

CALLON PETROLEUM COMPANY

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted April 2004 and amended by the Board of Directors November 7, 2012)

This Nominating and Corporate Governance Committee Charter ("Charter") sets forth the purpose and membership requirements of the Nominating and Corporate Governance Committee ("Committee") of the Board of Directors ("Board") of Callon Petroleum Company ("Company"), and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to: (a) assist the Board in: (i) identifying individuals qualified to become members of the Board and to recommend to the Board a slate of director nominees for election at the annual meeting of shareholders; (ii) determining the composition of the Board and each of its committees; (iii) monitoring a process to assess Board effectiveness in developing and implementing the Company's Corporate Governance Principles and the Company's Code of Business Conduct and Ethics and make recommendations for changes thereto; (iv) succession planning; and (v) overseeing the annual self-evaluation of the performance of the Board, its committees, and Company's management; and (b) consider any other corporate governance issues that arise and discharge all other duties and responsibilities imposed on the Committee by the Board from time to time.

The Committee shall have the authority to retain, at the Company's expense, a search firm, consultants, outside legal counsel, and other experts ("Advisors") as it deems necessary to assist in fulfilling its responsibilities. The Committee shall have sole authority to approve related fees and retention terms of such Advisors.

2. Committee Members.

- 2.1. **Composition and Appointment.** The Committee shall consist of at least three (3) or more members of the Board. The members and Chair of the Committee shall be appointed by the Board. Membership on the Committee shall rotate at the Board's discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
- 2.2. **Independence.** Each member of the Committee must meet the independence requirements of the New York Stock Exchange ("NYSE") and the federal securities laws applicable to the Committee. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.
- 2.3. **Subcommittees.** The Committee shall have the authority to delegate authority and responsibilities to a subcommittee comprised of one or more members of the Committee.

3. Meetings.

- 3.1. **Frequency of Meetings.** The Committee shall meet at least twice per fiscal year or as many times the members deem necessary. The Chair or any member of the Committee may call a special meeting at any time.

- 3.2. **Minutes.** The Chair shall appoint a secretary to document the proceedings of the meeting and the discharge by the Committee of its responsibilities. Minutes will be prepared and subsequently approved for each meeting. Copies of such minutes will be filed with the Corporate Secretary of the Company and a copy thereof shall be sent to the Committee members and incorporated with and into the next regularly scheduled meeting of the Board.
- 3.3. **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members at a meeting at which a quorum is present shall be the act of the Committee, however, nominations for directors that are submitted to the Board must be approved by the two-thirds vote of the standing members of the Committee. The Committee may also act by unanimous written consent of its members in lieu of a meeting.
- 3.4. **Agenda.** The Chair of the Committee shall, in consultation with Committee members and, as necessary, any appropriate member of the Company's management or staff, prepare an agenda for each meeting of the Committee. As requested by the Chair, members of the Company's management and staff shall assist the Chair with the preparation of any background materials necessary for any Committee meeting.
- 3.5. **Presiding Officer.** The Chair of the Committee shall preside at all Committee meetings. If the Chair is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

4. **Board and Committee Members.**

- 4.1. **Director Selection Criteria.** The Committee shall develop and recommend to the Board for its approval, selection criteria and qualifications for director candidates, and shall review these qualifications with the Board periodically. The Committee shall review and make recommendations regarding the composition and size of the Board, including directors' terms and tenure.
- 4.2. **Identification of Board Candidates.** The Committee shall assess the performance and contributions of incumbent directors and determine whether to recommend them for re-election to the Board. When the circumstances require, the Committee shall lead the search for qualified director candidates to fill vacancies or the additional needs of the Board. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification criteria established by the Committee. Final approval of any candidate shall be determined by the full Board. The Committee shall also consider matters relating to the removal, resignation and retirement of directors, and assist the Board in overseeing the development of director succession and replacement plans.
- 4.3. **Recommendation of Board Nominees.** Prior to each annual meeting of the shareholders of the Company, the Committee shall recommend to the Board nominees to be submitted to the shareholders for election or reelection as directors to the Board at the annual meeting. In connection therewith, the Committee shall review and consider any nominations for director candidates submitted by stockholders of the Company in light of the Committee's criteria for selection of directors.
- 4.4. **Committee Membership.** The Committee shall review the Board's committee structure, composition and operation and recommend to the Board criteria for identifying directors qualified to serve on each Board committee. The Committee shall recommend to the

Board the selection of directors to serve as members of each Board committee, as well as the committee chairs. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

4.5. **Outside Directorships.** The Committee shall review directorships in other public companies held by or offered to directors of the Company and management of the Company.

4.6. **Director Orientation and Education.** The Committee shall oversee and evaluate the orientation and continuing education for directors and make recommendations to the Board where appropriate.

5. Succession Planning.

5.1. **Succession Plan.** The Committee shall oversee and approve plans for management continuity and succession, review and evaluate the succession plans relating to the CEO and other executive officer positions, and make recommendations to Compensation Committee and the Board with respect to the selection of individuals to occupy these positions. The Committee shall ensure the availability of the CEO's ongoing recommendations as to his successor in the event of an emergency or retirement.

5.2. **CEO Succession.** The Committee shall recommend to the Board a successor to the CEO when a vacancy occurs.

5.3. **Appointment of Officers.** The Committee shall review the CEO's appointment of SEC reporting officers ("SEC reporting officers" are those officers subject to Section 16 of the Securities Exchange Act of 1934) and review any proposed personnel changes involving such officers. The Committee shall consult with the CEO on senior management succession planning.

6. Reports and Assessments.

6.1. **Board Reports.** The Chair of the Committee shall, periodically, at his or her discretion, prepare a report to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter. This report shall be incorporated with and into the next regularly scheduled meeting of the Board.

6.2. **Charter Assessment.** The Committee shall periodically review and reassess the adequacy of the Charter and recommend any proposed changes to the Board for approval.

6.3. **Committee Self-Assessment.** The Committee shall annually conduct a self-assessment of the performance of its duties and responsibilities under this Charter during the prior year and shall report the results of such self-assessment to the Board.

6.4. **Board and Committee Self-Evaluation.** The Committee shall develop and oversee the annual self-evaluation process of the Board and its committees.

6.5. **Corporate Governance.** The Committee shall: (a) develop, periodically review and recommend to the Board the Corporate Governance Principles and the Code of Business Conduct and Ethics for the Company, and recommend to the Board any proposed changes as appropriate; and (b) oversee and evaluate compliance by the

Board and management with the Company's Corporate Governance Principles and its Code of Business Conduct and Ethics as necessary, and review requests for waiver of their applicability in individual cases. The Committee (in consultation with the Chairman of the Board and the CEO) shall review and make recommendations to the Board regarding any stockholder proposals that relate to corporate governance.

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law. In fulfilling its responsibilities, the Committee will rely to a significant extent on information and advice provided by management, consultants, advisors and counsel. When the Committee takes an action, it shall exercise its independent judgment on the basis of such information and advice and other appropriate factors deemed by the Committee to be in the best interests of the Company and its stockholders.

* * * * *

This Charter will be posted on the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement that a copy of this Charter is available on the Company's website.