

Nominating and Governance Committee Charter

(Amended and Restated 23 August 2011)

**CHARTER
NOMINATING AND GOVERNANCE COMMITTEE
of
THE BOARD OF DIRECTORS
of
ENSCO ROWAN PLC**

(Amended and Restated as of 23 August 2011)

Composition

The Committee shall be composed of three or more independent directors who qualify as “non-employee directors” within the meaning of Securities and Exchange Commission Rule 16b-3. Subject to any applicable law or New York Stock Exchange (“NYSE”) listing standards, the Board of Directors may appoint and remove Committee members, including the Committee chair, in accordance with the Company’s Articles of Association (“Articles”).

Authority

The Committee shall nominate to the Board of Directors candidates for election or appointment to serve as directors or assume key management positions as officers of the Company.

The Committee shall oversee matters of corporate governance, including performance of the Board of Directors, and shall be responsible for proposing, reviewing and updating the Company’s Corporate Governance Policy and presenting same to the Board of Directors for approval or revision.

The Committee is empowered to retain persons having special competence as necessary to assist the Committee in fulfilling its responsibilities, including attorneys and consultants to advise on governance or other Committee responsibilities. The Committee shall also have the sole authority to retain and terminate executive search firms to assist in identifying qualified candidates for service as directors of the Company, and the Committee shall have the sole authority to approve fees payable to such firms as well as any other retention terms.

The Committee is at all times authorized to have direct, independent and confidential access to the Company’s other directors, management and personnel to carry out the Committee’s purposes.

Nothing in this Charter is intended to preclude or impair the protection provided under English law for reliance by members of the Committee in their independent judgment and to a reasonable degree in the competence and integrity of reports or other information provided by others. While the Committee members have the duties and responsibilities set forth in the Committee Charter, nothing contained in the Committee Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable laws, rules or regulations.

Meetings

The Committee is to meet as many times as the Committee deems necessary. Meetings for the consideration of pertinent matters may be requested by the Committee chair, or by the CEO or secretary by request of any two members of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting.

Procedures

The procedures governing operation of the Committee will be as set forth in the Company's Articles and Corporate Governance Policy, as such may be amended from time to time. The Committee may establish additional procedures applicable to the Committee, including with respect to the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Company's Articles, the Company's Corporate Governance Policy, applicable law or the NYSE listing standards.

Attendance

All of the Company's directors are encouraged to attend Committee meetings, except where the Committee chair determines that there is a specific reason to limit attendance at the meeting. As necessary or desirable, the Committee chair may request that members of management or independent consultants be present at meetings of the Committee.

Minutes

The Secretary, Assistant Secretary of the Company or such person as shall be designated by the Committee chair to act as Secretary will prepare the minutes of each meeting and send a copy of the minutes to the Committee members and to the directors who are not members of the Committee.

Responsibilities and Powers

The Committee shall be empowered in accordance with its judgment to act in respect of the following:

Nominating Functions:

1. Nominate to the Board of Directors, in advance of the preparation of the Notice of Annual General Meeting of Shareholders and Proxy Statement each year, candidates for election as directors of the Company for all such directors as will be elected at the Annual General Meeting, and at any other time as the election or appointment of directors may be necessary or desirable.
2. Nominate to the Board of Directors, at the first meeting of the Board following the Annual General Meeting of Shareholders each year, those individuals recommended for appointment to the committees of the Board of Directors.
3. Nominate to the Board of Directors, at the first meeting of the Board following the Annual General Meeting of Shareholders each year, those individuals recommended for appointment by the Board as Officers of the Company.

Governance Functions:

4. Ensure the Board of Directors is empowered to effectively carry out its responsibilities to oversee and monitor the performance of the Company and its management and to participate in the development and implementation of corporate strategies for the Company.
5. Ensure that the Board is effectively using its time, that it is addressing the agenda items it deems important, and that management is responsive to the Board's prioritization of issues.
6. Review the frequency and format of Board meetings with the objective of enhancing the Board's ability to function as an independent and informed overseer of the Company's affairs and performance of its management.
7. Oversee the structure, size, membership and responsibilities of the committees of the Board, recommend changes in committee Charters or the establishment, consolidation or elimination of committees as appropriate. In making recommendations to the Board regarding committee membership, the Committee shall take into consideration the need for continuity, subject matter expertise, applicable Securities and Exchange Commission, Internal Revenue Service, NYSE or U.K. Companies Act requirements, tenure, and the desires of the individual Board members.
8. Prepare an annual assessment of the Board's performance, review each committee performance, and present said assessment and reports to the Board.
9. Coordinate an annual CEO performance evaluation by the Board and ensure that the results of the evaluation are communicated by the Committee chair to the Lead Director, who shall communicate such results to the CEO, and forwarded to the Compensation Committee for consideration by the Compensation Committee (or a duly appointed subcommittee thereof) in respect of determining the CEO's compensation.
10. Review and monitor management succession planning.
11. The Committee shall recommend to the Board of Directors any appropriate extensions or changes in the duties of the Committee or revisions of the Committee Charter.