

HERCULES OFFSHORE, INC.

Nominating, Governance and Compensation Committee Charter

Purpose

The Board of Managers of Hercules Offshore, LLC has adopted this Charter of the Nominating, Governance and Compensation Committee (the “Committee”) to become effective upon the consummation of (1) the conversion of the company from a Delaware limited liability company to a Delaware corporation (as so converted, the “Company”), and (2) the initial public offering by the Company of shares of its common stock. Upon consummation of such conversion, the Board of Managers will become the Board of Directors of the Company (the “Board”). The Committee is appointed by the Board to assist the Board in fulfilling its responsibilities with respect to corporate governance, nomination of directors and executive compensation. In fulfilling its corporate governance and nominating role, the Committee shall identify and recommend individuals qualified to become Board members, consistent with criteria approved by the Board, and shall assist the Board in determining the composition of the Board and its committees, in monitoring a process to assess Board and committee effectiveness and in developing and implementing the Company’s corporate governance guidelines, practices and procedures. In fulfilling its compensation role, the Committee shall assist the Board in establishing the compensation of the directors and executive officers of the Company in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practice and the requirements of applicable law and regulations and rules of applicable regulatory bodies.

Responsibilities

The principal responsibilities of the Committee are as follows:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board. In evaluating the suitability of potential directors, the Committee should consider any factors it deems relevant, including the candidate’s general understanding of marketing, finance or other elements relevant to the success of a publicly traded company in the current business environment, understanding of the Company’s business on an operational level, integrity, education and professional background and willingness to devote time to Board duties. In addition, the Committee shall evaluate each individual in the context of the Board as a whole, with the objective of recommending individuals that can best perpetuate the success of the Company’s business and represent stockholder interests through the exercise of sound business judgment using their diversity of experience in these various areas. The Committee also shall consider and evaluate director nominees proposed by stockholders.
- Recommend to the Board a slate of director nominees for election at the next annual meeting of stockholders or for appointment to fill vacancies on the Board.

- Perform an annual performance evaluation and assessment of the effectiveness of the Committee and report its findings to the Board.
- Maintain a set of corporate governance guidelines and periodically review and assess the adequacy of the Company's corporate governance policies, practices and procedures, and recommend any proposed changes to the Board for approval.
- Develop and make recommendations to the Board regarding plans for chief executive officer succession, including plans for interim succession for the chief executive officer in the event of an unexpected occurrence.
- Oversee the Board's annual evaluation of the performance of the Board, its committees and individual directors. In conducting its evaluation, the Committee shall solicit comments from the directors, shall consider the evaluation reports from other Board committees and may employ such other means as it may deem appropriate in conducting the assessment, including the employment of outside consultants and advisors. The Committee shall report its findings and recommendations to the full Board and may recommend that any member of the Board who receives unfavorable performance reviews from at least a majority of the other members or any committee on which he or she serves resign from the Board or such committee, as the case may be, or that any such member be removed or reassigned by the Board from any such committee.
- Recommend to the full Board committee assignments for directors as openings occur on committees, or as rotations of committee assignments are deemed advisable, including recommendations of committee chairmen. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness.
- Review and approve corporate goals and objectives relevant to chief executive officer compensation; evaluate the chief executive officer's performance in light of those goals and objectives; and either as a committee or together with other independent directors (as directed by the Board), determine and approve the chief executive officer's compensation based on that evaluation.
- Review and approve, or make recommendations to the Board with respect to, the compensation of other executive officers, and oversee the periodic assessment of the performance of such officers.
- From time to time consider and take action on the establishment of and changes to incentive compensation plans, equity-based compensation plans and other benefit plans, including making recommendations to the Board on plans, goals or amendments to be submitted for action by the Company's stockholders.
- Administer the Company's compensation plans that it is assigned responsibility to administer, including authorizing the issuance of the Company's common stock

and taking other action on grants and awards, determinations with respect to achievement of performance goals, and other matters provided in the respective plans.

- Review from time to time when and as the Committee deems appropriate the compensation and benefits of non-employee directors, including compensation pursuant to equity-based plans, and approve, or make recommendations to the Board with respect to, any changes in such compensation and benefits.
- Prepare and approve a compensation committee report on executive compensation as required by the Securities and Exchange Commission to be included in the Company's proxy statement for the annual meeting (or in the Company's Annual Report on Form 10-K if required to be included therein).
- Review and approve any equity-based plans and awards that are not subject to stockholder approval pursuant to applicable law, rules and regulations.
- Fulfill such other duties and responsibilities as are consistent with the purposes of the Committee enumerated in this Charter or as may be delegated by the Board from time to time.

Membership and Meetings

The Committee shall be appointed by the Board and shall consist of not less than three members of the Board, each of whom shall serve at the discretion of the Board. The Board also shall elect a chairman of the Committee. The Board intends that the members of the Committee satisfy the applicable independence requirements of law and the relevant rules of the NASDAQ National Market, in each case after giving effect to any applicable phase-in provisions. In addition, the Board intends that each member of the Committee meet the definitions of (a) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

The Committee shall meet as often as the members shall determine to be necessary or appropriate, but at least two times during each year. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

The Committee may adopt such rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the bylaws of the Company, this Charter or the Company's Corporate Governance Guidelines.

Authority

In exercising its authority, duties and responsibilities under this Charter, the Committee shall have and may exercise all the powers and authority of the Board, except to the extent

expressly restricted by law, the Company's certificate of incorporation or the Company's bylaws. The Committee shall have the sole authority to retain and terminate any search firm engaged to assist in identifying director candidates, and any compensation consultants retained to assist in the evaluation of director, chief executive officer or executive officer compensation, including the sole authority to approve the firm's or consultant's fees and other retention terms. The Committee shall be assisted by the Company's human resources, legal and accounting staff and in addition, to the extent it deems necessary or appropriate, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations, with the expenses incurred in their use to be paid by the Company. The foregoing authority includes the authority to retain, terminate and obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

As adopted by the Board of Managers on October 26, 2005