

NOMINATING COMMITTEE CHARTER
[as amended and restated on December 9, 2009]

I. Purposes

The purpose of the Nominating Committee is (1) to assist the Board of Directors in identifying individuals qualified to become Board members, (2) to recommend Board director nominees for the next annual meeting of stockholders and, when appropriate, director nominees to take office between annual meetings; and (3) to recommend to the Board membership on standing Board committees.

II. Goals and Responsibilities

The Committee shall have the power and authority of the Board to pursue the following goals and to fulfill the following responsibilities:

- Determine desired board skills and attributes, taking into account all factors it considers appropriate, which may include judgment, skill, experiences with businesses and other organizations of comparable size, the interplay of the candidate's experiences with the experience of other directors, diversity of gender and ethnic background, and the extent to which the candidate would be a desirable addition to the Board of Directors and any committees of the Board.
- In consultation with the Chairman of the Board and Chief Executive Officer, recommend candidates to serve on the Board of Directors and recommend to the Board candidates to stand for election as directors at an annual meeting of stockholders or to fill a vacancy occurring between annual meetings. Consider stockholder nominees for election to the Board.
- In consultation with the Chairman of the Board and Chief Executive Officer, make recommendations to the Board of Directors concerning the appointment of Directors to Board Committees and the selection of Board Committee Chairs.
- Evaluate and recommend termination of membership of individual directors, for cause or for other appropriate reasons.
- Sole authority to retain and terminate any search firm to be used to identify director candidates, including approval of the search firm's fees and other retention terms.

III. Organization.

The Committee shall consist of all directors who satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements. The Committee's chairperson shall be the Lead Director of the Board. The Committee may form and delegate authority to subcommittees when appropriate.

IV. Structure and Meetings.

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The Committee shall report periodically to the Board on its activities.

V. Performance Evaluation.

The Committee shall conduct an annual performance evaluation and report evaluation results to the Board.

VI. Committee Resources.

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal and other advisors. The Committee shall determine the extent of funding necessary for the payment of compensation to any consultant retained to advise the Committee.

VII. Review and Disclosure of Charter.

The Committee shall periodically review and assess the adequacy of this Charter. This Charter will be made available on the Company's website at www.cimarex.com.