

**HALLIBURTON COMPANY  
BOARD OF DIRECTORS**

**LEAD INDEPENDENT DIRECTOR CHARTER**

If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board of Directors will, after considering the recommendation of the Nominating and Corporate Governance Committee, annually elect an independent Director to serve in a lead capacity. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year.

The Lead Independent Director coordinates the activities of the other non-management and independent Directors and performs such other duties and responsibilities as the independent Directors may determine from time to time.

The specific responsibilities of the Lead Independent Director are as follows:

*Meetings and Executive Sessions*

- Presides at all meetings of the Board of Directors at which the Chairman of the Board, and Vice Chairman of the Board should one be appointed, are not present, including executive sessions of the non-management Directors and executive sessions of the independent Directors.
- Periodically schedules meetings of the non-management Directors.
- Schedules an executive session of independent directors at least one time per year, but only if during such year there exists a non-management Director who is not independent.

*Chairman Liaison*

- Serves as liaison between the non-management Directors and the Chairman of the Board, including promptly communicating to the Chairman of the Board messages and directives approved in executive sessions.

*Evaluation of Chief Executive Officer*

- In an executive session, each year, facilitates the discussion of the non-management Directors to evaluate the performance of the Chief Executive Officer.
  - Communicates the content and results of that evaluation to the Chief Executive Officer.

*Information Provided to the Board*

- Advises management on and approves information sent to the Board of Directors, including the quality, quantity and timeliness of that information.
- Advises management on and approves agendas for meetings of the Board of Directors.
- Facilitates the Board of Directors' approval of the number and frequency of meetings of the Board of Directors.
- Approves schedules for meetings of the Board of Directors to assure that there is sufficient time for discussion of all agenda items.

*Outside Advisors and Consultants*

- Authorizes the retention of outside advisors and consultants who report directly to the Board of Directors on board-wide issues.

*Stockholder Communication*

- If requested by stockholders and in coordination with executive management, ensures that he or she is available, when appropriate, for consultation and direct communication.

Approved: Board of Directors of Halliburton Company  
December 6, 2012, effective January 1, 2013