



ATMOS ENERGY CORPORATION

**Charter of the Nominating and Corporate Governance Committee
of the Board of Directors**

Adopted August 12, 2003

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to develop policy on board size, composition and procedures as well as criteria regarding the qualifications of suitable Board of Directors candidates and to consider, review and recommend current and future director candidates to the Board. In addition, the Committee is ultimately responsible for all corporate governance matters of the Company, including the development of a set of effective corporate governance guidelines applicable to the Company and recommendation of the adoption thereof to the Board of Directors.

Powers and Duties

- A. 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 review the criteria being used in the selection and recommendation of nominees to the Board with a view to achieving and maintaining balance and diversity on the Board (with respect to race, sex, age, geographical location, knowledge, skills, expertise, business experience, and other appropriate measures) to the greatest extent possible.
 - To review on an annual basis the size and composition of the Board and recommend to the Board of Directors any changes thereto.
 - To have sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve search firm fees and other terms and conditions of the engagement.

- To have sole authority to retain, terminate and approve the fees of all independent counsel or other advisors to work with the Committee from time to time, as it deems appropriate.
 - To consider and make recommendations to the Board of Directors regarding the nominees to be submitted to the Company's shareholders for election at each Annual Meeting and suitable candidates to fill any vacancies occurring on the Board.
 - To consider and make recommendations to the Board of Directors regarding the nominees for director submitted by the Company's shareholders.
 - To review each Board committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
 - To generally advise the Board of Directors on corporate governance matters, including the development and annual review of corporate governance guidelines.
 - To function in an oversight capacity in the evaluation of the overall performance of the Board of Directors and its committees as well as the management of the Company.
 - To review and recommend director orientation programs and continuing education programs for directors, which support the Committee's objective to promote the continuing competence and quality performance of the Board and its members.
 - To conduct an annual performance evaluation of the Committee.
 - To review annually and update, if necessary, the Committee charter.
- 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 Securities and Exchange Commission ("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. 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 Secretary of the Board of Directors will serve as Secretary for the Committee.