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BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

March 4, 2016

Lee Boothby
Chief Executive Officer
Newfield Exploration Company
4 Waterway Square Place
Suite 100
The Woodlands, TX 77380

Dear Mr. Boothby:

As You Sow appreciates the constructive dialogue it has had with Newfield Exploration Company regarding transparency about the company's hydraulic fracturing operations and management practices. Following As You Sow's submission of the attached shareholder proposal, and subsequent discussions with the company, As You Sow and Newfield have agreed to the following actions.

As You Sow has agreed to withdraw the 2016 proposal, submitted on behalf of the Park Foundation in consideration of Newfield's agreement to provide a range of disclosures concerning the company's operational practices.

Newfield agrees to provide increased disclosures on issues including the company's water use, water sourcing, and recycling practices; activities to reduce air emissions; leak detection and repair activities to address fugitive methane; closed loop drilling activities; NORMs; cement integrity methods; seismicity controls; offset well leak prevention activities; and community impacts and steps for addressing local concerns, among others. Newfield will make this information publicly available on the company's website or in its 2016 corporate sustainability report. Newfield further agrees to continue dialogue with As You Sow and other stakeholders over the next year regarding how the company might improve its quantitative disclosures across a range of issue areas including chemical use reduction, air emissions reductions, water use, and waste control practices.

These disclosures are intended to assist investors in objectively evaluating the company's operational risks and the robustness of corporate risk management systems.

Neither As You Sow nor the Proponents shall issue any press release relating to this agreement without the prior written approval of the other party and such consent shall not be unreasonably withheld; provided, however, that As You Sow may include a copy of this agreement on its website.

As You Sow:

A handwritten signature in black ink, appearing to read 'Danielle Fugere', is written over a horizontal line.

Danielle Fugere
President
As You Sow

March 4, 2016

Date



AS YOU SOW

Newfield Exploration Company



Lee Boothby
Chief Executive Officer
Newfield Exploration Company

3-9-16

Date

Attachment: Shareholder Proposal