

**CHAPARRAL ENERGY, INC.
AMENDED AND RESTATED
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted March 15, 2018

I. DESCRIPTION AND PURPOSE

The Nominating and Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Chaparral Energy, Inc. (the “Company”). The Committee’s purposes are to:

1. Develop and recommend to the Board appropriate corporate governance principles and to assist the Board in implementing those principles;
2. Maintain and review the Company’s Code of Business Conduct and Ethics (the “Code”), Corporate Governance Guidelines (the “Guidelines”) and Insider Trading Policy and propose changes to the Code, the Guidelines and the Insider Trading Policy as corporate governance developments warrant;
3. Develop a policy with regard to consideration of any director candidates recommended by stockholders;
4. Identify, recruit and recommend potential candidates for nomination as directors to the Board and to nominate directors for membership on Board committees, as well as to fill any vacancies; 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. Evaluate the overall performance of the Board and individual non-employee directors;
6. Resolve any conflicts of interest involving a director or executive officer of the Company; and
7. Perform such other functions as the Board may assign to the Committee from time to time.

The Committee shall assist the Board in fulfilling its corporate governance and oversight responsibilities by reviewing corporate governance issues that may be brought before the Board, by exercising oversight over the Guidelines, by nominating qualified individuals as directors and reviewing their performance, and by reviewing applicable laws and regulations related to corporate governance matters.

II. COMPOSITION AND INDEPENDENCE REQUIREMENT

The Committee shall consist of at least three members. The Committee members shall serve until the expiration of such member's term or until such member's earlier resignation, retirement or removal. A member of the Committee may be removed at any time, with or without cause, by majority vote of the Board. Any vacancy on the Committee shall be filled by majority vote of the Board. All members of the Committee shall be "Independent" in accordance with applicable securities exchange listing standards.

Unless a Committee Chair is elected by the Board, the Committee members may designate a Chair by affirmative vote of a majority of members of the Committee. The Chair of the Committee will chair all regular and special sessions of the Committee, be responsible for the scheduling of regular meetings and set the agendas for Committee meetings. This Chair shall serve until the expiration of his or her term or until his or her successor is duly elected and qualified or until his or her earlier resignation, retirement or removal. If the Chair is absent from a particular meeting, another member of the Committee shall serve as Chair for purposes of that meeting.

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

III. MEETINGS

The Committee shall meet at least twice a year. A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. 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 meet by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law and the Company's Bylaws (as the same may be amended and/or restated and in effect from time to time).

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

IV. RESPONSIBILITIES AND DUTIES

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the foregoing, the Committee's primary responsibilities and duties are as follows:

A. Corporate Governance

1. Prepare and recommend to the Board for adoption appropriate governance principles;

2. Oversee compliance with the Guidelines, the Code and the Insider Trading Policy;
3. Periodically, but no less frequently than annually, evaluate the adequacy and effectiveness of the Guidelines, the Code, the Insider Trading Policy and the Company's corporate governance procedures; and
4. Have the sole responsibility for granting any waivers under the Guidelines (or any successor guidelines), the Code (or any successor guidelines), the Insider Trading Policy and the Company's other corporate governance procedures to the Company's directors, officers and employees.

B. Nomination

1. Identify, recruit and recommend potential candidates for membership on the Board and the committees thereof;
2. Develop a process to be used by the Committee in identifying and evaluating candidates for membership on the Board and the committees thereof;
3. Annually present to the Board a list of nominees recommended for election to the Board at the annual meeting of stockholders;
4. Present to the Board, as necessary, nominees for committee membership and individuals recommended to fill any vacancies that may occur on the Board;
5. Adopt a policy regarding the consideration of any director candidates recommended by stockholders and the procedures to be followed by such stockholders in making such recommendations;
6. Adopt a process for stockholders of the Company to send communications to the Board;
7. Make recommendations to the Board concerning the structure and membership of the Committee and the other Board committees; and
8. Review director performance with input from other directors, at the time of re-nomination.

C. Director Qualifications; Process for Identifying and Evaluating Nominees

1. Nominees for director shall possess the following minimum qualifications: relevant skills and experience, wisdom, integrity, the ability to make independent analytical inquiries, an understanding of the Company, its industry and its business environment, service on the boards of directors of other companies, independence under applicable standards, and a willingness to devote required time to Board duties. The Committee shall be responsible for assessing the

appropriate balance of skills and qualifications required of directors in order to achieve an optimal mix of talent, experience and perspective of directors on the Board.

2. In identifying and evaluating nominees for director, including nominees recommended by stockholders, the Committee shall implement such process, as it deems appropriate, including, in its sole discretion, retaining, from time to time and at the Company's expense, a third party or third parties to identify or evaluate or assist in identifying or evaluating potential nominees. However, at a minimum, each nominee for director shall (a) meet the minimum qualifications set forth above, (b) have at least one interview with the Committee and with any other Board member who requests an interview, and (c) complete and sign the Company's Director and Executive Officer Questionnaire in a form deemed appropriate by the Board prior to his or her nomination to the Board. Each director shall no less than annually complete and sign a Director and Executive Officer Questionnaire in a form deemed appropriate by the Board. In the event any information contained on a director's most recent Director and Executive Officer Questionnaire become incomplete or inaccurate, it is the responsibility of the director to provide complete and accurate information to the Committee within thirty days. The Committee shall treat nominees recommended by stockholders equally with recommendations received from any other source; provided, however, recommendations for nominees by stockholders must comply with the procedures outlined in the Company's proxy statement for its annual meeting of stockholders to be considered.
3. When formulating its director recommendations, the Committee shall also consider any advice and recommendations offered by the Company's Chief Executive Officer and any non-Committee members of the Board.

D. Evaluation

1. Evaluate, at least annually, the performance of the Chief Executive Officer based on criteria established by the Committee with input from the Board;
2. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its Committees;
3. Oversee the annual evaluation of the Board, the other committees of the Board and management;
4. Evaluate its own performance, and review the adequacy of this Charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval;
5. Periodically evaluate the assignment of directors to the Committee and to other Board committees;

6. Review with legal counsel any legal and regulatory matters that may have a material impact on the Guidelines, the Code, the Insider Trading Policy or the Company's corporate governance process;
7. Through the Chair, provide any necessary counseling to a director in the area of corporate governance;
8. Report Committee actions and the Committee's evaluation of the overall performance of the Board to the Board with such recommendations as the Committee may deem appropriate; and
9. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation (as the same may be amended and/or restated and in effect from time to time), the Company's Bylaws (as the same may be amended and/or restated and in effect from time to time), and governing law, as the Committee or the Board deems necessary or appropriate.

E. Board Independence and Structure

1. Periodically, but no less frequently than annually, review relationships between the Company and each director and report the results of its review to the Board, which will then determine whether directors satisfy applicable independence requirements;
2. Periodically, but no less frequently than annually, determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve and report the results of its review to the Board, which will then determine which directors qualify as an independent, disinterested, non-employee or outside director under applicable standards; and
3. Periodically, but no less frequently than annually, review the advisability or need for any changes in the number and composition of the Board and review the advisability or need for any changes in the Board's committee structure.

F. Succession Planning

1. Periodically, but no less frequently than annually, meet on succession planning, whereby the Committee shall identify and update the qualities and characteristics necessary for an effective Chief Executive Officer and monitor and review the development and progression of potential candidates; and
2. Periodically, but no less frequently than annually, consult with the Chief Executive Officer on succession planning for senior executive officers.

G. Conflicts of Interest

1. Review and consider the outside activities of the Company's directors and executive officers to determine whether other responsibilities and roles of a director or executive officer do or could impair such person's ability to act in the best interests of the Company; and
2. In situations involving directors, make recommendations to the Board on the proper handling of the situation.

H. Other Responsibilities

1. Together with senior executive officers of the Company, develop and annually evaluate a general education and orientation program for directors; and
2. Review and discuss with senior executive officers of the Company any significant communications from stockholders and others concerning the Company's annual meeting of stockholders or governance processes and make recommendations to the Board in respect thereof, as appropriate.

V. AUTHORITY

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and duties and it has direct access to anyone in the Company. At the Company's expense, the Committee has the ability to retain, amend the engagement with and terminate legal, financial, or other consultants or experts, including any search firm, it deems necessary or advisable to fulfill its responsibilities and duties. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee.

VI. POSTING REQUIREMENT

The Company shall post this Charter on the Company's website if and as required by applicable rules and regulations. In addition, if posting is so required, the Company shall disclose in its proxy statement for its annual meeting of stockholders or, if the Company does not file a proxy statement, in its Annual Report on Form 10-K, that a copy of this Charter is available on the Company's website and provide the website address.