



**CHARTER
OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

**Adopted by the Board of Directors on August 16, 2018
Effective as of November 9, 2018**

I. PURPOSE AND AUTHORITY

The Compensation Committee (the “Committee”) of Contura Energy, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to assist the Board in discharging its responsibilities relating to compensation of the directors and executive officers of the Company which duties include, but are not limited to, (i) reviewing and approving executive and director compensation and (ii) determining whether such compensation is in accordance with Company policies and philosophy.

II. COMMITTEE RESOURCES

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and to obtain any information it requests from Company employees and outside advisors, which persons will be directed to cooperate and comply with the Committee’s requests. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser under terms it deems appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee, and the Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser, except as otherwise provided in the listing standards of a securities exchange on which the Company’s securities are listed, if applicable, only after taking into consideration all factors relevant to such person’s independence from management, including the factors set forth in the listing standards of the New York Stock Exchange, such other criteria as determined by the Committee, or as otherwise required by law or regulation.

III. COMMITTEE COMPOSITION

The Committee shall be comprised of three or more members of the Board. The members of the Committee shall satisfy all applicable requirements then in effect of any stock exchange or national securities association on which the Company’s securities are listed or quoted and any other applicable regulatory requirements, including without limitation requirements relating to director independence (“Independence Requirements”), including such requirements specifically applicable to members of the Committee, nomination and size of the Committee. In addition, at least two of the Committee members shall qualify as “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Chairman of the Committee (the “Chairman”) and other Committee members shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, retirement, removal from office or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

The Chairman will chair all meetings of the Committee and will set the agendas for Committee meetings, consulting as appropriate with the other Committee members and members of management. The Chairman shall establish an annual calendar with a proposed agenda of the compensation, talent management and other related matters to be addressed at each of the Committee’s scheduled meetings during the year. Committee members are expected to make suggestions for agenda items.

IV. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee is entitled to form, and delegate any or all of its responsibilities to, a subcommittee consisting of one or more members of the Committee, when appropriate and permitted by applicable legal and regulatory requirements. Where so permitted, a subcommittee of the Committee may exercise the powers and authority of the Committee and the Board while acting within the scope of the powers and responsibilities delegated to it.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

V. MEETINGS

The Committee shall meet as frequently as its members deem necessary to fulfill the Committee’s responsibilities. A majority of the Committee members shall constitute a quorum for the transaction of the Committee’s business. The Committee shall act upon the vote of a majority of its members at a duly called meeting at which a quorum is present. Any action of the Committee may be taken by a written instrument signed by all of the members of the Committee. The Committee shall have the authority to establish other rules and procedures for notice and conduct of its meetings consistent with the Company’s bylaws and any governance policies adopted by the Board of Directors.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. However, when necessary, the Committee may meet in executive session without such other persons present. No executive officer should attend that portion of any meeting where such executive’s performance or compensation is discussed, unless specifically invited by the Committee.

VI. POWERS AND DUTIES

The following functions shall be the recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional or substitute functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to

it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee shall have the following specific powers and duties:

1. To review and approve the Company's overall compensation philosophy and policies for executive officers of the Company at least annually.
2. To review and approve the compensation, including salary, bonuses and benefits, of the executive officers of the Company and, in the case of the Chief Executive Officer (the "CEO"), to recommend the compensation for ratification by the directors serving on the Board who satisfy the Independence Requirements, and assess whether the Company's overall executive compensation program establishes appropriate incentives for executive management;
3. To identify, review and approve the corporate goals and objectives relevant to the compensation of the CEO and other executive officers. The Committee shall oversee and evaluate the performance of the executive officers in light of their respective goals and objectives, request and obtain detailed information about executive compensation packages and, based on such review and evaluation, determine and approve the annual salary, bonus, equity grants, performance-related pay, perquisites, deferred compensation, tax gross-ups, supplemental executive plans, severance payments, change-in-control agreements and other executive compensation and benefits of the executive officers and, in the case of the CEO, recommend these compensatory arrangements for ratification by the directors serving on the Board who satisfy the Independence Requirements;
4. To request that management, or a compensation consultant retained by the Committee, obtain information in order for the Committee to assess executive compensation, including compensation surveys and studies of the compensation practices of comparable peer companies for benchmarking purposes and the Committee will assess the appropriateness of such group of comparable peer companies at least annually;
5. To oversee, review, monitor, approve and, where required to do so, make recommendations to the Board with respect to executive compensation, including equity-based plans and plans pertaining to incentive compensation, and to exercise all the authority of the Board with respect to the administration and interpretation of such plans as required under such plans. In reviewing the Company's policies, the Committee may consider elements such as attracting, developing, promoting, retaining and motivating the Company's management and providing a strong link between executive compensation and performance, including an alignment of executive management's interests with stockholders, and other factors the Committee deems appropriate;
6. To review and approve equity- and cash-based awards pursuant to the Company's plans;
7. To review and oversee at least annually the risk assessment of the Company's compensation programs and policies, and advise the Audit Committee of the Board, as deemed necessary or appropriate, of financial risk-related matters arising from, or relating to, the Company's compensation programs, and whether any such risks are reasonably likely to have a material adverse effect on the Company;
8. To review and approve any employment contract or related agreement, such as a severance arrangement or a supplementary plan or program, for any executive officer and, in the case of the

CEO, recommend the terms of any employment contract or related agreement with the CEO for ratification by the directors serving on the Board who satisfy the Independence Requirements;

9. To review director compensation and recommend from time to time to the Board any proposed changes to such compensation;
10. To review periodically the need for a Company policy regarding compensation paid to the Company's executive officers in excess of limits deductible under Section 162(m) of the Internal Revenue Code of 1986, as amended;
11. To serve as a counseling committee to the CEO of the Company regarding compensation matters and such other matters as the Board may from time to time direct;
12. To review the procedures and policies of the Company designed to ensure compliance with applicable laws and regulations relating to compensation of executive officers and to monitor the results of these compliance efforts;
13. To maintain minutes or other records of meetings and activities of the Committee and to report to the Board following meetings of or actions taken by the Committee;
14. To have prepared and to review and discuss with management the Company's compensation discussion and analysis disclosure, as may be required by the Securities and Exchange Commission (the "SEC") or contractual or other obligations and, based on this review and discussion, recommend to the Board the inclusion of such disclosure in the Company's proxy statement or annual report on Form 10-K (or equivalent documents), or other public release of this information, in accordance with applicable rules and regulations promulgated by the SEC or other regulatory bodies, any applicable securities exchange listing standards, contractual obligations or other requirements;
15. To produce, if applicable, a compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K (or equivalent documents) filed with the SEC;
16. With regard to any compensation consultant identified or to be identified in the Company's proxy statement or annual report on Form 10-K (or equivalent documents) in accordance with applicable rules and regulations promulgated by the SEC or with contractual or other obligations, to review whether work performed or to be performed by such consultant raises any conflict of interest and, if so, to determine how to address such conflict of interest;
17. To conduct or authorize investigations into any matters within the Committee's purpose and powers;
18. To review and reassess the powers of the Committee and the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval;
19. To conduct an annual performance review and evaluation of the Committee; and
20. To consider such other matters in relation to the compensation policies of the Company as the Committee or the Board may, in its discretion, determine to be advisable.

VII. THE COMMITTEE'S ROLE

The basic responsibility of the Chairman and the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders.

Management of the Company is responsible for the day-to-day operation of the Company's business. As a result, the Company's officers and employees and other persons who may be engaged by the Committee may have more time, knowledge and detailed information about the Company than do the Committee members. The Committee will review information, opinions, reports or statements presented to the Committee by the Company's officers or employees or other persons as to matters the Committee members reasonably believe are within such other person's professional or expert competence and who have been selected with reasonable care by or on behalf of the Company. While the Committee has the responsibilities and powers set forth in this charter, each member of the Committee, in the performance of his or her duties, will be entitled to rely in good faith upon reports presented to the Committee by these experts. Accordingly, the Committee's role does not provide any special assurances with regard to matters that are outside the Committee's area of expertise or that are the traditional responsibility of management.