

**Cabot Oil and Gas Corporation**  
**Safety & Environmental Affairs Committee**  
**Charter**

Composition and Term of Office

The Board of Directors shall annually designate three or more of its members, a majority of whom shall be non-employee directors of the Company, to constitute the Safety & Environmental Affairs Committee and designate one of the members as Committee Chairman.

Purpose

The purpose of the Committee shall be to provide assistance to the Board of Directors in providing oversight and support of the Company's safety and environmental policies, programs and initiatives.

Responsibilities and Duties

The following functions shall be the regular, recurring activities of the Committee in carrying out its purpose as outlined above. The Committee may carry out additional activities or functions and adopt additional policies and procedures, within the scope of its purpose, 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 of Directors from time to time.

1. Reviewing and providing input to management and the Board regarding the Company's compliance with laws, regulations, policies, programs and practices with regard to environmental, health and safety matters by, among other things, receiving and reviewing with management reports regarding:
  - a. the Company's management of and responses to releases, investigations, notices of violations, remediations, civil action or other occurrences involving environmental laws or regulations;
  - b. the Company's safety program, including reports of incidents, statistics and actions or investigations by any governmental body, as well as the Company's response to the same;
  - c. the Company's management of and responses to pending legislative and regulatory efforts in the environmental, health and safety and areas likely to significantly affect the Company's business; and
  - d. environmental, health and safety and initiatives and training designed to improve the Company's performance with regard to such matters.

2. Consulting with the internal and external advisers of the Company as appropriate regarding the management of the Company's safety and environmental programs, trends in environmental compliance and the economic effect of such trends on the business.
3. Conducting an annual performance evaluation of the Committee.
4. Reviewing the Committee charter annually and making recommendations to the Board for revisions, as appropriate.
5. Reporting its actions and any recommendations to the Board after each Committee meeting.

### Meetings

The Committee shall meet at least two times per year, and at such other times as circumstances dictate. The Chairman of the Committee may call meetings of the Committee.

### Committee Chairman Responsibilities

The Committee Chairman shall be responsible for scheduling all meetings of the Committee, determining the agenda for each meeting (following consultation with the other members of the Committee and with management), presiding over the meetings of the Committee and coordinating reporting to the Board. In the absence of the Committee Chairman, the majority of the members of the Committee present at the meeting shall appoint a member to preside at the meeting.

### Subcommittees

The Committee may form subcommittees to assist it in its work when appropriate.

Approved: October 24, 2012