



**Charter of the Human Resources Committee
of the Board of Directors of
Atmos Energy Corporation
(Adopted February 3, 2015)**

Purpose

The purpose of the Human Resources Committee (the “Committee”) is to discharge the responsibilities delegated by the Board of Directors relating to the determination and execution of the Company’s compensation philosophy. Specifically, the Committee is to have direct responsibility for all matters relating to the compensation of the Chief Executive Officer (“CEO”) and all other corporate officers and division presidents of Atmos Energy Corporation (the “Company”) as well as oversight of all compensation-related matters of the Company. Except as otherwise required by applicable laws, regulations or listing standards, all major decisions are considered by the Board of Directors as a whole.

Powers and Duties

A. The Committee shall have the power to perform the following duties, as well as performing any additional duties as may be directed by the Company’s Board of Directors (the “Board”) from time to time:

1. Executive Compensation and Related Matters

- To review and approve the Company’s overall compensation philosophy and oversee the administration of all compensation and benefits programs, policies and practices.
- To annually review and approve the identification of the companies in the Company’s peer group for purposes of evaluating the competitive compensation benchmarking of our executive compensation program against the companies in our peer group, including an assessment of the appropriate competitive positioning of the pay levels and mix of our executive compensation elements.
- To review and approve annually the 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, determine and approve the CEO’s compensation based upon the results of such evaluation. In determining the

long-term incentive component of the CEO's compensation, the Committee may consider (i) the Company's financial performance and total shareholder return, (ii) the values of similar incentive awards given to CEOs at companies in the Company's peer group or other public companies, (iii) the awards given to the CEO in past years and (iv) any other factors that the Committee determines are relevant, in its sole discretion.

- To consider and make recommendations to the Board regarding the selection and retention of all appointed corporate officers and division presidents of the Company ("Executives").
- To review, at least annually, the Company's succession plans for the Executives, other than the CEO, and make recommendations to the Board concerning such succession plans.
- 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 Executives of the Company, other than the CEO.
- To review and approve any change in control severance agreements or amendments to these agreements for the Executives.

2. Proxy Statement Disclosure

- To review and discuss with the Company's management, the Company's Compensation Discussion and Analysis ("CD&A") and based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement or other applicable filings with the Securities and Exchange Commission ("SEC").
- To review and recommend approval to the Board, the disclosure in the Company's annual proxy statement regarding the compensation of the Company's named executive officers, including the CEO, in connection with any advisory vote on executive compensation to be cast by the Company's shareholders ("Say-on-Pay Vote") as required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, when shareholders are to cast an advisory vote on the frequency with which Say-on-Pay Votes are held, the Committee shall make a recommendation as to such frequency to the Board.
- To review the results of the annual Say-on-Pay Vote and recommend to the Board, to the extent the Committee deems appropriate in accordance with its business judgment, whether to make any resulting adjustments to the Company's executive compensation policies and practices.

- To provide the Committee report on executive officer compensation and review and approve the disclosures on the engagement of executive compensation consultants in the Company's annual proxy statement, including the disclosure of any conflicts of interest arising out of such engagement, which are required under applicable SEC rules and regulations.
- To review and report to the Board on the risks arising from the Company's compensation policies and practices for all employees, as required by applicable SEC rules and regulations, to confirm that no incentive compensation plan encourages unnecessary risk taking, and to review and discuss with the Board annually the relationship among the Company's risk management policies and practices, corporate strategy and executive compensation.

3. Administration of Compensation and Benefits Plans

- To review, administer, interpret, adopt rules for, and recommend to the Board amendments of the Company's cash and equity-based incentive compensation plans.
- To recommend to the Board the structure and award formulae and calculation and performance targets for all applicable Company cash and equity-based incentive compensation plans.
- To recommend to the Board the amounts and types of individual awards under the Company's cash and equity-based incentive compensation plans.

4. Other Administrative Duties

- 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.
- To recommend to the Board any changes in the compensation of Board members.
- To conduct an annual performance evaluation of the Committee.
- To review, at least annually, the adequacy of this charter and recommend any proposed changes to the Board for approval.

- B. The power and authority of the Committee is subject to the provisions of the Texas Business Organizations Code, 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").

Outside Advisors

- A. The Committee shall have sole authority for the retention, termination and approval of the fees of all outside consultants, actuaries, independent legal advisors or other compensation advisors ("Advisors") to work with the Committee from time to time. The Committee shall oversee the work of such Advisors and shall receive from the Company appropriate funding, as determined by the Committee, for payment of reasonable compensation to its Advisors.
- B. Prior to selecting or receiving advice from any Advisor, the Committee shall assess the Advisor's independence from management, taking into consideration all factors relevant to an Advisor's independence, including the factors required to be considered by the NYSE. The Committee shall also reconsider, at least annually, the same factors with respect to an Advisor who has been previously selected or from whom the Committee continues to receive advice.
- C. Nothing herein shall be construed as (a) requiring the Committee to implement or act consistently with the advice or recommendations of any Advisor or (b) affecting the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties. Additionally, nothing herein shall require that an Advisor be independent and the Committee may select or receive advice from an Advisor it prefers after conducting the required assessment set forth above.

Membership

- A. The Committee shall be comprised of three to six members of the Board, each of whom shall satisfy the independence and experience requirements of the listing standards of the NYSE, the Exchange Act and related SEC rules and regulations. The Board shall affirmatively determine that each member of the Committee has no relationship with the Company that may interfere with the exercise of his or her independence from management of the Company. In doing so, the Board shall consider all factors set forth in the NYSE listing standards requirements (and any exceptions thereto), including, but not limited to, the following:
- i. the source of compensation of a member of the Board, including any consulting, advisory, or other compensatory fees paid by the Company to such Board member; and
 - ii. whether the Board member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

- B. Each member of the Committee shall qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act and also shall 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, including the Chair, shall be appointed annually by the Board on the recommendation of the Board’s Nominating and Corporate Governance Committee. Committee members may be removed at any time, with or without cause, by the Board in its sole discretion.
- C. Vacancies in the membership of the Committee shall be filled by the Board.

Meetings

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