

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Parker Drilling Company (the “Company”) shall be to assist the Board in (1) identifying individuals qualified to become members of the Board; (2) recommending to the Board the director nominees to stand for election at the annual meeting of stockholders and to fill vacancies on the Board; (3) developing and implementing the Corporate Governance Principles applicable to the Company; (4) making recommendations to the Board with respect to non-employee director compensation, (5) annually reviewing the Board’s performance; (6) recommending to the Board directors to serve on Board committees; and (7) recommending to the Board a director to serve as Presiding Director.

Committee Membership

The Committee shall consist of a number of directors fixed from time to time by the Board, not less than two. All members of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and the rules and regulations of the Commission. All Committee members shall also be "non-employee directors" as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and satisfy the requirements of an "outside director" as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee, and shall serve for such term as the Board determines or until their successors are elected or appointed or until their death, resignation or removal. Committee members may be replaced by a majority vote of the Board in its discretion. The Committee shall appoint a Chairman of the Committee unless such Chairman has been appointed by the Board. The Chairman of the Committee shall be responsible for scheduling all meetings of the Committee and, together with other members of the Committee as appropriate, developing a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

Meetings

The Committee shall meet in person or telephonically as often as it determines, but not less frequently than twice a year. A majority of the members of the Committee shall be present in person or by telephone at each meeting of the Committee to establish a quorum for the transaction of business by the Committee, and a vote of a majority of the members present will constitute an act of the Committee. The Committee may request any director, officer or employee of the Company or the Company’s outside counsel or other consultants of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The meetings of the Committee are open to all directors.

Committee Authority and Responsibilities

1. In connection with each annual meeting of the stockholders and when it otherwise becomes necessary or appropriate to identify candidates for membership on the Board, the Committee shall recommend director candidates to stand for election by the stockholders of the Company or to fill vacancies on the Board. When appropriate, the Committee shall conduct searches for and evaluate individuals qualified to become directors of the Company, including consideration of individuals recommended or nominated by stockholders of the Company. 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. The Committee shall also have authority, to the extent it deems necessary or appropriate, to obtain advice and assistance from internal or external legal, accounting or other advisors and to have access to such advisors without the presence of any officer of the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.
2. The Committee will provide a forum for Board members and others to submit nominees to the Board as well as facilitate the submission of director candidates by stockholders. Once the nominees have been submitted, the Committee shall review the qualifications of such director nominees in accordance with the minimum qualifications specified in the Corporate Governance Principles and report to the Board its recommendation in regard to such nominees to stand for election by the stockholders and to fill vacancies.
3. The Committee shall oversee the annual assessment of the performance of the Board, each Board committee and individual directors. In conducting its assessment, the Committee shall obtain self-assessments from all directors and Board committee members and review, on an annual basis, the requisite skill and qualifications of Board members as well as the Board as a whole. The Committee shall report annually to the Board its assessment of the Board's performance and the performance of each Board committee. For Board succession purposes, the Committee shall report annually to the Chairman and the Presiding Director feedback received with respect to the performance of individual directors. In addition, the Committee shall annually assess the size of the Board as a whole and report its assessment to the Board.
4. The Committee shall recommend to the Board committee assignments for directors as openings occur on committees, or as rotations of committee assignments are deemed advisable.
5. The Committee shall review and assess the adequacy of the Corporate Governance Principles of the Company annually and recommend any proposed changes to the Board for approval.
6. The Committee may form and delegate authority to subcommittees or to any one of its members as it deems appropriate.
7. The Committee shall make regular reports to the Board and shall propose, as appropriate and within the scope of its purpose, any necessary or desirable action to the Board.

8. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
9. The Committee shall establish a procedure to allow interested parties to address their concerns to the Presiding Director, who shall review and report such concerns to the Board or other Board committees as the Presiding Director determines appropriate, in accordance with the procedure and criteria approved by the Board.
10. The Committee shall review periodically the Company's policy in regard to a Shareholder Rights Plan.
11. The Committee shall review and approve "related-party transactions" to the extent required by the Related-Party Transaction Policy of the Company and shall submit an annual report to the Board of such related-party transactions.
12. The Committee shall review all transactions which are relevant to the determination of whether or not a Board member is independent and report to the Board in connection with the Board's obligation to make an affirmative determination in this regard. In addition, the Committee shall review and approve any transactions with former officers and directors.
13. The Committee annually shall review and recommend compensation for non-employee members of the Board, Board committee members, Board committee chairs, and the Presiding Director.
14. When the offices of Chairman of the Board and Chief Executive Officer are filled by the same individual, the Committee shall recommend to the Board annually the nominee for Presiding Director.

Committee Powers

The Committee shall also have the following powers:

15. To interview and meet with any employee of the Company without the presence of any officer of the Company.
16. To investigate any matter brought to its attention within the scope of its duties.
17. Such other powers as may be necessary or appropriate to fulfill its purposes as defined in this Charter.