

**CORPORATE GOVERNANCE GUIDELINES
OF
W&T OFFSHORE, INC.**

An effective Board will positively influence shareholder value and enhance the reputation of W&T Offshore, Inc. (the "Company") as a good corporate citizen in the communities where it does business. Good governance practices will provide a framework for timely responses to issues affecting the Company and maximize the effectiveness of the Board. The Board of the Company adopts these principles of corporate governance to signal its strong commitment to good corporate practices.

I. GENERAL

A. Responsibilities. The business and affairs of the Company are managed by or under the direction of the Board for the benefit of the shareholders. The directors are expected to fulfill their fiduciary and due care duties under Texas law. Except for matters requiring shareholder action, the Board is the ultimate decision-making body of the Company. One of the Board's most important responsibilities is to elect the Company's Chief Executive Officer ("CEO") and the rest of the executive management team. Directors are expected to attend Board and committee meetings and to review the meeting materials sent to them in advance. They should actively participate in Board and committee meetings and require full, accurate and honest answers to questions. In accordance with the Company's by-laws, the Board shall determine the allowances for service as a director and the fees for attendance at meetings of the Board or any committee appointed by the Board. They should act with integrity and demonstrate a commitment to the Company and its strategies and to building shareholder value. Although the Board should exercise vigorous and diligent oversight over the Company's affairs, it should not perform or duplicate the role of management.

B. Board Size. The number of members of the Board of Directors is as set forth in the Bylaws.

C. Director Elections. Directors shall be nominated and elected annually (or sooner if required by the resignation, retirement or removal of any director).

D. Limits on Number of Board Memberships. Service on other boards often broadens and deepens the knowledge and experience of our directors. In addition, officers of this Company who serve on other boards frequently gain valuable insight and experience that may prove beneficial to this Company. However, service on too many boards can interfere with an individual's ability to perform his or her responsibilities to the Board. Before accepting an additional board position, whether on the Company's Board or otherwise, a director should consider whether the acceptance of a new directorship will compromise the ability to perform present responsibilities. A director should consult with the Board before accepting a new directorship on the board of another corporation. Because time demands from board to board and

capacities of individual directors will vary, the Company does not endorse a specific limitation on the number of directorships an individual may hold.

II. INDEPENDENCE AND COMMITTEES

A. Controlled Company/No Majority of Independent Directors/Definition of Director Independence. The Company has determined that it is in its best interests to exercise its option to comply with rules of the New York Stock Exchange as they apply to a “controlled company” for so long as the Company has a shareholder with majority voting control. The Company will have a minority of members on the Board of Directors who are “independent directors”. The definition of independence shall be as provided by applicable law and the relevant stock exchange listing standards. No director shall be considered independent unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Company shall disclose these determinations and the basis for them in the Company's annual proxy statement.

B. Committee Composition. Within one year of the Company's listing on the New York Stock Exchange, the Audit Committee of the Board shall be composed entirely of independent directors. The Compensation Committee will not necessarily be composed entirely of independent directors. With respect to the Board's Nominating and Corporate Governance Committee, the Company has determined to exercise its controlled company exemption. Each committee shall have a written charter that complies with the requirements of applicable law and stock exchange listing standards. Each committee shall review its charter on an annual basis.

C. Separation of Chairman and CEO Positions. The Board has no policies on whether the role of the Chairman of the Board and CEO should be held by separate persons or whether the Chairman should be selected from the non-employee directors. The Board may adopt either or both of those policies.

III. NEW DIRECTOR SELECTION

A. Process for Director Selection/Director Qualifications. The Board is responsible for recommending director nominees for election by the shareholders and for selecting directors to fill vacancies until voted upon by the shareholders as provided in our by-laws or by applicable law. The Board has delegated the initial director screening process to the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment should include consideration of the following criteria, among others: independent business or professional experience; integrity and judgment; records of public service; ability to devote sufficient time to the affairs of the Company; diversity, age, skills, occupation, and understanding of financial statements and financial reporting systems, all in the context of an assessment of the perceived needs of the Board at the time.

B. New Directors Receive Formal Orientation. The Company has and shall maintain an orientation program for new directors and recommend continuing education enrichment programs to the directors. The Company has and shall maintain a director reference manual that shall be provided to directors and updated as necessary.

C. Performance of the Full Board is Reviewed Regularly. The Board will engage in an annual self-evaluation. This evaluation will be of the Board and its committees as a collective body and not of directors on an individual basis. The purpose of the evaluation will be to determine if the Board and its committees are functioning effectively. The evaluation process will be administered by the Nominating and Corporate Governance Committee.

IV. PLANNING/OVERSIGHT FUNCTIONS

A. Board Meetings Independent of CEO/Inside Directors. The non-management directors of the Company shall meet at regularly scheduled executive sessions without management. If the group of non-management directors includes directors who are not independent, at least one executive session a year shall be with only independent directors.

B. Succession Plan for CEO and Management. Management succession planning is one of the most important roles of the Board. The Board shall be responsible for the selection and discharge of the CEO and policies regarding planned and unplanned succession. The Compensation Committee shall periodically review with the Chairman of the Board and the CEO the succession plan relating to positions held by other executive officers of the Company and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

C. Directors Have Direct Access to Management. Directors shall have free access to members of management, including in-house counsel, members of the internal audit team, and accounting personnel, independent auditors, and independent advisors.

D. Board Has its Own Outside Advisors. The Board and its committees have the right to communicate directly with the Company's principal external and internal advisors and, when appropriate and upon notice to management, obtain the advice, at the Company's expense, of outside legal counsel, investment bankers, accountants, and other consultants.

V. COMPENSATION OF DIRECTORS

A. Directors Paid Partially in Stock. Only non-employee directors shall be compensated for their service as directors. Their compensation is intended to be sufficient to attract the most qualified candidates available. Director compensation may be a mix of cash and stock-based compensation. The latter is intended to align the interests of the directors with those of the shareholders. Directors are paid an annual retainer fee, a committee membership fee for each committee on which they serve, and a meeting fee for each Board and committee meeting they attend. Director compensation is established and reviewed by the Board from time to time.

The Nominating and Corporate Governance Committee is responsible for making recommendations to the Board concerning director compensation.

B. Stock Ownership Requirements for Directors. The Board believes that directors should be shareholders and have a financial stake in the Company. While the Board does not believe it appropriate to specify the level of share ownership an individual director should hold, directors are encouraged to develop a meaningful ownership position in the Company over time, depending upon individual circumstances.

VI. DIRECTOR RETIREMENT AND RESIGNATION

A. Retirement of Directors. Each employee-director has the right to retire from the Board at any time. The Company does not favor the establishment of term limits for directors. Such limits often cause the loss of directors who have gained valuable knowledge concerning the Company and its operations and whose tenure over time has given them an important perspective on long-term strategies and initiatives of the Company.

B. Director Notification of Change in Employment, Health Condition, and Ability and Willingness to Serve. It is the policy of the Board that its non-employee members shall consist of individuals who are (i) actively involved in the business, professional or academic community, (ii) normally available for meetings of the Board and its committees, (iii) able to serve in their full capacity and with attention to their obligations as a member of the Board, (iv) capable of meeting their duties as directors as required under Texas law and (v) ready and willing to serve on the Board. Directors who have a change in such characteristics that affects such director's ability to perform the essential functions and responsibilities as a Board member, should provide notice of such change and volunteer to resign from the Board or its committees.