

**CHARTER**  
**NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEE**  
**of**  
**THE BOARD OF DIRECTORS**  
**of**  
**ENSCO INTERNATIONAL INCORPORATED**

*(Revised and Restated as of November 9, 2005)*

**Composition**

The Committee shall be composed of three or more Independent Directors who are not members of management of the Company and who are “disinterested persons” within the meaning of Rule 16B-3 of the General Rules and Regulations under the Securities Exchange Act of 1934. One of the members shall be appointed Committee Chairman by the Committee following each Annual Meeting of Stockholders or whenever a vacancy occurs.

**Authority**

The Committee shall nominate to the Board of Directors candidates for election or appointment to serve as directors or assume key management positions in the Company.

The Committee shall oversee matters of corporate governance, including performance of the Board of Directors, and shall be responsible for proposing, reviewing and updating the Company’s Corporate Governance Policy and presenting same to the Board of Directors for approval or revision.

The Committee shall advise the Board of Directors and will consult with the management of the Company in respect of the principles and philosophy to be observed by the Company in compensating directors, officers and employees.

The Committee is empowered to retain persons having special competence as necessary to assist the Committee in fulfilling its responsibilities, including retention of an executive search firm to assist in identifying qualified candidates for service as directors or officers of the Company, attorneys or consultants to advise on governance or other Committee responsibilities, or advisors with expertise on compensation and benefits for executives, managers, employees and directors.

**Meetings**

The Committee is to meet as many times as the Committee deems necessary. Meetings for the consideration of pertinent matters may be requested by the Chief Executive Officer of the Company, or by any member of the Committee, by request to the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting.

## **Attendance**

As necessary or desirable, the Committee Chairman may request that members of management or independent consultants be present at meetings of the Committee.

## **Minutes**

The Secretary or Assistant Secretary of the Company will prepare the minutes of each meeting and send a copy of the minutes to the Committee members and to the Directors who are not members of the Committee.

## **Responsibilities and Powers**

The Committee shall be empowered in accordance with its judgment to act in respect of the following:

### **Nominating Functions:**

1. Nominate to the Board of Directors, in advance of the preparation of the Notice of Annual General Meeting of Shareholders and Proxy Statement each year, candidates for election as directors of the Company for all such directors as will be elected at the Annual Meeting, and at any other time as the election or appointment of directors may be necessary or desirable.
2. Nominate to the Board of Directors, at the first meeting of the Board following the Annual General Meeting of Shareholders each year, those individuals recommended for appointment by the Board as Officers of the Company.

### **Governance Functions:**

3. Ensure the Board of Directors is empowered to effectively carry out its responsibilities to oversee and monitor the performance of the Company and its management and to participate in the development and implementation of corporate strategies for the Company.
4. Ensure that appropriate ethical behavior and proper compliance standards are established and maintained throughout the Company. The Committee also shall be responsible for overseeing management's adoption and enforcement of policies for the appropriate treatment of employees and customers with the objective of having the Company maintain its status as a responsible corporate citizen.
5. Ensure that the Board is effectively using its time, that it is addressing the agenda items it deems important, and that management is responsive to the Board's prioritization of issues.
6. Review the frequency and format of Board meetings with the objective of enhancing the Board's ability to function as an independent and informed overseer of the Company's affairs and performance of its management.

7. Oversee the structure, size, membership and responsibilities of the committees of the Board, recommend changes in committee charters or the establishment, consolidation or elimination of committees as appropriate. In making recommendations to the Board regarding committee membership, the Nominating, Governance and Compensation Committee shall take into consideration the need for continuity, subject matter expertise, applicable SEC, IRS or NYSE requirements, tenure, and the desires of the individual Board members.
8. Prepare an annual assessment of the Board's performance, review each committee performance, and present said assessment and reports to the Board.
9. Coordinate an annual CEO performance evaluation by the Board and ensure that the evaluation is properly communicated to the CEO.
10. Review and monitor management succession planning.

**Compensation Functions:**

11. Make its independent perspective available to management for consultation in respect of the Company's policies with regard to major issues of compensation.
12. Review with management and make recommendations to the Board of Directors relative to changes in the Company's compensation structure of sufficient magnitude to materially effect the Company's cost of operation or its competitiveness as an employer.
13. Review with management and make recommendations to the Board of Directors relative to significant additions, deletions or modifications to the Company's employee benefit plans.
14. Make recommendations to the Board of Directors regarding the amount of the Company's profit sharing contribution, if any, to the ENSCO Savings Plan or the Supplemental Executive Retirement Plan, as appropriate, on an annual basis.
15. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and, together with the other independent Directors, determine and approve the CEO's performance goals and compensation level based on the performance evaluation.
16. Approve and award all stock options and restricted stock grants under the 2005 Long-Term Incentive Plan and approve bonus awards under the ENSCO Cash Incentive Compensation Plan, as provided under the terms of the Plans, and report awards made to the Board of Directors. Submit recommendations to the Board of Directors for approval of Cash Incentive Plan performance goals and strategic team goals for the Company's senior executives in advance of each Plan Year.

17. Approve compensation of the officers and employees of the Company.
18. Make recommendations to the Board with respect to non-CEO executive officer compensation, incentive-compensation under equity-based plans and performance goals that are subject to Board approval.
19. Review the annual Board performance evaluation as it relates to the Committee, and implement such measures as may be deemed appropriate to improve the performance and administration of the Committee.
20. Produce a Compensation Committee Report on Executive Officer Compensation as required by the SEC to be included in the Company's annual Proxy Statement or annual report on Form 10-K filed with the SEC.

**General Function:**

21. The Committee shall recommend to the Board of Directors any appropriate extensions or changes in the duties of the Committee or revisions of the Committee Charter.