

## **SUPERIOR ENERGY SERVICES, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**(As revised by the Board of Directors on March 28, 2019)**

#### ***Organization; Member Qualification***

The nominating and corporate governance committee will consist of a minimum of three directors. The members of the committee will be appointed by the board of directors and may be removed by the board of directors at its discretion. The committee's chairperson will be designated by the board of directors. All committee members will at all times be independent under the standards required from time to time by the New York Stock Exchange.

#### ***Authority and Responsibility***

The primary responsibility of the committee will be to assist the board of directors in (i) identifying qualified individuals to become board members, (ii) determining the composition and compensation of the board and its committees, (iii) overseeing the annual evaluation of the board and its committees and (iv) taking a leadership role in shaping the corporate governance of the Company.

In carrying out its duties, the committee will have the authority and responsibility to

- Lead the search for individuals qualified to serve as directors, and to recommend to the board of directors a slate of directors to be elected annually by the stockholders.
- Review the committee structure of the board of directors and to recommend to the board for its approval directors to serve as members of each committee. The committee will review and recommend committee slates annually and will recommend additional committee members to fill any vacancies as needed.
- Periodically review and assess the Company's corporate governance principles and develop and recommend changes to the board of directors for its consideration. The committee will also monitor corporate governance trends and consider corporate governance issues that may arise from time to time and develop appropriate recommendations to the board of directors.
- Oversee the board of directors in the Board's annual review of its performance and assist as appropriate in the evaluation of other committees. Review on an annual basis director compensation and benefits.

#### ***Advisors***

The committee has the authority, to the extent it deems necessary or appropriate, to retain any search firm to assist in identifying director candidates, and to retain outside counsel and any other

advisors that the committee may deem appropriate in its sole discretion. The committee will have sole authority to approve related fees and retention charges.

***Reporting; Review***

The committee will report its actions and recommendations to the board of directors after each committee meeting and will conduct and present to the board of directors an annual performance evaluation of the committee. The committee will review at least annually the adequacy of this charter and recommend any proposed changes to the board of directors for approval.