

**RANGE RESOURCES CORPORATION**  
**Governance and Nominating Committee Charter**

**I. Purpose**

The Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") to:

- 1) Identify and review the qualifications of and recommend candidates for Board membership, consistent with criteria set forth herein;
- 2) Determine the composition of the Board and its committees;
- 3) Develop governance guidelines for the Company and oversee compliance with them;
- 4) Monitor Board and management effectiveness; and perform all other duties required under this Charter or which are assigned to the Committee by the Board;
- 5) Oversee the competency and qualifications of officers of the Company and recommending individuals to the Board for election as officers.

**II. Membership and Procedures**

- 1) The Committee shall be comprised of two or more members of the Board appointed annually to serve by the Board upon the recommendation of the Governance and Nominating Committee. Each member shall meet the test of "independence," within the meaning of the rule established by the New York Stock Exchange ("NYSE");
- 2) The Committee Chair shall be appointed by the Board upon recommendation of the Committee. The Chair will normally determine the agenda, frequency and length of meetings. However, any member of the Committee may require a special meeting of the Committee to be convened if they believe it is necessary. The Committee shall meet as often as necessary to carry out its responsibilities. Each Committee member shall have unlimited access to management and corporate information of any type requested;
- 3) A director may be removed from the Committee only by a majority vote of the Board. Committee members may resign by giving written notice to the Chairman of the Board or the Corporate Secretary;
- 4) The Committee may designate one or more subcommittees, each consisting of one or more of its members. Subcommittees may exercise all the powers and authority of the Committee if such powers and authority is delegated to them. Each subcommittee shall keep minutes of its meetings and report them to the Committee or the Board;
- 5) The Committee has the authority to engage or terminate and approve the terms of engagement and fees for a search firm to assist it in identifying or reviewing the

qualifications of candidates for directorship, as well as any consultants or advisors as the Committee deems necessary or appropriate;

- 6) The Committee will evaluate its performance relative to the responsibilities set forth in this Charter at least annually and will concurrently review the adequacy of the Charter itself. The results of these evaluations shall be reported to the Board; and
- 7) The Committee will keep minutes of its meetings and promptly inform the Board of any material issues or concerns.

### **III. Authority and Responsibility**

The Committee shall:

- 1) Review the Board and its committee structure, its size and the number of independent directors no less than annually, prior to the Company's annual meeting;
- 2) Evaluate potential directors and conduct appropriate inquiries into their backgrounds and qualifications;
- 3) Select nominees to become directors based on an assessment of the following criteria, as well as any other attributes the Committee deems necessary or appropriate, selecting those whose attributes it believes will be most beneficial to the functioning of the Board and the Company:
  - Fulfillment of necessary independence requirements for the composition of the Board;
  - High ethical standards and integrity;
  - A willingness to act on and be accountable for Board decisions;
  - An ability to provide wise, informed and thoughtful counsel to top management on a range of issues;
  - A history of achievement that reflects superior standards for themselves and others;
  - Loyalty and commitment to driving the success of the Company;
  - An ability to take difficult positions even in the face of opposition;
  - Individual backgrounds that provide a diverse portfolio of experience and knowledge commensurate with the Company's needs; and
  - In considering a nominee, the Committee shall also consider the following policy with regard to Board diversity which has been adopted by the Company and included in the Company's Corporate Governance Guidelines:

“The Governance and Nominating Committee is responsible for reviewing with the Board, on an annual basis, the composition of the Board. The Company believes it is important to have represented on the Board strong business experience and expertise and, in particular, experience and expertise with regard to exploration and production of oil and natural gas, natural gas hedging, financial reporting, risk management and business strategy. In selecting candidates for service on the Board, in addition to skills and experience, the Committee considers the independence of the individual, availability of service to the Company (including any potential conflicts of interest), age of the incumbent Directors on the Board, diversity and the Board’s anticipated needs with regard to Director expertise. The Governance and Nominating Committee is responsible for recommending candidates for election or appointment to the Board, in accordance with the criteria, policies and principles set forth in its charter and in these Corporate Governance Guidelines including the consideration of candidates that provide a broad range of skills, abilities, diversity and other attributes that are necessary to successfully serve as a Director. With regard to diversity, the Company is committed to considering candidates for the Board regardless of gender, ethnicity and national origin. Any search firm retained to assist the Governance and Nominating Committee in seeking candidates for the Board will affirmatively be instructed to seek to include diverse candidates from traditional and nontraditional candidate groups.”

- 4) Annually recommend to the Board a slate of members and chairs for each Board committee;
- 5) Develop evaluation criteria and oversee an annual self-evaluation process of the performance of the Board and its committees. Evaluate the performance of each director before recommending them for an additional term;
- 6) Make recommendations on corporate governance and periodically review the Company’s Corporate Governance Guidelines and make recommendations to the Board for any changes;
- 7) Annually review each committee’s charter for compliance with the NYSE and SEC regulations along with the Company’s Corporate Governance Guidelines and make recommendations to the Board for any appropriate changes;
- 8) Periodically assess and recommend to the Board actions in regard to stockholder rights plans or any other stockholder protections;
- 9) Periodically review the Company’s Related-Party Transaction Communication Policy, as well as periodically review all transactions that would require disclosure under Item 404(a) of SEC regulation S-K (each, a “Related Person Transaction”) and

make a recommendation to the Board regarding the initial authorization or ratification of any such transaction.

- 10) Review and, if appropriate, direct the investigation of concerns regarding nonfinancial matters reported to the anonymous reporting hotline (also referred to as the “whistle blower hotline”); and
- 11) Perform any other duties as may be assigned it by the Board.

Revised: March 29, 2016