

EXCO RESOURCES, INC.

Nominating and Corporate Governance Committee Charter

This Nominating and Corporate Governance Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of EXCO Resources, Inc. (the “Company”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to (i) identify and recommend to the Board individuals qualified to be nominated for election to the Board consistent with criteria approved by the Board, (ii) recommend to the Board the board member qualified to be nominated for election as Chairman of the Board, (iii) recommend to the Board the members and Chairperson for each Board committee, (iv) periodically review and assess the Company’s Corporate Governance Guidelines and the Company’s Code of Business Conduct and Ethics and make recommendations for changes thereto to the Board and (v) oversee the annual self-evaluation of the performance of the Board and the annual evaluation of the performance of management.
2. **Committee Members.**
 - 2.1. **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The members and Chairperson of the Committee shall be appointed by the Board on the recommendation of the Committee. Membership on the Committee shall rotate at the full Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
 - 2.2. **Qualifications.** Each member of the Committee shall be independent. To be “independent,” a director may not have a relationship with the Company or its management or a private interest in the Company that in any way may interfere with the exercise of such director’s independence from the Company and its management. In addition, each member of the Committee must meet the independence requirements of the New York Stock Exchange (the “NYSE”) and applicable federal securities law, including the rules and regulations of the SEC, including the following requirements:
 - 2.2.1. No director qualifies as “independent” unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), other than such director’s capacity as a member of the Board, the Committee or any other Board committee.
 - 2.2.2. No director shall be considered “independent” if such director is, or has been within the last three (3) years, an employee of the Company, or has an immediate family member who is, or has been within the last three years, an executive officer,

of the Company.

- 2.2.3. No director shall be considered “independent” if such director has received, or has an immediate family member who has received, during any twelve-month period within the last three (3) years, more than \$100,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- 2.2.4. No director shall be considered “independent” if (i) the director or an immediate family member is a current partner of the Internal or External Auditor, (ii) the director is a current employee of the Internal or External Auditor, (iii) the director has an immediate family member who is a current employee of the Internal or External Auditor and who participates in the Internal or External Auditor’s audit, assurance or tax compliance (but not tax planning) practice or (iv) the director or an immediate family member was within the last three (3) years (but is no longer) a partner or employee of the Internal or External Auditor and personally worked on the Company’s audit within that time.
- 2.2.5. No director shall be considered “independent” if such director or an immediate family member is, or has been within the last three (3) years, employed as an executive officer of another company where any of the Company’s present executive officers at the same time serves or served on that company’s Compensation Committee.
- 2.2.6. No director shall be considered “independent” if such director is a current employee, or has an immediate family member who is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the greater of \$1 million, or two percent (2%) of such other company’s consolidated gross revenues.
- 2.2.7. Employment of an immediate family member of a director in a non-officer position (as defined with reference to Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, or any successor rule) does not preclude the Board from determining that such director is “independent.” The term “immediate family member” includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person’s home.

3. Authority.

- 3.1. **Advisors.** The Committee shall have the sole authority to (i) retain, at the Company’s expense, independent advisors (“Advisors”) as it deems necessary to fulfill its responsibilities under this charter, (ii) determine the compensation of such Advisors and (iii) terminate the engagement of such Advisors.

- 3.2. **Subcommittees.** The Committee shall have the authority to delegate authority and responsibilities to subcommittees as it deems proper, provided that no subcommittee shall consist of less than two members.

4. **Meetings.**

- 4.1. **Frequency of Meetings.** The Committee shall meet at least once per fiscal quarter. The schedule for regular meetings of the Committee for each year shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable.
- 4.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the members of the Board.
- 4.3. **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, except that nominations for directors that are submitted to the Board shall be approved by the [two-thirds] vote of the standing members of the Committee.
- 4.4. **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.
- 4.5. **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

5. **Director Nominees.**

- 5.1. **Nominee Criteria and Qualifications.** The Committee shall establish criteria for persons to be nominated for election to the Board and its committees, taking into account the composition of the Board as a whole. At a minimum, the criteria should include a candidate's qualification as "independent," under the various standards applicable to the Board and each of its committees, as well as a candidate's depth of experience and availability, the balance of the business interest and experience of the incumbent or nominated directors, and the need for any required expertise on the Board or one of its committees. With respect to incumbent members of the Board, the Committee shall also consider the performance of the incumbent director. In addition, the Committee shall determine whether qualifications for membership on each committee of the Board of Directors are met.
- 5.2. **Identification of Board Candidates.** When the circumstances require, the Committee shall identify and recommend to the Board new persons qualified to be

nominated for election as directors. The Committee shall also annually review each incumbent director's past performance and recommend to the Board whether such director should be nominated for reelection.

- 5.3. **Recommendation of Board Nominees.** Prior to each annual meeting of the shareholders of the Company, the Committee shall, on a timely basis, recommend to the full Board a slate of nominees for election to the Board.
6. **Recommendation of Chairman of the Board.** The Committee shall annually recommend to the Board the member to be nominated for election as Chairman of the Board. The Committee shall review the qualifications of the Chairman to ensure that the nominee meets any applicable criteria of the rules and regulations of the SEC and NYSE. There is no mandated policy limiting the length of service as Chairman.
7. **Recommendation of Committee Members.** The Committee shall annually recommend to the Board the membership of each Board committee (including this Committee) and a Chairperson for each committee. The Committee shall review the qualifications of the members of each committee to ensure that each committee has a membership that meets any applicable criteria of the rules and regulations of the SEC and NYSE. There is no mandated policy limiting the length of service on any committee.
8. **Board Matters.**
 - 8.1. **Director Orientation.** The Committee shall, in consultation with the Chief Executive Officer and appropriate members of management, periodically review and approve the Company's orientation program for new directors in accord with the Company's corporate governance principles.
 - 8.2. **Recruitment of Directors.** The Committee shall evaluate the Company's policies relating to the recruitment of directors, including compensation and director and officer's insurance, as well as indemnification protections provided in the Company's organizational documents, and make recommendations to the Board or any appropriate Board committee regarding such matters.
9. **Executive Officer Matters.**
 - 9.1. **Management Succession.** The Committee shall receive periodically from the CEO recommendations regarding the CEO's successor, the development of other executive talent and the executive management needs of the Company.
 - 9.2. **CEO Succession.** The Committee shall recommend to the Board a successor to the CEO when a vacancy occurs.
 - 9.3. **Appointment of Officers.** The Committee shall review the CEO's appointment of SEC reporting officers ("SEC reporting officers" are those officers that file Forms 3 and 4 with the SEC under Section 16 of the Securities Exchange Act of 1934) and make recommendations to the Board with respect to such persons to be elected

officers by the Board and review any proposed personnel changes involving such officers.

10. Reports and Assessments.

- 10.1. **Board Reports.** The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.
- 10.2. **Charter Assignment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board of its recommendation for any changes to the Charter.
- 10.3. **Committee Self-Assessment.** The Committee shall annually review and make a self-assessment of its performance, and shall report the results of such self-assessment to the Board.
- 10.4. **Assessment of Board.** The Committee shall conduct an annual assessment of the Board's performance. The Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation.
- 10.5. **Assessment of Chairman.** The Committee shall conduct an annual assessment of the Chairman's performance. The Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation.
- 10.6. **Evaluation of Committee Charters.** The Committee shall conduct an annual review of all committee charters and recommend to the Board any changes it deems necessary. In connection therewith, the Committee shall review the recommendations of each Board Committee regarding the charter of its committee.
- 10.7. **Corporate Governance.** The Committee shall conduct an annual review and assessment of (i) the Company's Corporate Governance Guidelines and (ii) the Company's Business Ethics Policy and recommend to the Board any changes it deems necessary.