

## **Charter of the Corporate Governance and Nominating Committee of the Board of Directors**

### **PURPOSE**

The Board of Directors (the "Board") of Union Drilling, Inc., a Delaware corporation (the "Company") has constituted and established a corporate governance and nominating committee (the "Committee") with authority, responsibility and specific duties as described in this Charter. The primary purpose of the Committee is to:

- identify and recommend to the Board individuals qualified to be nominated for election to the Board;
- recommend to the Board the members and Chairman for each Board committee;
- periodically review and assess the Company's Corporate Governance Guidelines and Code of Ethics and make recommendations for changes thereto to the Board;
- oversee the annual self-evaluation of the performance of the Board and its committees; and
- make an annual determination regarding each director's independence.

### **POWERS**

The Committee will have the resources and the authority necessary to discharge its duties and responsibilities. The Committee may draw on the expertise of management and the corporate staff and, if appropriate, at the Company's expense, retain outside counsel and other consultants, experts or advisors to assist the Committee with its work.

### **MEMBERSHIP**

The Committee shall consist of at least three Directors. Each member of the Committee shall be independent and qualified under standards established by applicable law and the listing standards of the Nasdaq Stock Market. Committee members shall be appointed by the Board annually and as vacancies occur on the recommendation of the Committee. Committee members may be removed by the Board at any time.

Notwithstanding the foregoing, to the extent that the Board, in its sole discretion, shall at any time determine that there is an available exception or cure period to compliance with the independence or experience requirements of committee members under applicable law (including, without limitation, applicable rules of the U.S. Securities and Exchange Commission and Nasdaq Stock Market), then any non-compliance with, or failure to satisfy, the foregoing independence and/or experience requirements during any such period of exemption or cure shall not be deemed a violation or breach of the terms, provisions and conditions of this Charter. From the date of the adoption of this Charter until the earlier of (i) the date that the Board determines, in its sole discretion, to comply fully with the independence and experience requirements of committee members under applicable law (including, without limitation, applicable rules of the U.S. Securities and Exchange Commission and Nasdaq Stock Market) or (ii) the date that any currently available exception to such independence or other requirements is no longer available to the Company under applicable law, the Company shall be excused from compliance with the above requirements to the extent of any available exceptions under applicable law, including, without limitation, the "controlled company exception," the "best interests exception" and the "IPO exception."

## RESPONSIBILITIES

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall have the power and duty to:

- Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board.
- Recommend to the full Board:
  - candidates to fill vacancies on the Board as they occur; and
  - prior to each annual meeting of stockholders, a slate of nominees for election or re-election as Directors by the stockholders at the annual meeting.
- Determine the criteria, objectives and procedures for selecting Board members. The Committee shall consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.
- In evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance and independence of such Directors.
- Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering these factors.
- Consider rotation of committee members and committee Chairmen.
- Review potential candidates for the Board suggested to it and report to the Board regarding results of such review.
- Seek out and evaluate candidates to serve as Board members, and consider candidates submitted by stockholders of the Company in accordance with the notice provisions and procedures set forth in the bylaws of the Company.
- Periodically make recommendations to the Board with respect to the size of the Board.
- Recommend to the Board the membership of the committees of the Board, including this Committee.
- Periodically make recommendations to the Board, upon receiving appropriate input from the Compensation Committee, regarding the compensation of Board members.
- Make recommendations to the Board regarding corporate governance matters and practices.
- At least annually, the Committee shall review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board.
- Be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- Oversee compliance with the Company's Corporate Governance Guidelines and, jointly with the Company's Audit Committee, the Code of Ethics and report on such compliance to the Board.
- Review and consider (with the Company's Audit Committee, if necessary) any requests for waivers of the Code of Ethics for the Company's directors, executive officers and other senior financial officers, and make a recommendation to the Board with respect to such request for a waiver.

- Review potential conflicts of interest involving a director and determine whether such director may vote on any issue as to which there may be a conflict and determine whether the situation interferes in any manner with the director's independence.
- Review all related-person transactions (with the Company's Audit Committee, if necessary) and determine whether such transactions are appropriate for the Company to undertake and, if so, the Committee is authorized to approve such transactions.
- Review periodically with the Company's counsel, in light of changing conditions, new legislation and other developments, the Company's Corporate Governance Guidelines and Code of Ethics, and make recommendations to the Board for such changes to the Company's Corporate Governance Guidelines and Code of Ethics, as the Committee deems appropriate.
- Develop and implement continuing education programs for all Directors, including orientation and training programs for new Directors.
- Perform such other functions as may from time to time be assigned by the Board.

### **ANNUAL EVALUATION**

The Committee shall annually conduct a self-evaluation of its performance. The Committee shall report to the Board, or such committee of the Board as the Board may designate, the results of its evaluation.

### **REVIEW AND AMENDMENT**

The Committee shall review and reassess the adequacy of this Charter periodically (but at least annually) and recommend any proposed changes to the Board for approval. This Charter may be amended only by the Board.

### **PROCEDURES**

The Board shall appoint one member of the Committee as chairman. He or she shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the chairman of the Committee is not present at a meeting, the members of the Committee may designate a chairman

The Committee shall meet prior to the annual meeting each year and at such other times as any member of the Committee may request. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to members of the Board.