

Related Person Transaction Policy and Procedures **CNX Resources Corporation**

A. Policy Statement

CNX Resources Corporation (the "Company") recognizes that Related Person Transactions (defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Therefore, the Company has adopted the procedures set forth below for the approval of Related Person Transactions. This policy applies to the Company and its subsidiaries, except that any Related Person Transaction between a subsidiary of the Company which is a Securities and Exchange Commission ("SEC") public reporting company and a Related Person (defined below) who is an executive officer or independent director of that subsidiary shall be governed by that subsidiary's policy and not by this policy. This policy does not supersede the Company's Code of Director Business Conduct and Ethics or Code of Employee Business Conduct and Ethics.

B. Related Person Transactions

For the purposes of this policy, a "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved is reasonably likely to exceed \$120,000 (including on an annual basis in the aggregate during any fiscal year), and in which any Related Person had, has or will have a direct or indirect material interest.

For purposes of this Policy, a "Related Person" means:

1. any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer¹ of the Company or a director nominee;
2. a stockholder known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
3. any "Immediate Family Member" of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of any person described in Section B(1)-(2) above, and any person (other than a tenant or employee) sharing the household of such person described in Section B(1)-(2) above; and
4. any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position, or in which such person has more than a 10% beneficial ownership interest.

Whenever a director or executive officer of the Company has any question about whether he or she has a direct or indirect material interest in a transaction between the Company and another entity or organization, the director or executive officer shall review the matter with the Company's Chief Financial Officer ("CFO") or General Counsel ("GC").

¹ As defined in Rule 3b-7 or Rule 16a-1(f) under the Securities Exchange Act of 1934.

C. Approval Procedures

The Company's Board of Directors (the "Board") has delegated to the Audit Committee of the Board ("Audit Committee") the responsibility for conducting a reasonable prior review and oversight of all Related Person Transactions for potential conflicts of interest.² Related Person Transactions shall be reviewed and approved in accordance with the following procedures:

1. Prior to entering into or amending a transaction which may be a Related Person Transaction, the Related Person shall provide notice to the CFO and GC of the facts and circumstances of the potential Related Person Transaction, including: (a) the Related Person's interest in the transaction; (b) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (c) the benefits to the Company of the proposed Related Person Transaction; (d) if applicable, the availability of other sources of comparable products or services; and (e) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. The CFO and GC will assess whether the proposed transaction is a Related Person Transaction for purposes of this policy.
2. If the CFO and GC determine that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Audit Committee for consideration at the next Audit Committee meeting or, in the event of extraordinary circumstances in which it is not reasonable or practicable for the Company to wait until the next Audit Committee meeting, to the Chair of the Audit Committee (who will possess delegated authority to act between Audit Committee meetings) (the "Chair") subject to ratification by the Audit Committee at its next meeting.
3. The Audit Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Audit Committee or the Chair, including but not limited to: (a) the benefits to the Company; (b) the impact on a director's independence in the event the Related Person is a director or an Immediate Family Member of a director; (c) the terms of the transaction; and (d) the terms available to unrelated third parties or to employees generally. No member of the Audit Committee shall participate in any review, consideration or approval of any Related Person Transaction in which he or she or any Immediate Family Member directly or indirectly is involved. The Audit Committee (or the Chair) shall prohibit a Related Person Transaction if the Audit Committee (or the Chair) determines it to be inconsistent with the interests of the Company and its stockholders. The Audit Committee or Chair, as applicable, shall convey the decision to the CFO and GC, who shall convey the decision to the appropriate persons within the Company.

In the event of extraordinary circumstances in which the Company becomes aware of a Related Person Transaction that has not been the subject of a reasonable prior review and approval under this policy, the Related Person Transaction shall be presented to the Audit Committee or Chair for review as promptly as practicable. The Audit Committee or Chair, in consultation with the CFO and GC, will consider all relevant facts and circumstances regarding the Related Person Transaction and evaluate alternatives relative to the Related Person Transaction, including ratification, amendment or termination of the Related Person Transaction. The Company shall take such action as the Audit Committee or Chair deems appropriate under the circumstances.

² Review responsibility is delegated to the Compensation Committee of the Board, rather than the Audit Committee, for compensation related payments (payments of salary, bonuses and fees; awards under Company equity and other plans; pension, health and other fringe benefits) that are required to be reported in the Company's proxy statement pursuant to the SEC's compensation disclosures requirements under Item 402 of Regulation S-K by the Company and its subsidiaries to directors and executive officers.

D. Review of Ongoing Transactions

If a Related Person Transaction will be ongoing, the Audit Committee is responsible for overseeing such Related Person Transaction and may establish guidelines for management to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee, on at least an annual basis, should review and assess ongoing relationships with the Related Person to confirm compliance with the Audit Committee's guidelines and that the Related Person Transaction remains appropriate. At the Audit Committee's first regularly scheduled meeting of each fiscal year, the Audit Committee shall review ongoing Related Person Transactions, and based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Audit Committee shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate such Related Person Transactions.

E. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations. The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations. In addition, the Audit Committee shall notify the Nominating and Corporate Governance Committee of any Related Person Transactions involving Board members or nominees.