

## **CIVEO CORPORATION**

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### **AMENDED AND RESTATED NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

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**Amended as of March 22, 2016**

The Nominating & Corporate Governance Committee (the “Committee”) was established by the Board of Directors (the “Board”) of Civeo Corporation (the “Company”). The Charter of the Committee is effective, as amended, as of the date set forth above.

#### **Purposes**

The purposes of the Committee are to:

1. Identify individuals qualified to become Board members, and recommend to the Board the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies;
2. Recommend to the Board director nominees for each committee of the Board;
3. Advise the Board about appropriate composition of the Board and its committees;
4. Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
5. Oversee the evaluation of the Board through its annual review of the performance of the Board and its committees;
6. Provide input to the Compensation Committee in its oversight and evaluation of the management of the Company; and
7. Perform such other functions as the Board may assign to the Committee from time to time.

#### **Composition**

The Committee shall consist of at least two members, all of whom must be members of the Board. The Board intends that each member of the Committee be “independent” under the rules of the New York Stock Exchange applicable to domestic listed companies. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The Board shall appoint the members of the Committee, each of whom shall serve at the discretion of the Board. One of the members shall serve as the chairperson of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the chairperson of the Committee at any time by the affirmative vote of the majority of the Board. Any vacancy on the Committee may be filled by, and any member of the Committee may be removed at any time by, the affirmative vote of the majority of the Board.

### **Committee Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to any one of its members or a subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to perform the following actions:

#### Corporate Governance

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
2. The Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines (as the same may be amended, the "Corporate Governance Guidelines"), and recommend any proposed changes to the Board for approval.

#### Director Independence

1. Each year, the Committee shall review the relationships between the Company and each director (including the independence of non-management directors) and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.
2. Each year, the Committee shall determine whether or not each director of the Company is an independent, disinterested, non-employee or outside director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested, non-employee or outside director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance and the Board will then determine which directors qualify as an independent, disinterested, non-employee or outside director under applicable standards.

### Committee and Board Performance Evaluations

1. The Committee shall oversee the evaluation of the Board and its committees at such times as it deems appropriate, but not less than annually, and provide the evaluation together with recommendations to the Board.
2. Annually, the Committee shall request the chairperson of each committee to report to the Board about the committee's annual evaluation of its performance and evaluation of its charter.
3. Annually, the Committee shall receive comments from all directors and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

### Board and Committee Structure

1. Each year, the Committee shall:
  - review the advisability or need for any changes in the number and composition of the Board;
  - review the advisability or need for any changes in the number, charters or titles of committees of the Board;
  - recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee; and
  - endeavor to cause one member of the Audit Committee to satisfy the definition of "audit committee financial expert" as set forth in Item 407(d)(5) of Regulation S-K promulgated by the SEC.

### Director Nominations

1. The Committee shall identify individuals qualified to become Board members and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board.
2. When identifying director nominees, the Committee shall consider and review the following:
  - the person's reputation and integrity;
  - the person's qualifications as an independent, disinterested, non-employee or outside director;
  - the person's skills and business, government or other professional

experience and acumen, bearing in mind the composition of the Board and the current state of the Company and its industry generally at the time of determination;

- the number of other public companies for which the person serves as a director and the availability of the person's time and commitment to the Company; and
- the person's knowledge of a major geographical area in which the Company operates or another area of the Company's operational environment.

The Committee shall also consider the diversity of the Board, including the optimal enhancement of the current mix of educational backgrounds, business industry experience and knowledge of different geographic markets, services and products.

In the case of current directors being considered for re-nomination, the Committee will also take into account the director's history of attendance at Board and committee meetings, the director's tenure as a member of the Board and the director's preparation for and participation in such meetings.

3. The Committee will consider recommendations for director that are received from any source, particularly from the Company's stockholders; *provided, however*, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of stockholders.

#### Other Powers and Responsibilities

1. The Committee shall oversee the Company's orientation and continuing education programs for directors and make appropriate recommendations for Board action regarding modifications to these programs.
2. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm.
3. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.
4. The Committee will periodically assess the need for changes to the Company's Executive Stock Ownership Guidelines and recommend any proposed changes to the Board for approval.

5. The Committee shall have the authority to perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate and report to the full Board the major items covered by the Committee at each meeting thereof.

## **Committee Procedures**

1. **Meetings.** The Committee shall meet at the call of its chairperson, two or more members of the Committee, or the Chairman of the Board. The Committee shall meet as frequently as circumstances dictate in order to fulfill its responsibilities and to complete the activities required by this Charter. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Bylaws (as the same may be amended, the "Bylaws"). Meetings of the Committee shall be held at such time and place, and upon such notice, as its chairperson may from time to time determine.

Meetings may, at the discretion of the Committee, include non-independent directors, members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

2. **Quorum and Approval.** A majority of the members of the entire Committee present in person, participating by telephone conference call or represented by proxy, shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
3. **Rules.** Except as expressly provided in this Charter, the Company's Certificate of Incorporation or Bylaws, or the Corporate Governance Guidelines (in each case as the same may be amended), the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.
4. **Reports.** The Committee shall maintain minutes of its meetings and make regular reports of its actions and any recommendations to the Board, directly or through the chairperson. Any member of the Board shall be provided with copies of such Committee minutes if requested.

5. ***Review of Charter.*** Each year, the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. ***Performance Review.*** Each year, the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.
7. ***Fees; Reimbursement of Expenses.*** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member or chairperson of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, members of the Committee will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.

### **Posting Requirement**

This Charter shall be posted on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders that a copy of this Charter is available on the Company's website and provide the website address.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.