

**VANTAGE DRILLING INTERNATIONAL  
COMPENSATION COMMITTEE  
CHARTER**

**I. PURPOSE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Vantage Drilling International, a Cayman Islands exempted company (the “Company”), is to, among other things, discharge the Board’s responsibilities relating to the compensation of the Company’s executives and to produce the report that the rules and regulations of the Securities and Exchange Commission (the “SEC”) require to be included in or incorporated by reference into the Company’s annual report and proxy statement. The Committee will primarily fulfill its purpose by carrying out the activities enumerated in **Section IV** of this Charter.

**II. MEMBERSHIP**

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 meet the independence and other requirements established by the Board, applicable laws, and any appropriate listing requirements. If applicable, each member of the Committee shall also (a) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; and (b) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Committee shall be appointed by the Board. Each member of the Committee shall be appointed to 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. The Board may remove any members from the Committee at any time with or without cause.

**III. MEETINGS**

The Committee shall meet at such times as it deems necessary to fulfill its duties and 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 and responsibilities, in addition to any other authority consistent with this Charter, the Company’s by-laws, applicable law and exchange listing requirements, in each case, as the Committee or the Board deems necessary. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities, including without limitation to a subcommittee of the Committee. The Committee’s duties and responsibilities are as follows:

- Review and recommend to the Board for its approval the compensation and benefits for the Company’s chief executive officer (the “CEO”), including, but not limited to, all proposed employment, severance and retention agreements, and any amendments to such agreements.
- Review and approve the compensation and benefits for all executive officers of the Company, other than the CEO, including, but not limited to, all proposed employment, severance and retention agreements, and any amendments to such agreements.
- Review and approve the corporate goals and objectives relevant to the Company’s executive officers’ compensation and annually evaluate the performance of each of the Company’s executive officers in light of those goals and objectives.
- Review and approve (i) the adoption, amendment and termination of the Company’s incentive compensation plans (excluding, for this purpose, equity-based plans) and administer such plans; and (ii) the Company’s benefit programs unique to the Company’s executive officers, in each case other than those pertaining to the CEO.

- Review and recommend to the Board for its approval (i) the adoption, amendment and termination of the Company’s incentive compensation plans pertaining to the CEO and administer such plans; and (ii) the Company’s benefit programs unique to the Company’s CEO.
- Review and recommend to the Board for its approval the adoption, amendment and termination of the Company’s equity-based compensation plans, and administer such equity-based compensation plans.
- Review and approve awards granted pursuant to the Company’s incentive compensation plans (including, for this purpose, equity-based plans), in accordance with the terms of such plans.
- Review and recommend to the Board for its approval the Company’s proposed long-range planning for executive development and succession.
- Establish stock ownership guidelines for the Company’s executive officers and directors, and monitor compliance with such guidelines.
- Review and discuss with the Company’s management the Compensation Discussion and Analysis (the “CD&A”) required by SEC rules and regulations. The Committee will, based on its review, recommend to the Board whether the CD&A should be included in the Company’s proxy statement and/or other required SEC filings. The Committee will prepare a Compensation Committee Report for inclusion in the Company’s proxy statement and/or other applicable filings with the SEC.
- Review, on an annual basis, the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking and evaluate compensation policies and practices that could mitigate any such risk.
- Oversee any required shareholder votes on executive compensation, and assess the results of shareholder advisory votes on executive compensation.
- Review and evaluate, on an annual basis, this Charter and the Committee’s performance against the requirements of this Charter.
- Review and act on any other compensation matters from time to time as may be directed by the Board.

## V. OUTSIDE ADVISORS

The Committee shall have the authority to select, retain, obtain the advice of, and terminate the services of, outside compensation, legal, search firm and other advisors and consultants as it deems necessary to assist with the execution of its duties and responsibilities. The Committee shall set the compensation for, and oversee the work of, its outside advisors and consultants. The funding of any such advisors and consultants shall be made at the expense of the Company. The Committee shall not be required to implement or act consistently with the advice or recommendations of its outside advisors or consultants, and shall exercise its own judgment in fulfillment of its duties. The Committee shall evaluate whether any outside legal or compensation consultant retained or to be retained has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K or applicable exchange listing rules. The Committee may select or receive advice from any consultant or advisor it prefers, including any that are not independent, after considering the independence factors required by applicable exchange listing standards and other applicable rules and regulations.