

CONTANGO OIL & GAS COMPANY

EQUITY AND CEO COMPENSATION COMMITTEE CHARTER

Purposes of Committee

The Equity and CEO Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Contango Oil & Gas Company (the “Company”) is responsible for reviewing the performance of the Chairman and Chief Executive Officer of the Company and performing such other functions as may be deemed necessary or convenient in the efficient and lawful discharge of the foregoing.

Committee Membership

The Committee shall be comprised of a minimum of two independent members of the Board who are “non-employee” directors within the meaning of Rule 16b-3 of the Securities and Exchange Act of 1934 and “outside directors” as determined under Section 162(m) of the Code. The members of the Committee will be appointed by and serve at the discretion of the Board.

Committee Responsibilities

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141 of the Delaware General Corporation Law. The Committee shall have the full power and authority to carry out the following responsibilities:

1. Take any and all actions which may be taken by the Board with respect to the compensation level of the Chairman and Chief Executive Officer of the Company.
2. Administer all equity compensation plans, cash incentive compensation plans in which executive officers participate, pension and profit sharing plans, stock purchase plans and other similar programs and authorize and approve amendments to such plans, other than amendments that increase the number of shares of the Company’s common stock issuable under such equity compensation plans or that materially increase the cash costs to the Company of any other such plans.
3. Propose to the Board (i) the adoption of new equity compensation plans in which executive officers will participate, pension and profit sharing plans and (ii) the approval of amendments to existing equity plans that increase the number of shares of the Company’s common stock issuable under those plans.
4. Take any action necessary or appropriate to ensure that compensation intended to qualify as “performance based” under section 162(m) of the Internal Revenue Code will in fact so qualify.

5. Review and discuss the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the “SEC”) with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
6. Produce the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC.
7. Retain any compensation consultant to assist the Committee in carrying out its responsibilities, approve the consultant’s fees and other terms and conditions of the consultant’s retention and terminate any such consultant relationship.
8. Periodically review the equity compensation and benefits to non-employee Board members of the Company and recommend any changes to the Board for approval.
9. Review and reassess the adequacy of the Compensation Committee Charter on an annual basis.
10. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.
11. Report to the Board from time to time, or whenever it shall be called upon to do so.

Meetings

The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate. The Chairman and the Chief Executive Officer may attend any meeting of the Committee, except for portions of the meetings where his or her presence would be inappropriate, as determined by the Committee. Other officers of the Company may attend meetings at the invitation of the Compensation Committee. Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee. The Committee shall report to the Board from time to time, or whenever so requested by the Board.