



Nomination and Governance 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 Nomination and Governance 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:

- Identify and evaluate qualified individuals for membership on the Board, consistent with criteria approved by the Board.
- Recommend to the Board the director nominees to stand for election at each annual meeting of stockholders or for appointment to fill vacancies on the Board.
- Advise the Board about appropriate composition and membership of the Board and its committees.
- Advise the Board about corporate governance practices and policies and assist the Board in implementing those practices and policies.
- Oversee the evaluation of the Board through an annual review of the performance of the Board and its committees.
- Recommend directors eligible to serve on all committees of the Board.
- 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. 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 responsible for considering and making recommendations to the Board concerning the appropriate size, functions and needs of the Board. The Committee may, at its sole discretion, engage director search firms and has the sole authority to approve the fees and other retention terms with respect to any such firms. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also has the authority, as necessary and appropriate, to consult with outside advisors to assist in their duties to the Company.

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 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:

- Developing and recommending to the Board the criteria for Board membership. Candidates are selected for, among other things, their integrity, independence, diversity of experience and leadership. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account NASDAQ listing rules and any other applicable law, regulation or rule.
- Considering, evaluating, recommending and recruiting candidates to fill new positions or vacancies on the Board, including reviewing and considering candidates recommended by the Company's management, stockholders or others, in each case in the same manner as nominees identified by the Committee.
- Conducting the appropriate and necessary inquiries into the backgrounds and qualifications of director nominee candidates.
- Recommending the director nominees for approval by the Board and to stand for election to the Board by the Company's stockholders.

- Reviewing the advisability or need for any changes in the number of directors, tenure of directors or composition of the Board and recommending any proposed changes to the Board for its approval.
- Developing and overseeing an orientation program for new directors and a continuing education program for all directors.
- Monitoring and recommending to the Board the functions of the various committees of the Board, including recommending to the Board for its approval of the creation of additional or special committees of the Board on an as-needed basis.
- Reviewing the advisability or need for any changes in the number of members, Chairman, or composition of the committees of the Board (including filling any committee membership vacancies) and recommending any proposed changes to the Board for its approval.
- On an annual basis, recommending to the Board for its approval the members and Chairman of each committee of the Board, as well as the nominee for lead independent director of the Board, if any.
- On an annual basis, evaluating the qualifications and independence of each director and considering questions of possible conflicts of interest involving directors or Executive Officers of the Company (as defined in Rule 16a-1 under the Securities Exchange Act of 1934, as amended).
- Considering matters of corporate governance and reviewing, at least annually, the Company's governance guidelines and policies, and preparing any modifications as needed for review and approval by the Board.
- Making recommendations to the Board in connection with directors' and officers' indemnification and insurance matters.
- Reviewing periodically with the Board and the Company's Chief Executive Officer the succession plans relating to positions held by the Company's Executive Officers, and reviewing and recommending to the Board for its approval candidates for positions held by the Company's Executive Officer when vacancy occurs.
- Overseeing the evaluation of the Board and its committees at such times as the Board deems appropriate and overseeing the continuing education programs of the Board.
- Maintaining an informed status on Company issues related to corporate social responsibility and the Company's participation and visibility as a global corporate citizen.

Procedures

- Meetings. The Committee shall meet as often as frequently as circumstances dictate. 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 Audit Committee Chairman and the Compensation 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.