

WILLBROS GROUP, INC.



EXECUTIVE COMMITTEE CHARTER

DECEMBER 14, 2009

1. Purpose

The Executive Committee is appointed by the Board of Directors (the “Board”) to exercise the powers and duties of the Board between Board meetings and while the Board is not in session, and implement the policy decisions of the Board.

2. Membership

The Executive Committee shall consist of no fewer than three members, as determined by the Board on the recommendation of the Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee shall consult the Chief Executive Officer and Chairman of the Board regarding their recommendations as to who should serve on the Executive Committee. The Chief Executive Officer shall be and, if a different person, the Chairman or Chairwoman of the Board shall be, a member of the Executive Committee. Executive Committee members may be replaced by the Board at any time. The Board may designate a Chairman or Chairwoman of the Executive Committee (“Chairperson”).

3. Authority and Responsibilities

The Executive Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the By-Laws of the Company, excepting:

- changing the size of the Board;
- filling vacancies on the Board;
- amending the Company’s By-laws;
- disposing of all or substantially all of the Company’s assets;
- recommending to the Company’s stockholders an amendment to the Company’s Certificate of Incorporation or a merger or consolidation involving the Company;
- those matters which are expressly delegated to another committee of the Board; and
- matters, which, under the General Corporation Law of the State of Delaware, the Company’s Certificate of Incorporation or By-Laws cannot be delegated by the Board to a committee of the Board.

The Executive Committee, on behalf of the Board, shall be responsible for overseeing the risk management structures and policies of the Company and to satisfy themselves on an ongoing basis as to the adequacy of management’s efforts to address material risks.

4. Meetings

The Executive Committee shall meet as often as it determines to be necessary or appropriate. The Chairperson, if any, shall preside at each meeting and, in the event that the Board has not designated a Chairperson or in the absence of the Chairperson, one of the members or other members, as the case may be, of the Executive Committee shall be designated as the acting chair of the meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. Whenever at any meeting of the Executive Committee any member of the Committee expresses the judgment that any matter under consideration should be referred to the Board for consideration, it shall be so referred.

The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Executive Committee meeting. The draft agenda shall be reviewed and approved by the Chairperson (or acting chair) in advance of distribution to the other Executive Committee members. Any background materials, together with the agenda, should be distributed to the Executive Committee members in advance of the meeting. Written minutes of each meeting, in the form approved by the Executive Committee, shall be duly filed in the Company records.

At the request of the Board or as the Chairperson (or acting chair) determines necessary, reports of meetings of the Executive Committee shall be made to the Board at its next regularly scheduled meeting following the Executive Committee meeting accompanied by any recommendations to the Board approved by the Executive Committee.

5. Evaluation

The Executive Committee shall annually complete a self-evaluation of the Executive Committee's own performance and effectiveness, and shall annually consider whether any changes to the Executive Committee's charter are appropriate and recommend any proposed changes to the Board for approval.