appropriate recommendations for the Board.

#### **E. Evaluation of the Board**

The Committee shall be responsible for annually overseeing the evaluation of the Board as a whole.

#### **F. Management Succession**

The Committee shall assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development and implementation of executive succession plans.

### **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Chair of the Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

### **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.