

SUPERIOR ENERGY SERVICES, INC.
AUDIT COMMITTEE CHARTER

(As revised by the Board of Directors on May 14, 2014)

Organization; Member Qualification

The audit committee will consist of a minimum of three directors. The members of the audit committee will be appointed by the board of directors upon the recommendation of its nominating and corporate governance committee, and may be removed by the board of directors at its discretion.

The audit committee's chairperson will be designated by the board of directors. Each member of the audit committee will meet the independence, experience and expertise requirements of the New York Stock Exchange (the "NYSE") and any other applicable legal or regulatory requirements. In addition, at least one member of the audit committee will be an "audit committee financial expert" as defined by the Securities and Exchange Commission.

Authority and Responsibilities

The primary responsibility of the audit committee will be to assist the board of directors in its oversight of the integrity of (i) the Company's financial statements, (ii) the independent auditors' qualifications, independence and performance, (iii) the performance of the Company's internal audit function and (iv) the Company's compliance with legal and regulatory requirements.

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

- Retain and terminate, in the audit committee's discretion, a registered public accounting firm to serve as independent auditors to audit the Company's financial statements and pre-approve the adequacy of their compensation and the terms of the audit engagement. The audit committee will also pre-approve any permitted non-audit services provided by the independent auditors. The audit committee may delegate such responsibility (other than with respect to the audit of the Company's financial statements) to its chairman, provided that decisions made pursuant to such delegated authority will be presented to the audit committee at its next meeting.
- Review the adequacy of the audit committee's policies and procedures for approving the use of the independent auditors for audit and non-audit services with a view to auditor independence.
- Evaluate at least annually the qualifications, performance, and independence of the independent auditors, including the performance of the lead audit partner, and monitor the regular rotation of the lead audit partner as required by law.
- Have a clear understanding with the independent auditors that they are directly accountable to the audit committee, as the board of directors' and stockholders' representatives, who have ultimate authority in deciding to engage and, if appropriate, terminate their services.

- Discuss generally the Company’s earnings press releases and, if provided to analysts and rating agencies, earnings guidance. The audit committee need not discuss in advance each instance in which the Company may provide earnings guidance.
- Meet with the independent auditors and financial management to review and discuss the arrangements for and the scope of the proposed audit and quarterly reviews for the current year, the procedures to be utilized and at the conclusion thereof review such audit or review, including any comments or recommendations of the independent auditors.
- Discuss with management and the independent auditors the Company’s annual audited financial statement, including the disclosures made in “management’s discussion and analysis of financial condition and results of operation,” recommending to the board of directors whether the audited financial statement should be included in the Company’s Form 10-K and all other matters that are required to be reviewed under applicable legal, regulatory or NYSE requirements. Specifically, the audit committee shall review and discuss with the independent auditors the matters required to be discussed by Statement of Auditing Standards No. 61 (“SAS No. 61”).
- Discuss with management and the independent auditors the Company’s quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditors’ reviews of the quarterly financial statement, the disclosures made in “management’s discussion and analysis of financial condition and results of operation” and all other matters that are required to be reviewed under applicable legal, regulatory or NYSE requirements, including SAS No 61.
- Meet separately, at least quarterly, with the internal auditors and the independent auditors, to discuss the Company’s financial statements, critical accounting policies, alternative accounting treatments discussed with management and controls and other relevant topics, and elicit any recommendations for improvement to internal controls or particular areas where new or more detailed controls or procedures are desirable. In addition, the audit committee shall review and discuss separately with the independent auditors their audit, any problems or difficulties encountered by the independent auditors during their audit , any significant disagreements with management and management’s response to such problems, difficulties or disagreements. The audit committee shall have ultimate authority to resolve any disagreement between management and the independent auditors regarding financial reporting.
- Discuss with management, the internal auditors and the independent auditors the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls.

- On at least an annual basis, obtain from the independent auditors a written report delineating all their relationships with the Company consistent with generally accepted auditing standards, as well as describing their internal quality-control procedures, any material issues raised by their most recent internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues. In addition, the committee will review and discuss with the independent auditors the report, and the nature and scope of any disclosed relationships or professional services, or any other relationships that may adversely affect the independence of the auditor, and any material issues relating to the independent auditor's internal quality-control.
- Discuss and review with management, at least once a year, the Company's decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance under "end-user exception" regulations, and review and discuss with management applicable Company policies governing the Company's use of swaps subject to the end-user exception.
- Discuss and review with management from time to time the Company's policies with respect to risk assessment and risk management.
- Discuss with the Company's legal counsel any legal matters, including material pending litigation involving the Company, that may have a material impact on the financial statements, the Company's compliance policies and any material communications received from regulators or governmental agencies.
- Review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct required in the policies of the Company. In connection with these reviews, the audit committee will meet, as it deems appropriate, with management, legal counsel and employees.
- Maintain hiring policies for employees or former employees of the independent auditors.
- Report regularly to the board of directors whether any issues have arisen with respect to the quality or integrity of the Company's financial statements, its compliance with legal or regulatory requirements, and the performance of the independent or internal auditors. The audit committee will report the results of the annual audit to the board of directors.

Outside Advisors

The audit committee will have the power, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the audit committee, for payment of compensation approved

by the audit committee to the independent and internal auditors and to any other advisors employed by the audit committee. The audit committee will be entitled to rely on Company management, the independent and internal auditors and legal counsel to provide them with information, opinions, reports or statements, and will be fully protected in relying in good faith upon the records of the Company and such information, opinions, reports or statements as to matters the committee reasonably believes are within such other persons' professional or expert competence.

Investigations; Complaints

The audit committee will have the authority to conduct or authorize investigations into any matters brought to its attention within its scope of responsibilities, with full access to all books, records, facilities and personnel of the Company. In addition, the committee shall establish procedures for the receipt, retention, and treatment of complaints regarding the Company's accounting, internal accounting controls, and auditing matters in accordance with all applicable legal, regulatory or NYSE requirements.

Meetings

The audit committee will meet at least four times annually, and more frequently if the committee determines it to be appropriate. To foster open communications, the audit committee may invite other directors or representatives of management, the independent and internal auditors to attend any of its meetings, but reserves the right in its discretion to meet in executive session. The audit committee will maintain written minutes of all its meetings and provide a copy of all such minutes to each member of the board of directors.

Annual Report; Annual Review

The audit committee will make an annual report, which will be included in the proxy statement for the annual meeting of stockholders. In the report the audit committee will state whether it performed its annual tasks described above. The audit committee will also perform annually an evaluation of its performance and effectiveness, and will consider whether any changes to this charter are appropriate. This annual review will be submitted to the board of directors for review and discussion.

Relationship to Other Groups

The Company's management is responsible primarily for developing the Company's accounting practices, preparing the Company's financial statements, maintaining internal controls, maintaining disclosure controls and procedures, and preparing the Company's disclosure documents in compliance with all applicable legal requirements. The internal auditors are responsible primarily for objectively assessing the Company's internal controls. The independent auditors are responsible primarily for auditing and attesting to the Company's financial statements and evaluating the Company's internal controls. Subject to the limitations noted in this charter, the audit committee is responsible for overseeing this process and discharging such other functions as are required by law or the board of directors. The functions of the audit committee are not intended to duplicate, certify or guaranty the activities of management or the independent and internal auditors.

The audit committee will strive to maintain an open and free avenue of communication among management, the independent auditors, the internal auditors and the board of directors. The independent and internal auditors will report directly to the audit committee.

Limitations

The audit committee's failure to investigate any matter, to resolve any dispute or to take any other actions or exercise any of its powers in connection with the good faith exercise of its oversight functions shall in no way be construed as a breach of its duties or responsibilities to the Company, its directors or its stockholders.

The audit committee is not responsible for preparing the Company's financial statements, planning or conducting the audit of such financial statements, determining that such financial statements are complete and accurate or prepared in accordance with generally accepted accounting standards, or assuring compliance with applicable laws or the Company's policies, procedures and controls, all of which are the responsibility of management or the outside auditors. The audit committee's oversight functions involve substantially lesser responsibilities than those associated with the audit performed by the independent auditors. In connection with the audit committee's oversight functions, the audit committee may rely on management's representations that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States, and on the representations of the independent auditors.

In carrying out its oversight functions, the Audit Committee believes its policies and procedures should remain flexible in order to best react to a changing environment.