

# **WEATHERFORD INTERNATIONAL LTD.**

## **COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The Compensation Committee is appointed by the Board to carry out the responsibilities of the Board with respect to compensation arrangements and plans of the Company. Except as otherwise required by the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange and any other applicable laws, regulations or listing standards, all material decisions are considered by the Board as a whole.

### **Committee Membership**

The Compensation Committee shall consist of no fewer than three members. Each member of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Corporate Governance & Nominating Committee, and may be removed and replaced by the Board in its sole discretion.

### **Committee Responsibilities**

The Compensation Committee shall have the following responsibilities:

1. On an annual basis, review and approve corporate goals and objectives relating to compensation of the Company's CEO, evaluate the CEO's performance in light of these goals and objectives and set the CEO's compensation based on this evaluation.
2. Make recommendations to the Board regarding executive compensation, incentive compensation plans and equity-based plans.
3. Administer the Company's incentive compensation plans and equity-based plans for executive officers and employees.
4. Produce an annual report on executive compensation for inclusion in the Company's proxy statement or annual report on Form 10-K.
5. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
6. Report its actions and any recommendations to the Board after each meeting of the Compensation Committee.

7. Evaluate and review with the Board the annual performance of the Compensation Committee.

### **Committee Authority**

The Compensation Committee is authorized as follows:

1. To retain and terminate any compensation consultants or other advisors as it deems appropriate, including approval of the fees and other retention terms of any such consultants or other advisors. The Compensation Committee may also rely upon personnel of the Company for advice and studies.
2. Form and delegate authority to subcommittees as the Compensation Committee deems appropriate.