WILLBROS GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES OF THE BOARD OF DIRECTORS

JANUARY 18, 2018

1. Director Qualifications

The Board of Directors (the "Board") will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange and applicable law. The Nominating/Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the composition of the Board as a whole as well as the requisite skills and characteristics of any proposed Board members. This assessment will include members' independence and may include consideration of diversity, skills, and experience in the context of the needs of the Board. Nominees for directorship will be recommended by the Nominating/ Corporate Governance Committee in accordance with the policies and principles in these guidelines and its charter. Nominees are approved by the Board before submission to the stockholders for election.

In addition to the criteria for director independence required by the New York Stock Exchange and applicable law, the Board will affirmatively determine that each director has no material relationship with the Company (either directly or as a partner, material stockholder or officer of an organization that has a relationship with the Company). In assessing the materiality of any existing or proposed director's relationship with the Company, the Board will consider all relevant facts and circumstances. Material relationships can include, but are not limited to, commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships. The Board should evaluate materiality not only from the perspective of the director, but also from that of persons and organizations with which the director has a relationship. The Board may adopt categorical standards to assist it in making determinations of independence. The basis for the Board's determination that a relationship is not material must be disclosed in the Company's proxy statement. This disclosure may be stated in a general way for a director satisfying any categorical standards adopted by the Board and described in the proxy statement, but the determination must be specifically explained if no such standards are adopted or if a director does not satisfy them.

The Board may expand or contract within the limitations set forth in the Company's Certificate of Incorporation, as the demands and responsibilities of the Board so dictate.

A director may resign at any time by giving notice in writing or by electronic transmission to the President or Secretary of the Company. Any such resignation shall take effect at the time specified in the notice or, if the time when it shall become effective is not specified therein, then it shall take effect immediately upon its receipt.

It is the sense of the Board that individual directors who materially change the responsibilities held when they were elected to the Board, should volunteer to step down enabling the Nominating/Corporate Governance Committee to review that Board member’s continuing service under the changed circumstances.

The Board does not believe it should establish limits with respect to the number of other public company boards on which a board member may serve. Directors should advise the Chairman of the Board and the Chairman of the Nominating/Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

The Nominating/Corporate Governance Committee should review each director's continuation on the Board near the end of his or her term on the Board. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board. In addition, the Board believes that an individual generally will not be eligible for nomination or renomination to the Board if he or she would be age 70 at the date of election.

2. Board Membership Selection Criteria

Qualifications considered by the Nominating/Corporate Governance 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. The Company is committed to a policy of inclusiveness and as such when searching for new directors, the Nominating/ Corporate Governance Committee should actively seek out highly qualified women and minority candidates as well as candidates with diverse backgrounds, skills and experiences to include in the pool from which Board nominees are chosen. The Nominating/Corporate Governance Committee will consider director candidates submitted to it by other directors, employees, and stockholders.

3. Majority Voting Standard in Director Elections

The Company's Bylaws provide that, with the exception of a contested director election, a nominee for director shall be elected to the Board if the votes cast for the nominee's election exceed the votes cast against the nominee. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Nominating/Corporate Governance Committee will nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by the other directors in accordance with these guidelines.

If an incumbent director fails to receive the required vote for re-election, the Nominating/ Corporate Governance Committee (excluding, if applicable, the director who tendered the resignation) will promptly evaluate any such resignation to determine whether to accept or reject the director's resignation and will submit such recommendation for prompt consideration by the Board. The Nominating/Corporate Governance Committee and the Board may consider any factors or other information they deem relevant in deciding whether to accept a director's resignation.

The Board will publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) (i) its decision whether or not to accept the tendered resignation and (ii) if applicable, the reasons for rejecting the tendered resignation.

4. Director Responsibilities

The responsibility of the directors is to exercise their business judgment as they act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors are also entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation and Bylaws and any indemnification agreements, and to exculpation as provided by local law and the Company's Certificate of Incorporation and Bylaws.

Directors are expected, to the extent reasonably practicable, to attend Board meetings and meetings of committees on which they serve, and to spend the time needed to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the directors before the meeting, and directors should use their reasonable best efforts to review these materials in advance of the meeting. Each director is encouraged to attend the Company's annual meeting of stockholders.

The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Company's Bylaws provide that the directors may elect a Chairman from among the directors.

Each Board member is free to suggest the inclusion of items on the agenda of any Board meeting. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

While the Board believes that the management speaks for the Company, individual Board members may, from time to time, meet or otherwise communicate with various constituencies of the Company. However, it is expected that Board members would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

At least two Board meetings per year will include an executive session of the nonmanagement directors. The independent, non-executive Chairman of the Board will preside at these meetings, including meetings of only the independent directors as discussed below, and his or her name will be disclosed in the annual proxy statement. If there is no independent, nonexecutive Chairman of the Board, the name of the Lead Director who presides at these meetings will be chosen by the non-management directors, and his or her name, or the method by which he or she is chosen, will be disclosed in the annual proxy statement. If the non-management directors include a director who the Board has determined is not independent, the Board will also schedule at least once a year an executive session including only independent directors.

5. Board Committees

The Board will have an Audit Committee, a Compensation Committee, a Nominating/ Corporate Governance Committee, and an Executive Committee. All of the members of the Audit, Compensation, and Nominating/Corporate Governance committees will be independent directors under the criteria established by the New York Stock Exchange and applicable law. Committee members will be appointed by the Board upon recommendation of the Nominating/ Corporate Governance Committee after consideration of the desires of individual directors and the recommendations of the Nominating/Corporate Governance Committee. It is the sense of the Board that consideration should be given to rotating committee members periodically, but that rotation should not be mandated.

The Audit, Compensation, Nominating/Corporate Governance and Executive committees will each have a charter setting forth the purposes, goals, and responsibilities of the committees. The charters will also provide that each committee will annually evaluate its performance.

The Chairman of each committee, in consultation with committee members, may develop an agenda in advance of each meeting. Minutes of such meetings will be prepared and will be kept with the permanent records of the Company.

The Board and each of the Audit, Compensation and Nominating/Corporate Governance committees have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

6. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer ("CEO") or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and should, to the extent appropriate, inform the CEO of said contact or copy the CEO on any written communications between a director or an officer or employee of the Company.

The Chairman of the Board may designate guest attendees at any Board meeting, to be present for the purpose of making presentations, responding to questions by the directors, or providing counsel on specific matters within their area of expertise.

7. Director Compensation

The Compensation Committee will conduct an annual review of director compensation. The form and amount of director compensation will be recommended to the Board for its approval by the Compensation Committee in accordance with the policies and principles set forth in the committee's charter. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, or if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

8. Director Orientation and Continuing Education

All new directors should participate in the Company's orientation program, which should be conducted within six months of any annual meeting at which new directors are elected. This orientation should include presentations by or meetings with senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors.

From time to time, the Chairman or the Board may request management to make presentations to the Board, or management may recommend to the Board, areas where the Board may need enhanced understanding of a particular area relating to Company policy, procedures, or operations. When such request or recommendation is made, the Chairman should evaluate the request or suggestion and if he or she determines it is appropriate, should include the presentation in the agenda for an upcoming meeting of the Board.

9. CEO Evaluation and Management Succession

The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board of Directors will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long and short term.

The Nominating/Corporate Governance Committee should report periodically to the Board on succession planning, as set forth in its charter. The entire Board should work with the Nominating/Corporate Governance Committee to evaluate potential successors to the CEO.

10. Annual Performance Review

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating/Corporate Governance Committee should receive evaluations from all directors and report annually to the Board with an assessment of the Board's performance. The assessment should focus on areas in which the Board or management believes that the Board could improve.