

VANTAGE DRILLING INTERNATIONAL

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating & Corporate Governance Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Vantage Drilling International (the “Company”) on June 4, 2018.

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board by: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for election at the annual meeting of shareholders to fill Board vacancies; and (ii) reviewing, on a regular basis, the overall corporate governance of the Company and recommending to the Board improvements when necessary.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants or other experts and will receive from the Company adequate funding, as determined by the Committee, for payment of reasonable compensation to such advisors. The Committee shall have the sole authority to retain, compensate, terminate and oversee director search and recruitment consultants, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board. The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until such member’s earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause, by resolution of the Board.

III. COMMITTEE MEETINGS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as frequently as circumstances dictate. Unless the Committee or the Board adopts other procedures, the provisions of the Company’s Third Amended and Restated Memorandum and Articles of Association dated as of July 6, 2016, as amended, applicable to meetings of Board committees (or if no such provisions exist, the provisions thereof applicable to meetings of the Board) will govern meetings of the Committee.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. identify, screen and review individuals qualified to serve as directors, consistent with criteria approved by the Board; review each current director and recommend to the Board whether such director should stand for re-election; and recommend to the Board the nominees for election or re-election at the next annual meeting of shareholders and for filling any Board vacancies subject to any contractual or other commitments of the Company;
2. recommend to the Board for approval, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Company's policies and procedures for identifying and reviewing Board candidates, including policies and procedures relating to Board candidates submitted for consideration by shareholders; and review Company disclosures regarding such policies and procedures;
3. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
4. review periodically the size of the Board and recommend to the Board any appropriate changes;
5. oversee the evaluation of the Board;
6. establish and recommend to the Board, oversee the implementation and effectiveness of and recommend modifications as appropriate to, the Company's Corporate Governance Guidelines and Principles, the Company's Code of Business Conduct and Ethics and any and all other corporate governance policies it may deem necessary to implement;
7. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board;
8. except to the extent delegated to other Board committees, oversee and review the Company's process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received;
9. oversee and review the Company's policy and process for communication with the Board;
10. ensure adequate orientation is provided for new directors and ongoing training is provided for all directors;

11. review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually;
12. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
13. review and reassess the adequacy of this Charter annually, make appropriate recommendations to the Board and amend as the Committee deems appropriate; and
14. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests and maintain minutes or other records of Committee meetings and activities.