

**MARINER ENERGY, INC.
EXECUTIVE COMMITTEE CHARTER**

I. APPOINTMENT OF EXECUTIVE COMMITTEE

The Bylaws of Mariner Energy, Inc. (the “Company”) authorize the Board of Directors (the “Board”) to appoint committees having the authority to perform such duties as the Board may determine, except as otherwise provided by the Company’s Certificate of Incorporation or applicable law. The Board has appointed the Executive Committee (the “Committee”) to serve the purpose set forth in this charter (this “Charter”) and has delegated the duties and responsibilities set forth in this Charter to the Committee. The Committee will report to the Board as provided in this Charter.

II. PURPOSE

As provided in the Bylaws and subject to the Company’s Certificate of Incorporation, applicable law and any limitations on authority determined from time to time by the Board, the Committee may exercise the powers and authority of the Board in the management of the business and affairs of the Company when the Board is not in session.

III. OPERATING POLICIES

The Committee shall consist of no fewer than three members of the Board, which directors may be independent or non-independent directors. Each member of the Committee shall first be nominated by the Nominating and Corporate Governance Committee of the Board and then be elected by the full Board, with interested members of the Board recusing themselves as appropriate, and shall serve until the expiration of such member’s term or until such member’s earlier resignation, retirement or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board.

The Board shall elect a Chairperson of the Committee who will chair all regular sessions of the Committee and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier resignation, retirement or removal. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as chairperson for purposes of that meeting. The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

IV. MEETINGS

The Committee shall meet at such times and places as the Committee shall deem advisable on the call of the Chairperson of the Committee, the Chairman of the Board, the Chief Executive Officer, or, in their absence, by any member of the Committee. Additional meetings may occur as the Committee or its Chairperson deem advisable. A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law. The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

V. AUTHORITY

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications.

VI. DUTIES AND RESPONSIBILITIES

The following shall be the common recurring activities of the Committee in carrying out its purpose. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances:

- During the intervals between meetings of the Board, the Committee may exercise, subject to the Company's Certificate of Incorporation, applicable law and any limitations on authority determined from time to time by the Board, the powers and authority of the Board in the management of the business and affairs of the Company; and
- Take such other action and do such other things as may be referred to it from time to time by the Board.

The Committee shall evaluate its own performance, and review the adequacy of this charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval.