



**CHARTER  
OF THE NOMINATING AND CORPORATE GOVERNANCE 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 Nominating and Corporate Governance Committee (the “Committee”) of Contura Energy, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to (1) assist the Board in identifying individuals qualified to become members of the Board and executive officers of the Company; (2) select, or recommend that the Board select, director nominees for election as directors by the stockholders of the Company; (3) develop and recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company (the “Corporate Governance Guidelines”) and oversee compliance with the Corporate Governance Guidelines; (4) lead the Board in its annual review of the Board’s performance; (5) recommend to the Board director nominees for each committee; (6) make recommendations regarding committee purpose, structure and operations; (7) play a leadership role in the Company’s corporate governance and (8) oversee and approve a management continuity planning process.

**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 requires from employees and outside advisors, which persons will be directed to cooperate with the Committee’s requests. The Committee shall have the authority to retain special legal, accounting or other advisers to advise the Committee, including without limitation the sole authority to retain and terminate any search firm to be used to identify director candidates and the sole authority to approve such firm’s fees and other retention terms. The Company shall provide for appropriate funding for such counsel or experts retained by the Committee. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

**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.

The Chairman and members of the Committee shall be appointed by the independent members of the Board annually and as vacancies or newly created positions occur, taking into account any recommendation of the Committee, 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 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.

#### **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.

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.

#### **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 oversee searches for and identify qualified candidates to serve on the Board consistent with criteria approved by the Board and select, or recommend that the Board selects, director nominees for the next annual meeting of stockholders and recommend candidates

to fill vacancies on the Board. In identifying candidates for membership on the Board, the Committee and the Board shall take into account all factors it considers appropriate to assure a strong Board, which may include (a) creating a Board composed of individuals with various and relevant career experience, who are (i) respected within the industry and the Company's markets; (ii) proven leaders in the communities in which the Company does business; (iii) experienced managers; (iv) visionaries for the future of the Company's business; (v) willing to act on and be accountable for Board decisions; (vi) able to provide wise, informed, and thoughtful counsel to top management on a range of issues; (vii) loyal; (viii) able to effectively handle crises and minimize risk; (ix) dedicated to sound corporate governance; (x) diverse in geographic origin, gender, ethnic background, and professional experience; and (xi) collegial, and (b) individual qualifications of strength of character; maturity of judgment; independence of thought; an ability to take tough positions while at the same time working as a team player; effective communication skills; accounting and finance knowledge (including, if applicable, expertise that could qualify at least one director as an "audit committee financial expert" as that term is defined by the rules of the Securities and Exchange Commission and "financial literacy" as that term is used in the NYSE listing requirements); technical expertise; expertise in safety, health and/or environmental matters relevant to the Company's business; familiarity with the Company's business, industry, and competition; knowledge of international markets; experience in mergers and acquisitions, investment analysis of business opportunities and formulating corporate strategy; general business acumen; critical thinking; local or community ties; any actual or potential conflicts of interest posed by the proposed nominee's election as a director; and time available to devote to Board and committee activities and to enhance his or her knowledge of the Company's business. The Committee also may consider the length of an existing director's service on the Board and the extent to which the candidate would fill a present need on the Board, as well as any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board;

2. Assess the contributions and independence of incumbent directors in determining whether members of the Board should stand for re-election and make recommendations to the Board;
3. To develop and recommend to the Board guidelines and criteria to determine the qualifications of directors and committee members and (i) to evaluate prospective candidates, including individuals recommended by stockholders, for nomination to the Board based on those guidelines (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for Audit Committee or other committee membership purposes) and (ii) assess the performance of current directors for re-nomination;
4. To review and make recommendations to the full Board regarding procedures for the submission of recommendations by stockholders as it deems appropriate, subject to any contractual nomination rights of any stockholders;
5. To consider questions of independence and possible conflicts of interest that may affect current and potential directors' service on the Board or Board committees;

6. To consider and make recommendations to the Board concerning the size and composition of the Board and its committees, including the appropriate mix of management and non-management directors;
7. To recommend members of the Board to serve as members and Chairpersons of the Board's committees and subcommittees, giving consideration to any service criteria set forth in the charter of each committee and other factors the Committee deems relevant;
8. To review and recommend committees and committee purpose, structure and operations, including committee member and chair assignment rotation schedules, periodic review of committee charters and performance and authority to delegate;
9. To review director self-evaluation comments regarding performance of the Board and each committee and report findings to the Board;
10. To oversee, at least annually, the evaluation of the effectiveness and performance of the Board, its committees and the Company's management, and report to the Board on such process and results, including any recommendations for changes;
11. To review the qualifications of and recommend to the Board candidates for election as executive officers of the Company;
12. To review the adequacy of the Company's certificate of incorporation and bylaws and recommend to the Board amendments that are advisable in the view of the Committee for consideration by the stockholders;
13. To develop and recommend corporate governance guidelines of the Company and monitor compliance in areas of corporate governance and annually review such guidelines and processes, including issues such as the Board's organization, membership criteria, structure, frequency of meetings, and to recommend, if deemed appropriate, changes to the Board;
14. To complete any tasks assigned to it in the Company's Corporate Governance Guidelines;
15. To identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company;
16. To oversee and review the Company's processes for providing information to the Board and to assess the channels through which the Board receives information, and the quality and timeliness of the information received;
17. To oversee and approve the management continuity planning process including, without limitation, reviewing and evaluating the succession plans relating to the Chief Executive Officer and other executive officer positions;
18. To consider and recommend as to whether the Board should accept any director resignations, including where a director fails to receive the required number of votes for re-election in an uncontested election;

19. 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;
20. To conduct or authorize investigations into any matters within the Committee's purpose and powers;
21. To review executive officer and director indemnification and insurance matters;
22. 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;
23. To conduct an annual performance review and evaluation of the Committee and report to the Board on the results of evaluations by the directors and all committees;
24. To advise the Board of any governance-related risks that come to the Committee's attention;
25. To advise the Chief Executive Officer regarding reporting obligations pursuant to the requirements of the Securities and Exchange Commission and any stock exchange or national securities association on which the Company's securities are listed or quoted; and
26. To consider such other matters as the Committee or the Board may, in its discretion, determine to be advisable.

## **VII. UNDERSTANDING AS TO 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 has 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.