

SM ENERGY COMPANY

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of SM Energy Company (the “*Company*”) for the purposes of:

- overseeing the administration of the Company’s employee compensation and benefit plans;
- establishing the Company’s compensation policies;
- assisting the Board in discharging its responsibilities relating to the compensation of the Company’s executives and directors; and
- reviewing and approving the disclosure required by rules and regulations promulgated by the Securities and Exchange Commission (the “*SEC*”) concerning matters within the responsibilities and duties of the Committee.

The Committee shall have the authority to retain at the Company’s expense such consultants, advisors and counsel as the Committee deems appropriate in its sole discretion to fulfill its purposes, responsibilities and duties. In connection therewith, the Committee shall have the sole authority to retain, oversee and terminate any compensation consultant engaged to assist in the evaluation of director or executive compensation programs or structures and shall have the sole authority to approve the consultant’s fees and other retention terms. The Committee shall also have the authority to obtain such advice and assistance from the Company’s internal or external legal, accounting or other advisors as it deems convenient or necessary.

Prior to engaging any consultant, advisor or counsel, the Committee must take into consideration all factors relevant to that person’s independence from management of the Company, including:

- the provision of other services to the Company by the person or entity that employs the consultant, advisor or counsel;
- the amount of fees received from the Company by the person or entity that employs the consultant, advisor or counsel, as a percentage of total revenue of the person that employs the consultant, advisor or counsel;
- the policies and procedures of the person or entity that employs the consultant, advisor or counsel that are designed to prevent conflicts of interest;
- any business or personal relationship of the consultant, advisor or counsel with a member of the Committee;

- any stock of the Company owned by the consultant, advisor or counsel;
- any business or personal relationship of the consultant, advisor or counsel or the person or entity employing the consultant, advisor or counsel with an executive officer of the Company; and
- any applicable SEC and New York Stock Exchange (“*NYSE*”) guidance and requirements.

II. Composition and Meetings

The Committee shall consist of at least three members, who shall be nominated by the Nominating and Corporate Governance Committee of the Board and appointed for a term of one year by the Board. Committee members may be removed and replaced by a majority of the independent directors of the Board at their discretion. If a Committee Chair is not designated by the Board or is not present at a meeting, the members of the Committee may designate a Chair by majority vote of the Committee members. All members of the Committee shall be: independent directors eligible to serve on the Committee in accordance with the rules of the NYSE; independent in accordance with Rule 10C-1 under the Securities Exchange Act of 1934; “non-employee directors” as defined by SEC Rule 16b-3; “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code; and independent under other applicable laws, rules and regulations regarding director independence as in effect from time to time.

The Committee shall meet at least twice annually and more frequently as circumstances dictate. The Committee Chair shall approve an agenda in advance of each meeting.

With Board approval, the Committee may form and delegate authority to subcommittees when appropriate, provided that each subcommittee is composed entirely of independent directors and has a written subcommittee charter approved by the Committee.

III. Responsibilities and Duties

The Committee shall have the responsibilities and duties set forth below.

1. The Committee shall have overall responsibility for reviewing, evaluating and recommending to the Board for its approval the adoption or modification of the Company’s director and executive compensation plans, policies and programs.
2. The Committee shall oversee the administration of the Company’s executive compensation programs. In connection therewith, the Committee shall annually, and at other appropriate times, review, modify (as necessary) and approve the performance evaluation process and overall compensation structure for the Company’s chief executive officer and all other officers. The Committee shall also review and make recommendations to the Board with respect to any employment agreements, severance arrangements and change-in-control policies and/or agreements, in each case as, when and if appropriate, and any special or supplemental benefits for officers.

3. The Committee shall review, approve and, when appropriate, recommend to the Board, and where appropriate or required, recommend to the stockholders of the Company for approval, incentive compensation plans and equity-based plans (and amendments to such plans). The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans. The Committee shall annually, and at other appropriate times, approve the amounts and distribution of awards made to individual executive officers under the Company's incentive compensation plans and equity-based plans.
4. The Committee shall have direct responsibility to annually, and at other appropriate times, review, modify (as necessary) and approve the corporate goals and objectives relevant to the chief executive officer's compensation, evaluate the chief executive officer's performance in light of those goals and objectives, and determine and approve the chief executive officer's compensation level based on such evaluation. In determining the long-term incentive component of the chief executive officer's compensation, the Committee shall consider such factors as it considers important, which can include the Company's performance and relative stockholder return, the nature of similar incentive awards to chief executive officers of comparable companies, and the awards given to the chief executive officer in prior years. The chief executive officer cannot be present during any voting or deliberations by the Committee on the chief executive officer's compensation. If so directed by the Board, the Committee's decisions regarding the chief executive officer's compensation shall be submitted for review and ratification by the independent directors of the Board.
5. The Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by §14A of the Exchange Act in determining chief executive officer and other executive officer compensation.
6. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information; recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K or proxy statement; and produce the compensation committee report on executive officer compensation and conflict of interest disclosure pursuant to Item 407(e)(3)(iv) of Regulation S-K required to be included in the Company's proxy statement or annual report on Form 10-K.
7. The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking; review and discuss at least annually the relationship between risk management policies and practices and compensation; and evaluate compensation policies and practices that could mitigate any such risk.
8. The Committee shall annually and at other appropriate times review and approve salary and incentive compensation policies for all non-executive employees.

9. The Committee shall engage an independent third party to conduct an analysis of the Company's compensation programs and practices as the Committee believes is appropriate in its sole discretion.
10. The Committee shall administer, or may delegate such administration to a committee of employees of the Company, the Company's pension, 401(k), non-qualified deferred compensation and supplemental executive retirement plans, including the authority to select, add, remove or otherwise modify investment options in such plans. The Committee shall annually and at other appropriate times review the performance of the Company's pension, 401(k), non-qualified deferred compensation and supplemental executive retirement plans.
11. The Committee shall annually and at other appropriate times review and make recommendations to the Board for its approval the compensation of all directors, including director and committee fees, cash-based retainers, equity-based compensation and other items as appropriate.
12. The Committee shall review and recommend to the Board the Company's submissions to its stockholders concerning executive officer compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and any amendment of such plans.
13. The Committee shall review and make recommendations to the Board regarding any stockholder proposals concerning matters within the responsibilities and duties of the Committee.
14. The Committee shall make regular reports to the Board concerning the performance of its responsibilities and duties.
15. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.

The Committee's authority and responsibilities are as set forth in this Charter. This Charter shall be amended as appropriate to comply with all applicable requirements of the SEC and the NYSE. This Charter shall be available at all times on the Company's website.

In fulfilling its responsibilities, the Committee will rely to a significant extent on information and advice provided by management, consultants, advisors and counsel; however, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultants, legal counsels or other advisors.

Adopted by the Board of Directors on February 23, 2016.