

CONSOL ENERGY INC.
**CHARTER OF THE HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE OF
THE BOARD OF DIRECTORS**

This Charter governs the Health, Safety and Environmental 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 provide oversight of the Company’s policies and management systems with respect to health, safety, environmental and security matters.
2. Membership. The Committee shall be composed of at least three directors. Committee members and the Chairperson shall be nominated by the Nominating and Corporate Governance Committee and appointed by the Board and shall serve for one-year terms 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 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.
 - d. *External Resources*. The Committee shall have the authority to obtain advice and assistance from independent counsel and other advisors, and the Company shall provide appropriate funding for the Committee to retain any such advisors.
 - 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. *Performance Review*. The Committee shall review and assess its performance annually, and report the results to the Board.

- g. *Review of Charter.* The Committee shall review and assess the adequacy of this Charter annually and, if appropriate, recommend any proposed changes to the Board.
4. Duties and Responsibilities. The Committee shall:
- a. *Risk Oversight.* Oversee management’s monitoring and enforcement of the Company’s policies to protect the health and safety of employees, contractors, customers, the public and the environment and review with management the quality of the Company’s procedures for identifying, assessing, monitoring and managing the principal risks in the Company’s business associated with health, safety, protection of the environment, and security matters and report the Committee’s findings to the Board, as deemed necessary or appropriate.
 - b. *Strategy.* Review the Company’s strategy, including objectives and policies, relative to the protection of the safety and health of employees, contractors, customers, the public, and the environment
 - c. *Legal Matters.* Review (i) any material compliance issues with health, safety or environmental laws, (ii) any material pending or threatened administrative, regulatory, or judicial proceedings regarding health, safety or environmental matters, and (iii) management’s response to the foregoing legal matters.
 - d. *Public Policy and Trends.* Review any significant safety, health and environmental public policy, legislative, political and social issues and trends that may materially affect the business operations, financial performance, or public image of the Company or the industry, and management’s response to such matters.
 - e. *Security.* Review Company security policies and procedures relative to (i) potential employee strikes and/or terrorist activity and (ii) the protection of Company assets against damage, destruction and/or theft.
 - f. *Other Activities.* Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.
 - g. *Limitation on Duties and Responsibilities.* It is not the duty of the Committee to plan or conduct Health, Safety, Environmental or Security (“HSE&S”) audits, this being the responsibility of management and the Company’s HSE&S function. Neither is it the responsibility of the Committee to determine the management of the safe condition and environmentally responsible operation of the Company's facilities and assets, which is the role of management, nor to determine the appropriate level of the Company's exposure to risk, which is the role of the Board.

Effective: November 28, 2017