

**HELMERICH & PAYNE, INC.**  
**CHARTER OF THE**  
**HUMAN RESOURCES COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Human Resources Committee (the "Committee") of the Board of Directors (the "Board") of Helmerich & Payne, Inc. (the "Company") shall be (i) to review and approve corporate goals and objectives relevant to the Company's executive officer compensation, to evaluate the performance of the Company's executive officers in light of such goals and objectives and, except as provided otherwise herein, to determine the compensation of the Company's executive officers, (ii) to evaluate periodically the compensation levels of non-employee Board members, (iii) to review and make recommendations to the Board regarding the Company's compensation plans, (iv) to produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations, (v) to conduct an annual self-evaluation and to conduct or authorize investigation or studies within the Committee's scope of responsibilities, and (vi) to perform such other duties and responsibilities as may be assigned to the Committee by the Board.

**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 and applicable law.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board. Members of the Committee may be removed by majority vote of 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 Chairperson. The Chairperson 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.

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 Chairperson 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. Compensation**

The Committee shall have the following duties and responsibilities with respect to the compensation of the Company's executive officers and non-employee members of the Board:

- (1) To annually review and approve corporate goals and objectives with respect to the compensation of the Company's Chief Executive Officer ("CEO") and the Company's other executive officers, as well as the members of the Executive Leadership Team ("ELT").
- (2) To annually evaluate the performance of the CEO, the Company's other executive officers and the ELT members in light of the corporate compensation goals and objectives, and, either as a Committee or together with other independent directors (as directed by the Board), to determine the compensation level of the CEO, the Company's other executive officers and the ELT members (including the equity based and the long-term incentive component of such compensation, if any) based on this evaluation. In evaluating and determining compensation for the CEO and named executive officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation.
- (3) To periodically evaluate the appropriate level of compensation for Board and committee service by non-employee members of the Board, and to make compensation recommendations to the Board as appropriate.
- (4) To review and approve any severance or termination arrangements to be made with the CEO, any executive officer of the Company or any ELT member.
- (5) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

- (6) To review periodically perquisites or other personal benefits to the Company's CEO, executive officers, and ELT members and recommend any changes to the Board.
- (7) Determine and approve all equity-based grants to Section 16 officers under the Plans (defined below).
- (8) Annually review compensation risk analysis prepared by management.
- (9) Make recommendations to the Board regarding adoption, amendment and enforcement of compensation claw-back policies of the Company.

## **B. Compensation Plans**

The Committee shall have the following responsibilities with respect to the Company's compensation plans:

- (1) To review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans that are subject to Board approval ("Plans"), and recommend that the Board amend these goals and objectives as the Committee deems appropriate.
- (2) To review at least annually the Plans in light of the goals and objectives of such Plans, and recommend that the Board amend the Plans or adopt new Plans as the Committee deems appropriate. In reviewing and making recommendations regarding incentive compensation and equity-based compensation plans, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation.
- (3) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any incentive-compensation or equity-based plan.

## **C. Other Duties**

- (1) To review and discuss with the Company's management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders. The Committee shall provide, over the names of the members of the Committee, the required compensation committee report for the Company's annual report or proxy statement for the annual meeting of stockholders.

- (2) Periodically review stock ownership guidelines for Board members and executive officers and make recommendations to the Board of any suggested changes to such guidelines.
- (3) Periodically review the Company's employee benefit plans and make recommendations to the Board of any suggested changes thereto. The Committee will also make recommendations to the Board regarding the termination of existing plans and adoption of any new employee benefit plans.
- (4) To perform such other duties and responsibilities as may be assigned to the Committee by the Board.

## **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 Chairperson 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. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

The Committee is required to conduct the independence assessment outlined below with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel. Specifically, the Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following factors, as well as any other factors identified by the New York Stock Exchange in its listing standards: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant,

legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company. The foregoing independence assessment shall not (a) preclude the engagement of non-independent compensation consultants, legal counsel or other advisers, or (b) require the Committee to act in accordance with the advice of any compensation consultant, legal counsel or other adviser or otherwise affect the ability or obligation of the Committee to exercise its own judgment.