

## **GREY WOLF, INC.**

### **Corporate Governance and Nominating Committee Charter**

#### Composition and Term of Office

The Board of Directors shall designate annually three or more of its members to constitute members of the Corporate Governance and Nominating Committee. Each member shall meet the independence requirements imposed by the listing standards of the American Stock Exchange.

#### Responsibilities

The Committee shall have the power and duty to:

1. Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board.
2. Recommend to the full Board:
  - (a) candidates to fill vacancies on the Board as they occur; and
  - (b) prior to each annual meeting of shareholders, a slate of nominees for election or reelection as Directors by the shareholders at the annual meeting.
3. Determine the criteria, objectives and procedures for selecting Board members. The Committee shall consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.
4. Review potential candidates for the Board suggested to it and report to the Board regarding results of such review.
5. Seek out and evaluate candidates to serve as Board members, and consider candidates submitted by shareholders of the Company in accordance with the notice provisions and procedures set forth in the by-laws of the Company.
6. Periodically make recommendations to the Board with respect to the size of the Board.
7. Recommend to the Board the membership of the committees of the Board, other than this committee.

8. Periodically make recommendations to the Board with respect to the compensation of Board members.
9. Make recommendations to the Board regarding corporate governance matters and practices, including formulating and periodically reviewing Corporate Governance Guidelines to be adopted by the Board.
10. Review periodically with the Company's counsel, in light of changing conditions, new legislation and other developments, the Company's Executive Ethics Policy and make recommendations to the Board for such changes to the Policy as the Committee shall deem appropriate.
11. Develop and implement continuing education programs for all directors, including orientation and training programs for new directors.
12. Review its own performance and reassess the adequacy of this charter at least annually in such manner as it deems appropriate, and submit such evaluation including any recommendations for change, to the Board for review, discussion and approval.
13. Perform such other functions as may from time to time be assigned by the Board of Directors.

#### Meeting Times

The Committee shall meet prior to the annual meeting each year and at such other times as any member of the Committee may request.