

<b>Section</b> EXECUTIVE	<b>Subject</b>
<b>Approved by:</b> Audit and Finance Committee	<b>HIRING EMPLOYEES OR FORMER EMPLOYEES OF THE INDEPENDENT AUDITOR</b>

### **GENERAL PURPOSE**

To prohibit a registered public accounting firm from performing any audit service for Marathon Oil Corporation (“Corporation”), if a current employee in a Financial Reporting Oversight Role was employed by that registered independent public accounting firm and participated in any capacity in an audit of the Corporation during the one year period preceding the date of the initiation of the audit.

### **POLICY STATEMENT**

**Definitions.** For purposes of this policy, the following terms shall have their respective meanings.

1. **“Committee”** means the Audit and Finance Committee.
2. **“Financial Reporting Oversight Role”** means a role in which an individual is in a position to, or does, exercise influence over the contents of the financial statements or related information (such as management’s discussion and analysis) to be filed with the SEC, or is in a position to, or does, exercise influence over anyone who prepares financial statements or related information including, but not limited to, a member of the Board of Directors or similar management or governing body, chief executive officer, president, chief financial officer, chief operating officer, chief accounting officer, controller, general counsel, general manager of internal audit, director of financial reporting, treasurer, or any equivalent position.
3. **“SEC”** means the U.S. Securities and Exchange Commission.

The Corporation shall not hire any employee or former employee of its independent auditor for a position with the Corporation in a Financial Reporting Oversight Role, if such employee or former employee was the lead or concurring partner, or any other member of the audit engagement team who provided more than ten hours of audit, review, or attest services for the Corporation during the one year period preceding the date of the initiation of the audit.

The audit engagement team includes all partners and professional employees who participate in an audit, review or attestation engagement of the Corporation, including audit partners and all persons who consult with others on the audit engagement team during the audit, review or attestation engagement regarding technical or industry-specific issues, transactions or events.

For purposes hereof, audit procedures are deemed to have been initiated for the current audit engagement period the day after the prior year’s periodic annual report on Form 10-K is filed

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with the SEC. The audit engagement period for the current year is deemed to conclude the day the current year's periodic annual report on Form 10-K is filed with the SEC.

The Corporation will periodically advise the Committee of any partners or professional employees of the independent auditor hired by the Corporation as permitted under these guidelines.

**POLICY APPLICATION**

This policy applies to Marathon Oil Corporation and its wholly and majority owned subsidiaries.

**POLICY IMPLEMENTATION**

The Chief Financial Officer shall coordinate the implementation of this policy.

**POLICY REVIEW**

This policy shall be reviewed at least once every five years, or more frequently as stipulated by the approver, or when a significant change occurs, including any change in law, that impacts the content or substance of this policy.

**POLICY EXCEPTIONS**

This policy does not apply to individuals employed by the Corporation as a result of a business combination between an entity that is also an audit client of the independent auditor and the Corporation, provided employment was not in contemplation of the business combination and the Committee is made aware of the prior employment relationship.

This policy does not apply to individuals employed by the Corporation due to an emergency or other unusual circumstance, provided the Committee determines that the relationship is in the interest of the stockholders.

The prohibition contained under "General Purpose" shall not apply if an employee or former employee of the independent auditor (a) did not work on the Corporation's audit, review or attestation engagement for more than ten hours, except for the lead or concurring partner, or

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POLICY STATEMENT**

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(b) is hired by the Corporation for a position other than a position involving a Financial Reporting Oversight Role.

**REFERENCES**

None

**LAST POLICY REVISION DATE**

February 22, 2017