



ATMOS ENERGY CORPORATION

Charter of the Human Resources Committee of the Board of Directors

Adopted February 3, 2010

Purpose

The purpose of the Human Resources Committee is to have direct responsibility for all matters relating to the compensation of the Chief Executive Officer and all other corporate officers and division presidents of the Company as well as oversight of all compensation programs of the Company.

Powers and Duties

- A. The Human Resources Committee (the "Committee") shall have the powers to perform the following duties, as well as performing any additional duties as may be directed by the Board of Directors from time to time:
- To recommend to the Board of Directors the selection of the Chief Executive Officer ("CEO") of the Company.
 - To review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and either as a Committee or together with the other independent members of the Board of Directors, determine and approve the CEO's compensation based upon the results of such evaluation.
 - To consider and make recommendations to the Board regarding the selection and retention of all elected corporate officers and division presidents of the Company.
 - To review and make recommendations to the Board concerning management succession.
 - To consider and make recommendations to the Board, or to make the final determination where appropriate, regarding salary structure, corporate officer and division president gradings within such structure, and salaries, bonuses, stock awards, benefits, and other remuneration with respect to all corporate officers (other than the CEO) and division presidents of the Company.

- To review and discuss with the Company's management, the Compensation Discussion and Analysis (CD&A) to be included in the Company's annual proxy statement or other applicable filings with the Securities and Exchange Commission (SEC) and determine whether to recommend to the Board that the CD&A be included in the proxy statement or other applicable filings with the SEC.
- To provide the Committee report on executive officer compensation and review and approve any disclosures required on the engagement of executive compensation consultants to be included in the Company's annual proxy statement, which comply with applicable SEC rules and regulations.
- To administer, interpret, adopt rules for, and recommend to the Board amendments of the Company's incentive-compensation and equity-based plans.
- To recommend to the Board the structure and award formulae and calculation and performance targets for all applicable Company incentive-compensation and equity-based plans.
- To recommend to the Board the amounts and types of individual awards under the Company's incentive-compensation and equity-based plans.
- To administer, interpret, adopt rules for, and recommend to the Board amendments of the Company's employee benefit plans, including, without limitation, the Company's defined benefit and defined contribution retirement plans, and retiree medical plans, in conjunction with the Company's Qualified Retirement Plans and Trusts Committee, where appropriate.
- To provide oversight of the Company's Qualified Retirement Plans and Trusts Committee in its investment of the assets of the Master Retirement Trust for the benefit of the Company's Pension Account Plan and MVG Union Retirement Plan.
- To recommend to the Board any changes in compensation of Board members.
- To have sole authority to retain, terminate and approve the fees of all outside consultants, actuaries and other advisors to work with the Committee from time to time.
- To conduct an annual performance evaluation of the Committee.

- B. The power and authority of the Committee is subject to the provisions of the Texas Business Corporation Act, the Virginia Stock Corporation Act, the Company's Articles of Incorporation and Bylaws, applicable federal securities laws, the rules and regulations of the SEC and the listing standards of the New York Stock Exchange ("NYSE").

Membership

- A. The Committee shall be comprised of three to six members of the Board of Directors, each of whom shall satisfy the independence and experience requirements of the SEC and the listing standards of the NYSE. Each of the members shall also satisfy the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, as amended. The members of the Committee and its Chairman shall be appointed annually by the Board of Directors and may be removed at any time by the Board of Directors in its sole discretion.
- B. Vacancies in the membership of the Committee shall be filled by the Board of Directors.

Meetings

- A. The Committee shall meet as required, upon the call of the Chairman of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business.
- B. The Chairman of the Committee shall prepare a written agenda in advance of each meeting of the Committee. The Committee shall keep regular minutes of its meetings and shall report its actions to the full Board at the next Board meeting. The Corporate Secretary will serve as Secretary for the Committee.