

HERCULES OFFSHORE, INC.

Corporate Governance Guidelines

The Board of Directors (the “Board”) of Hercules Offshore, Inc. (the “Company”) has adopted these guidelines to assist the Board in the exercise of its responsibilities under applicable law and the qualification requirements of the NASDAQ Stock Market LLC (“NASDAQ”). The Board is elected by the Company’s stockholders to provide oversight of the business and affairs of the Company. The Board is committed to building long-term value for stockholders and promoting the continuity and vitality of the Company’s businesses by setting policy for the Company, monitoring the performance of both the Company and its management, and providing management with appropriate advice and feedback.

I. Board Composition and Director Qualifications

A. Director Independence

It is the policy of the Board that a substantial majority of the members of the Board of Directors qualify as “independent directors” in accordance with the qualification requirements of NASDAQ. It is also the policy of the Board that all of the members of the Audit Committee, the Nominating and Governance Committee and the Compensation Committee qualify as “independent directors” in accordance with the qualification requirements of NASDAQ, and that all of the members of the Audit Committee also satisfy the criteria for independence under applicable provisions of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules promulgated thereunder. Each year, the Nominating & Governance Committee will review the relationships between the Company and each director and will report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.

B. Qualification and Selection of Directors

The Nominating and Governance Committee is responsible for assessing, on a periodic basis, the skills and characteristics that candidates for election to the Board should possess, as well as advising the Board on the appropriate composition of the Board as a whole. This assessment will include the qualifications under applicable independence standards and other standards pertaining to the Board and its committees, as well as consideration of skills and experience in the context of the needs of the Board as a whole. On the basis of this periodic assessment, in accordance with the Company’s bylaws and the policies and principles in its charter, the Nominating and Governance Committee will recommend nominees for directorship to the full Board. The Nominating and Governance Committee will consider individuals proposed by stockholders as provided in its charter and in the Company’s policy regarding director recommendations by stockholders. The Chairman of the Board or the Chairman of the Nominating and Governance Committee, on behalf of the Board, will extend the invitation to join the Board.

C. Board Size

On a periodic basis, the Nominating and Governance Committee will consider the size and composition of the Board and report to the Board any recommendations for change. The Board believes that a size of eight to twelve members is appropriate for the Company at this time. Nevertheless, the Board believes it should have the flexibility to vary in size and composition as business conditions and overall Board requirements may dictate from time to time, subject to the limitations contained in the Certificate of Incorporation and the Bylaws of the Company, each as amended from time to time.

D. Tender of Resignation

The Board believes that a director who resigns or retires from or terminates his or her employment, or otherwise similarly changes his or her professional occupation or association, in each case that he or she held when last elected to the Board (other than a change anticipated and disclosed to the Board at the time of nomination for the last election), or who breaches an ethical standard set forth in the Company's Code of Business Conduct and Ethics should volunteer to resign from the Board and any committees of the Board on which he or she serves. It is not the sense of the Board that every such change in position or breach by a director should necessarily result in the director's stepping down from the Board or its committees. There should, however, be an opportunity for the Board, through the Nominating and Governance Committee, to review the continued appropriateness of Board and committee membership under the circumstances.

E. Limitation on Outside Directorships

No director should serve on so many other boards of public companies (*i.e.*, companies that file periodic reports with the Securities and Exchange Commission under the Exchange Act) that his or her ability to devote the requisite time and attention to duties to the Board, to a Board committee or to the Company's affairs would be compromised. Determination of the existence of such a situation is subject to the discretion of the Nominating and Governance Committee based on such factors as the director's employment situation and the amount of time devoted to serve on other boards. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company's board. In addition, before accepting an invitation to serve on another company's board (whether public or private), directors should consult with the Company's General Counsel to determine that the new directorship would not cause issues under Section 8 of the Clayton Act.

F. Term Limits

The Board does not believe it should establish term limits for directors. Instead, the Nominating and Governance Committee will review each director's qualifications, suitability and willingness to continue to serve on the Board in connection with the selection of nominees to take office when the director's term expires. This review will allow each director the opportunity to confirm his or her desire to continue as a member of the Board.

G. Separation of Chairman and CEO Position

The Board has no policy requiring either that the positions of the Chairman of the Board and of the Chief Executive Officer be separate or that they be occupied by the same individual. The Board believes that this issue is properly addressed as part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new Chief Executive Officer or at other times consideration is warranted by circumstances.

H. Plurality Plus Director Resignation Voting Policy

In an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation to the Board following certification of the election results.

The Nominating and Governance Committee shall consider the resignation offer and make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, and will publicly disclose (by a press release, a report furnished to or filed with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and, if the Board elects not to accept the resignation, the primary rationale for that decision, within ninety (90) days from the date of the certification of the election results.

The Nominating and Governance Committee in making its recommendation, and the Board in making its decision, may consider any factors or other information it considers appropriate and relevant. Any director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board with respect to such resignation.

If an incumbent director’s resignation is not accepted by the Board, that director shall continue to serve until the next annual meeting of stockholders at which he or she is to be re-elected and until his or her successor shall have been elected and qualified or until his or her earlier death, resignation, disqualification or removal. If an incumbent director’s resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board in accordance with the Company’s certificate of incorporation and bylaws.

II. Director Responsibilities

A. Basic Duties

It is the basic responsibility of each director to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company’s executive officers and its outside advisors and auditors.

B. Attendance at Board and Stockholder Meetings

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend as much time and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting ordinarily should be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. In addition, directors are encouraged to attend annual meetings of the Company's stockholders.

C. Conflicts of Interest

If an actual or potential conflict of interest involving a director develops, whether because of a change in the business operations of the Company or a subsidiary, or because of a change in the director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated, or family relationships), or otherwise, the director should report the matter immediately to the chairman of the Nominating and Governance Committee for evaluation. A significant and potentially ongoing conflict must be resolved or the director should resign.

If a director has a personal or business interest in a matter before the Board, the director must disclose the interest to the Chairman of the Board and, if appropriate, recuse him or herself from participation in the related deliberations and must abstain from voting on the matter.

The Company shall maintain policies and procedures for the review, approval or ratification, if appropriate, of related person transactions, including any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness), involving the related persons described in SEC Regulation S-K, Item 404. The Nominating and Governance Committee shall approve and recommend such policies and procedures to the Board, and the Audit Committee shall administer such policies and procedures. If a director becomes aware of any related person transaction or potential transaction in which the Company is a participant and the director has a direct or indirect material interest, the director must disclose the interest to the Audit Committee for its review in accordance with the Audit Committee's charter and the Company's policy regarding related person transactions.

D. Insurance; Indemnification

The directors are entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's certificate of incorporation, bylaws and any indemnification agreements, and to exculpation as provided by Delaware law and the Company's certificate of incorporation.

III. Functioning of the Board

A. Board Meetings

The Board believes that it should conduct at least four regularly scheduled meetings per year. Additional meetings may be scheduled as appropriate in light of circumstances. The Chairman of the Board, together with the Chief Executive Officer, will prepare and distribute to all directors an annual schedule of meetings for (1) the Board and (2) the standing committees, in consultation with the committee chairmen.

B. Meeting Agenda, Materials

The Chairman of the Board and the Chief Executive Officer will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic and business plans periodically during regularly scheduled meetings.

In advance of each regular non-telephonic Board meeting, and in advance of telephonic board meetings if deemed appropriate by the Chairman of the Board and the Chief Executive Officer, an agenda booklet will be distributed to each director. To the extent appropriate, background information and data important to the directors' understanding of the matters to be considered, including summaries of presentations to be made at Board meetings and proposed resolutions, will be included. Directors also will routinely receive periodic financial statements, earnings reports, press releases, analyst reports and other information designed to keep them informed of the material aspects of the Company's business, performance and prospects. For special meetings of the Board, notice of the meeting and an agenda, together with background materials to the extent practicable, will be distributed to all directors in advance.

C. Meetings of Independent Directors

The independent directors will meet regularly in executive session without management participation before or after each regular non-telephonic board meeting. The directors meeting in executive session do not constitute a formal committee of the Board and therefore may not take corporate action at such sessions, although the participating directors may make recommendations for consideration by the full Board. The director who presides at these meetings will be the Chairman of the Board, if he or she is an independent director. Otherwise, the lead independent director will be chosen on an annual basis by a vote of the independent directors. The lead independent director is responsible for preparing an agenda for the meeting of the independent directors in the executive session. The name of the lead independent director, if applicable, will be disclosed in the Company's proxy statement for its annual meeting of stockholders or, if the Company does not file an annual proxy statement, in its Annual Report on Form 10-K.

D. Communication with Directors

Interested parties (including stockholders) may make their concerns known confidentially to the Board of Directors, any committee of the Board or any independent director by submitting a communication in an envelope marked "Confidential" addressed to the "Board of Directors" as a group, any specific committee or a specifically named independent director or the "Independent Directors" as a group, in care of the Company's Corporate Secretary. This method

of communication, together with any other method adopted by the Board, will be posted on the Company's web site.

The Company's Corporate Secretary will review each communication received from stockholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Company, then the Company's Corporate Secretary may forward the communication to the executive officer or chairman of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

E. Director Access to Officers, Management and Advisors

Directors have full and free access to officers and employees of the Company. To the extent they consider it appropriate, directors also have access to the Company's outside advisors (including its auditors and attorneys). The directors will use their judgment in an effort to avoid the disruption of the business operations of the Company and will, to the extent appropriate, copy the Chief Executive Officer on written communications (including email) between a director and an officer or employee of the Company. The Board also welcomes regular attendance at each Board meeting by senior officers of the Company upon invitation of the Chief Executive Officer. The Board encourages the senior officers to bring other managers into Board or committee meetings and other scheduled events who (1) can provide additional insight into matters being considered or (2) are managers with future potential who the officers believe should be given exposure to the members of the Board.

The Board and each committee has the power to hire independent legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

F. Director Compensation

The Compensation Committee, in accordance with the policies and principles set forth in its charter, will periodically review and recommend to the Board, or approve, the form, amount and elements of director compensation. Directors who are Company employees will not be separately compensated for their services as directors. The Board believes that an alignment of director interests with those of stockholders is important. Accordingly, the Board believes that a portion of directors' compensation should be paid in stock, stock options or other forms of compensation that correlate with the market value of the Company.

The Compensation Committee will consider that a director's independence may be jeopardized if (1) director compensation and perquisites exceed customary levels, (2) the Company makes substantial charitable contributions to organizations with which a director is affiliated or (3) the Company enters into consulting contracts with (or provides other indirect

forms of compensation to) a director or an organization with which the director is affiliated. Directors who are employees of the Company shall not receive any additional compensation for service on the Board.

IV. Board Committees

A. Standing Committees

The Board will have at all times an Audit Committee, a Nominating and Governance Committee and a Compensation Committee. The Board may, from time to time, establish or maintain additional committees as appropriate.

B. Assignment of Committee Members

The Board will designate members of standing committees each year at the meeting directly following the annual meeting of stockholders, after receiving recommendations of the Nominating and Governance Committee and with consideration given to the desires of individual directors. The Board will designate one member of the committee to be its chairman, in accordance with the bylaws. The Board believes that consideration should be given to rotating committee assignments from time to time, but the Board does not believe that rotation should be mandated as a policy.

All of the members of the Audit Committee, Compensation Committee and Nominating and Governance Committee must satisfy the independence and experience requirements detailed in their respective committee charters. The Nominating and Governance Committee will determine whether or not each director is independent, disinterested, and a non-employee or outside director under the standards applicable to the committees on which such director is serving or may serve, and will report the results of its review to the Board. The Board will then determine which directors qualify as independent, disinterested, non-employee or outside directors under applicable standards.

C. Committee Charters

The Audit Committee, the Nominating and Governance Committee and the Compensation Committee will each have a written charter adopted by the Board. The charters will set forth the authority, purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance.

D. Frequency of Meetings

Each committee will meet as frequently and for such length of time as it may determine is necessary to carry out its assigned duties and responsibilities. The chairman of each committee, in consultation with other committee members, will be responsible for this determination, consistent with any requirements set forth in the committee's charter. The schedule of meetings will be prepared and distributed in coordination with the schedule of Board meetings as provided

in paragraph III.A. The Audit Committee will meet at least quarterly. The chairman of a committee may call a special meeting at any time if deemed advisable.

E. Committee Agendas

The chairman of each committee, together with the other members and senior management as appropriate, will develop the committee's written agenda and related background materials for each meeting. Committee members and other directors may suggest the addition of any matter to the agenda for any committee meeting. Any committee member may raise at any committee meeting subjects that are not on the agenda for the meeting.

F. Attendance by Others at Committee Meetings

Any director may attend committee meetings, except where the committee chairman determines that there is a specific reason to limit attendance at the meeting. The committee chairman may invite one or more members of senior management of the Company to be in regular attendance at meetings and may include other officers and employees from time to time as appropriate under the circumstances, consistent with the charter of the committee.

V. Other Governance Practices and Policies

A. CEO Evaluation

The Compensation Committee will oversee the annual assessment of the performance of the Chief Executive Officer, as provided in its charter. The Board of Directors will consider the Compensation Committee's report with a view to determining that the Chief Executive Officer is providing appropriate leadership for the Company.

B. Performance Evaluation

The Board of Directors will conduct periodic self-evaluations to determine whether it and its committees are functioning effectively. In accordance with its charter, the Nominating and Governance Committee will oversee such periodic evaluation, solicit comments from all directors and report annually to the Board with an assessment of the performance of the Board, its committees and individual directors. This assessment will then be discussed and taken into account by the full Board in its consideration of any appropriate action or response.

C. Director Orientation and Continuing Education

Each new director should participate in an orientation program, which should be conducted shortly before or promptly after his or her initial election or appointment. This orientation will include presentations by senior management to familiarize new directors with the Company's operations, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers and its internal and independent auditors. Other directors are also welcome to attend any of these orientation programs.

The Board believes that directors, at their discretion, should have access to educational programs related to their duties as directors on an ongoing basis to enable them to better perform

their duties and to recognize and deal appropriately with issues that arise. Subject to approval of the Chairman of the Nominating and Governance Committee, the Company will provide appropriate funding for any such program in which a director wishes to participate.

D. Executive Succession Planning

The Chief Executive Officer is responsible for developing and maintaining a succession plan with respect to the principal executive officers of the Company, and together with the Compensation Committee and the other directors, will identify potential successors for the Chief Executive Officer position. The Nominating & Governance Committee will periodically review executive succession planning with the Chief Executive Officer and make a report to the Board thereon. Such report will set forth policies regarding succession in the event of an unexpected occurrence. The appointment of the Chief Executive Officer and all other officers is ultimately a decision for the full Board.

E. Public Communications

The Board believes that the management speaks for the Company. As such, individual directors will not meet or otherwise directly communicate with stockholders, research analysts, vendors, the press or other external constituencies on behalf of the Company unless the communication is (1) requested by the Chairman of the Board, the Chief Executive Officer or the full Board or (2) required to discharge his or her duties as set forth in committee charters.

F. Public Disclosure

These Guidelines, the Company's Code of Business Conduct and Ethics and the charters of the Audit Committee, the Nominating and Governance Committee and the Compensation Committee, and all revisions and amendments thereto will be posted on the Company's website. In addition, the Nominating and Governance Committee will consider any other corporate governance issues that arise from time to time and will develop appropriate recommendations for the Board. Such review will include management's monitoring of the Company's compliance programs and Code of Business Conduct and Ethics, including a report of violations and waivers of the Code of Business Conduct and Ethics.

G. Effect of Guidelines; Annual Review

These Guidelines provide a framework for governance of the Company and the Board. The Board recognizes, however, that exceptions may be required from time to time in order to respond to business changes and the needs and interests of the stockholders. Accordingly, the Guidelines are not intended to constitute rules or have the effect of binding the Board in the future. The Nominating and Governance Committee will annually review the Guidelines, and any recommended revisions will be submitted to the full Board for consideration. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders or, if the Company does not file a proxy statement, in its Annual Report on Form 10-K, that a copy of each document is available on the Company's website and provide the website address.

As adopted by the Board of Directors on December 6, 2012.