

# **W & T OFFSHORE, INC.**

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## **CHARTER OF COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

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### **I. PURPOSE**

The purpose of the Compensation Committee is to carry out the Board of Directors' overall responsibility relating to the compensation of the Company's senior executives.

### **II. COMPOSITION**

The Compensation Committee will be comprised of two or more directors selected by the Board and may be removed by the Board in its discretion. Each member will meet the standards of independence or other qualifications required from time to time by the New York Stock Exchange. Each member must also qualify as a "non-employee director" under rule 16b-3 of the Securities and Exchange Commission (the "SEC") and an "outside director" as defined by Section 162(m) of the Internal Revenue Code; and may not be part of a compensation committee interlock within the meaning of SEC Regulation S-K. The Compensation Committee's chairperson shall be designated by the Board. The Compensation Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, subject to any limitations or reporting requirements established by law or the Company's procedures.

### **III. MEETINGS**

The Compensation Committee will meet at least four times annually, or more frequently if the Committee determines it to be necessary. The agenda for meetings will be prepared by the Committee chair with input from Committee members. The Compensation Committee will maintain written minutes of all its meetings and provide a copy of all such minutes to every member of the Board.

### **IV. AUTHORITY AND RESPONSIBILITIES**

The Compensation Committee will have the following authority and responsibilities:

1. To review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the CEO.

2. To set the salary and other cash and equity compensation for the CEO. In determining the long-term incentive component of the CEO's compensation, the Committee should also consider the Company's performance and the relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the Company's CEO in past years, and other criteria established by the Committee.

3. To review and approve on an annual basis the evaluation process and compensation for the Company's officers and senior management.

4. To evaluate the performance of the Company's executive officers and senior management and approve the annual salary and other cash and equity compensation for such executive officers.

5. To provide oversight of management's decisions concerning the performance and compensation of other company officers.

6. To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the board as needed. The Committee shall exercise the authority of the board of directors with respect to the administration of such plans.

7. To report on compensation with respect to the Company's executive officers as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.

8. To oversee the regular and annual evaluation of the Company's management including its Chief Executive Officer, Chief Financial Officer and other persons serving in the Company's upper management ranks.

9. To take such other actions and do other such things as may be referred to it from time to time by the Board.

The Committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

## V. REPORTS AND EVALUATION

The Committee shall report its actions and any recommendations to the Board after each Committee meeting. The Compensation Committee will annually complete an evaluation of the Committee's own performance and the adequacy of the Committee's charter. The Committee will provide a report of that assessment to the Board, including any recommended changes to the Committee's charter.