



THE SHAW GROUP INC.
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER
as amended and restated effective October 28, 2009

I. Purpose

The Board of Directors (the “Board”) of The Shaw Group Inc. (the “Company”) has established the Nominating & Corporate Governance Committee of the Board (the “Committee”) for the following purposes:

- A. Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
- B. Assist the Board by identifying individuals qualified to become members of the Board and recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to fill vacancies on the Board;
- C. Advise the Board about the appropriate composition of the Board and its committees;
- D. Lead the Board in the annual performance review of the Board and its committees;
- E. Direct all matters relating to the succession of the Company’s Chief Executive Officer; and
- F. Perform such other functions as the Board may assign to the Committee from time to time.

II. Structure and Membership

A. Structure

- 1. The Committee shall consist of two or more members appointed annually by the Board.
- 2. The Board shall annually designate the Committee’s chair. If no such designation is made, the chair shall be selected by the affirmative vote of the majority of the Committee.

B. Membership

1. The Committee members and chair serve at the pleasure of the Board and may be removed or replaced at any time with or without cause.
2. Each member of the Committee shall be “independent” as defined by the listing requirements of the New York Stock Exchange.
3. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.
4. Compensation for Committee members shall be determined by the Board.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment. The Committee has the authority, and is entrusted with the responsibility, regarding the following:
Board and Committee Membership

A. Authority

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Committee shall:
 - a. Identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board;
 - b. Recommend to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board; and
 - c. In making such Board recommendations, the Committee may consider candidates proposed by stockholders. The Committee may review and evaluate information available to it regarding candidates proposed by stockholders.
2. Criteria for Selecting Directors. The Board is responsible for approving criteria for selecting directors. The Committee shall use such criteria and the principles set forth in the Company’s Corporate Governance Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite

skills and criteria for new Board members as well as the composition of the Board as a whole.

3. Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each Board committee. Each year the Committee shall:
 - a. Review the advisability or need for any changes in the number and composition of the Board;
 - b. Review the advisability or need for any changes in the Board's committee structure; and
 - c. Recommend to the Board the composition of each Board committee and the individual director to serve as chair of each Board 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 Securities and Exchange Commission.
5. 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 and report the results of its review to the Board, which will then determine which directors qualify as an independent, disinterested, non-employee or outside director under applicable standards.
6. The Committee chair will serve as the presiding director of the executive sessions of the Company's non-management directors.
7. Monitor the Company's 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.

B. Corporate Governance Guidelines

1. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.

2. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and Articles of Incorporation and recommend any proposed changes to the Board for approval.
3. The Committee shall review management's monitoring of the Company's compliance programs and Corporate Code of Business Conduct and Ethics, including a report of violations and waivers of the Corporate Code of Business Conduct and Ethics.
4. The Committee shall periodically assess the need for changes to the Company's stock ownership guidelines and recommend any proposed changes to the Board for approval.

C. Evaluation of the Board; Succession Planning

1. The Committee is responsible for overseeing an annual self-evaluation of the Board, including whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. The Committee shall consider:
 - a. conducting surveys of director observations, suggestions and preferences;
 - b. requesting that the chair of each Board committee report to the Board about such committee's annual evaluation of its performance and evaluation of its charter; and
 - c. receive comments from all directors and report to the Board with an assessment of the Board's performance to be discussed with the full Board following the end of each fiscal year.
2. The Committee shall identify, and periodically review and re-assess, the qualities and characteristics necessary for an effective Chief Executive Officer and periodically monitor and review the development and progression of potential candidates against these standards.
3. The Committee shall consult the Chief Executive Officer on senior management succession planning.
4. The Committee shall have such other duties as may be delegated from time to time by the Board.

IV. Procedures and Administration

A. Meetings

1. The Committee shall meet at least four times a year, at such times as shall be determined by the chair, or upon request of any two or more members.
2. The Committee shall keep such records of its meetings as it shall deem appropriate.
3. A majority of members of the Committee will constitute a quorum. A majority of members present at any meeting at which a quorum is present may act on behalf of the Committee.
4. The Committee may meet by telephone or video conference or in any other manner in which the Board is permitted to meet under the law and the Company's by-laws.
5. The Committee may also act by unanimous written consent in lieu of a meeting.

B. Rules. The Committee may determine additional rules and procedures, including designation of a chair pro tempore in the absence of a chair, at any meeting.

C. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

D. Reports to the Board. The Committee shall report regularly to the Board, directly or through the chair.

E. Charter. Annually the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

F. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

G. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

H. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance, and the performance of individual members. Committee evaluation will include an assessment of whether the Committee has the necessary diversity of skills, backgrounds, experiences, etc. to meet the Company's needs. Individual Committee members' evaluations will include high standards for in-person attendance at Committee meetings and consideration of absences. Additionally, the Committee and each individual member shall be subject to annual Board review.

V. Posting Requirement

The Company shall post this Charter on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders that a copy of this Charter is available on the Company's website.

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While the Committee members 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 Committee members, except to the extent otherwise provided under applicable federal or state law.