

**Cabot Oil & Gas Corporation**  
**Corporate Governance and Nominations Committee**  
**Charter**

Composition and Term of Office

The Board of Directors shall annually designate three or more of its members to constitute the Corporate Governance and Nominations Committee and designate one of the members as Committee Chairman. The Board of Directors intends that each member of the Committee shall be an independent director. In determining independence, the Board shall follow applicable statutes, regulations and New York Stock Exchange Listing Standards. Committee members may be replaced by the Board between annual appointments.

Purpose

The purpose of the Committee shall be to provide assistance to the Board of Directors in fulfilling its responsibility to the stockholders by:

1. identifying qualified individuals to become Board members, and assisting the Board in determining the composition of the Board of Directors and its committees;
2. assessing Board and committee effectiveness;
3. developing and implementing the Company's corporate governance guidelines; and
4. otherwise taking a leadership role in shaping the corporate governance of the Company.

Responsibilities and Duties

The following functions shall be the regular, recurring activities of the Committee in carrying out its purpose as outlined above. The Committee may carry out additional activities or functions and adopt additional policies and procedures, within the scope of its purpose, as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

1. *Director Selection Criteria.* Seek out and evaluate qualified candidates to serve as Board members as necessary to fill vacancies or the additional needs of the Board, and consider candidates recommended by stockholders and management of the Company. The Committee shall seek to select candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company and its stockholders. This assessment will include, but not be limited to, considerations of character, judgment, diversity, age, expertise, industry experience, independence, other board commitments and ability and willingness to devote the time and effort necessary to be an effective board member, and such other characteristics the Committee determines are appropriate to enhance the Board's effectiveness as a whole. The Committee may adopt minimum qualifications that the Committee believes must be met by prospective nominees to the

Board, qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess and standards for the overall structure and composition of the Company's Board of Directors. The Committee will seek the most qualified candidates with at least the minimum qualifications, while encouraging a diversity of backgrounds, including race, gender and national origin.

2. *Director Nomination.* Recommend to the Board at least annually prior to each annual meeting of stockholders, a slate of nominees for election or reelection as directors by the stockholders at the annual meeting. The Committee's evaluation of nominees shall include a review of each nominee's independence.
3. *Board and Committee Size and Structure.* Review, at least annually, the structure of the Board and its committees to assure that the proper skills and experience are represented on the Board and its committees. The Committee shall consider at least annually and recommend to the Board suggested changes, if any, to the size of the Board and its committees.
4. *Committee Membership.* Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed between annual meetings. The Committee shall consider the criteria for service on each committee as set forth in the charter for such committee or the NYSE listed company manual, and with due consideration of each committee's annual assessment of its performance and effectiveness, in making its recommendation to the Board. Removal of a committee member between annual meetings shall be the exclusive authority of the Board.
5. *Governance Guidelines.* Review periodically and assess the adequacy of the Company's corporate governance policies, practices and procedures, and recommend any proposed changes to the Board for approval.
6. *Governing Documents.* Review periodically the adequacy of the certificate of incorporation and bylaws of the Company and recommend, as conditions dictate, to the Board that it approve amendments to the governing documents and recommend such amendments to the stockholders for approval, if stockholder approval is required.
7. *Succession Planning.* Oversee and approve the management succession planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions.
8. *Stockholder Proposals.* Review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommending to the Board any actions or statements in response.
9. *Board Evaluations.* Oversee the annual self-evaluations of the Board and its committees and make recommendations to the Board in light of the results.
10. *Committee Evaluation.* Conduct and present to the Board an annual performance evaluation of the Committee.

11. *Committee Charter.* Review the Committee charter and composition of the Committee annually and make recommendations to the Board for revisions, as appropriate.
12. *Board Reports.* Report its actions and any recommendations to the Board after each Committee meeting.
13. *Director Orientation.* Be responsible, together with senior management, for orientation of new directors to familiarize them with the Company's business and key challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the discharge of their responsibilities.
14. *Director Resignation.* Whenever in accordance with the corporate governance policies, practices and procedures of the Company a director is required to submit his resignation, evaluate such resignation and formulate a recommendation to the full Board with respect to action thereon.
15. *Proxy Disclosure.* Review the corporate governance disclosures in the Company's proxy statement for each annual meeting of stockholders.

#### Meetings

The Committee shall meet at least three times per year or more frequently as circumstances dictate. The Chairman of the Committee will call meetings of the Committee.

#### Committee Chairman Responsibilities

The Committee Chairman shall be responsible for scheduling all meetings of the Committee, determining the agenda for each meeting (following consultation with the other members of the Committee and with management), presiding over the meetings of the Committee and coordinating reporting to the Board. In the absence of the Committee Chairman, the majority of the members of the Committee present at the meeting shall appoint a member to preside at the meeting.

#### Outside Advisors

The Committee shall have the sole authority to retain and terminate any search firm used to identify CEO or director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall have sole authority to retain and terminate independent, outside legal counsel or other advisors as deemed necessary.

#### Subcommittees

The Committee may form subcommittees to assist it in its work when appropriate.

Last Modified: February 17, 2016