

VANTAGE DRILLING COMPANY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Vantage Drilling Company, a Cayman Islands exempted company (the “**Company**”), shall be to: (1) identify individuals qualified to become members of the Board, (2) recommend candidates to the Board to either fill vacancies on the Board or to stand for election to the Board at the next annual meeting of the Company’s stockholders, (3) select nominees for each committee of the Board, (4) develop and recommend to the Board appropriate corporate governance policies for the Company, conduct a regular review of such policies and recommend to the Board any additions, amendments or changes thereto, and (5) perform such other functions as the Board may assign to the Committee from time to time.

The Committee will primarily fulfill its purpose by carrying out the activities enumerated in **Section IV** of this Charter. The Committee has the authority to retain and terminate, at the Company’s expense, and approve the fees and other retention terms of, compensation, director search, legal and other advisors it deems necessary for the fulfillment of its responsibilities.

II. COMPOSITION

The Committee shall be comprised of at least three members of the Board as determined from time to time by the Board. Each member of the Committee shall (a) meet the independence requirements established by the Board, applicable laws and the NYSE Alternext listing requirements, (b) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended.

Notwithstanding the foregoing, one director who is not independent by reason of any of the applicable standards, and is not a current officer or employee or an immediate family member of such employee, may be appointed to the Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its stockholders, and the Board discloses, in the next annual proxy statement subsequent to such determination, the nature of the relationship and the reasons for that determination. A member appointed under this exception may not serve longer than two years.

The members of the Committee shall be appointed by the Board, upon recommendation of the independent directors of the Board, at the meeting of the Board held in conjunction with the Company’s annual stockholders’ meeting. Each member of the Committee shall serve until his or her successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board or by unanimous written consent of the Board. If a chairman of the Committee is not appointed by the Board, the Committee shall itself designate a chairman by a majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee may meet either in person or telephonically and at such times and places as the Committee shall determine.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee has the following specific duties, in addition to any other matters consistent with this Charter, the Company's by-laws, applicable law and exchange listing requirements, as the Committee or the Board deems necessary. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The committee's duties are as follows:

- Seek and evaluate individuals qualified to become members of the Board and nominate candidates to fill vacancies on the Board or to stand for election to the Board at the annual meeting of the Company's stockholders.
- Review and assess the adequacy of the Company's corporate governance policies and recommend any proposed changes to the Board for approval.
- Review at least annually and recommend to the Board suggested changes, if any, to the size of the Board.
- Review the composition and duties of the Board's permanent committees and recommend changes to the Board.
- Review the compensation of members of the Board and recommend any necessary changes to the Board.
- Familiarize new board members with the Company's business and key challenges so as to assist new Board members in developing and maintaining the skills necessary for the discharge of their responsibilities.
- Review the corporate governance disclosures in the Company's proxy statement prior to each annual meeting of the Company's stockholders.
- Review the succession plans relating to the Company's executive officers and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- Assist the Board in evaluating the independence of Board members and potential Board members in accordance with all applicable legal requirements.
- Review any potential conflict of interest for Board members or nominees to the Board which could possibly interfere with their service to the Board.
- Review the fairness of any transactions between the Company and any Board member.
- Oversee the annual evaluation of the performance of the Board, its committees and individual Board members, and report the findings and any recommendations to the Board.
- Review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- Review and act on other matters as from time to time may be directed to the Committee by the Board.