HORNBECK OFFSHORE SERVICES, INC.
NOMINATING, CORPORATE GOVERNANCE AND BUSINESS SUSTAINABILITY COMMITTEE CHARTER

ADOPTED BY THE BOARD OF DIRECTORS

Purpose

This charter governs the operations of the Nominating, Corporate Governance and Business Sustainability Committee (the "Committee") of the Board of Directors (the "Board") of Hornbeck Offshore Services, Inc. (the "Company"). The purpose of the Committee is to take the leadership role in shaping the membership of the Board and each committee of the Board, as well as the corporate governance and business standards of the Board and the Company.

Composition

Annually, the Committee shall recommend and the Board shall appoint at least three members to the Committee, one of whom shall be designated by the Board to be Chair. In all events, the Chair shall be a U.S. citizen. The members of the Committee shall each be a member of the Board and meet the independence standards adopted by the Board in compliance with the New York Stock Exchange listing standards and applicable laws and regulations. The members of the Committee may be removed and replaced by a majority vote of the Board.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, and at least quarterly. Any action required or permitted to be taken at a Committee meeting may be taken by a written action signed collectively, or individually in counterparts, by all members of the Committee. Any such written action shall be effective when signed by all members of the Committee, unless a different effective time is provided in the written action. Reports of the actions of the Committee shall be made to the Board at its next regularly scheduled meeting following the action of the Committee. The Committee may invite any individuals to its meetings as it deems appropriate. However, the Committee shall meet regularly without such individuals present.

Committee Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or appropriate to fulfill the purposes of the Committee. Without limiting the generality of the preceding statement, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

1. Establish processes and criteria (such criteria to be approved by the Board) to identify and evaluate potential director nominees, including policies regarding recommendations of director nominees by stockholders and procedures to be followed by stockholders in submitting such recommendations.

2. Identify individuals qualified to become Board members with the characteristics sought by the Board.

3. Review the qualifications of incumbent directors.

4. Select or recommend to the Board the director nominees on an annual basis and when it otherwise becomes necessary or appropriate to identify director nominees.

5. Review and make recommendations to the Board regarding the independence of Board members and potential director nominees.

6. Recommend to the Board the number and term of members of the Board.

7. Recommend to the Board the members for each committee of the Board.

8. Recommend to the Board the number and term of members for each committee of the Board, subject to the requirements of the committee charters.

9. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.

10. Monitor and recommend the functions of each committee of the Board.

11. Develop and recommend to the Board the corporate governance principles for the Company, including standards to be applied in making determinations as to the absence of material relationships between the Company and a director.

12. Periodically review and recommend to the Board appropriate Board leadership structure.

13. Periodically review and revise the Corporate Governance Guidelines of the Board.

14. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

15. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

16. Oversee and review the annual evaluation of the Board and each committee of the Board.

17. Review with the Board the annual performance of the Board and each committee of the Board, including the performance of the Committee.

18. To manage the administration of stockholder rights contained in the Certificate of Incorporation and the securityholders agreement and to monitor compliance by the Company regarding the rights held by the stockholders.

19. Oversee director orientation and education regarding the Company’s business, structure, management and director responsibilities, as well as emerging governance issues and trends.

20. Review and make recommendations to the Board regarding notifications made to the Committee by directors concerning service on other boards or any material change in employment or other circumstances.

21. Report to and work along with the Board with respect to the succession planning process for the Chief Executive Officer and other key management positions.

22. Oversee, assess and review the disclosure and reporting of any sustainability matters, regarding the Company's business and industry.

23. Review and oversee the Company's efforts to maintain Jones Act Compliance (as defined in the Certificate of Incorporation) and to administer rights under the Company's organizational documents pertaining to its Jones Act Compliance.

24. Give appropriate consideration to stockholder concerns and proposals regarding corporate governance matters concerning the Board, and provide input for any Company response to such concerns or proposals.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications.

Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

Funding

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors and has a written charter.

Books and Records

The Committee will have access to the Company's books, records, facilities and personnel.