



Compensation Committee Charter

As Amended and Restated
January 6, 2017

The Board of Directors (the "Board") of Energy XXI Gulf Coast, Inc. (the "Company") has established the Compensation Committee of the Board (the "Committee") with the authority, responsibility and duties described in this Committee Charter (this "Charter").

Purpose

The purpose of the Committee is to:

- Discharge the Board's responsibilities relating to compensation of the Company's executive officers and directors.
- Review, evaluate and approve compensation plans, policies and programs, as well as approve individual Executive Officer compensation, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company's business objectives and align their interests with the long-term interests of the Company's stockholders. The "Executive Officers" of the Company are the individuals determined by the Board of the Company to be "Section 16 officers" (as defined in Rule 16a-1 under the Securities Exchange Act of 1934 (as amended, the "Exchange Act")).
- Review, evaluate and approve the agreements, plans, policies and programs of the Company to provide for the annual compensation of the directors serving the Board of the Company.
- Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement for its annual meeting of stockholders ("Proxy Statement") and to determine whether to recommend to the Board that the CD&A be included in the Proxy Statement, in accordance with applicable rules and regulations.
- Produce a report on executive compensation (the "Committee Report") each year for publication in the Proxy Statement, in accordance with applicable rules and regulations.
- Perform such other functions as the Board may assign to the Committee from time to time.

Committee Membership

The Committee shall be composed of at least three (3) directors who shall satisfy the following criteria:

Each member of the Committee shall satisfy the independence requirements of the rules of the NASDAQ Stock Market ("NASDAQ") and the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"). Each Committee member shall also be a "non-employee director" as defined by Rule 16b-3 under the Exchange Act and an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. 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.

Committee members shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Each member of the Committee shall be elected for a one-year term. The election of members of the Committee shall be held each year at the first meeting of the Board following the annual meeting of stockholders. The Committee Chair shall be designated by the Board. The Board may remove or replace the Committee Chair and any other member of the Committee at any time. Should

a member of the Committee, for any reason, be unable to serve for the term to which he or she was elected, the vacancy may be filled by a majority vote of the Board at its next meeting.

Committee Chair and Secretary of the Committee

One of the members shall serve as the chairperson of the Committee (the "Committee Chair"). The Committee Chair shall be appointed by the Board for a one-year term coinciding with the Committee Chair's term as a member of the Committee. The corporate secretary of the Company shall act as secretary of meetings of the Committee, unless a different secretary shall be elected or appointed by the Committee.

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 shall have the sole authority to retain, amend the engagement with, and terminate any compensation consultant to be used to assist it in the evaluation of director or Executive Officer annual compensation. The Committee shall have sole authority to approve the consultant's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of such consultants. The Committee shall also 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. Prior to any such engagement, the Committee shall analyze the relationships such counsel, consultants or advisors have with members of the Committee as well as management and the Company as a whole. This analysis shall include the specific factors identified by the SEC and NASDAQ that affect the independence of compensation advisors. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company records.

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

- Review and approve annual corporate goals and objectives relevant to the annual compensation of the Company's Executive Officers.
- Evaluate at least annually the performance of the Chief Executive Officer and the other Executive Officers, in consultation with the Chief Executive Officer, in light of those goals and objectives.
- Review and make a recommendation to the Board for its approval to set the annual compensation of the Chief Executive Officer and the Company's other Executive Officers, with the Chief Executive Officer present for such review and determination. The Chief Executive Officer may not be present during voting or deliberation on his or her annual compensation.
- Review and make recommendations to the Board for its approval with respect to establishing long-term incentive compensation plans. Stockholders shall be given the opportunity to vote on equity based long-term incentive- compensation plans, as required by law, applicable listing standards, the Company's certificate of incorporation and bylaws, or the Company's corporate governance guidelines.
- Review and make a recommendation to the Board for its approval of all annual compensation arrangements of the Chief Executive Officer and the other Executive Officers of the Company, which include the following:
 - the annual base salary level;

- annual long-term incentive-compensation award amounts;
- annual awards under the bonus program; and
- any perquisites (other than any plan or arrangement offering benefits that do not discriminate in scope, terms or operation in favor of the Executive Officers and that are generally available to all salaried employees).

In determining the annual long-term incentive-compensation award amounts for the Executive Officers, the Committee should consider the Company's performance and relative total stockholder return, the value of similar incentive awards to Chief Executive Officers and senior executives at comparable companies, and the awards given to the Chief Executive Officer and the Executive Officers in past years, as well as any other relevant data or criteria established by the Committee.

- Review and recommend to the Board for its approval, for the Chief Executive Officer and any other Executive Officer, when and if appropriate, of any employment agreements, severance agreements, consulting agreements and change in control or termination agreements.
- Evaluate and recommend to the full Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
- Review and discuss with the Company's management the CD&A to be included in the Proxy Statement and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement, in accordance with applicable rules and regulations.
- Prepare a Committee Report and publish the report in the Proxy Statement, in accordance with applicable rules and regulations.
- Review and administer the Company's employee and management compensation and benefit plans and policies, and provide oversight of each employee benefit plan.
- Review, approve or, when appropriate, make recommendations to the Board regarding, the Company's compensation plans, including with respect to incentive compensation plans and equity-based plans, policies and programs.
- Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.
- Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
- Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including equity compensation) paid to any of the Company's executive officers.
- Determine stock ownership guidelines for the Chief Executive Officer and other executive officers of the Company and monitor compliance with such guidelines.
- Review periodically Chief Executive Officer succession and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to Executive Officer positions.
- Perform such other duties and responsibilities, consistent with this Charter, the Company's certificate of incorporation, the Company's bylaws, governing law, the rules and regulations of NASDAQ, the federal securities laws and such other requirements applicable to the Company,

delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

Procedures

- **Meetings.** Meetings of the Committee may be called by either the Committee Chair (with simultaneous notice of such meeting provided to the Chairman of the Board) or the Chairman of the Board. Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent consultants, and such other persons as the Committee or the Committee Chair may determine. 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. The Committee may also act by unanimous written consent in lieu of a meeting.
- **Quorum and Approval.** A majority of the members of the Committee 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. In the event an equal number of affirmative votes and negative votes are cast on a matter before the Committee, such tie vote shall be broken by a vote cast by the first independent, non-member of the Committee, using the following order: the Chairman of the Board, the lead independent director of the Board, the Nomination and Governance Committee Chairman and the Audit Committee Chairman.
- **Rules.** The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Committee Chair, at any meeting thereof.
- **Reports.** The Committee shall maintain written minutes of its meetings and make regular reports to the Board, directly or through the Committee Chair.
- **Review of Charter.** Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- **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.
- **Fees.** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of the Committee or as Committee Chair.
- **Website Posting.** 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 that a copy of this Charter is available on the Company's website.