

REX ENERGY CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(As adopted by the Board of Directors on December 13, 2011)

1. Purpose and Scope

The Nominating and Governance Committee (the “Committee”) of Rex Energy Corporation (the “Company”) shall assist the Company’s Board of Directors (the “Board”) in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the stockholders of the Company. Without limiting the foregoing, the Committee’s purpose is to advise and assist the Board with respect to: (a) Board organization, membership and function; (b) committee structure, membership and operations (including any committee authority to delegate to a subcommittee); (c) succession planning for the executive officers of the Company; (d) the Company’s Corporate Governance Policy, its operation and any modifications to such policy; and (e) other matters relating to corporate governance and the related rights and interest of the Company’s stockholders.

2. Membership and Qualification

The size of the Committee shall be determined by the Board, but shall consist of no fewer than three members, all of whom shall be independent in the judgment of the Board. For purposes of this Charter, a director shall be considered “independent” as defined in and determined pursuant to the Nasdaq Marketplace’s rules and regulations and the Company’s Corporate Governance Policy. The Committee members shall be appointed by the Board and any of them may be removed at any time by the majority vote of the full Board at its discretion. Unless a Committee Chairman is elected by the full Board, the Committee members may designate a Committee Chairman by majority vote of the full Committee membership.

3. Meetings and Other Actions

The Committee shall meet at least twice a year, in person or telephonically, and at such additional times as may be deemed by the Committee to be necessary or appropriate to carry out its responsibilities. Committee meetings may be called by the Chairman of the Committee, the Chairman of the Board or any other member of the Committee. A majority of the members of the Committee shall constitute a quorum, and the act of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also take any action permitted hereunder by unanimous written consent of all the Committee members. All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company’s bylaws, including bylaw provisions governing notices of meetings, waivers thereof, and other related matters.

- To the extent not prohibited by applicable law or the Company’s bylaws, the Committee may, in its discretion, delegate all or a portion of its authority, duties and responsibilities to a subcommittee of the Committee.
- Reports of meetings of, and actions taken at meetings or by consent by, the Committee since the most recent Board meeting (except to the extent covered in an interim report circulated to the Board) shall be made by the Committee Chairman or his/her delegate to the Board at its next regularly scheduled meeting following the Committee meeting or action and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Committee Chairman or his/her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

4. Goals, Responsibilities and Authority

In carrying out its purpose, the Committee shall have the following goals, responsibilities and authority. These functions should serve as a guide with the understanding that the Committee may carry out additional ancillary functions and adopt additional ancillary policies, goals and procedures as may be appropriate under the circumstances. The Committee shall also carry out any other responsibilities and duties as may be delegated to it by the Board from time to time.

Board of Directors

- A. Evaluate periodically the desirability of, and recommend to the Board any changes in, the size and composition of the Board and the Board committees.
- B. Identify, select and evaluate directors and director nominees in accordance with the general and specific criteria set forth below or determined as provided below.
 - General Criteria. Director selection should ensure at least enough independent directors to satisfy the minimum number of independent directors required by the rules and regulations of the Securities and Exchange Commission or Nasdaq to fill all Board and Board committee positions required to be filled by independent directors, and such independent directors should have appropriate skills, experiences and other characteristics. Subject to the right of the Committee and the Board to decide otherwise when deemed appropriate, the Chief Executive Officer of the Company generally should be a director and, depending on the circumstances, certain other members of management, as well as certain individuals having relationships with the Company that may prevent them from being independent directors, may be appropriate members of the Board. Each director should:

- Be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
 - Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
 - Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including, but not limited to, developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation and continuing education guidelines); and
 - Have the capacity and desire to represent the balanced, best interests of the stockholders as a whole and not primarily a special interest group or constituency.
- Specific Criteria. In addition to the foregoing general criteria, the Committee shall develop, re-evaluate at least annually and modify as appropriate a set of specific criteria outlining the skills, qualifications, attributes, experiences (whether in business or in other areas such as public service, academia or scientific communities), diversity (diversity being broadly construed to mean a variety of opinions, perspectives, experiences and backgrounds, such as gender, race and ethnic differences, as well as other differentiating characteristics, all in the context of what the Committee deems to be the requirements and needs of the Board members at any particular point in time), particular areas of expertise, specific backgrounds, and other characteristics that should be represented on the Board to enhance the effectiveness of the Board and Board committees.
 - These specific criteria should take into account any particular needs of the Company based on its business, size, structure, ownership, growth objectives, community, customers and other characteristics and will need to be adjusted and refocused as these Company characteristics change and evolve.
 - The Committee may prepare on an annual basis, or more frequently if determined by the Committee, a list of any specific criteria so identified that the Committee believes may not be adequately represented on the Board, including when practical, an

indication of the most significant deficiencies that the Committee should give the highest priority to remedying by identifying and assisting in recruiting new director candidates possessing such criteria.

- C. Evaluate each new director candidate and each incumbent director before recommending that the Board nominate or re-nominate such individual for election or reelection (or that the Board elect such individual on an interim basis) as a director based on the extent to which such individual meets the general criteria above and will contribute significantly to satisfying the overall mix of specific criteria identified above and remedying any deficiencies therein.
- Each annual decision to re-nominate incumbent directors should be based on a careful consideration of each such individual's contributions, including the value of his/her experience as a director of the Company, the availability of new director candidates who may offer unique contributions, and the Company's changing needs.
- D. Diligently seek to identify potential director candidates who will strengthen the Board and remedy any perceived deficiencies in the specific criteria identified above. This should include establishing procedures for soliciting and reviewing potential nominees from directors and stockholders and for advising those who suggest nominees of the outcome of such review.
- The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates and to approve any such search firm's fees and other terms of retention.
- E. The Committee shall review and evaluate any director nominations submitted by stockholders of the Company in accordance with the Company's bylaws and any other then-current applicable Company policies or guidelines, including reviewing the qualifications of, and making recommendations to the Board regarding, such director nominees.
- F. Submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of stockholders and to be added to the Board at any other times due to Board expansions, director resignations, removals, retirements or otherwise.
- G. Monitor the performance of the Company's directors based on the general criteria and the specific criteria applicable to all of the members of the Board and to each such director. If any problems or issues are identified by the Committee or brought to the Committee's attention, the Committee may, in its discretion, work with such director to resolve such problems or, if deemed to be necessary or appropriate by the Committee, seek such director's resignation or recommend to the Board such person's removal.

- H. Develop and periodically evaluate initial orientation guidelines and continuing education guidelines for each member of the Board and each member of each Board committee regarding his/her responsibilities as a director generally and as a member of any applicable Board committee, and monitor and evaluate annually (and at any additional time a new member joins the Board or any Board committee) each director's cooperation in fulfilling such guidelines. Such guidelines shall take into account all relevant factors, including the nature of each individual's responsibilities and related background and any particular complexities relating to the Company's business, structure, financial statements or other characteristics. These guidelines may impose higher requirements for directors who are or may become members of certain Board committees than for those who are not and may, in appropriate circumstances, impose higher or lower requirements for a particular director based on his/her background and/or occupation. The designation of any additional or higher requirements for any director shall not (a) impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as member of the Board or any Board committee, or (b) affect the duties, obligations or liability of any other member of the Board or any Board committee.
- I. Evaluate at least annually the performance, authority, operations, charter and composition of each standing or ad hoc Board committee (including any authority of a committee to delegate to a subcommittee) and the performance of each committee member and recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee. If any problems or issues with a committee member are identified by the Committee or brought to the Committee's attention, the Committee may, in its discretion, work with such person to resolve such problems or, if deemed to be necessary or appropriate by the Committee, seek such person's resignation or recommend to the Board such person's removal from the applicable committee(s).
- J. Submit to the Board annually (and at any additional times that any committee members are to be selected) candidates for membership on each Board committee. The Committee will coordinate closely with the full Board as to the selection of at least one independent director who will qualify to serve on the Audit Committee as a designated "audit committee financial expert."

Evaluation of and Successor Planning for Chief Executive Officer and Other Executive Officers

- K. Assist the Board in evaluating the performance of, and other factors relating to the retention of, the Chief Executive Officer. Assist the Board in overseeing the evaluation of the performance of other executive officers of the Company. It is recognized that, subject to oversight by the Board and this Committee and subject to the authority and responsibilities of the Compensation Committee, the Chief

Executive Officer will have primary responsibility for evaluating the performance of other executive officers.

- L. Develop, and periodically review and revise as appropriate, a management succession plan and related procedures. Consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer's recommendations, candidates for successors to other executive officers, in each case, when vacancies shall occur in those offices.

Corporate Governance

- M. Develop and recommend to the Board a Corporate Governance Policy and any changes therein, setting forth the corporate governance principals applicable to the Company. Periodically review and revise the Company's Corporate Governance Policy, as the Committee deems to be necessary or appropriate.
- N. Develop and recommend to the Board a Code of Business Conduct and Ethics and any changes therein, designed to promote honest and ethical conduct, including the ethical handling of conflicts of interest; full, fair, accurate, timely and understandable disclosure in the Company's periodic reports; and compliance with applicable governmental rules and regulations.
- O. As necessary or appropriate, with the assistance of counsel to the Company, review the adequacy of the certificate of incorporation and bylaws of the Company and make any recommendations to the Board.
- P. Review, approve and ratify any transaction between the Company and a related person, which may be required to be disclosed under the rules of the Securities and Exchange Commission. For purposes of this requirement the terms "transaction" and "related person" have the meaning contained in Item 404 of Regulation S-K.
- Q. Formulate and recommend to the Board for adoption a policy regarding the attendance of directors at the Company's annual stockholder meeting.
- R. Review and recommend procedures for communications between non-management directors and stockholders.
- S. Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
- T. Review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance.

Other Matters

- U. The Committee also shall undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine.

5. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance with the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems necessary or appropriate.

6. Additional Resources

The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Company's accounting and finance department reasonably advised as to the general range of anticipated expenses for outside consultants.