

As Amended and Restated on November 12, 2015

I. PURPOSE

The Nominating, Governance and Social Responsibility Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Chesapeake Energy Corporation (the “Corporation”) to: (a) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend candidates to the Board for nomination as members of the Board; (b) make recommendations respecting the composition of the Board and its committees; (c) monitor compliance with good corporate governance standards and develop and recommend to the Board corporate governance principles and other policies applicable to the Corporation; (d) review and make recommendations to the Board regarding policies, programs and practices respecting corporate social responsibility; and (e) lead the Board in its annual review of the Board and management’s performance.

II. 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, with vacancies filled by the Board. Committee members may be removed or replaced by the Board at any time by majority vote. The Committee will only include directors who have been determined by the Board to be independent, consistent with the independence requirements of the New York Stock Exchange. 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.

III. MEETINGS

The Committee will meet from time to time as necessary to carry out its responsibilities. 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. The Committee may request any officer or employee of the Corporation, or any outside advisor, to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

An agenda will be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee will be prepared and submitted for approval at a subsequent meeting of the Committee. The Committee may meet by telephonic conference in accordance with the Corporation’s Bylaws and may also take action by unanimous written consent. The Committee will

make regular reports to the Board and submit the minutes of all Committee meetings to, and review the matters discussed at each Committee meeting with, the Board.

IV. 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.

V. RESPONSIBILITIES

A. Nominations to the Board

To fulfill its purpose, the Committee will have the following responsibilities respecting nominations to, and composition of, the Board and its committees:

1. 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;
2. 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;
3. Seek to include diverse candidates in all director searches, taking into account diversity of race, gender, age, culture, thought and geography;
4. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board;
5. Recommend to the Board nominees to fill vacancies on the Board as they occur;
6. 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;
7. Recommend to the Board the removal of a director where appropriate;

8. Review, evaluate and periodically make recommendations to the Board with respect to the size of the Board;
9. Recommend to the Board the directors to be appointed to the committees of the Board; and
10. Consider, and make recommendations to the Board respecting, the resignation of a director submitted pursuant to the Corporation's director resignation policy following receipt of a Majority Against Vote (as defined in the Corporation's corporate governance principles).

B. Corporate Governance

To fulfill its purpose, the Committee will have the following responsibilities respecting corporate governance:

1. Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate;
2. 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;
3. Monitor the Corporation's charitable contributions, political spending and lobbying activities, receive and review annual reports detailing charitable contributions, 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;
4. Review and approve, prior to acceptance, the CEO's service on any other public company Board;
5. Oversee the annual evaluation of the performance and effectiveness of the Board and its members and committees;
6. Oversee and evaluate compliance by the Board and management with the Corporation's corporate governance principles; and
7. Receive and review quarterly reports detailing shareholder communications in accordance with the Board communication policy.

C. Corporate Social Responsibility

To fulfill its purpose, the Committee will have the following responsibilities respecting corporate social responsibility:

1. Review and make recommendations regarding policies, programs and practices respecting matters of corporate social responsibility that impact the Corporation's ability to effectively achieve its business goals, provided, however, that the Board retains oversight responsibility for matters of environmental, health and safety and the Corporation's performance related thereto;
2. Analyze the Corporation's reputation on a global, national and community level and make recommendations to the Board to strategically position the Corporation to support its business objectives; and
3. Assist the Board by periodically assessing and responding as appropriate to risks that may arise in connection with the corporate social responsibility aspects of the Corporation's business.

The Committee will perform any other activities consistent with this charter, the Corporation's Bylaws and governing law as the Committee or the Board deem appropriate.

VI. 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.

VII. DISCLOSURE OF CHARTER

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