

## **Board Diversity**

WHEREAS:

Superior Energy Services does not have women or minorities on its board of directors;

Our company's peers Key Energy Services, Tidewater Inc., and Forbes Energy Services each have at least one woman and/or racially diverse member on their board of directors;

Baker Hughes and Schlumberger have at least two women and/or racially diverse member on their board of directors;

More than 80% of the companies in the Russell 1000 Index have at least one woman on its board of directors, as do 90% of the companies in the S&P 500 Index, and 95% of the companies in the S&P 100 Index;

We believe that diversity, inclusive of gender and race, is an essential measure of sound governance and a critical attribute to a well-functioning board;

A growing body of academic research shows that there is a positive relationship between firm value and the percentage of women and minorities on boards.

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### **BE IT RESOLVED:**

That the Board of Directors consistent with their fiduciary duties:

- 1.) Take every reasonable step to ensure that women and minority candidates are in the pool from which Board nominees are chosen;
- 2.) Publicly commit itself to a policy of Board inclusiveness to ensure that women and minority candidates are routinely sought as part of every Board search the company undertakes;
- 3.) Publish a report by October 2013, at reasonable expense and omitting proprietary information, on its efforts to encourage diversified representation, inclusive of gender and race on its Board, and the manner in which the nominating committee or board of directors will assess the effectiveness of its efforts and policy.

### **Supporting Statement**

Director and nominee diversity helps to ensure that different perspectives are brought to bear on issues, while enhancing the likelihood that proposed solutions will be nuanced and comprehensive.

According to recent studies from researchers at Hebrew University, Wellesley Centers for Women, University of Western Ontario and V. Kramer Associates, having a critical mass of at least three women directors is good for corporate governance.

We believe our company's board diversity disclosures limit the company's definition and understanding of diversity and do not sufficiently address the growing investor interest in this critical corporate governance matter.

In our view, companies combining competitive financial performance with high standards of corporate governance, including a gender balanced board, are better positioned to generate long-term value for their shareholders. As such, we urge the Board to broaden its pool of candidates and publicly commit to taking steps to establish an inclusive Board.