

CHESAPEAKE ENERGY CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

(Adopted as of April 15, 2003)
(Revised December 16, 2011)

1. Purpose

The Nominating and Corporate Governance Committee (the "Committee"): (a) will identify and recommend qualified candidates to the Board for nomination as members of the Board and its committees, and (b) will develop and recommend to the Board corporate governance principles applicable to the Corporation.

2. Composition

The Committee will consist of two or more directors who are appointed by the Board in accordance with the Corporation's organizational documents, as amended from time to time. The Committee will only include 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 at least once 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 shall have the authority, to the extent it deems necessary or appropriate, to obtain advice and seek assistance from internal and external legal, accounting, director search and other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

5. Responsibilities

The Committee will have the following responsibilities:

- Establish and periodically reevaluate criteria for Board membership and selection of new directors, including independence standards and the necessary portfolio of skills, experience, perspective and background required for the effective functioning of the Board;
- Search for, recruit, screen, interview and select qualified director candidates to fill vacancies or the additional needs of the Board, including the consideration of candidates recommended to and deemed appropriate by the Committee;
- Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board;
- Recommend to the Board nominees to fill vacancies on the Board as they occur;
- Recommend to the Board, annually in advance of the annual meeting of shareholders, a slate of nominees to be submitted to the shareholders for election or reelection as directors at the annual meeting;
- Recommend to the Board the removal of a director where appropriate;
- Review, evaluate and periodically make recommendations to the Board with respect to the size of the Board;
- Recommend to the Board the directors to be appointed to the committees of the Board;
- Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate;
- Develop, periodically review and recommend to the Board a set of corporate governance principles applicable to the Corporation and make recommendations to the Board regarding corporate governance matters and practices;
- Monitor the Corporation's political spending and lobbying activities, receive and review annual reports detailing direct and indirect political spending and lobbying activities from corporate officers responsible for such activities, supervise policies and procedures regulating such activities and review the purpose and benefits of such activities;
- Review and approve, prior to acceptance, the CEO's service on any other public company Board;
- Oversee the annual evaluation of the performance and effectiveness of the Board and its committees;
- Oversee and evaluate compliance by the Board and management with the Corporation's corporate governance principles and its Code of Business Conduct and Ethics.
- Perform any other activities consistent with this charter, the Corporation's bylaws and governing law as the Committee or the Board deem 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.