

MARINER ENERGY, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Article I. Purpose

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Mariner Energy, Inc. (the "Company") has been appointed by the Board for the purpose of:

1. Identifying, recruiting, evaluating and recommending individuals for election to the Board and the committees thereof as well as to fill any vacancies, consistent with criteria approved by the Board;
2. Developing a policy with regard to the consideration of any director candidates recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations;
3. Developing, recommending to the Board and overseeing the Company's policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the Company's directors, officers and employees, which shall include oversight of the Company's Code of Ethics and its Corporate Governance Guidelines (as well as the sole responsibility for granting any waivers thereunder); and
4. Overseeing the evaluations of the Board, the committees of the Board and management.

The Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules of the New York Stock Exchange ("NYSE") or the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K.

Article II. Membership

The Committee shall consist of no fewer than three members of the Board. Prior to their election and annually thereafter, the members of the Committee shall each have been affirmatively determined by the Board to be "independent" as defined by the NYSE listing standards.

Each member of the Committee shall be elected by the Board 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.

Article III. Meetings

The Committee shall meet at least twice a year. 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.

Article IV. 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. In addition, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. To identify, recruit and evaluate qualified candidates for membership on the Board and the committees thereof;
2. To develop and implement a process to be used in identifying and evaluating qualified candidates for membership on the Board and the committees thereof;
3. Consistent with the Nomination Procedures set forth in Annex A hereto, to annually present to the Board a list of qualified nominees recommended by the Committee for election to the Board at the annual meeting of stockholders;
4. To present to the Board, as necessary, qualified nominees for committee membership and individuals recommended to fill any vacancies that may occur on the Board;
5. To adopt a policy regarding the consideration of any director candidates recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations;
6. To adopt a process for stockholders of the Company to send communications to the Board;
7. To review at least annually the purpose of the committees of the Board, and to recommend to the Board any changes deemed necessary or desirable to the purpose of the committees and whether any committees should be created or discontinued;
8. To oversee the evaluation of the Board, the other committees of the Board and management;

9. To 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;

10. To recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of boards on which a director may serve; (v) director orientation and training; and (vi) the roles of the Company's executive officers and the outside directorships of such executives.

11. To consult with the Company's Chief Executive Officer, as appropriate, and other Board members to ensure that its decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and Company management;

12. To develop, recommend to the Board and oversee the Company's policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the Company's directors, officers and employees, including without limitation the Company's Code of Ethics and Corporate Governance Guidelines (or any successor codes, guidelines or policies);

13. To have the sole responsibility for granting any waivers under the Company's Code of Ethics and Corporate Governance Guidelines (or any successor codes, guidelines or policies) to the Company's directors, officers and employees; and

14. To perform any other activities consistent with this Charter, the Company's Certificate of Incorporation (as the same may be amended and/or restated and in effect from time to time), the Company's Bylaws (as the same may be amended and/or restated and in effect from time to time), and governing law, as the Committee or the Board deems necessary or appropriate.

Nomination Procedures
of the
Nominating and Corporate Governance Committee
of the
Board of Directors of Mariner Energy, Inc.

Nomination Criteria. In its consideration of candidates for election to the Board of Directors (the "Board") of Mariner Energy, Inc. (the "Company"), the Nominating and Corporate Governance Committee (the "Committee") will consider the following criteria, among others:

- strategic contacts and involvement in business and civic affairs;
- financial, regulatory and business experience; and
- integrity, honesty and reputation.

In the case of each incumbent director whose term of office is set to expire, the Committee will review the director's overall service during his term, including the number of meetings the director attended, the director's level of participation, the quality of the director's performance and whether the director meets the independence standards set forth in the applicable Securities and Exchange Commission rules and regulations and the rules of the New York Stock Exchange ("NYSE").

In the case of new director candidates, the questions of independence and financial expertise will be important in determining what roles the candidate can perform. The Committee will determine whether the candidate meets the independence standards set forth in the Securities and Exchange Commission rules and regulations and the NYSE rules as well as the extent of the candidate's experience in the areas of finance and accounting. Candidates will first be interviewed by the Committee. If approved by the Committee, candidates will then be interviewed by all other members of the Board. The full Board, with such interested directors recusing themselves as appropriate, will approve all final nominations after considering the recommendations of the Committee. The Chairman of the Board, acting on behalf of the other members of the Board, will extend the formal invitation to an approved candidate to stand for election to the Board. Qualified candidates for election to the Board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability.

Stockholder Nomination Procedures. The Committee will consider director candidates recommended by the Company's stockholders. Generally, and as more specifically set forth in the Company's Bylaws, in order for a stockholder of the Company to make a nomination at an annual meeting of stockholders of the Company, he or she must give written notice to the Company not less than 120 days prior to the first anniversary date of the proxy statement for the preceding year's annual meeting. With respect to a special meeting of stockholders, the notice must be delivered not earlier than the close of business on the tenth day following the day on which the notice of the special meeting is first mailed to the Company's stockholders or public announcement of the date of such meeting is first made, whichever occurs first.

The stockholder's notice must set forth as to each nominee all information relating to the nominee that may be required under United States securities laws to be disclosed in solicitations of proxies for the election of directors, including the written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected. The stockholder's notice must also set forth as

to the stockholder giving notice and the beneficial owner, if any, on whose behalf the nomination is made: (i) the name and address of such stockholder, as they appear on the Company's books, and of any such beneficial owner, (ii) the acquisition date, class and number of shares of the Company that are owned beneficially by such stockholder and any such beneficial owner, (iii) any material interest of the stockholder or beneficial owner in the nomination, (iv) a representation that the stockholder intends to appear in person or by proxy at the stockholder meeting to bring the nomination before the meeting, and (v) whether either such stockholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of a sufficient number of holders of the Corporation's voting shares to elect such nominee or nominees.

If the information supplied by the stockholder is deficient in any material aspect or if the foregoing procedures are not followed, the Board of Directors or the chairman of the meeting may determine that the stockholder's nomination should not be brought before the meeting and that the nominee is ineligible for election as a director of the Company. The Committee will not alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder.