

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

### **I. Statement of Purpose**

The Nominating and Governance Committee (the “Committee”) is a standing committee of the Board of Directors of Southwestern Energy Company (the “Company”). The purpose of the Committee is to discharge the responsibility of the Board of Directors relating to (i) the identification of individuals qualified to become members of the Board of Directors, (ii) the recommendation to the Board of the director nominees for each Annual Meeting of Stockholders, (iii) the consideration and periodic reporting to the Board on all matters relating to the selection, qualification and compensation of members of the Board and candidates nominated to the Board, (iv) the development and recommendation to the Board of a set of corporate governance guidelines applicable to the Company and (v) the review of the overall corporate governance structure of the Company and the recommendation of any proposed changes regarding the Company’s corporate governance practices.

### **II. Organization**

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The Committee shall be comprised of at least three members appointed as provided in the Company’s Corporate Governance Guidelines with a Chairman appointed as so provided. All Committee members shall meet the independence requirements of applicable law and the listing standards of the New York Stock Exchange and any other exchange on which the Company’s securities may be listed. Committee members may be removed by the Board of Directors.

C. *Meetings.* To discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Prior to the Annual Meeting of Stockholders each year, the Committee shall meet to determine the individuals to be recommended to the Board as nominees for election to the Board. The Committee may also meet from time to time to consider and make such other recommendations regarding the composition of the Board and the Company’s governance practices as the Committee may consider necessary or appropriate.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Chairman of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. On a regular basis, the Committee will hold executive sessions at which no members of management of the Company are present and discuss various matters. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee. The Committee shall make regular reports to the Board of Directors.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and establish criteria for such evaluation.

### III. **Responsibilities**

The following shall be the principal responsibilities of the Committee:

A. *Director Nominations and Selection Criteria.* The Committee (in consultation with the Chairman of the Board of Directors and the Chief Executive Officer) shall (i) establish criteria for selecting new Directors, which shall reflect at a minimum any requirements of applicable law or listing standards, including a predominance of independent directors, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity with respect to race and gender and (ii) review and recommend to the Board of Directors candidates for Director, whether for election at the annual meeting of stockholders or to fill vacancies.

B. *Director Recruitment.* The Committee shall consider (in consultation with the Chairman of the Board of Directors and the Chief Executive Officer) and recruit candidates to fill positions on the Board of Directors, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. The Committee (in consultation with the Chairman of the Board of Directors and the Chief Executive Officer) shall also review any candidate recommended by the stockholders of the Company in light of the Committee's criteria for selection of new Directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee. Any search firm retained to assist the Nominating and Governance Committee in seeking candidates for the Board will affirmatively be instructed to seek to include diverse candidates from traditional and nontraditional candidate groups.

C. *Reconsideration of Directors for Re-Election.* In connection with its annual recommendation of a slate of nominees, in consultation with the Chairman of the Board of Directors and the Chief Executive Officer, the Committee shall assess the contributions of those Directors selected for re-election, and shall at that time review its criteria for Board candidates in the context of the Board evaluation process and other perceived needs of the Board. Final approval of any candidate shall be determined by the full Board of Directors.

D. *Governance Guidelines.* The Committee shall recommend to the Board of Directors corporate governance guidelines (the "Corporate Governance Guidelines") addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its committees, including its oversight of management and consultations with management. Each of the Chairman of the Board of Directors and the Chief Executive Officer may also propose changes to the Corporate Governance Guidelines for consideration by the Committee or the Board. The Corporate Governance Guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the Guidelines.

E. *Director Compensation.* The Committee shall review the compensation of the Board members for service as a Director and as a member or chairman of any committee of the Board of Directors and make recommendations to the Board concerning such compensation, which compensation may include an annual retainer or salary for service as such, payable in cash and/or securities and/or options and a fixed sum for attendance at each meeting. In considering compensation and benefits for each Director, the Committee may take into consideration the relative responsibilities of Directors serving on the Board and its various committees. The Committee may request that an adviser selected by the Committee report to the Committee periodically on the status of the Board's compensation and benefits in relation to other similarly situated companies.

F. *Stock Ownership Guidelines.* The Committee shall review and recommend to the Board of Directors guidelines for Directors' ownership of stock in the Company and shall monitor compliance with those guidelines.

G. *Advice as to Committee Membership and Operations.* The Committee (in consultation with the Chairman of the Board) shall advise the Board of Directors with respect to the charters, structure and operations of the various committees of the Board of Directors and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board of Directors. The Committee (in consultation with the Chairman of the Board) shall also make recommendations to the Board of Directors regarding which Directors should serve on the various committees of the Board.

H. *Evaluation of Board and Senior Management.* The Committee shall oversee the evaluation of the Board of Directors, Committees and individual Directors

(in consultation with the Chairman of the Board) and recommend to the Board guidelines and procedures to be used in evaluating the Board, Committees and individual Directors. In discharging this responsibility with respect to the Board of Directors, Committees and individual Directors, the Committee shall consolidate the comments from all Directors and report annually to the Board on the results of the evaluation. The Committee and the Compensation Committee shall jointly prepare the Chief Executive Officer Evaluation form, with the evaluation to be conducted as provided in the Corporate Governance Guidelines.

I. *Succession Planning.* The Committee shall review periodically with the Chief Executive Officer regarding the succession planning process for senior executive officer positions with the Company, including leadership development. The Committee shall monitor and review the development and progression of potential successor candidates for the Chief Executive Officer. The Committee will ensure that the entire Board of Directors maintains an active succession process and plan, including regularly evaluating, developing the leadership and other skills of and planning for the succession of the Chief Executive Officer and such other members of executive management as the Board deems appropriate, and reviews the plan on at least an annual basis.

J. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee. The Committee shall have the ultimate authority and responsibility to engage or terminate any outside consultant with respect to the identification of Director candidates and the nomination of members to the Board of Directors and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

K. *Stockholder Proposals and Proxy Statement.* The Committee (in consultation with the Chairman of the Board and the Chief Executive Officer) shall review and make recommendations to the Board regarding any response to stockholder proposals that relate to corporate governance and consult with the Chief Executive Officer (or the Chief Executive Officer's designee) on. The Committee shall review the contents of the proxy statement for the annual meeting of stockholders not within the purview of other committees.

L. *Majority Withhold Votes in Director Elections.* If a current director or any nominee for director in an uncontested election receives a greater number of votes "against" from his or her election than votes "for" such election (a "Majority Withhold Vote") and submits his or her resignation as required by the Company's Bylaws and the Corporate Governance Guidelines, the Committee shall consider all of the relevant facts and circumstances and recommend to the Board of Directors the action to be taken with respect to such resignation. In making its recommendation, the Committee will consider the stated reasons, if any, why stockholders withheld their votes from the

director, the length of service and qualifications of the director, the director's contributions to the Company and potential adverse consequences of the resignation (such as failure to comply with New York Stock Exchange listing requirements or requirements of any other stock exchange on which the Company's securities are listed and Securities and Exchange Commission rules and regulations). If a majority of the members of the Committee receive a Majority Withhold Vote at the same election, then the Committee shall not make any recommendation with respect to any resignation offer for that election and instead the independent directors who were re-elected shall appoint a special committee consisting of independent directors who did not receive a Majority Withhold Vote to consider the resignation offers and to recommend to the Board whether to accept or reject all or any of them. If fewer than three independent directors were re-elected, then the entire Board of Directors shall consider the tendered resignations, provided, however, that a director may not participate in the consideration of his or her own resignation.

M. *Culture*. The Committee will coordinate oversight of the Company's culture among the existing Board committees in order to ensure alignment among the Company's culture, values, and strategy.

N. *Delegation*. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee or, if appropriate due to conflicts of interest or other factors, other Directors.

O. *Other Delegated Responsibilities*. The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.