

Effective March 1, 2007

McDERMOTT INTERNATIONAL, INC.

Finance Committee Charter

Purpose

The Finance Committee (the “Committee”), in its capacity as a committee of the Board of Directors (the “Board”) of McDermott International, Inc. (the “Company”), shall have overall responsibility for reviewing and overseeing financial policies and strategies, mergers, acquisitions and financings and the capital structure of the Company and its subsidiaries and to take such action and make such reports and recommendations to the Board as it deems advisable.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements of the New York Stock Exchange for directors and be qualified in the business judgment of the Board to discharge the Committee’s responsibilities.

The chairman and members of the Committee shall be appointed by the Board. The Board shall have the authority at any time to remove individuals from the Committee.

Oversight Areas

- Capital structure
- Equity and debt financings
- Mergers, acquisitions, joint ventures and divestitures
- Capital expenditures and capital allocation strategies
- Dividend policy and share repurchases
- Liabilities and investment performance of the Company’s defined benefit plans
- Tax structures/developments

Agenda Items

The activities of the Committee shall be developed from time to time by the Committee in consultation with management. The Committee shall meet at least 1 time per year.

Committee Authority and Responsibilities

The Committee shall be responsible for reviewing with Company management, and shall have the power and authority to review and oversee on behalf of the Board, the following corporate finance activities, provided however, that

(a) for any such proposed activity up to and including \$50 million and not involving an investment in a new business line, technology or country, the Committee shall have authority to approve such, and in its discretion, may submit any such matter, along with

its recommendation with respect thereto, to the full Board of Directors for consideration and approval.

(b) for any such proposed activity in excess of \$50 million and/or involving an investment in a new business line, technology or country, the Committee shall submit such matter, along with its recommendation with respect thereto, to the full Board of Directors for consideration and approval:

1. capital structure plans and strategies and specific equity or debt financings;
2. capital expenditure plans and strategies and specific capital projects;
3. strategic and financial investment plans and strategies and specific investments;
4. mergers, acquisitions, joint ventures and divestitures;
5. plans and strategies for hedging, including foreign currency exchange, interest rate exposure and other exposures to economic risks;
6. material financing plans of the Company or its subsidiaries, including plans involving the issuance, amendment, conversion, repurchase, redemption or retirement of any debt or equity instruments of the Company or any of its subsidiaries;
7. periodic review and oversight of the liabilities and investment performance of the Company's qualified and nonqualified defined benefit plans;
8. tax structures, initiatives and regulatory and other developments; and
9. where deemed by the Committee to be appropriate, to provide or delegate approvals on the foregoing matters to Company officers.

The Finance Committee shall have the following additional responsibilities and authorities:

1. The Finance Committee shall make regular reports to the Board;
2. The Finance Committee shall have authority to retain and terminate outside counsel or other experts or consultants, as the Committee deems appropriate to discharge its duties and responsibilities;
3. The Finance Committee shall annually evaluate its own performance and report such assessment to the Board and/or the Governance Committee.
4. The Finance Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for consideration and approval.
5. The Committee may form and delegate authority to subcommittees consisting of two or more members when the Committee deems it appropriate to do so, including to appoint any pricing subcommittee

necessary for any specific financing or equity sale or repurchase approved by the Committee or the Board.

6. The Committee may carry out such other duties and responsibilities as may be assigned to the Committee by the Board.