

CONSOL ENERGY INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

This Charter governs the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of CONSOL Energy Inc. (the “Company”).

Purpose. The primary purposes of the Committee are to (i) identify individuals qualified to serve as members of the Board, identify and recommend that the Board select the director nominees for the next annual meeting of stockholders, and fill vacancies; (ii) recommend to the Board the structure and operations of the Board and corporate governance principles applicable to the Company; and (iii) exercise and perform the authority, duties and responsibilities of the Committee as set forth in this Charter.

1. Membership. The Committee shall be composed of at least three directors, each of whom must be independent, as affirmatively determined by the Board consistent with the independence criteria set forth in the New York Stock Exchange Listed Company Manual and the Company’s Corporate Governance Guidelines. Committee members and the Chairperson shall be designated and approved by a majority of the whole Board and shall serve 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.
2. 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 sole authority, and necessary funding, to retain, terminate, and set fee and retention terms for any search firm to be used to identify director candidates.
 - 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 annually its performance, and report the results to the Board.
- g. *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.

3. Duties and Responsibilities. The Committee shall:

- a. *Board Size, Function and Needs.* Annually review and recommend to the Board the appropriate size, function, and needs of the Board.
- b. *Board Composition.* Identify individuals qualified to become Board members based on criteria developed by the Committee and approved by the Board.
- c. *Annual Director Nominees, Vacancies, and Stockholder Nominations.* Annually recommend to the Board the slate of nominees for director to be elected by the stockholders at the Company's next annual meeting of stockholders and, where applicable, to fill vacancies. The Committee will consider director nominees recommended by stockholders, provided that such recommendations are made in accordance with the Company's Bylaws, as applicable.
- d. *Chairperson and Lead Director.* Recommend to the Board one member to serve as Chairperson of the Board. In the event that the Chairperson of the Board is not independent, the Committee will consider and recommend to the Board an independent director to serve as Lead Director.
- e. *Board Committees.* Review from time to time the stated duties and responsibilities of the Board's committees and make recommendations to the Board for any changes thereto, and recommend to the Board from time to time the creation or elimination of any Board committees as the Committee deems necessary or desirable.
- f. *Committee Composition.* Evaluate and recommend to the Board those directors to be appointed to and, where appropriate, removed from, Board committees, including with respect to persons to serve as chairperson of each committee, in each case based upon: (i) the qualifications for membership on each committee; (ii) committee member appointment and removal; (iii) the extent to which there should be a policy of periodic rotation of directors among the committees; (iv) any limitations on the number of consecutive years a director should serve on any one committee; and (v) the number of boards and other committees on which the directors serve.
- g. *Annual Evaluations.* Oversee the annual evaluation of (i) the Board and the other Board committees and (ii) management, and report to the Board the results of such evaluation.

- h. *Corporate Governance Risks.* Review material corporate governance-related risks and advise the Board, as deemed necessary or appropriate, of such risks.
- i. *Corporate Governance Guidelines.* Annually review and assess the Company's Corporate Governance Guidelines and recommend any changes to the Board.
- j. *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.