

PACIFIC DRILLING S.A.
Nominating and Corporate Governance Committee Charter
Approved on November 28, 2018

A. PURPOSES

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Pacific Drilling S.A. (the “Company”) are to:

1. Assist the Board by identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board, and recommending director nominees to the Board for election at the annual general meetings of shareholders or for appointment to fill vacancies on the Board; and
2. Advise the Board about the appropriate composition of the Board and its committees and regarding corporate governance matters.

B. MEMBERSHIP, STRUCTURE AND ADMINISTRATION

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

The 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 Committee and the Board, and may designate the Corporate Secretary or other Company officer to assist with these tasks.

6. **Subcommittees** – The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.
7. **Consulting Arrangements** – The Committee shall have the sole authority to retain, oversee and terminate an executive search firm to assist in the selection of individuals qualified to become members of the Board, and shall have sole authority to approve the firm’s fees and other retention terms and to cause the Company to pay such fees.
8. **Charter** – The Committee shall periodically review and assess the adequacy of this Charter and 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 Committee shall evaluate its own performance.
10. **Report to the Board** – The Committee will report regularly to the Board in such manner and at such times as the Committee or the Board deems appropriate.

C. **RESPONSIBILITIES AND DUTIES**

1. **Recommendation of Director Nominees** – The Committee shall identify individuals qualified to become Board members, consistent with criteria approved by the Board, and shall recommend director nominees to the Board for election at the annual general meetings of shareholders or for appointment to fill vacancies on the Board.
2. **Board and Committee Composition** – The Committee shall periodically make recommendations to the Board regarding the composition of the Board and its committees.
3. **Corporate Governance Matters** – The Committee shall periodically make recommendations to the Board regarding corporate governance matters.
4. **Evaluation of the Board** – The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board’s performance to be discussed with the Board.
5. **Additional Duties** – The Committee shall discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.