

# **RANGE RESOURCES CORPORATION**

## **Governance and Nominating Committee Charter**

### **I. Purpose**

The Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") to oversee:

- 1) Identifying, reviewing the qualifications of and recommending candidates for Board membership, consistent with criteria set forth herein;
- 2) Determining the composition of the Board and its committees;
- 3) Developing governance guidelines for the Company and overseeing compliance with them;
- 4) Monitoring Board and management effectiveness; and to Perform all other duties required under this Charter or assigned by the Board.

### **II. Membership and Procedures**

- 1) The Committee shall be comprised of two or more members of the Board appointed annually to serve by the Board upon the recommendation of the Governance and Nominating Committee. Each member shall meet the test of "independence," within the meaning of the rule established by the New York Stock Exchange ("NYSE");
- 2) The Committee Chair shall be appointed by the Board upon recommendation of the Governance and Nominating Committee. The Chair will normally determine the agenda, frequency and length of meetings. However, any member of the Committee may require a special meeting of the Committee to be convened if they believe it is required. The Committee shall meet as often as necessary to carry out its responsibilities. Each Committee member shall have unlimited access to management and corporate information of any type requested;
- 3) A Director may be removed from the Committee only by a majority vote of the Board. Committee members may resign by giving written notice to the Chairman of the Board or the Corporate Secretary;
- 4) The Committee may designate one or more subcommittees, each consisting of one or more of its members. Subcommittees may exercise all the powers and authority of the Committee if such powers and authority is delegated to them.

Each subcommittee shall keep minutes of its meetings and report them to the Committee or the Board;

- 5) The Committee has the authority to engage or terminate and approve the terms of engagement and fees for a search firm to assist it in identifying or reviewing the qualifications of candidates for directorship, as well as any consultants or advisors as the Committee deems necessary or appropriate;
- 8) The Committee will evaluate its performance relative to the responsibilities set forth in this Charter at least annually and will simultaneously review the adequacy of the Charter itself. The results of these evaluations shall be reported to the Board; and
- 9) The Committee will keep minutes of its meetings and promptly inform the Board of any material issues or concerns.

### **III. Authority and Responsibility**

The Committee shall:

- 1) Review the Board and its Committee structure, its size, and the number of independent directors no less than annually, prior to the Company's annual meeting;
- 2) Evaluate potential Directors and conduct appropriate inquiries into their backgrounds and qualifications;
- 3) Select nominees to become Directors based on an assessment of the following criteria, as well as any other attributes the Committee deems necessary or appropriate, selecting those whose attributes it believes will be most beneficial to the functioning of the Board and the Company:
  - Fulfillment of necessary independence requirements for the composition of the Board;
  - High ethical standards and integrity;
  - A willingness to act on and be accountable for Board decisions;
  - An ability to provide wise, informed and thoughtful counsel to top management on a range of issues;
  - A history of achievement that reflects superior standards for themselves and others;

- Loyalty and commitment to driving the success of the Company;
  - An ability to take difficult positions even in the face of opposition; and
  - Individual backgrounds that provide a diverse portfolio of experience and knowledge commensurate with the Company's needs.
- 4) Annually recommend to the Board a slate of members and Chair for each Board Committee;
  - 5) Develop evaluation criteria and oversee an annual self-evaluation process of the performance of the Board and its Committees. Evaluate the performance of each Director before recommending them for an additional term;
  - 6) Make recommendations on corporate governance and develop a set of corporate governance guidelines. Periodically review those guidelines and make recommendations to the Board for any changes;
  - 7) Annually review each Committees' charter for compliance with the NYSE and SEC regulations along with the Company's governance guidelines and make recommendations to the Board for any appropriate changes;
  - 8) Periodically assess and recommend to the Board actions in regard to stockholder rights plans or any other stockholder protections;
  - 9) Review and, if appropriate, direct the investigation of concerns regarding non-financial matters reported to the Anonymous Reporting Hotline (or referred to as the "whistle blower hotline"); and
  - 10) Perform any other duties as may be assigned it by the Board.