



**CHARTER  
OF THE SAFETY, HEALTH AND ENVIRONMENTAL 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 Safety, Health and Environmental Committee (the “Committee”) of Contura Energy, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to provide oversight of the Company’s performance in relation to safety, occupational health and environmental issues, including: (i) the Company’s compliance with safety, health and environmental laws and other regulatory requirements applicable to its business; (ii) the promulgation and enforcement of policies, procedures and practices which promote the protection of the safety and health of its employees, contractors, customers, the public and the environment; (iii) the plans, programs and processes established by the Company to evaluate and manage safety, health and environmental risks to its business, operations, products and reputation generally; (iv) the Company’s response to significant safety, health and environmental public policy, legislative, regulatory, political and social issues, trends or events that may affect the business operations, financial performance or public image of the Company or the industry; and (v) such other duties as assigned to it from time to time by the Board.

**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 advisers, which persons will be directed to cooperate and comply with the Committee’s requests. The Committee shall have the sole authority to appoint and oversee independent consultants to advise the Committee, to terminate any consultant retained by it, and to approve such consultant’s fees and other retention terms. The Committee shall evaluate the independence and any actual or potential conflicts of interest of any consultants or other advisers retained by the Committee as required by criteria determined by the Committee, which shall include consideration of any material services provided to the Company or any of its affiliates (other than the Board or any of its committees, including the Committee) within the past year. The Company shall provide for appropriate funding, as determined by the Committee, for such consultants or other advisers retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**III. COMMITTEE COMPOSITION**

The Committee shall be comprised of three or more members of the Board. A majority of the members of the Committee shall satisfy the independence standards of the 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.

The Chairman and the members of the Committee shall be appointed by the Board, taking into account any recommendation of the Nominating and Corporate Governance 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 or the Board when appropriate and permitted by applicable legal and regulatory requirements. Where so permitted, such person(s) 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. The presence at a meeting in person or by telephone of 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. 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. Each meeting of the Committee generally shall be attended by a senior administrative officer (or any designee), or a senior safety officer and a senior environmental officer (or in each case any of their respective designees). However, when necessary, the Committee may meet in executive session, or separately with members of management or other persons, without any other person present and shall have such other direct and independent interaction with any person from time to time as the Committee may deem appropriate.

#### **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 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. Review, and update as appropriate, objectives and policies for the Company relative to the protection of the safety and health of employees, contractors, customers, the public and the environment and compliance with related laws, regulations and rules.
2. Oversee the Company's monitoring and enforcement of these policies and related procedures and practices and, in connection with such oversight, assess reports and other information provided by Company and subsidiary management and such resources as the Committee deems appropriate.
3. In consultation with the committees of the Board and with the assistance of such Company officers and external resources as the Committee deems appropriate, (i) oversee and assess the quality of the Company's policies and procedures for identifying, assessing, monitoring and managing the principal risks in the Company's business associated with safety and occupational health and the protection of the environment; (ii) in connection with such oversight, assess reports and other information provided by Company and subsidiary management and such resources as the Committee deems appropriate; (iii) advise the Audit Committee of the Board, as deemed necessary or appropriate, of financial risk-related matters; and (iv) report to the Board regarding such actions.
4. Discuss with management annually the scope, plans and resources for conducting audits of the Company's safety, health and environmental practices and performance, and at least annually, or more frequently as the Committee shall deem appropriate, the significant results of the audits.
5. Review and recommend approval of any safety, health and environmental disclosures required to be included in the Company's public disclosure filed with the Securities and Exchange Commission.
6. Review and discuss with management any material noncompliance with safety, health, and environmental laws, and management's response to such noncompliance.
7. Review and discuss with management pending or threatened administrative, regulatory, or judicial proceedings that are material to the Company and management's response to such proceedings.
8. Review and discuss any significant safety, health and environmental public policy, legislative, regulatory, political and social issues, trends or events that may affect the business operations, financial performance, or public image of the Company or the industry, and management's response to such matters.
9. Review with management the Company's policies and procedures for the handling of complaints regarding safety, health and environmental matters.
10. If safety or environmental performance is a part of compensation arrangements made by the Compensation Committee, advise and recommend to the Compensation Committee, as requested, regarding safety, health or environmental performance standards and measurement goals for incorporation into compensation arrangements, and the Company's performance with respect thereto, as deemed appropriate by the Compensation Committee.

11. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. Conduct an annual performance evaluation of the Committee.
13. Maintain written minutes or other records, in a form approved by the Committee, of meetings and activities of the Committee.
14. Report to the Board on a regular basis and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.
15. Perform such other duties and responsibilities, consistent with this Charter and governing laws, as may be delegated to the Committee from time to time by the Board.

#### **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 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.