

**TALOS ENERGY INC.**  
**GOVERNANCE & NOMINATING COMMITTEE CHARTER**

**Purpose**

The Governance & Nominating Committee is appointed by the Board of Directors (the “**Board**”) of Talos Energy Inc. (the “**Company**”) to: (1) assist the Board by considering management’s qualified candidates for, and by identifying other individuals qualified to become, Board members, consistent with the criteria approved of by the Board, and recommend to the Board the director nominees for the next annual meeting of stockholders or for appointment to fill vacancies on the Board; (2) recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) direct all matters relating to the succession of the Company’s Chief Executive Officer; (4) lead the Board in the annual review of the performance of the Board and its committees and of management; (5) advise the Board about the appropriate composition of the Board and its committees and recommend to the Board director nominees for each committee; (6) advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices, all in accordance with the Company’s Corporate Governance Guidelines; and (7) perform such other functions as the Board may assign to the Governance & Nominating Committee from time to time.

**Committee Membership**

The Governance & Nominating Committee shall consist of no fewer than three members (including a Chairman). The members of the Governance & Nominating Committee shall meet the independence requirements of the New York Stock Exchange. In addition, until the final termination of that certain Stockholders’ Agreement, dated as of May 10, 2018, by and among the Company, AP Talos Energy LLC, AP Talos Energy Debtco LLC, AP Overseas Talos Holdings Partnership, LLC, AIF VII (AIV), L.P., ANRP DE Holdings, L.P., Riverstone Talos Energy Equityco LLC, Riverstone Talos Energy Debtco LLC and Riverstone V FT Corp Holdings, L.P. (the “**Stockholders’ Agreement**”), the members of the Governance & Nominating Committee shall consist of at least two Company Independent Directors (as defined in the Stockholders’ Agreement). Notwithstanding the foregoing membership requirements, no action of the Governance & Nominating Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Governance & Nominating Committee shall be selected annually by the Board and will serve at the pleasure of the Board. Any vacancy on the Governance & Nominating Committee will be filled by, and any member of the Governance & Nominating Committee may be removed with or without cause by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Governance & Nominating Committee may designate a Chairman by majority vote of the Governance & Nominating Committee members then in office. The Board may designate one or more independent directors as alternate members of the Governance & Nominating Committee, who may replace any absent or disqualified member or members at any meetings of the Governance & Nominating Committee. In the event an alternate director is appointed to serve as a member of the Governance & Nominating Committee in the absence or disqualification of a Company Independent Director, such alternate must be a Company Independent Director unless there are already at least two members of the Governance & Nominating Committee that are Company Independent Directors.

Any Nominating Stockholder (as defined in the Stockholders' Agreement) who does not have a director designated by such Nominating Stockholders serving as a member of the Governance & Nominating Committee shall have the right to designate a director to serve as an observer on the Governance & Nominating Committee (with the right to attend meetings and receive materials provided to members of such committee) for so long as such Nominating Stockholder has the right to designate at least one director for election to the Board pursuant to the Stockholders' Agreement. Notwithstanding the foregoing, a director designated as an observer may be excluded from any Governance & Nominating Committee meeting or portion thereof, and the Company may withhold information from such director, if the Governance & Nominating Committee determines in good faith, after consulting with counsel, that the director's attendance or access to such information would be reasonably likely to result in the loss of privilege with respect to legal advice or if the matter considered by the Governance & Nominating Committee involves a Related Party Transaction (as defined in the Stockholders' Agreement) and the director is not a Disinterested Director (as defined in the Stockholders' Agreement) with respect thereto.

### **Committee Authority and Responsibilities**

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

1. The Governance & Nominating Committee shall have the authority to conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Governance & Nominating Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Governance & Nominating Committee or any advisors engaged by the Governance & Nominating Committee. Until the termination of the Stockholders' Agreement, the Governance & Nominating Committee shall have the full power and authority of the Board to take any actions required or permitted to be taken by the Governance & Nominating Committee pursuant to the Stockholders' Agreement.
2. The Governance & Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Governance & Nominating Committee shall also have authority to obtain advice and assistance from management, internal or external legal, accounting or other advisors. The Company must provide for appropriate funding, as determined by the Governance & Nominating Committee, for payment of (a) compensation to any search firm or other advisors employed by the Governance & Nominating Committee; and (b) ordinary administrative expenses of the Governance & Nominating Committee that are necessary or appropriate in carrying out its duties.
3. The Governance & Nominating Committee shall actively seek individuals qualified to become board members for recommendation to the Board to be nominated by the Board for election as directors at the annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board, other than any vacancies that a Nominating Stockholder (as defined in the Stockholders' Agreement) is entitled to fill pursuant to the terms of the Stockholders' Agreement. The Governance &

Nominating Committee shall evaluate candidates for Board membership, including those recommended by stockholders. The Governance & Nominating Committee shall treat recommendations for director that are received from the Company's stockholders equally with recommendations received from any other source; provided, however, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of stockholders. The Governance & Nominating Committee shall also determine whether the candidates for Board membership nominated by a Nominating Stockholder satisfy the requirements for such nominee set forth in the Stockholders' Agreement.

4. Subject to the nomination rights of Nominating Stockholders in the Stockholders' Agreement, the Governance & Nominating Committee shall recommend to the Board the director nominees for election by the stockholders at each meeting of stockholders at which the directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships on the Board.
5. As an alternative to term limits, the Governance & Nominating Committee will review each director's continuation on the Board prior to the expiration of each director's term and will review the criteria for the nomination of director candidates and approve changes to the criteria, as appropriate. Subject to the rights of the Nominating Stockholders set forth in the Stockholders' Agreement, prior to recommending to the Board that an existing director be nominated for election as a director at the annual meeting of stockholders, the Governance & Nominating Committee will consider and review, among other matters, the director's:
  - past Board and committee meeting attendance and performance;
  - length of Board service;
  - personal and professional integrity, including commitment to the Company's core values;
  - relevant experience, skills, qualifications and contributions that the existing director brings to the Board; and
  - independence under applicable standards.
6. In the event that a vacancy on the Board arises that is not a vacancy to be filled by a candidate nominated by a Nominating Stockholder pursuant to the Stockholders' Agreement, the Governance & Nominating Committee will seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the next annual meeting of stockholders. To identify such a nominee, the Governance & Nominating Committee should solicit recommendations from existing directors and senior management. These recommendations should be considered by the Governance & Nominating Committee along with any recommendations that have been received from stockholders as discussed above. The Governance & Nominating Committee may, in its discretion, retain a search firm to provide additional candidates. Prior to recommending to the Board that a person be elected to fill a

vacancy on the Board, the Governance & Nominating Committee will consider and review the candidate's:

- relevant skills, qualifications and experience;
  - independence under applicable standards;
  - business judgment;
  - service on boards of directors of other companies;
  - personal and professional integrity, including commitment to the Company's core values;
  - openness and ability to work as part of a team;
  - willingness to commit the required time to serve as a Board member; and
  - familiarity with the Company and its industry.
7. The Governance & Nominating Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board, the Board's committees and management, to be discussed with the full Board following the end of each fiscal year.
  8. The Governance & Nominating Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
  9. The Governance & Nominating Committee shall consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
  10. The Governance & Nominating Committee shall review the Company's compliance programs and policies, including the Company's Corporate Code of Business Conduct and Ethics, and meet at least annually with management regarding the implementation and effectiveness of the Company's compliance programs and policies.
  11. The Governance & Nominating Committee shall review the advisability or need for any changes in the number and composition of the Board and the Board's committee structure, including the creation of additional committees or elimination of existing committees.
  12. The Governance & Nominating Committee shall recommend to the Board the composition of each Board committee and the individual director to serve as Chairman of each committee, endeavoring to cause one member of the Audit Committee to satisfy the definition of "audit committee financial expert" as set forth in Item 407(d) of Regulation S-K promulgated by the SEC.
  13. The Governance & Nominating Committee shall annually meet on succession planning, whereby the Governance & Nominating Committee shall identify, and periodically update, the qualities and characteristics necessary for an effective Chief

Executive Officer and monitor and review the development and progression of potential candidates against these standards.

14. The Governance & Nominating Committee shall consult with the Chief Executive Officer on senior management succession planning.
15. The Governance & Nominating Committee shall develop and evaluate a general education and orientation program for directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program.
16. The Governance & Nominating Committee shall review the Board's policy regarding the structure of the offices of Chairman of the Board and Chief Executive Officer.
17. The Governance & Nominating Committee shall annually review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards and determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve.
18. The Governance & Nominating Committee shall make regular reports to the Board.
19. The Governance & Nominating Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
20. The Governance & Nominating Committee shall annually review and evaluate its own performance and submit itself to a review and evaluation by the Board.

### **Meetings and Operations**

The Governance & Nominating Committee shall meet as often as it determines necessary or advisable to enable it to fulfill its responsibilities. The Governance & Nominating Committee shall meet at the call of its Chairman. The Governance & Nominating Committee may meet by telephone conference call or by any other means permitted by law or the Company's bylaws. Subject to the Company's bylaws, the Governance & Nominating Committee may act by unanimous written consent of all members in lieu of a meeting. The Governance & Nominating Committee shall determine its own rules and procedures, including designation of a secretary. The secretary need not be a member of the Governance & Nominating Committee and shall attend Governance & Nominating Committee meetings and prepare minutes. The secretary or assistant secretary of the Company shall be the secretary of the Governance & Nominating Committee unless the Governance & Nominating Committee designates otherwise.

The Governance & Nominating Committee may form and delegate authority to subcommittees when appropriate. However, subcommittees do not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Governance & Nominating Committee. Each subcommittee will keep minutes and regularly report to the Governance & Nominating Committee.

The Governance & Nominating Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Governance & Nominating Committee to attend any meetings and to provide such pertinent information as the Governance & Nominating Committee may request.

The Chairman of the Governance & Nominating Committee shall be responsible for leadership of the Governance & Nominating Committee, including preparing the agenda, presiding over Governance & Nominating Committee meetings, making Governance & Nominating Committee assignments and reporting the Governance & Nominating Committee's actions to the Board from time to time as requested by the Board.

### **Posting Requirement**

This Charter will be posted on the Company's website as required by applicable rules and regulations and will be available at the Company's offices in Houston, Texas. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders that a copy of this Charter is available on the Company's website and may be obtained by stockholders upon written request.

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*While members of the Governance & Nominating Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Governance & Nominating Committee members, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Governance & Nominating Committee members on reports or other information provided by others.*

*Adopted as of May 10, 2018*