

COMPENSATION COMMITTEE CHARTER

I. Statement of Purpose

The Compensation 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 all aspects of compensation of the Company’s executive officers and such other executive management level employees as the Committee may determine (collectively, “Management”) and related matters.

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, including a Chairman, appointed as provided in the Company’s Corporate Governance Guidelines. 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, and the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Committee members may be removed by the Board of Directors with or without cause.

C. *Meetings.* To discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as required.

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).

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 including CEO compensation. 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 with respect to its activities.

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

III. Responsibilities

A. *Compensation Philosophy and Performance Goals and Objectives.* The Committee shall oversee and approve periodically, but no less frequently than annually, the Company's compensation philosophy and performance goals and objectives in relation to compensation of the Chief Executive Officer and other members of management. The Committee's oversight shall include a compensation risk assessment, and an evaluation of the balance between short-term compensation, long-term incentives and perquisites. The Committee shall, in its discretion, adopt and review any compensation-related policies it deems necessary.

B. *Compensation Levels of Executive Officers.* The Committee shall annually review and recommend to the Board of Directors for approval (the independent directors in the case of the Chief Executive Officer) the compensation level (including base and incentive compensation) and direct and indirect benefits of the Chief Executive Officer and each other executive officer (as defined in rule 16a-1(f) under the Exchange Act). In determining incentive compensation, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and shareholders returns, the individual's performance (or other criteria) during such periods as the Committee may deem appropriate, the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards given to management in prior years. When the Committee reviews and recommends the compensation level (including base and incentive compensation) of the executive officers identified above, the Committee shall take into account the recommendations of the Chief Executive Officer.

C. *Evaluation of Chief Executive Officer.* The Committee and the Nominating and Governance Committee shall jointly prepare the Chief Executive Officer Evaluation form, with the evaluation to be conducted as provided in the Corporate Governance Guidelines. The Chairman of the Committee and the Chairman of the Board (if the Chairman is not the Chief Executive Officer and the Presiding Director if they are the same person) shall be responsible for communicating to the Chief Executive Officer the evaluation of the performance of the Chief Executive Officer that was conducted by the outside Directors of the Company and the level of compensation approved for the Chief Executive Officer.

D. *Post-Service Arrangements.* The Committee shall evaluate the post-employment arrangements and benefits of the current or prospective Chief Executive Officer and other Management and their appropriateness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.

E. *Incentive Compensation Plans.* The Committee shall make recommendations to the Board of Directors with respect to the establishment and terms of incentive compensation plans and equity-based plans and shall administer such plans, including determining any awards to be granted to executives under any such plan implemented by the Company.

F. *Benefit Plans.* The Committee shall oversee the adoption, amendment and termination of any employee benefits plans of the Company. The responsibility for administering any plan lies exclusively with the plan administrator designated in the relevant plan document. For avoidance of doubt, the Committee shall not act as a fiduciary with respect to any benefit plans or programs.

G. *Compliance.* The Committee shall review executive officer compensation for compliance with Section 16 of the Exchange Act, as it may be amended from time to time, and any other applicable laws, rules and regulations.

H. *Evaluation of Compensation Program.* The Committee shall review on a periodic basis the operation of the Company's compensation program to ensure that the program aligns with the Company's compensation philosophy and that the program does not encourage excessive risk taking and recommend steps to modify the program (or parts of the program) to the Board of Directors, as necessary.

I. *Human Capital Management.* The Committee shall oversee periodically, but no less frequently than annually, strategies and initiatives related to human capital management, including employee engagement and diversity and inclusion.

J. *Director Compensation and Perquisites.* The Compensation Committee shall not be responsible for setting or recommending director compensation, which shall be the responsibility of the Board on recommendation of the Nominating and Governance Committee.

K. *Access to Records, Consultants and Others.* The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's senior compensation or human resources executives, the Company's outside counsel or any other person meet with any members of, or advisors to, the Committee. Before selecting a compensation consultant, external legal counsel or other advisor, the Committee shall consider the independence of such person or entity from management, including any factors required to be considered under the listing standards of the New York Stock Exchange or any other exchange on which the Company's securities are listed and the rules and regulations of the Securities and Exchange Commission (the "SEC"). With respect to any such advisor who has been

engaged by the Committee to provide advice on the amount or form of executive or director compensation, the Committee shall review and approve any engagement of such advisor to provide any other services to the Company. The Committee shall periodically perform an evaluation of the performance of the Committee's compensation consultant. The Committee also shall review at least annually the nature of any services provided to the Company by any other advisor who provided advice or recommendations on the amount or form of executive or director compensation to the Committee or to management as well as all remuneration provided to such advisor. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisors.

L. *Proxy Statement Requirements.* The Committee shall review and discuss with the Company's management the Compensation Discussion and Analysis required by the rules and regulations of the SEC, including Regulation S-K, Item 402, and disclosure of compensation practices as related to risk management and any other compensation-related disclosures required by law or regulation. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders. The Committee shall also review and recommend for approval by the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation (a "say-on-pay"), taking into account the results of stockholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the say-on-pay results and any feedback received from shareholders regarding executive officer compensation and consider whether to make any adjustments to the Company's executive compensation policies and practices.

M. *Annual Compensation Committee Report.* The Committee shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement, in accordance with applicable rules and regulations.

N *Delegation.* To the extent consistent with Section 16 of the Exchange Act and other applicable law, the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

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.