

PENN VIRGINIA CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the “Board”) of Penn Virginia Corporation (“Penn Virginia”) has established the Nominating and Governance Committee (the “Committee”) of the Board.

Purposes

The purposes of the Committee are:

1. To identify individuals qualified to become Board members consistent with criteria approved by the Board;
2. To recommend to the Board the director nominees for election at Penn Virginia’s Annual Meetings of Shareholders or for appointment to fill vacancies and to recommend to the Board the individual to serve as Chairperson of the Board; provided, however, that the Committee is not required to select and recommend for nomination those directors, if any, who are required by contract or otherwise to be nominated by third parties;
3. To identify individuals qualified to become members of the Board of Directors (the “PVG Board”) of PVG GP, LLC (the “PVG General Partner”), Penn Virginia’s indirect wholly owned subsidiary and the general partner of Penn Virginia GP Holdings, L.P. (“PVG”), a publicly traded partnership which owns the general partner interest, incentive distribution rights and a significant limited partner interest in Penn Virginia Resource Partners, L.P. (“PVR”), a publicly traded limited partnership, consistent with criteria approved by the Board;
4. To recommend to the Board the director nominees for election to, or for appointment to fill vacancies on, the PVG Board; provided, however, that the Committee is not required to select and recommend for nomination those directors, if any, who are required by contract or otherwise to be nominated by third parties;
5. To identify individuals qualified to become members of the Board of Directors (the “PVR Board”) of Penn Virginia Resource GP, LLC, the general partner of PVR (the “PVR General Partner”), consistent with criteria approved by the PVG Board.
6. To recommend to the PVG Board the director nominees for election to, or for appointment to fill vacancies on, the PVR Board.
7. To develop and recommend to the Board appropriate corporate governance principles and to assist the Board in implementing those principles;
8. To oversee the evaluation of the Board through its annual review of the performance of the Board and its committees;

9. To confirm that the Compensation and Benefits Committee evaluates the performance of the Chief Executive Officer (the "CEO") and reviews with the CEO his or her evaluation of the performance of the other executive officers of Penn Virginia; and

10. To perform such other functions as the Board may assign to the Committee from time to time.

Membership

The Committee shall consist of at least three members. Each member of the Committee shall be "independent" as defined by New York Stock Exchange listing standards. The Board shall appoint the members of the Committee. One of the members shall serve as the Chairperson of the Committee. The Chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of a majority of the Committee. The Board may remove or replace the Chairperson or any other member of the Committee at any time.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

Governance Principles.

1. The Committee shall
 - prepare and recommend to the Board for adoption appropriate corporate governance principles;
 - at least annually, review and consider the adequacy and effectiveness of those principles and recommend any proposed changes to the Board.

Selection and Evaluation of Directors.

2. The Committee shall actively seek individuals qualified to become director nominees of Penn Virginia and the PVG General Partner for recommendation to the Board, and of the PVR General Partner for recommendation to the PVG Board. The Committee shall select individuals as director nominees based on the following criteria: such individuals' professional, business and industry experience, ability to contribute to some aspect of Penn Virginia's, PVG's or PVR's business and willingness to commit the time and effort required of a director of Penn Virginia, the PVG General Partner or the PVR General Partner. The Committee may also consider whether and how an individual's views, experience, skills, education or other attributes may contribute to Board diversity. Nominees must also possess good judgment, strength of character, a reputation for integrity and personal and professional ethics and an ability to think independently while contributing to a group process.

3. At least annually, the Committee shall
 - consider and confirm whether or not each director and each prospective director of Penn Virginia is independent and shall advise the Board of such confirmation.
 - consider and confirm that each member of the Compensation and Benefits Committee is a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended, and shall advise the Board of such confirmation; and
 - consider and confirm that no member of the Audit Committee accepts any consulting or other fee from Penn Virginia or any subsidiary of Penn Virginia other than directors’ compensation and is not affiliated with Penn Virginia or any subsidiary of Penn Virginia and shall advise the Board of such confirmation; provided, however, that no member of the Audit Committee shall be deemed to be “affiliated” with a subsidiary of Penn Virginia solely as a result of such member serving as a director of any consolidated subsidiary of Penn Virginia.

The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause such director or prospective director not to qualify as an independent, outside or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.

Oversight of Board and Confirmation of Management Evaluation.

4. The Committee shall oversee the evaluation of the Board and confirm that the Compensation and Benefits Committee evaluates senior management of Penn Virginia at such times as it deems appropriate, but not less than annually, and provide recommendations to the Board. In connection herewith, the Committee shall

- receive Board evaluation comments from all directors at or after the end of each fiscal year and report to and discuss with the Board the results of such evaluations; and
- confirm that the Chairperson of each committee reports to the Board about the committee’s annual evaluation of its performance and evaluation of its charter.
- confirm that the Compensation and Benefits Committee evaluates the performance of the CEO and reviews with the CEO his or her evaluation of the performance of the other executive officers of Penn Virginia.

CEO Succession.

5. The Committee shall assist the non-employee directors in establishing policies regarding succession of the CEO in the event of an emergency or retirement of the CEO. To assist the non-employee directors and the Committee, the CEO will annually provide the non-employee directors with an assessment of each member of senior management and his or her potential to succeed the CEO. Each year, the Committee shall make a report to the Board on succession planning and work with the Board and the CEO to evaluate potential successors to the CEO.

Retention of Consultants.

6. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause Penn Virginia to pay the fees and expenses of the search firm.

Procedures

Meetings. The Committee shall meet at the call of its chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of Penn Virginia's management, independent consultants and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or Penn Virginia's bylaws.

Quorum and Approval. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

Rules. Except as expressly provided in this Charter, Penn Virginia's certificate of incorporation or bylaws or Penn Virginia's corporate governance principles, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

Reports. The Committee shall maintain minutes of its meetings and shall make regular reports of these meetings to the Board.

Review of Charter. Each year, the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Performance Evaluation. Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

Fees. Each member of the Committee shall be paid the fee set by the Board for his or her services as a member, or chairperson, of the Committee.

Effective Date of Nominating and Governance Committee Charter

This Charter was approved by the Board on February 10, 2004 and revised on February 17, 2010.