

**PRIDE INTERNATIONAL, INC.**

**Nominating and Corporate Governance Committee Charter**

**Purpose**

The Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) is constituted and established by the Board (1) to identify individuals qualified to become directors of Pride International, Inc. (the “Company”), (2) to recommend to the Board director candidates to fill vacancies on the Board and to stand for election by the stockholders at the annual meeting of the Company, (3) to recommend committee assignments for directors to the Board, (4) to monitor and periodically assess the performance of the Board, individual directors and senior management, (5) to review the fees and other compensation received by directors for service on the Board and its committees, and (6) to develop and recommend to the Board appropriate corporate governance policies, practices and procedures for the Company.

**Membership and Meetings**

1. The Committee shall be appointed by the Board of Directors and shall consist of not less than three members of the Board of Directors, each of whom shall serve at the discretion of the Board. The Committee shall elect a Chairman (unless appointed by the Board). Each member of the Committee shall meet the requirements of an “independent director” under the New York Stock Exchange listing standards.

2. The Committee shall meet at least twice annually.

3. The Chairman of the Committee shall be responsible for scheduling all meetings of the Committee and, together with other members of the Committee and senior management as appropriate, developing a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

4. The Committee shall make regular reports to the Board, and all formal actions of the Committee shall be reported to the Board at or prior to the next regular meeting of the Board, accompanied by any recommendations to the Board approved by the Committee.

5. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

**Authority and Responsibilities**

1. In connection with each annual meeting of stockholders and when it otherwise becomes necessary or appropriate to identify candidates for membership on the Board, the Committee shall recommend director candidates to stand for election by the stockholders of the Company or to fill vacancies on the Board. When appropriate, the Committee shall conduct searches for and evaluate individuals qualified to become directors of the Company, including consideration of individuals recommended or nominated by stockholders of the Company.

In assessing the qualifications of prospective nominees to the Board, the Committee shall consider, in addition to any criteria set forth in the Bylaws of the Company, each nominee's personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective board member, and commitment to acting in the best interests of the Company and its stockholders. Consideration shall also be given to the Board's having an appropriate mix of backgrounds and skills. The Committee may adopt minimum qualifications that the Committee believes must be met by prospective nominees to the Board, qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess and standards for the overall structure and composition of the Company's Board of Directors.

2. The Committee shall consider at least annually and recommend to the Board suggested changes, if any, to the size of the Board.

3. Together with senior management, the Committee shall be responsible for orientation for new directors to familiarize them with the Company's business and key challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the discharge of their responsibilities.

4. Whenever in accordance with the corporate governance policies, practices and procedures of the Company a director is required to submit his resignation as a result of resignation or retirement from, or termination of, his current employment, or other similar change in professional occupation or association, or any other reason, the Committee shall evaluate such resignation and formulate a recommendation to the full Board with respect to action thereon.

5. Whenever in accordance with the corporate governance policies, practices and procedures of the Company a director is required to submit his resignation as a result of a breach of ethical standards, the Committee shall evaluate such resignation and formulate a recommendation to the full Board with respect to action thereon.

6. The Committee shall recommend to the full Board committee assignments for directors as openings occur on committees, or as rotations of committee assignments are deemed advisable, including recommendation of committee chairmen. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness.

7. The Committee shall oversee the annual assessment of the performance of the Board and individual directors. In conducting its assessment, the Committee will solicit comments from all directors, will consider the evaluation reports from other Board committees and may employ such other means as it may deem appropriate in conducting the assessment, including the employment of outside consultants and advisors. The Committee shall report its findings and recommendations to the full Board following the end of each fiscal year, and may recommend that any member of the Board who receives unfavorable performance reviews from at least a majority of the other members or any committee on which he serves resign from the Board or such committee, as the case may be, or that any such member be removed or reassigned by the Board from any such committee.

8. When and as it deems necessary or appropriate, the Committee shall review the compensation of non-employee directors, including compensation pursuant to equity-based plans, and shall approve, or recommend to the Board, any changes in such compensation.

9. The Committee shall periodically review and assess the adequacy of the Company's corporate governance policies, practices and procedures, and recommend any proposed changes to the Board for approval.

10. The Committee shall review the corporate governance disclosures in the Company's proxy statement for each annual meeting of stockholders.

11. The Committee shall periodically review with the Chief Executive Officer succession planning with respect to the Chief Executive Officer and other executive officers of the Company.

12. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify and recruit director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

13. The Committee shall be assisted by appropriate corporate staffs, and in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem appropriate, with the expenses incurred in their use to be paid by the Company. The foregoing authority includes obtaining advice and assistance from internal or external legal, accounting or other advisors and consultants.

14. The Committee may appoint and delegate authority to subcommittees consisting of one or more members as it deems appropriate.

15. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

### **Miscellaneous**

1. The Committee shall review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval. The Committee also shall at least annually review its own performance and assess the effectiveness of the Committee.

2. Nothing in this Charter shall be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Bylaws.

Adopted: December 4, 2003  
Amended: February 19, 2004

/s/ W. Gregory Looser  
Secretary