



ATMOS ENERGY CORPORATION

Charter of the Human Resources Committee of the Board of Directors

Adopted April 14, 2004

Purpose

The purpose of the Human Resources Committee is to have direct responsibility for all matters relating to the compensation of the executives of the Company.

Powers and Duties

A. The Human Resources Committee shall have the powers to perform the following duties as well as performing any additional duties as may be directed by the Board of Directors from time to time:

- To recommend to the Board of Directors the selection of the Chief Executive Officer (“CEO”) of the Company.
- To review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO’s performance in light of those goals and objectives and, either as a Committee or together with the other independent members of the Board of Directors, determine and approve the CEO’s compensation based upon the results of such evaluation.
- To consider and make recommendations to the Board regarding the selection and retention of all elected officers and division presidents of the Company.
- To review and make recommendations to the Board concerning management succession.
- To consider and make recommendations to the Board, or to make the final determination where appropriate, regarding salary structure, officer and division president gradings within such structure, and salaries, bonuses,

stock awards, benefits, and other remuneration with respect to all elected officers (other than the CEO) and division presidents of the Company.

- To produce a report on executive compensation as required by the Securities and Exchange Commission for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
 - To establish the structure and award formulae and calculation and performance targets for all incentive compensation and equity-based plans.
 - To administer the Company's short-term and long-term incentive and equity-based plans and makes final decisions regarding awards under the plans.
 - To monitor and maintain adherence to sound practices of corporate governance as it pertains to the Company's executive compensation programs.
 - To administer, interpret, adopt rules for, and recommend to the Board amendments of the Company's employee benefit plans, including the Company's defined benefit and defined contribution retirement plans, and retiree medical plans.
 - To recommend to the Board any changes in compensation of Board members.
 - To have sole authority to retain, terminate and approve the fees of all outside consultants, actuaries, and other advisors to work with the Human Resources Committee from time to time.
 - To conduct an annual performance evaluation of the Human Resources Committee.
 - To review annually and update, if necessary, the Committee charter.
- B. The power and authority of the Human Resources Committee is subject to the provisions of the Texas Business Corporation Act, the Virginia Stock Corporation Act, the Company's Articles of Incorporation and Bylaws, applicable federal securities laws, the rules and regulations of the Securities and Exchange Commission ("SEC") and the listing standards of the New York Stock Exchange ("NYSE").

Membership

- A. The Human Resources Committee shall be comprised of three to six members of the Board of Directors, each of whom shall satisfy the independence and experience requirements of the SEC and the listing standards of the NYSE. The members of the Human Resources Committee and its Chairman shall be appointed annually by the Board of Directors and may be removed at any time by the Board of Directors in its sole discretion.
- B. Vacancies in the membership of the Human Resources Committee shall be filled by the Board of Directors.

Meetings

- A. The Human Resources Committee shall meet as required, upon the call of the Chairman of the Human Resources Committee. A majority of the Human Resources Committee members shall constitute a quorum for the transaction of business.
- B. The Chairman of the Human Resources Committee shall prepare a written agenda in advance of each meeting of the Committee. The Human Resources Committee shall keep regular minutes of its meetings and shall report its actions to the full Board at the next Board meeting. The Secretary of the Board of Directors will serve as Secretary for the Human Resources Committee.