

CONSOL ENERGY INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

This Charter governs the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of CONSOL Energy Inc. (the “Company”).

1. Purpose. The primary purposes of the Committee are to: (i) oversee compensation plans and programs for non-employee directors and executive officers; (ii) review the performance of executive officers and award or recommend incentive compensation, as appropriate, based upon performance; (iii) review and monitor management development and succession plans and activities; and (iv) prepare the report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with Securities and Exchange Commission (the “SEC”) rules and regulations.
2. Membership. The Committee shall be composed of at least three directors, each of whom must (i) be independent, as affirmatively determined by the Board consistent with the independence criteria set forth in the New York Stock Exchange (“NYSE”) Listed Company Manual and the Company’s Corporate Governance Guidelines, (ii) qualify as a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. Committee members and the Chairperson shall be nominated by the Nominating and Corporate Governance Committee and appointed by the Board for one-year terms, to serve until their resignation, retirement, or removal by the Board, or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.
3. Meetings and Procedures.
 - a. *Operation of the Committee*. The Committee shall meet as often as it may deem necessary and appropriate, but in no event less than three times per year. A majority of the members of the Committee shall constitute a quorum.
 - b. *Delegation of Authority*. The Committee may delegate authority, duties and responsibilities (or functions) to a subcommittee or to the Company’s officers when appropriate, consistent with applicable laws, regulations, and listing standards.
 - c. *Internal Resources*. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests. The Committee shall have access to management, internal advisors, and all other resources within the Company to assist it in carrying out its duties and responsibilities.

- d. *External Resources.* The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent counsel or other adviser, and shall be directly responsible for the appointment, compensation and oversight of such adviser. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers. Prior to retaining or obtaining the advice of an adviser, the Committee shall evaluate the independence of such adviser as required by the NYSE or other applicable law, regulation or listing standard.
 - e. *Reports to the Board.* The Committee shall report to the Board on any matters related to the Committee's procedures, duties and responsibilities, as appropriate and necessary.
 - f. *Review of Charter.* The Committee shall review and assess annually the adequacy of this Charter and, if appropriate, recommend changes to the Board. The Charter shall be made available on or through the Company's website.
 - g. *Performance Review.* The Committee shall review and assess annually its performance and report the results to the Board.
4. Duties and Responsibilities. The Committee shall:
- a. *Non-Employee Director Compensation.* Establish and periodically review the compensation of non-employee directors and the principles upon which such compensation is determined, including the adequacy of compensation plans and programs for non-employee directors.
 - b. *Executive Compensation Plans and Programs.* Establish, administer, periodically review, and recommend to the Board, as appropriate, compensation plans, programs and levels for executive officers, including incentive and equity-based plans and programs, any executive employment contracts, special executive retirement benefits, and executive severance or change in control arrangements.
 - c. *Performance Goals and Objectives.* Approve the performance goals and objectives relevant to compensation of the Chief Executive Officer ("CEO") and other executive officers, evaluate their performance in light of those goals, and determine and approve their compensation levels based on this evaluation. The Committee shall annually (i) review with the CEO his or her evaluation of the performance of other executive officers, (ii) review and approve corporate goals and objectives relevant to the compensation of the CEO and other executive officers, and (iii) determine and approve compensation, including performance-based compensation, for the CEO and other executive officers.
 - d. *Review of Compensation Discussion and Analysis.* Review and discuss the Compensation Discussion and Analysis (the "CDA") required to be included in the Company's proxy statement with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CDA be

so included. Produce the report of the Committee required to be included in the Company's proxy statement.

- e. *Section 162(m)*. Oversee the Company's policies on structuring compensation programs for executive officers to maximize tax deductibility, and, as and when required, establish performance goals and certify that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- f. *Management Succession Plans*. Oversee, review and monitor management development plans and activities, including succession planning. The Committee shall review annually (i) with the CEO, the CEO's proposed succession plan for each executive officer and the CEO's evaluation of each executive officer and (ii) with the Board, the Company's succession plan for the CEO and other executive officers (if needed), including plans for emergency succession in case of the unexpected resignation, retirement or disability of the CEO.
- g. *Risk Assessment*. Review and oversee the risk assessment related to the Company's compensation programs, and report the results of such assessment to the Board, as necessary or appropriate.
- h. *Other Activities*. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's By-laws, and governing law, as the Committee or the Board deems necessary or appropriate.