

A REWARDING CHALLENGE

Joining the Marathon Oil Team



“Marathon is committed to fostering an environment of inclusion and mutual respect that promotes individual development and high performance teams while translating our key drivers into business success.”

— Clarence Cazalot, Chief Executive Officer

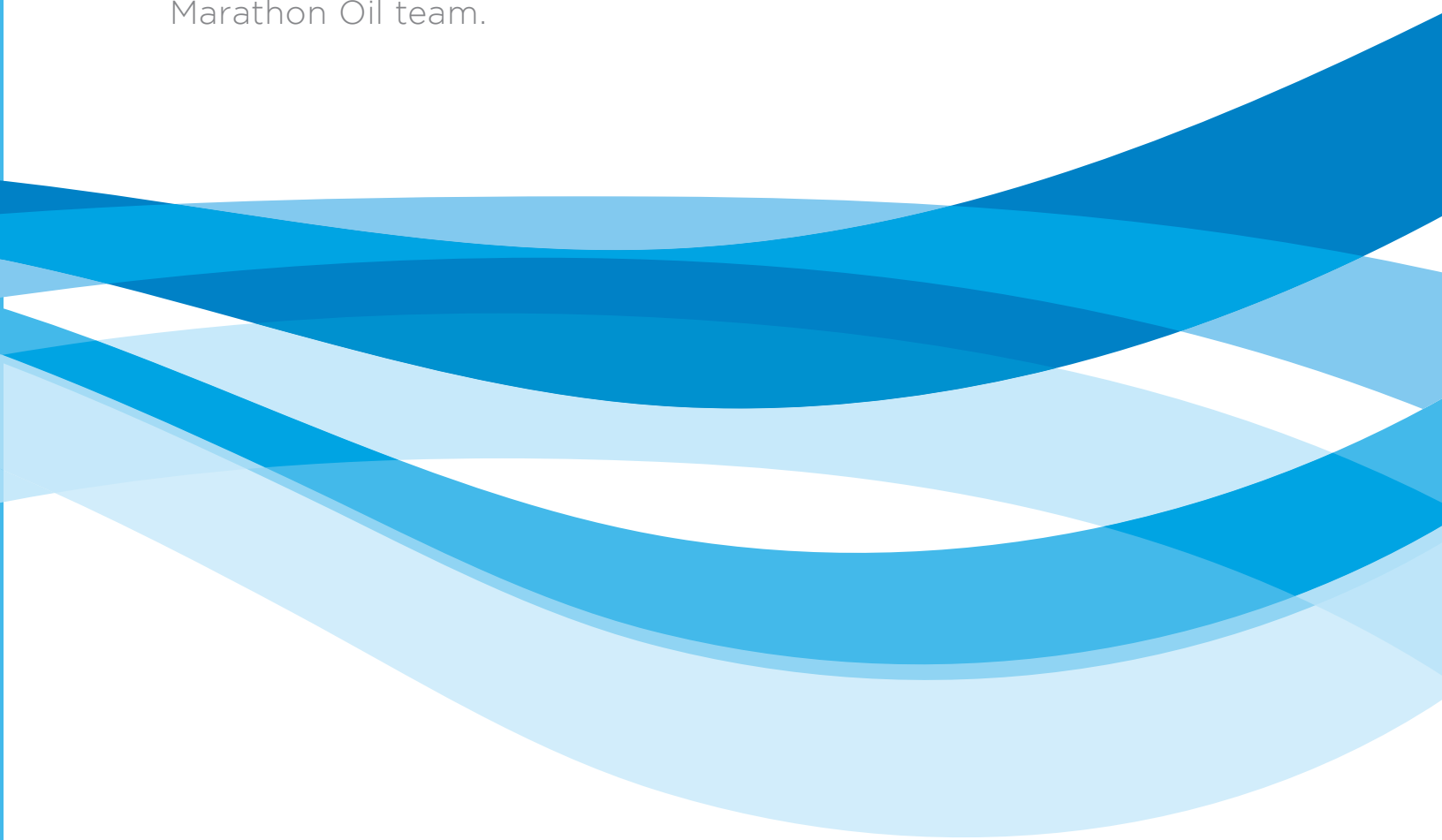


Thank You for Your Interest in Marathon Oil

In this brochure, you'll have the opportunity to learn about **Real Life Rewards**, our comprehensive package of programs and resources designed to reward the hard work of our employees while providing health care, retirement and a wide range of other benefits to meet the needs of our team.

You'll get a quick overview of what we offer by reading this brochure, but you can find out much more when you visit www.MRObenefits.com.

We think you'll like what you see! So please, come explore the rewarding challenge of being part of the Marathon Oil team.



Success Fueled by Marathon Oil People

Marathon Oil is an independent international energy company engaged in exploration and production, oil sands mining and integrated gas. We have strong, stable assets in properties around the world, as well as a sophisticated approach to exploration.

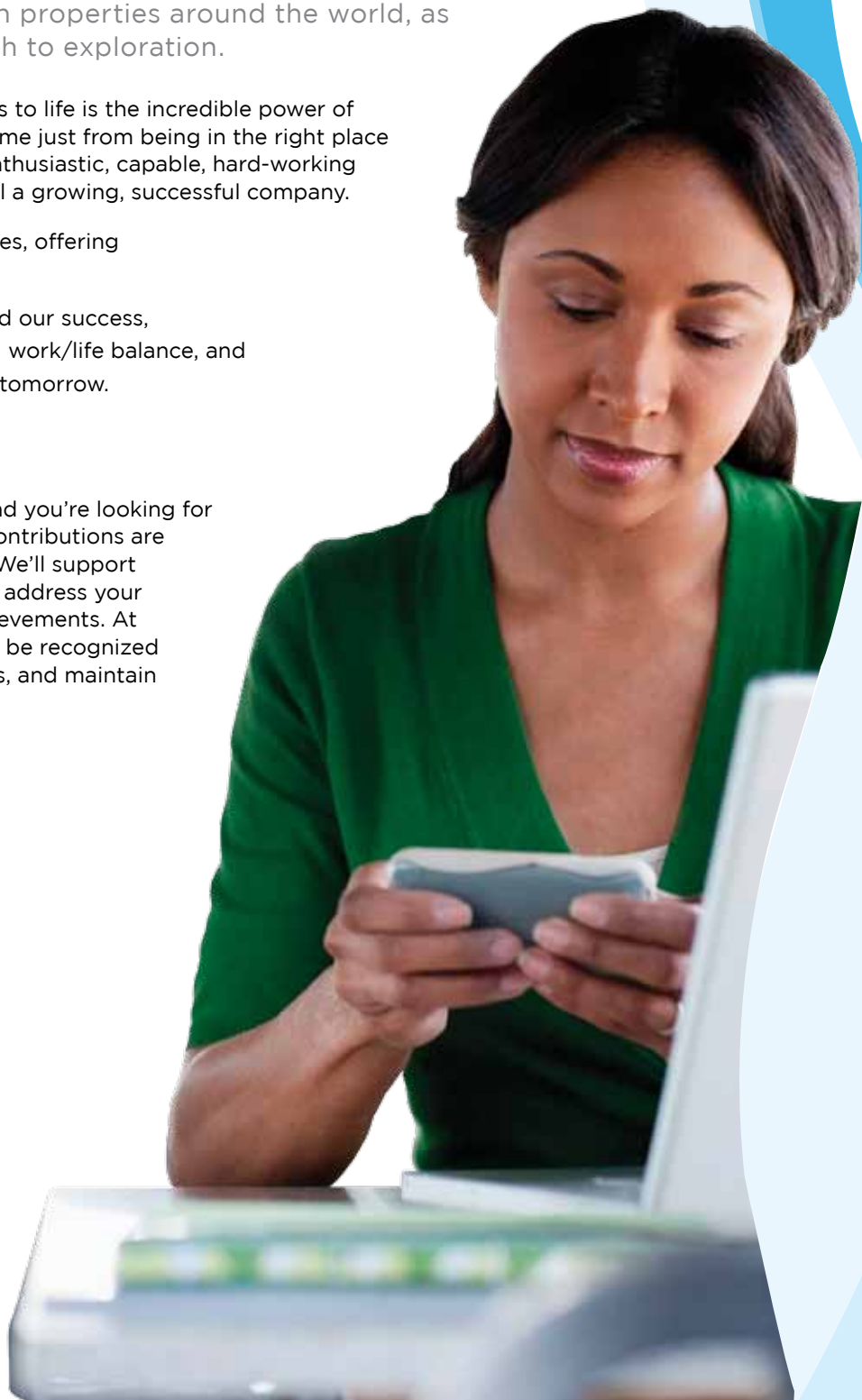
However, what really brings our business to life is the incredible power of our people. After all, success doesn't come just from being in the right place at the right time — it comes from our enthusiastic, capable, hard-working employees, whose ideas and energy fuel a growing, successful company.

In return, we work hard for our employees, offering **Real Life Rewards** that:

- Engage our people in our business and our success,
- Enhance and preserve our employees' work/life balance, and
- Help our people plan and prepare for tomorrow.

Challenge Yourself!

If you demand the best from yourself and you're looking for a supportive environment where your contributions are valued, this could be the place for you. We'll support you with a wide range of programs that address your individual needs and focus on your achievements. At Marathon Oil, you can grow your career, be recognized and rewarded for your accomplishments, and maintain a healthy, balanced lifestyle.



Real Life REWARDS

That Engage You in Our Success

We believe that success comes from individual excellence, hard work and great values. So when Marathon Oil does well, our employees have the opportunity to share in the rewards. We offer a variety of programs that give employees an opportunity to share our success, dependent on their position in the Company.

Base Compensation

Annual Cash Bonus

Long Term Incentive Plan

Recognition

Community Programs

Matching Gifts Program

Base Compensation

Marathon Oil offers a competitive pay structure for our employees around the world. Base compensation takes into account the requirements of the job, the competitive nature of the position and where the work is located.

Every year, Marathon Oil sets a compensation increase budget to guide pay increases for our employees, based in part on how well Marathon Oil is meeting its financial and strategic goals. How much each employee receives is determined by a number of factors, including performance, market competitiveness of current pay and base compensation relative to others in the same pay grade range.

Annual Cash Bonus

An important addition to base compensation comes from our Annual Cash Bonus (ACB) program. The ACB provides a direct link between individual, organization and Company performance. A true pay-for-performance plan, the ACB rewards on-the-job excellence by individual employees. Individual bonus amounts are determined based on overall organization performance, achievement of team and individual performance commitments, and living the Marathon Oil Values. You can read more about our values at www.marathonoil.com/About_Us/Our_Values. All regular full-time and regular part-time employees are eligible for this program.

"I love working for a company that challenges me – and then rewards my good work. Marathon Oil really values my efforts, and it shows!"

Long Term Incentive Program

Our Long Term Incentive Plan (LTIP) rewards employees for their performance — both past and potential — and enables employees to share in the success they help create. Depending on the position, LTIP provides an opportunity to receive shares of company restricted stock or a combination of restricted stock and stock options, twice per year.

LTIP is a powerful way for Marathon Oil to recognize outstanding performance critical to the Company's future success. Through semi-annual grants of stock options and/or restricted stock (or units), this program rewards individual contributions and enables employees to participate in the success they help to create. The actual award for which exempt employees are eligible is based on the target for their salary grade, with adjustments made based on performance, potential and contribution to business results. Stock options and restricted stock granted under this program will vest ratably on each of the first three anniversaries of the grant date, assuming that the employee remains at Marathon Oil.

“For me, receiving a bonus is more than just the money, because it shows me that my supervisor is paying attention — and Marathon values my work.”

Recognition

Recognition comes in many forms at Marathon Oil. We recognize the loyalty of our long-term employees through our Marathon Oil Corporation Service Plan. We offer safety awards, wellness participation awards and departmental awards. We also have an informal recognition program in which we can thank our hard-working employees for a job well done, through such methods as a team dinner, departmental lunches or dinners and fun team-building activities. All supervisors are also authorized to award employees with gifts or gift cards valued from \$50 to \$500 or beyond to reward those special efforts.



Community Programs

We are enthusiastic supporters of the communities in which we work, because community is the foundation for so much of our success. To encourage our employees to get involved, Marathon Oil supports a wide variety of volunteer and service programs. For example, we offer \$200 volunteerism grants to employees who perform a minimum of 24 hours of volunteer service at an eligible organization during a calendar year. We also offer our \$1,000 Global Volunteer Awards, where employees can nominate a non-profit organization where volunteers have shared their time, talent and energy.

We don't forget our communities when disaster strikes, either. In the past few years, we've helped our families who have struggled with the aftermath of hurricanes, tornadoes, earthquakes and other natural disasters.

“My family lives in Lafayette, Louisiana. When Katrina hit, we didn't know where to turn. Marathon Oil really came through for us with food, water and other household items.”

Matching Gifts Program

Another way we help support our employees and the causes that are important to them is through our Matching Gifts Program. Marathon Oil will contribute an amount equal to the value of an employee's gift (with a minimum contribution of \$50) to a qualified educational institution, effectively doubling the impact of every dollar an employee chooses to donate.



Real Life REWARDS

To Enhance and Preserve Your Work/Life Balance

We know that for our employees to do their best, they need to feel their best. Leading a full, healthy and productive life means having the ability to make choices about how you spend your time, take care of yourself, and take care of your family. We are proud to offer a wide variety of programs that support our employees in their pursuit of a healthy work/life balance.

Family Coverage

Spending and Reimbursement Accounts

Health Plan

Dental Plan and Vision Assistance Plans

Wellness Program

Adoption Assistance Program

Employee Assistance Program

Flexible Work Arrangements

Educational Reimbursement

Time Away

Family Coverage

Our employees can choose to cover their eligible dependents, generally up to age 26, in our Health, Dental and Vision Assistance Plans, as well as Dependent Life and Dependent Accidental Death and Dismemberment (AD&D) Insurance. Domestic partners and children of domestic partners are also eligible for coverage in our Health, Dental and Vision Assistance Plans.

Spending and Reimbursement Accounts

Marathon Oil offers employees three ways to save on out-of-pocket benefit expenses — the Marathon Oil Health Reimbursement Account (MHRA), the Health Care Spending Account (HCSA) and the Dependent Care Spending Account (DCSA).

Briefly, the spending accounts allow employees to pay for eligible expenses using pre-tax money. Contributions are subject to certain limitations, and can only be used to pay for eligible health care and dependent care expenses. Unlike the MHRA, spending account contributions do not roll over from one year to the next.

Marathon Oil funds the MHRA, which is available to employees who elect the Health Plan's PPO Plus option, with an annual contribution of \$250 per covered member, up to a maximum of \$750. As with the spending accounts, expenses reimbursed through the MHRA must meet certain eligibility requirements. Money that isn't spent rolls over to the next year — and eventually, to retirement, to help pay for retiree health care costs.

“Before coming to Marathon Oil I didn't know much about spending and reimbursement accounts. But now that I understand them, I really appreciate how they help me get the most out of every dollar I pay for dependent and health care expenses.”

Health Plan

Employees can choose between two comprehensive Health Plan options: the Traditional PPO or PPO Plus. These options offer cost-saving features such as network providers who charge lower, negotiated rates for services, while maintaining the freedom to seek care out of network. There are some important differences between the plans, however, as illustrated in this brief plan comparison.

	Traditional PPO		PPO Plus	
	In-Network	Out-of-Network	In-Network	Out-of-Network
Annual Company Contributions to Marathon Oil Health Reimbursement Account (MHRA)	None		\$250 per covered person/ \$750 maximum	
Annual Individual Deductible	\$300	\$1,500	\$1,250	\$5,000
Annual Family Deductible	None	None	\$3,750	\$15,000
Coinsurance	You pay 15% after deductible	You pay 35% after deductible	You pay 20% after deductible	You pay 40% after deductible
Preventive Services	Plan covers 100% (no deductible)	You pay 35% after deductible	Plan covers 100% (no deductible)	You pay 40% after deductible

Employees living in an area where there are no network providers are eligible for the Out-of-Area plan. Prescription drug coverage, emergency care and hospitalization are provided by all three options. Please visit www.MRObenefits.com for important details.

“Of all my benefits, I probably appreciate the Health Plan the most. There’s a lot of peace of mind that comes with having access to great doctors, and knowing that I’ll get help — a lot of help — with the cost of care.”

Dental and Vision Assistance Plans

In addition to the Health Plan, we also offer our employees dental and vision coverage. Under the Dental and Vision Assistance Plans, employees can receive treatment from any licensed professional. Those who choose to go to an in-network provider may pay less for care.

The Dental Plan — provided through CIGNA Dental PPO — covers preventive care, diagnostic services and treatment, and includes coverage for orthodontia. The Vision Assistance Plan — available through Anthem — provides coverage for eye exams, eyeglass lenses, contact lenses and frames.

Wellness

Health care plans are great, but we know that the first step to good health is taking care of ourselves. To support our employees in their efforts, Marathon Oil offers a full wellness program called Well ALL Ways, with access to a wellness assessment, coaching and education. The program also offers 100% coverage of preventive services such as physical exams, screening tests and immunizations.

Adoption Assistance Account

Families come in all different shapes and sizes. For our employees who wish to adopt children, Marathon Oil contributes up to \$7,500 for qualifying adoption expenses into a special Adoption Assistance Account. This money can ease the high cost of adoption for our employees.

Employee Assistance Program

We want our employees to have resources for those difficult times when they or a family member might be struggling. So we offer access to confidential counseling and referral services through the Employee Assistance Program (EAP). Staffed by trained professionals, the EAP is available 24 hours a day, seven days a week should an employee or one of their dependents need help with family/marital issues, parenting, drug/alcohol abuse, and emotional or work-related concerns.

Flexible Work Arrangements

A five-day-a-week, eight-hours-a-day schedule doesn't work for everyone. To help balance the demands of work and personal life, flexible work schedules are available at certain locations. Talk with your recruiter about flexible work schedules that may be offered at your location. Such flexibility may include the option of working part-time as a transition into retirement.



Educational Reimbursement Plan

Gaining new skills and knowledge can lead the way to a better life. Our Educational Reimbursement Plan encourages our employees to sign up for classes by helping to pay for the cost of eligible tuition, textbooks and fees, up to \$550 per semester hour or \$370 per quarter hour.

“Going back to school while working full-time was a huge commitment for me – and a lot of work. Having Marathon Oil pay some of the expenses really helped me get through.”

Time Away

We all need time to recharge and refresh. Paid vacation allows our employees to spend time with family and friends, traveling, or just taking it easy at home. Vacation available in the first calendar year of employment is prorated based on the month of hire — as many as three weeks in the first year for those hired January to March and a decreasing percentage for later months of hire. Employees may roll over up to 10 unused days from one calendar year to the next.

ANNUAL VACATION		PRORATION DURING FIRST YEAR OF EMPLOYMENT	
Service	Weeks	Hire Month	Percentage of Eligible Vacation*
1 - 9 years	3 weeks	January - March	100%
10 - 19 years	4 weeks	April	90%
20 - 29 years	5 weeks	May	80%
30+ years	6 weeks	June	70%
		July	60%
		August	50%
		September	40%
		October	30%
		November	20%
		December	10%

In addition to vacation time, we also offer 10 paid holidays each year. The specific days designated as holidays vary based on location, although all employees receive one floating day as part of the total of 10 holidays. The following paid holidays are observed at most locations: New Year’s Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, Day after Thanksgiving, Christmas Day, one additional day at Christmas, and one floating day off.

**Under the normal schedule.*

Real Life REWARDS

To Help You Plan for Tomorrow

Preparing for the future involves a number of considerations such as making effective financial, health-related and lifestyle decisions. That is why we help employees save now and provide protection for their health and beneficiaries in retirement.

Thrift Plan

Thrift Plan

Retirement Plan

Saving money isn't always easy. Marathon Oil can make it a little easier by providing matching contributions to the Thrift Plan. Eligible employees can make contributions to the plan starting with their first paycheck.

Insurance

Disability Coverage

Marathon Oil matches the money — dollar for dollar — that employees contribute to the plan, up to 7% of eligible earnings. These Company contributions mean that retirement savings can grow much faster. Employees decide how to invest their account among a variety of investment funds. They vest in, or earn the right of ownership to, these Company matching contributions after three years of service with Marathon Oil.

Retiree Health

Retirement Plan

Also, upon their date of hire, our employees are enrolled automatically in our Retirement Plan. This plan, 100% funded by Marathon Oil, is designed to give our employees a stable source of income in retirement. In this plan, employees receive annual pay credits of 7%, 9% or 11% of eligible earnings, determined by the employee's age and years of service with the company. These pay credits, and applicable interest, grow over the course of an employee's career and employees vest in, or earn the right of ownership, to this benefit after three years of service with Marathon Oil.

The combination of employee savings through the Thrift Plan, Company matching contributions to the Thrift Plan, and the Company-funded Retirement Plan gives our hard-working team members a great financial foundation for their futures.

"I'm big into planning for the future because I don't want to spend my entire life working. The Thrift Plan and the Cash Balance Pension Plan give me a great advantage."

Insurance

Another part of planning for the future is insurance. Marathon Oil offers two types: Life Insurance and AD&D Insurance.

Our employees automatically receive Life Insurance equal to one times their gross annual pay. We offer additional coverage at competitive rates for both the employee and his or her family members. Employees also can purchase individual or family AD&D Insurance coverage at competitive rates.

Disability Coverage

While it isn't pleasant to think about being out of work due to illness or injury, good planning and good programs can help ease the financial pain if it occurs. At Marathon Oil, we provide Long-Term Disability coverage for our employees automatically, at Company expense. The plan pays 60% of base monthly pay (up to certain limits) after the employee meets the plan's definition of disability and met the plan's other requirements.

Retiree Health

Pre-65 retirees of Marathon Oil can continue to purchase coverage for their medical, prescription drug, dental and vision needs. The Pre-65 health care plans are provided through Anthem, and mirror the plans offered to active employees. Retirees who have reached age 65 and qualify for Medicare can purchase Medicare supplemental insurance, if desired.

Our retired employees retain ownership of any funds left in their Marathon Health Reimbursement Accounts. The money in this account can be used for paying premiums, meeting coinsurance, and other qualifying medical expenses.



For more information on **Real Life Rewards**, please go to
www.MRObenefits.com.

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Marathon Oil's policies, plans, practices and procedures may be amended, terminated or changed at any time at the sole discretion of the Company. If that should occur, the material in this document will be superseded and the provisions of the actual official plan documents will control. If there are discrepancies between this document and the official plan documents, the actual plan documents will always govern.

