

**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 independent members to constitute the Corporate Governance and Nominations Committee and designate one of the members as committee chairman. 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 identify qualified individuals to become board members, and to assist the board in determining the composition of the board of directors and its committees, monitoring a process to assess board effectiveness and developing and implementing the Company's corporate governance guidelines.

Responsibilities

The committee shall have the following authority and responsibility:

1. 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 shareholders 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 shareholders. The committee shall make recommendations to the board on the appropriate size of the board.
2. Recommend to the board at least annually prior to each annual meeting of shareholders, a slate of nominees for election or reelection as directors by the shareholders at the annual meeting.
3. 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 review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed between annual meetings. Removal of a committee member between annual meetings shall be the exclusive authority of the board.

4. Make recommendations to the board regarding corporate governance matters and practices, including formulating and periodically reviewing Corporate Governance Guidelines to be adopted by the board.
5. Make recommendations to the board regarding an annual self-evaluation process of the board and its committees. The committee shall oversee the annual self-evaluations.
6. Conduct and present to the board an annual performance evaluation of the committee.
7. Sole authority to retain and terminate any search firm used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
8. Report its actions and recommendations to the board after each committee meeting.

#### Meetings

The committee shall meet prior to the annual meeting each year and at such other times as a majority of the committee may request.

#### 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.

#### Subcommittees

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