

WILLBROS GROUP, INC.



NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

NOVEMBER 26, 2012



1. Purpose

The Nominating/Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to assist the Board by: (i) identifying individuals qualified to become Board members, recommending those qualified members to the Board, and recommending to the Board the director nominees for each annual meeting of the Company’s stockholders or to fill vacancies on the Board; (ii) recommending to the Board nominees for each committee of the Board; (iii) making recommendations to the Board regarding the composition and size of the Board; (iv) developing and recommending to the Board the Corporate Governance Guidelines applicable to the Company; (v) leading the Board in its annual review of the Board’s performance; and (vi) providing risk oversight with respect to the areas of responsibility of the Committee set forth in this Charter.

2. Membership

The Committee shall consist of no fewer than two members, each of whom shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed by the Board on the recommendation of the Committee. One member of the Committee shall be appointed as Chairman of the Committee by the Board. Members of the Committee may be replaced by the Board.

3. Authority and Responsibilities

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

- a. Actively seek as necessary individuals qualified to become Board members for recommendation to the Board. Qualifications to be considered by the Committee for director candidates include an attained position of leadership in the candidate’s field of endeavor, business and/or financial expertise, demonstrated exercise of sound business judgment, expertise relevant to the Company’s lines of business, diversity of the candidate, corporate governance experience, and the ability to serve the interests of all stockholders.
- b. Recommend to the Board the director nominees in connection with the annual stockholders meeting or to fill vacancies on the Board as necessary. In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director nominee should serve. If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors need not be subject to the Committee’s process.
- c. Evaluate candidates for nomination or re-nomination to the Board, including those recommended by stockholders of the Company. In that connection, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.

- d. Evaluate and assess as necessary the independence of the members of the Board and director nominees and advise the Board accordingly.
- e. Review committee member qualifications and recommend nominees for each committee after considering the legal and other requirements for the composition of the Board's committees.
- f. Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board.
- g. Develop and recommend to the Board for approval a set of Corporate Governance Guidelines applicable to the Company and review such guidelines at least annually and recommend changes as necessary.
- h. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance.
- i. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Provide to the Board an annual performance evaluation of the Committee.
- j. Oversee the evaluation of management.
- k. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions of the Company.

4. Meetings

The Committee shall meet at least annually, at such time and place as the members of such Committee may determine, and at such other times as it deems necessary to fulfill its responsibilities. The Chairman of the Committee shall preside at each meeting. In the event the Chairman of the Committee is not present at a meeting, the members of the Committee present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of independent directors. The Committee shall make regular reports to the Board.

5. Resources

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting, and other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.