

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER ROSETTA RESOURCES INC.**

The Board of Directors (the “Board”) of Rosetta Resources Inc., a Delaware corporation (the “Corporation”) has established the Nominating and Corporate Governance Committee (the “Committee”) of the Board.

### **Purpose**

The purposes of the Committee are:

1. To assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or recommend that the Board select, the director nominees for election at the annual meeting of shareholders or for appointment to fill vacancies;
2. To recommend to the Board director nominees for each committee of the Board and to advise the Board about the appropriate composition of the Board and its committees;
3. To develop and recommend to the Board all new corporate governance principles and practices for the Corporation and to assist the Board in implementing the Corporation’s existing and any new principles and practices, as well as conducting a regular review of such principles and practices and recommend to the Board any additions, amendments or other changes thereto;
4. To lead the Board in its annual review of the performance of the Board, its committees and senior management; and
5. To perform such other functions as the Board may assign to the Committee from time to time.

### **Composition**

The Committee shall consist of at least three members. Each member of the Committee shall be a member of the Board. One of the members shall serve as the chairman of the Committee (the “Chairman”). Each member of the Committee shall satisfy the independence requirements of the rules of The NASDAQ Stock Market applicable to domestic listed companies.

The Board shall appoint the members of the Committee. The Chairperson shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the Chairman and any other member of the Committee at any time.

## **Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions.

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance principles and practices, including modifications, from time to time.
2. The Committee shall actively seek individuals qualified to become Board members, consistent with criteria approved by the Board, for recommendation to the Board.
3. The Committee shall determine whether or not each director and each prospective director of the Corporation is an independent, disinterested, or a non-employee director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any or all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested, or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.
4. Each year, the Committee shall:
  - review the advisability or need for any changes in the number and composition of the Board;
  - review the advisability or need for any changes in the number, charters or titles of committees of the Board;
  - recommend to the Board the composition of each committee of the Board and the individual director to serve as chairman of each committee;
  - require the chairman of each committee to report to the Board about the committee's annual evaluation of its performance and evaluation of its charter;
  - receive comments from all directors and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;
  - evaluate the performance of the Corporation's senior management with respect to corporate governance matters and make a report to the Board regarding the evaluation;
  - develop, review and reassess the adequacy of the Corporation's corporate governance principles and practices and recommend any proposed changes to the Board for its approval;
  - make a report to the Board on succession planning and work with the Board to evaluate potential successors to the Chief Executive Officer; and
  - evaluate the performance of the Committee and make a report to the Board regarding the evaluation.

5. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Corporation to pay the fees and expenses of the search firm. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Corporation to pay the fees and expenses of such outside advisors.
6. The Committee shall oversee the evaluation of the Board.

## **Procedures**

1. Meetings. The Committee shall meet at the call of the Chairman, two or more members of the Committee, or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Corporation's management, independent consultants, and such other persons as the Committee or the Chairman may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Corporation's Certificate of Incorporation and Bylaws. The Committee shall hold not fewer than two meetings in each year, and may hold such number of meetings as it shall deem necessary and appropriate to fulfill its duties and functions.
2. Quorum and Approval. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
3. Rules. The Committee may determine additional rules and procedures, including designation of a chairman pro tempore in the absence of the Chairman, at any meeting thereof.
4. Reports. The Committee shall make regular reports to the Board, directly or through the Chairman.
5. Review of Charter. Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
6. Fees. Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or Chairman of, the Committee.