

**WEATHERFORD INTERNATIONAL LTD.**  
**CORPORATE GOVERNANCE & NOMINATING COMMITTEE**  
**CHARTER**  
**(Revised January 16, 2004)**

**Purpose**

The goal of the Corporate Governance & Nominating Committee is to take the leadership role in shaping the corporate governance and business standards of the Board and the Company.

**Committee Membership**

The Corporate Governance & Nominating Committee shall consist of no fewer than three members. The members of the Corporate Governance & Nominating Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Corporate Governance & Nominating Committee shall be appointed and replaced by the Board from time to time.

**Committee Responsibilities**

The Corporate Governance & Nominating Committee shall have the following responsibilities:

1. Establish processes and criteria to identify and evaluate potential director nominees, including policies regarding recommendations of director nominees by shareholders and procedures to be followed by shareholders in submitting such recommendations.
2. Identify individuals qualified to become Board members.
3. Select or recommend to the Board the director nominees on an annual basis.
4. Recommend to the Board the number and term of members of the Board.
5. Recommend the members for each of the committees of the Board.
6. Recommend the number and term of members for each committee of the Board.
7. Monitor and recommend the functions of the committees of the Board.
8. Develop and recommend to the Board the corporate governance principles for the Company.
9. Periodically review and revise the corporate governance principles of the Company.

10. Make regular reports to the Board.
11. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. Oversee and review the annual evaluation of the Board and the management of the Company.
13. Evaluate and review with the Board the annual performance of the Board committees, including the performance of the Corporate Governance & Nominating Committee.

### **Committee Authority**

The Corporate Governance & Nominating Committee is authorized as follows:

1. Retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms.
2. Obtain advice and assistance from internal or external legal, accounting or other advisors.
3. Form and delegate authority to subcommittees when appropriate.