

**Dominion Energy, Inc.**  
("Dominion")

**Nominating and Governance Committee Charter**

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**I. PURPOSE**

The Nominating and Governance Committee will represent the Dominion Board of Directors ("Board") in discharging its oversight responsibilities relating to corporate governance, the identification and nomination of qualified director candidates, and the evaluation of the Board as a whole. The Committee's primary responsibilities are set forth in Section III of this Charter.

**II. ORGANIZATION AND ADMINISTRATION**

1. The Committee shall be comprised of three or more Directors. The Board shall appoint and may remove the Committee members and Chair.
2. Each Committee member shall be an independent director in accordance with New York Stock Exchange ("NYSE") listing standards and Dominion's Corporate Governance Guidelines. Each Committee member shall qualify as an "outside director" as defined under section 162(m) of the Internal Revenue Code and as a "non-employee director" as defined by Exchange Act Rule 16b-3.
3. The Committee will meet at least three times annually, with additional meetings to be held if circumstances dictate, and report regularly to the Board with respect to matters discussed and acted on by the Committee as appropriate. A majority of the Committee constitutes a quorum. The Committee may act by unanimous written consent.
4. The Committee shall have the authority to delegate certain responsibilities to subcommittees of the Committee, if the Committee determines that such delegation is in the best interest of Dominion and is otherwise allowable by law or regulation. The Committee shall have the authority to delegate certain administrative duties to the Dominion Chief Executive Officer, the appropriate officers of Dominion Energy Services, Inc. or its management committees. The Committee shall obtain Board approval for such actions if required or the Committee may request that the Board ratify its actions.
5. The Committee, in its sole discretion, shall have the authority to retain or obtain the advice of any consultants, legal counsel or other advisers, including any search firms used to identify director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers that it retains, with Dominion providing appropriate funding and other resources for such advisers. To the extent required by NYSE listing standards, before selecting or receiving advice from a consultant, legal counsel or other adviser, the Committee shall take into consideration all factors relevant to the independence of such adviser from Dominion's management, including

those factors specified by NYSE listing standards and other applicable laws or regulations. The Committee shall periodically reconsider the relevant factors with respect to an adviser from whom it receives advice.

6. On an annual basis, the Committee will:
  - Review this charter and update it as necessary (with any amendments subject to approval by the Board); and
  - Evaluate its performance.

### **III. RESPONSIBILITIES**

The Committee shall:

#### **A. Director Nominations and Resignations**

1. Direct the search for, evaluate the qualifications of, and select candidates for nomination to the Board in accordance with criteria described in the Corporate Governance Guidelines.
2. In carrying out this responsibility, the Committee will:
  - Assess the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board as well as Dominion's needs;
  - Consider the principles to be applied in filling vacancies and planning for Board succession; and
  - Consider any nominees suggested by shareholders.
3. Recommend to the Board the director nominees for the Annual Meeting of Shareholders.
4. Review the status of each director nominee and
  - Determine whether the nominee meets the independence requirements of the NYSE listing standards and Dominion's Corporate Governance Guidelines;
  - Recommend to the Board a finding regarding independence for each director nominee; and
  - Assist the Board in adopting any categorical standards of independence.
5. Annually review and assess the compensation paid to Board members and recommend to the Board any changes to compensation and benefit plans it believes appropriate, and any amendments, termination or discontinuance of such plans. Board compensation will be consistent with the Corporate Governance Guidelines.
6. Obtain advice and assistance as it believes necessary from management, independent consultants and others.
7. Consider whether to accept any resignation submitted by a Director in accordance with Dominion's retirement, majority voting or other policy.

**B. Corporate Governance**

1. Annually review and ensure compliance with Dominion's Corporate Governance Guidelines and recommend revisions for the Board's consideration and adoption.
2. Oversee the Board's annual self-evaluation, which will include an evaluation of the Committee.
3. Review and make recommendations to the Board regarding the size and composition of the Board and its committees.
4. Annually review and make recommendations to the Board concerning the appointment and composition of each Board Committee and its Chair. Periodically review the responsibilities of each Committee to determine whether such responsibilities are in compliance with current laws and regulations or are appropriate in light of current circumstances.
5. Approve Related Party Transaction policies and procedures to identify, review and disclose transactions or arrangements between Dominion and its executive officers and Directors. The Committee will oversee compliance with these policies and report to the Board on its determination regarding the materiality of transactions.
6. Review shareholder proposals and make recommendations to the Board regarding the responses included in Dominion's Proxy Statement.

**C. Delegation of Authority**

1. The Committee may delegate any of the above items to the Chair in between meetings and ratify such actions at its next scheduled meeting.