

WILLBROS GROUP, INC.



FINANCE COMMITTEE CHARTER

MAY 22, 2013



1. Purpose

The Finance Committee is appointed by the Board of Directors (the “Board”) to assist the Board by reviewing the Company’s capital structure and capital market activities and strategies, and other financial matters as may be determined by the Board from time to time. Further, the Finance Committee shall also undertake the functions customarily performed by a Pricing Committee in connection with public or Rule 144A offerings of debt and equity securities that may be undertaken by the Company from time to time.

2. Membership

The Finance Committee shall consist of no fewer than three members. The members of the Finance Committee shall be appointed by the Board on the recommendation of the Nominating/Corporate Governance Committee. The Board may designate a Chairman of the Finance Committee. Finance Committee members may be replaced by the Board.

3. Authority and Responsibilities

The Finance Committee shall have the following authority and responsibilities. This list is set forth as a guide with the understanding that the Finance Committee may diverge from this guide as appropriate given the circumstances.

- a. Review management proposals for, and make recommendations to the Board with respect to, the Company’s capital structure and capital market activities and strategies.
- b. Perform the functions customarily performed by a Pricing Committee in connection with public or Rule 144A offerings of debt and equity securities that may be undertaken by the Company from time to time.
- c. Review management proposals for, and make recommendations to the Board with respect to, such other financial matters as may be determined by the Board from time to time.
- d. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- e. Annually review the Finance Committee’s own performance.

4. Meetings

The Finance Committee shall meet as often as it determines to be necessary or appropriate and at such time and place as the Finance Committee members may determine. The Chairman of the Finance Committee, if any, shall preside at each meeting and, in the event that the Board has not designated a Chairman or in the absence of the Chairman, the members of the Finance Committee present at the meeting shall designate one of its members as the acting chair of the meeting. The Company’s President, Chief Executive Officer, Chief Financial Officer and Treasurer shall attend Finance Committee meetings for the purpose of supporting the Finance Committee’s activities, unless the Chairman or Finance Committee shall determine to meet



without one or more of such officers. The Finance Committee may form and delegate authority to subcommittees when appropriate. The Finance Committee shall make regular reports to the Board.

5. Resources

The Finance Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors. The Finance Committee shall have the sole authority to retain, oversee and terminate any external legal, accounting and other advisors hired to assist the Finance Committee and shall have the sole authority to approve such advisors' fees and other retention terms. The Company shall provide adequate resources to support the Finance Committee's activities, including granting Finance Committee members access to officers, employees and relevant records of the Company and funding for compensation of the Finance Committee's external legal, accounting and other advisors.