

# COMSTOCK RESOURCES, INC.

## CORPORATE GOVERNANCE GUIDELINES

(Adopted: July 31, 2003; Revised: December 13, 2010, December 12, 2011, March 27, 2014, and May 8, 2014)

Comstock Resources, Inc.'s (the "Company") Board of Directors (the "Board") believes that sound corporate governance policies and practices provide an essential foundation to assist the Board in fulfilling its responsibilities. These guidelines, which are to be reviewed periodically by the Corporate Governance/Nominating Committee of the Board, are set forth below:

### Board Structure

1. *Number and Term of Directors.* The Board currently consists of nine (9) members, although the Board (pursuant to the Company's Bylaws) may from time to time change its size to accommodate the Company's needs. Less than 50% of the Board members shall be from then current management. These will include the Chairman of the Board (if an executive position), the President, and the Chief Executive Officer and those additional persons identified as the top management individuals within the Company. Beginning at the Annual Meeting to be held in 2015, directors will be elected to one year terms.
2. *Selection of Board Members and Director Qualification Standards.* The Corporate Governance/Nominating Committee of the Board has the responsibility for reviewing, evaluating and making a recommendation to the Board for director nominees. The Board's objective is to select individuals with education, experience, qualifications, and skills necessary to effectively oversee the management of the Company. Because the experiences of those businesses facing similar issues is of particular value, current and former senior officers of other major corporations are desirable nominees. In selecting an individual to become a director, the Board will consider education; qualifications; business, governmental and civic experience; broad and diverse backgrounds; communication, interpersonal, and other required skills; international background and other matters which are relevant to this Board's objectives. Further, the Board will consider these additional qualities in selecting individuals to serve as members of the Board: independence; wisdom; integrity; an understanding and general acceptance of our current corporate philosophy; a valid business or professional knowledge and experience that can bear on our problems and deliberations; a proven record of accomplishment at the policy-making level with major corporations, educational or governmental institutions; an inquiring mind; the willingness to speak

one's mind and ability to challenge and stimulate management; future orientation; and the willingness to commit required time and energy.

3. *Independence.* A majority of the directors must be non-management directors who meet the "independence" standards established by applicable laws, rules and listing standards, including, without limitation, the standards for independent directors established by the New York Stock Exchange and the Securities and Exchange Commission. Annually, in time for disclosure in the proxy statement for the annual meeting of stockholders, the Board, after recommendation by the Corporate Governance/Nominating Committee, will make affirmative determinations that each director who is considered to be independent does meet the applicable standard of independence.
4. *Service on Boards of Other Public Companies.* Non-management directors are not prevented from simultaneously serving on other public company boards. Subject to review by the Chairman of the Corporate Governance/Nominating Committee, the recommended maximum number of Boards of other public companies on which a director serves should be no greater than three companies in the case of a director who is the Chief Executive Officer and no more than five companies, including Comstock, in the case of all other directors. A director should advise the Chairman of the Corporate Governance/Nominating Committee in advance of accepting an invitation to serve on another public company board.
5. *Director Responsibilities.* Each director is expected to devote the necessary time and attention to fulfill the obligations of a director, and is expected to attend Board and committee meetings whenever possible. Directors are expected to represent all of the stockholders effectively through the (a) prudent exercise of judgment; (b) fair balance of interests of constituencies; and (c) appropriate stewardship of Company resources. As a group, directors are expected to set the appropriate policy for the Company, and to bring to the Board broad experience in business, a diversity of experience, and an insight and awareness of the appropriate and ever-changing role that corporations should have in society.
6. *Chairman Responsibilities.* The Chairman ensures the overall effectiveness of the Board and will (a) preside over meetings of the Board and, in consultation with the Chief Executive Officer if the offices of the Chairman and Chief Executive Officer are separated, set the agendas for Board meetings; (b) act as a liaison between the Board and management; (c) chair the annual stockholder meetings; and (d) if the offices of the Chairman and Chief Executive Officer are separated, as requested from time to time by the Chief Executive Officer, meet with management to preview significant matters (such as potential acquisitions and other large capital commitments) expected to be presented to the Board and be a general resource to the Chief Executive Officer. The Board may, in its sole

discretion, remove or replace the Chairman at any time, in accordance with the Company's Bylaws.

7. *Board Leadership and Structure.* The Board does not have a policy on whether the role of the Chief Executive Officer and the Chairman of the Board should be separate, or whether the Chairman of the Board should be a management or a non-management director. This combined leadership structure is appropriate for the Company because our Chairman and Chief Executive Officer (i) conveys a singular, cohesive message to our stockholders, employees, industry partners and the investment community, (ii) eliminates any ambiguity as to who is accountable for the Company's performance and (iii) is able to draw on his or her knowledge of our operations to provide the Board with leadership and property focus discussions on the issues of greatest importance to the Company and its stockholders.
  
8. *Lead Director Concept.* When the Chairman of the Board is a management director, the Board will also have a non-management director as "Lead Director." The Lead Director shall serve a three-year term. Any Lead Director may serve consecutive terms. The responsibilities of the Lead Director shall include:
  - Coordinate the scheduling of board meetings and preparation of agenda material for board meetings and executive sessions;
  - Define the scope, quality, quantity and timeliness of the flow of information between management and the Board;
  - Chair meetings of non-management directors and meetings in the Chairman's absence;
  - Oversee the process of hiring, firing and evaluating the Chief Executive Officer;
  - Approve the retention of consultants who report directly to the Board;
  - Facilitate communication between the directors and the Chief Executive Officer, communicate the directors' perspectives and consensus view to the Chief Executive Officer;
  - Assist the Board and officers in assuring compliance with and implementation of the Company's governance principles;
  - Serve as an independent point of contact for stockholders wishing to communicate with the Board;
  - Act as principal liaison between the independent directors and the Chief Executive Officer on sensitive issues; and
  - Lead the Board in anticipating and responding to crisis.

9. *Committees of the Board.* The Board shall have an Audit Committee, Compensation Committee, Corporate Governance/Nominating Committee, Executive Committee, and such other committees as the Board may determine from time to time. Members of the Audit Committee, Compensation Committee and Corporate Governance/Nominating Committee shall all be independent. In addition, members of the Audit Committee shall meet any heightened “independence” requirements established by applicable law, and at least one member of the Audit Committee shall satisfy the definition of a “financial expert” in accordance with rules adopted by the Securities and Exchange Commission. The Board, in consultation with the Chief Executive Officer and in compliance with applicable regulations, will determine the responsibilities and membership of its committees. The committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee, in accordance with applicable regulations and committee charters.
10. *Retirement/Resignation and Term Limits.* Management directors are expected to submit a letter of resignation at the time of retirement from active employment with the Company, or when resigning from a top management position in the Company. At the discretion of the Board, such former officer may be asked to continue as a Board member. Non-management directors are expected to submit a proposed letter of resignation under the following circumstances: (a) whenever the health or physical condition of a director would prevent him or her from satisfactorily fulfilling the responsibilities of the position; and (b) whenever the non-management director’s affiliation with another entity creates an interlocking directorate or other potential conflict with this Company’s business. In the event that the proposed letter of resignation is not accepted, the director’s tenure will continue. The Board does not believe it should establish term limits. While term limits might provide fresh ideas and viewpoints to the Board, term limits hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

## **Board Functions**

1. *Approval of Major Strategies and Financial Objectives.* Each year the Board will review and approve, as appropriate, the Company’s business plan, as well as its long-term strategic plan, and financial goals. The Board will regularly monitor the Company’s performance with respect to these plans and goals.
2. *Board Evaluation.* The Board, in conjunction with the Corporate Governance/Nominating Committee, will annually evaluate the effectiveness of the Board and its committees. Each director will

complete a written assessment of the Board's performance in specified categories, such as fiduciary oversight; Board governance and process; strategic planning and business decisions; and financial matters. In addition, each committee shall conduct an annual evaluation of its effectiveness. The non-management members of the Board will meet in executive session to discuss these assessments. The purpose of these evaluations is to increase the effectiveness of the Board as a whole, each committee, and each individual Board member. The Corporate Governance/Nominating Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluations. The results of the evaluations will be discussed by the Board at the first meeting of the Board after the end of each fiscal year with a particular focus on those areas where the Board or management believe the Board or a committee needs to make improvements or changes.

3. *Chief Executive Officer Evaluation.* The Compensation Committee will work in conjunction with the Lead Director to evaluate the performance of the Chief Executive Officer at least annually and report such evaluation to the Board. The evaluation will be based on criteria which shall include, among other factors, corporate and individual performance, including the Company's financial performance and return on Company common stock; the accomplishment of short-term and long-term strategic goals and objectives; and any other factors established by the Compensation Committee.
4. *Management Succession.* The Board, based upon recommendations by the Corporate Governance/Nominating Committee, shall periodically review with the Chief Executive Officer the management succession and development plan. There should be available, on a continual basis, the Chief Executive Officer's recommendation as to his/her successor should he/she die or become disabled.
5. *Executive Compensation.* The Compensation Committee shall be responsible for the design and administration of the Company's compensation plans and policies which support the Company's business strategy and long-term goals, particularly the creation of shareholder value, to develop talented executives and motivate them to work for the long-term advantage of the Company's stockholders.
6. *Director Compensation; Stock Ownership.* The Board, based upon a recommendation from the Compensation Committee, will periodically review director compensation (including additional compensation to members and chairpersons of committees) to ensure that it is reasonable and competitive with companies that are similarly situated. Management directors shall receive no additional compensation for Board service. To more closely align the interests of directors and the Company's stockholders, a portion of the directors' fees may be paid in the form of

Company equity. All directors and executive officers are expected to own stock in the Company in accordance with the Company's Stock Ownership and Retention Policy.

7. *Board Interaction with Institutional Investors, Stockholders, the Press, Customers, etc.* The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members will speak for the Company only with the knowledge of management and, in most instances, at the request of management. Stockholders may contact non-management members of the Board by sending written correspondence to the Lead Director at the following address:

Lead Director  
c/o Roland O. Burns  
Corporate Secretary  
5300 Town and Country Blvd.  
Suite 500  
Frisco, TX 75034

8. *Director Orientation and Continuing Education.* The Board will ensure that newly elected Board members are provided with a director orientation session in order to (a) become better acquainted with the way the Board functions, (b) meet with members of management, and (c) gain useful information regarding the Company and its operations. The Board, in consultation with the Chief Executive Officer, will provide for continuing education opportunities for Board members, and will encourage Board members to attend, so that Board members can become more knowledgeable about specific areas of importance to the Company's operations (including, but not limited to, accounting, finance, internal controls, risk assessment and mitigation, regulatory compliance, business strategies, and other strategic aspects of the Company).

## **Board Operations**

1. *Number of Board Meetings.* The Board will meet as frequently as needed for the directors to discharge properly their responsibilities. Regular meetings of the Board are held four times per year and special meetings are held as necessary.
2. *Conduct of Meetings.* Board and Committee meetings will be conducted in a manner which ensures open communication, meaningful participation and timely resolution of issues.
3. *Director's Commitment to the Board.* Directors are expected to attend Board meetings and meetings of committees on which they serve, as well

as the annual stockholder meetings, and to meet or spend the time necessary to properly discharge their responsibilities. In discharging their responsibilities, directors must exercise their business judgment and act in a manner that they believe in good faith is in the long-term best interests of the Company and its stockholders. Directors are also expected to spend whatever additional time as may be necessary for them to discharge their responsibilities appropriately. Directors shall ensure that other existing or future commitments do not materially interfere with their ability to fulfill their responsibilities as Company directors.

4. *Agenda for Board and Committee Meetings.* The Chairman of the Board in coordination with the Lead Director will propose an agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. With respect to committees of the Board, the chairperson of such committee, in consultation with committee members and appropriate members of management, will develop the Committee's agenda for applicable meetings.
5. *Materials Distributed in Advance of Meetings.* It is the sense of the Board that information and data that are important to the Board's understanding of a meeting should, when practical, be distributed in writing to members of the Board in advance of the applicable meeting. Each director is expected to thoroughly review such materials prior to a Board or committee meeting, provided sufficient time is provided for such review.
6. *Executive Sessions.* The Board will hold executive sessions at least twice a year without the Chief Executive Officer or any other management directors. The Lead Director shall preside over all such executive sessions.
7. *Director Interaction with Senior Management.* Board members shall have complete access to the Company's senior management. Board members should exercise reasonable judgment when contacting management to avoid creating unnecessary distractions from the Company's business operations, and ensure that the Chief Executive Officer is informed of such contacts. The Board welcomes regular attendance at each Board meeting of senior officers of the Company.
8. *Access to Independent Advisors.* The Board and each committee shall have full access to independent legal, accounting, financial and other advisors, as it deems necessary or appropriate to assist the Board or respective committee in the conduct of its duties.
9. *Access to Management and Counsel.* Directors will have open access to the Company's management and counsel. Directors may contact members of management without permission of the Chief Executive Officer. However, they should use judgment to ensure that this contact is not

distracting to Company business operations. Furthermore, the Board encourages management to, from time to time, invite executives into Board meetings who (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.

### **Limitation**

These Corporate Governance Guidelines are not intended to, and do not, create any legal or fiduciary duties or other responsibilities or form the basis for a claim of breach of fiduciary duty or potential liability. These guidelines are subject to modification and interpretation by the Board. These guidelines do not modify the Company's bylaws and are subject to the Company's bylaws and articles of incorporation.