

**PACIFIC DRILLING S.A.**  
**Compensation Committee Charter**  
**Approved on November 28, 2018**

**A. PURPOSE**

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Pacific Drilling S.A. (the “Company”) is to oversee and make recommendations to the Board relating to: the compensation philosophy of the Company, the compensation of its Chief Executive Officer and directors, and the recommendations of the Chief Executive Officer regarding the compensation of its other executive officers.

**B. MEMBERSHIP, STRUCTURE AND ADMINISTRATION**

1. **Size and Membership Qualifications** – The Compensation Committee shall consist of at least two members of the Board. Each member of the Compensation Committee shall be independent as defined by the rules of the New York Stock Exchange for members of a compensation committee and as may be required by applicable law.
2. **Selection and Removal** – Members of the Compensation Committee shall be appointed by the Board. The Board may remove members of the Compensation Committee from such committee with or without cause.
3. **Chairman** – Unless the Board elects a Chairman of the Compensation Committee, the Compensation Committee shall elect a Chairman by majority vote.
4. **Compensation** – The compensation of the members of the Compensation Committee shall be determined by the Compensation Committee and approved by the Board.
5. **Meetings** – The Compensation Committee shall meet at least annually and as often as it deems necessary in order to perform its responsibilities, in a manner as the Compensation Committee shall establish. A special meeting may be called on not less than 24 hours’ notice, at any time by the Chairman. The Compensation Committee may also act by unanimous written consent in lieu of a meeting.

The Compensation Committee will keep regular minutes of its meetings and such other records of its meetings as it shall deem appropriate. The Chairman will be responsible for preparing the agenda for, and the minutes of, the meetings and distributing them to the members of the Compensation Committee and the Board, and may designate the Corporate Secretary or other Company officer to assist with these tasks.

6. **Subcommittees** – The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.

7. **Consulting and Adviser Arrangements** – The Compensation Committee shall have the sole authority to retain, oversee and terminate any compensation consultant to be used to assist in the evaluation of executive officer or director compensation and any other advisers, and shall have sole authority to approve the consultant’s and adviser’s fees and other retention terms and to cause the Company to pay such fees. The Compensation Committee shall, prior to selecting a consultant or other adviser, take into consideration all factors relevant to such person’s independence from management and all factors relevant to whether such person would have a conflict of interest in performing such services, including the factors specified in NYSE Rule 303A.05(c)(iv).
8. **Charter** – The Compensation Committee shall maintain this Charter and shall, at least annually and otherwise as necessary, review and assess the adequacy of this Charter. The Compensation Committee shall obtain the approval of the Board for all revisions or changes to the Charter.
9. **Annual Performance Evaluations** – At least annually, and as conditions dictate, the Compensation Committee shall evaluate its own performance.
10. **Report to the Board** – The Compensation Committee will report to the Board, no less frequently than annually or more frequently as circumstances require, concerning the Compensation’s Committee’s activities, findings and recommendations or other items as the Compensation Committee or the Board deems appropriate.

**C. RESPONSIBILITIES AND DUTIES**

1. **General** – The Compensation Committee will perform its responsibilities and duties in accordance with the authority delegated from the Board and applicable laws, rules and regulations.
2. **CEO Compensation** – The Compensation Committee shall annually review and recommend to the Board the corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Company (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives, discuss its recommendations regarding CEO compensation with the full Board, and, together with the other independent directors on the Board, determine and approve the CEO’s compensation based on this evaluation. The Compensation Committee shall also review the terms of any CEO employment, severance, and/or change in control agreements, discuss its recommendations with the full Board, and, together with the other independent directors on the Board, determine and approve such agreements.
3. **Compensation of Other Executive Officers** – The Compensation Committee shall annually review, and make recommendations to the Board with respect to, the recommendations of the CEO regarding the compensation of the other executive

officers of the Company, including the terms of any employment, severance, and/or change in control agreements.

4. **Evaluation of Other Members of Management** – In conjunction with the Audit Committee in the case of the evaluation of senior financial management, the Compensation Committee shall review and oversee the evaluation of members of management other than executive officers, and shall supervise the conduct of the evaluation and prepare assessments of the performance of such other members of management to be presented to, and discussed with, the Board as the Committee or Board deems appropriate.
5. **Plan Recommendations** – The Compensation Committee shall review and make recommendations to the Board with respect to the implementation and administration of, or any changes to, any non-equity based long-term incentive plans and any equity-based compensation plans, including stock-option plans, share savings plans, share purchase plans and any other incentive or compensation plans involving the issuance of securities of the Company.
6. **Recommendation of Grants Under Equity-Based Compensation Plans** – The Compensation Committee shall recommend to the Board any grants pursuant to any of the Company’s equity-based compensation plans.
7. **Succession Planning** – The Compensation Committee shall oversee management succession planning and report periodically to the Board as the Compensation Committee or Board deems appropriate.
8. **Director Compensation** – The Compensation Committee shall review and make recommendations to the Board with respect to compensation for service as a director of the Company and service as chair or a member of a committee of the Board.
9. **Public Reports** – The Compensation Committee shall review and approve the language contained in the Company’s annual report or any other publicly filed reports regarding compensation of the executive officers and directors of the Company or regarding the Company’s compensation plans.
10. **Additional Duties** – The Compensation Committee shall discharge any other duties or responsibilities delegated to the Compensation Committee by the Board from time to time.