

**PATRIOT COAL CORPORATION  
NOMINATING AND GOVERNANCE  
COMMITTEE CHARTER**  
(effective December 15, 2010)

**Statement of Purpose**

This charter governs the operations of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Patriot Coal Corporation (the “Company”). The Committee shall provide assistance to the Board of Directors by identifying, evaluating and recommending qualified candidates for election to the Board of Directors consistent with criteria approved by the Board. In fulfilling this role, the Committee will consider issues such as a candidate’s industry background and experience, diversity, age and availability, and whether such candidate possesses professional skills or other attributes that are relevant to the Company. The Committee also may consider the respective interests of various stakeholders to ensure that Board representation is reflective of the Company’s evolving institutional and public ownership structure.

The Committee also shall assist the Board of Directors by:

- formulating and observing corporate governance policies and procedures that best serve the interests of the Company and its stockholders;
- developing and administering an annual review process to evaluate performance of the Board of Directors and its committees; and
- recommending the structure, composition and responsibilities of other committees of the Board of Directors.

**Committee Organization**

The Committee shall be appointed by the Board of Directors and shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange regarding director independence. The Board of Directors must affirmatively determine that a director satisfies these independence requirements before such director’s appointment to the Committee and at least annually thereafter. In evaluating a member’s independence, the Board of Directors should consider all relevant facts and circumstances, including without limitation, any relationships that such member has with the Company and/or its management and their potential impact on the perception of the investment community. One member of the Committee shall be appointed as its Chairperson by the Board of Directors. The Board of Directors shall have the power at any time to replace any member or fill any vacancy in the Committee. A Committee member may resign by giving written notice to the Board of Directors and may resign Committee membership without resigning from the Board of Directors. The Committee may delegate authority to individuals or subcommittees when it deems appropriate.

## **Meetings**

The Committee shall meet at least quarterly, or more frequently as the Committee may determine. The Chairperson shall preside at each meeting at which he is present and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. Meetings of the Committee may be held in person or telephonically, and the Committee shall have the authority to act by written consent. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. The draft agenda shall be reviewed and approved by the Chairperson (or acting chair) in advance of distribution to the other Committee members. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the Company's bylaws with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company records. At the request of the Board of Directors or as the Chairperson determines necessary, reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.

## **Statement of Responsibilities**

The Committee shall have the following primary responsibilities:

- The Committee shall actively seek individuals qualified to serve on the Board of Directors, and shall recommend to the Board of Directors the slate of director nominees to be considered for election at each annual meeting of stockholders. The Committee also shall identify, evaluate and recommend to the Board of Directors candidates to fill any vacancies on the Board of Directors or to fill any newly created directorships resulting from an increase in the number of directors. When seeking new candidates to the Board of Directors, the Committee shall endeavor to identify candidates who possess relevant experience, knowledge and skills and who are available for appropriate periods of continuous service, thereby enhancing their ability to thoroughly understand and oversee the Company's business and long-term strategies.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting and other advisors. The compensation to be paid to such advisors shall be determined by the Committee or the

Chairperson of the Committee, and the Chairperson shall have the authority to bind the Company to pay such compensation.

- The Committee shall consider and advise the Board of Directors on matters related to corporate governance. The Committee also shall develop and recommend, for approval by the Board of Directors, the Corporate Governance Guidelines of the Company. The Committee shall review and reassess the adequacy of such Corporate Governance Guidelines annually and shall recommend any proposed changes to the Board of Directors for approval.
- The Committee shall receive comments from all directors and report annually to the Board of Directors with an assessment of the Board's and each committee's performance, to be discussed with the full Board following the end of each fiscal year.
- The Committee shall recommend to the Board of Directors the structure, composition and responsibilities of other Board committees.
- The Committee shall consider and advise the Board of Directors on matters related to corporate social responsibility (e.g., environment, safety, equal employment, corporate contributions and lobbying).
- The Committee shall ensure that the Company maintains an effective orientation program for new directors and a continuing education and development program to supplement the skills and needs of the Board of Directors.
- The Committee shall provide review and oversight of potential conflicts of interest situations.
- The Committee shall review the Company's policy and procedures with respect to related person transactions at least annually and recommend any proposed changes for approval by the Board of Directors. The Committee shall review and approve related person transactions in accordance with the Company's policy and procedures as appropriate.
- The Committee shall monitor compliance with, and advise the Board of Directors regarding, any significant issues arising under the Company's corporate compliance program and Code of Business Conduct and Ethics. In monitoring such matters, the Committee shall obtain regular compliance updates from management, including reports regarding the conformity by the Company and its affiliates with applicable laws and regulations and the Company's Code of Business Conduct and Ethics.
- The Committee shall oversee the Company's monitoring of compliance by its directors and officers (as defined in Rule 16a-1 under the Exchange Act)

with their reporting requirements under Section 16(a) of the Securities Exchange Act of 1934, as amended.

- The Committee shall undertake any responsibilities assigned to it by the Board of Directors in the Corporate Governance Guidelines.
- The Committee shall make regular reports on its activities to the Board of Directors.
- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors for approval. The Committee shall annually review its own performance and report the results of this evaluation to the Board of Directors.
- The Committee shall review and assess risks arising from the Company's corporate governance policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.