

CHESAPEAKE ENERGY CORPORATION

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

(Adopted as of April 15, 2003)

(Revised December 15, 2006)

1. Purpose

The Compensation Committee (the "Committee") will establish and monitor the implementation of the Corporation's compensation system.

2. Composition

The Committee will consist of two or more directors who are appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee in accordance with the Corporation's organizational documents, as amended from time to time. The Committee should consist of directors who have been determined by the Board to be independent. The Board will appoint one member of the Committee as chairperson. The chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. The Committee may form and delegate authority to subcommittees when appropriate.

3. Meetings

The Committee will meet from time to time as necessary to carry out its responsibilities, which the Board believes will generally be twice per year. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee.

4. Committee Resources

The Committee will have the authority, to the extent it deems necessary or appropriate, to obtain advice and seek assistance from internal and external legal, accounting, compensation and other advisors, including the appointment of an Employee Compensation and Benefits Committee of the Corporation to establish and administer the Corporation's compensation and benefits programs for non-executive officers. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to evaluate director, CEO or executive officer compensation, including sole authority to approve the consulting firm's fees and other retention terms.

5. Responsibilities

The Committee's basic objective is to develop an executive compensation system that is competitive with the Corporation's peers and encourages both short-term and long-term performance in a manner beneficial to the Corporation and its operations. In achieving these objectives, the Committee will have the following responsibilities:

- Establish compensation policies that effectively attract, retain and motivate executive officers to successfully lead and manage the Corporation;
- Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation;
- Review, evaluate and approve all compensation of directors and executive officers, including salary adjustments, bonuses, stock awards, stock option grants, perquisites and other benefits;
- Review and make recommendations to the Board with respect to the adoption, amendment and termination of the Corporation's compensation plans, oversee their administration and discharge any duties imposed on the Committee by any such plans;
- Establish and monitor compliance with stock ownership guidelines for directors and executive officers;
- Review, evaluate and make recommendations to the Board with respect to the approval of the employment agreements of executive officers;
- Prepare the report required by the rules of the SEC to be included in the Corporation's annual proxy statement;
- Review compliance with and make recommendations to the Board regarding the participation of the CEO in accordance with the Founder Well Participation Program.
- Provide oversight and consider recommendations of the Employee Compensation and Benefits Committee "ECBC" regarding compensation of the Corporation's non-executive officers.
- Perform any other activities consistent with this charter, the Corporation's bylaws and governing law as the Committee or the Board deems appropriate.

6. Performance Evaluation

The Committee will conduct an evaluation of the Committee's performance and charter at least annually, and will report to the Board the results of such evaluation and any recommended changes to this charter.

7. Disclosure of Charter

This charter will be made available on the Corporation's website.