

# MARATHON OIL CORPORATION

## Guidelines for the Hiring of Employees or Former Employees of the Independent Auditor

### Statement of Purpose

Pursuant to Section 206 of the Sarbanes-Oxley Act of 2002 ("SOX"), it is unlawful for a registered public accounting firm to perform for an issuer any audit service, if a chief executive officer, controller, chief financial officer, chief accounting officer, or any person serving in an equivalent position for the issuer, was employed by that registered independent public accounting firm and participated in any capacity in the audit of that issuer during the 1-year period preceding the date of the initiation of the audit.

### Statement of Authority

Pursuant to Marathon Oil Corporation's (the "Company") Audit Committee Charter, the Audit Committee is responsible for approving guidelines for the Company's hiring of former employees of the independent auditors, which shall meet the requirements of applicable law and listing standards.

### Guidelines

The Committee establishes the following guidelines for hiring employees or former employees of the independent auditors.

1. The Company shall not hire any employee or former employee of its independent auditor for a position with the Company in a financial reporting oversight role (as defined below), if such employee or former employee was the lead or concurring partner, or any other member of the audit engagement team who provides more than ten hours of audit, review, or attest services for the Company during the 1-year period preceding the date of the initiation of the audit.
2. The prohibition contained in paragraph 1 hereof shall not apply if an employee or former employee of the independent auditor (a) did not work on the Company's audit, review or attestation engagement for more than ten hours, except for the lead or concurring partner, or (b) is hired by the Company for a position other than a position involving financial reporting oversight.
3. For purposes hereof, a "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 Securities and Exchange Commission ("SEC"), or influence over anyone who prepares financial statements or related information, such as when the individual is a member of the board of directors or similar management or governing body, chief executive officer, president, chief financial officer, chief operating officer, general counsel,

chief accounting officer, controller, director of internal audit, director of financial reporting, treasurer, or any equivalent position.

4. The audit engagement team includes all partners and professional employees who participate in an audit, review or attestation engagement of the Company, 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.
5. For purposes hereof, audit procedures are deemed to have commenced for the current audit engagement period the day after the prior year's periodic annual report (i.e., Form 10-K) is filed with the SEC. The audit engagement period for the current year is deemed to conclude the day the current year's periodic annual report is filed with the SEC.
6. The Company will periodically advise the Audit Committee of any partners or professional employees of the independent auditor hired by the Company as permitted under these guidelines.
7. The following exemptions shall apply to these hiring guidelines:
  - a. Individuals employed by the Company as a result of a business combination between an entity that is also an audit client of the independent auditor and the Company, provided employment was not in contemplation of the business combination and the Audit Committee is aware of the prior employment relationship; or
  - b. Individuals employed by the Company due to an emergency or other unusual circumstance, provided that the Audit Committee determines that the relationship is in the interest of the stockholders.
8. These guidelines are effective for employment relations with the Company that commence on and after May 6, 2003.