

GEOSPACE TECHNOLOGIES CORPORATION
AUDIT COMMITTEE CHARTER*

(A NASDAQ Listed Company)

The Audit Committee (the “Committee”) is appointed by the Board to assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with legal and regulatory requirements and (3) the independence and performance of the Company’s external auditors and internal auditor or internal audit department. The Committee is specifically tasked with overseeing the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence and experience requirements of NASDAQ and the rules and regulations promulgated by the Securities and Exchange Commission as they are currently applicable or may become applicable. The members of the Committee, including the chairman, shall be appointed or elected by the Board. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K.

The Committee may request any officer or employee of the Company or any appropriate representative of the independent auditor to attend a meeting of the Committee or to meet with any members of the Committee.

The Committee shall:

1. Hold regular meetings, at least in conjunction with each quarterly Board meeting, and special meetings as necessary or advisable.
2. Make regular reports to the Board.
3. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
4. Be directly responsible for, and have sole authority as to, the appointment, retention and termination (subject, if applicable to the appointment, to shareholder ratification), compensation (on behalf of the Company) and oversight of the work of the independent auditors, including resolution of disagreements between management and the auditors regarding accounting matters and financial reporting, all for the purpose of such independent auditors’ preparation and issuance of audit reports, periodic reports, attestations, comfort letters and other related work as to the Company’s financial statements, financial information and accounting matters, including internal controls over financial reporting. The independent auditors shall report directly to the Committee.

* Originally adopted by the Board on April 28, 2000, as required by NASDAQ rules, amended by the Board on April 30, 2004 and August 2, 2007, as verified by the Board on August 7, 2008, further amended by the Audit Committee on August 6, 2009, February 24, 2011, May 2, 2013, May 5, 2016, August 3, 2017 and February 6, 2019.

5. Pre-approve the fees and expense reimbursements to be paid to the independent auditor, including all fee and expense payments to the independent auditor for services in addition to those related to the annual audit and quarterly review process and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors on an on-going basis.
6. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, and if determined by the Committee to be necessary or advisable, recommend that the Board take appropriate action to satisfy itself as to the independence of the auditor. This duty includes ensuring the receipt from the independent auditor of a formal written statement delineating all relationships between the auditor and the company, consistent with Public Company Accounting Oversight Board (PCAOB) Rule 3526; actively engaging in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor; and taking or recommending that the full Board take appropriate action to oversee the independence of the independent auditor.
7. Review and evaluate the professional services provided by the independent auditor and the performance of the independent auditor, report on such review and evaluation to the Board and, if determined by the Committee to be necessary or advisable, recommend to the Board a replacement for such independent auditor.
8. Meet with the independent auditor prior to the commencement of the annual audit to review the planning and staffing for the annual audit.
9. Review the annual audited financial statements with management and the independent auditor before they are published, including reviewing all major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company's financial statements.
10. Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's annual financial statements prior to their publication, including a review of any issues or judgments made relating to assessments of materiality, inventory valuation and doubtful accounts and to revenue recognition and/or the timing thereof.
11. Review the major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor, internal auditor or internal audit department, or management.
12. Obtain from the independent auditor assurance that Section 10A of the Securities Exchange Act of 1934, which addresses the existence of possible illegal acts by the Company and other matters have not been implicated.
13. Discuss with the independent auditor the matters required to be discussed by the independent auditor with the Committee pursuant to PCAOB Auditing Standards No. 1301, including, without limitation, the auditors' evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions, the business rationale for such

transactions and the auditors' evaluation of the company's ability to continue as a going concern, and related amendments relating to the conduct of the audit and errors and irregularities encountered, if any.

14. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to that letter. Such review should include:

(a) A consideration of any difficulties encountered in the course of the audit, including any restrictions on the scope of activities or access to information;

(b) A consideration of any changes required in the planned scope of any internal audit; and

(c) A consideration of the internal auditor or the internal audit department responsibilities, budget and staffing.

15. Consider and review with management and the independent auditor:

(a) The Company's annual assessment of the effectiveness of its internal controls and the independent auditor's attestation and report about the Company's effectiveness of internal controls over financial reporting; and

(b) The adequacy of the Company's internal controls including computerized information system controls and security.

16. Prepare the report required by the Rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement as to the activities of the Committee.

17. Review with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q for each of the first three quarters of the Company's fiscal year and discuss with management and the independent auditors any issues and judgments made of the sort referred to in Item 10 above in connection with the preparation of the Company's quarterly financial statements.

18. Review with management the Company's earnings press releases. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations made).

19. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

20. Review the appointment and replacement of the internal auditor or the personnel composition and competency of the internal auditing department.

21. Establishing/reviewing related party transaction policies, and reviewing and approving related party transactions. Keep the independent auditors informed of the Committee's

understanding of the Company's relationships and transactions with related parties that are significant to the Company; and review and discuss with the independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

22. Review the significant reports to management prepared by the internal auditor or internal auditing department and management's responses thereto.

23. Obtain affirmations from management, the Company's internal auditor, or the Company's internal audit department, and, to the extent possible, the independent auditor that the Company's subsidiary/foreign affiliated entities are being maintained and/or operated in conformity with applicable legal requirements and the Company's Code of Conduct.

24. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct including making recommendations as to any changes thereto.

25. Review with the Company's legal counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and Code of Conduct and any material reports or inquiries received from regulators or governmental agencies or any material claims made against the Company of which such counsel is aware.

26. Meet at least annually with the chief financial officer, the internal auditor or the senior staff of the internal audit department, the corporate counsel, and the independent auditor in separate sessions.

27. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

28. Engage any independent counsel and other advisors the Committee determines necessary to carry out its duties.

29. Determine and notify the Board of Directors of the appropriate funding needed for the payment of the independent auditor, any independent counsel or other advisors employed by the Committee, and any ordinary administrative expenses that are necessary or appropriate in carrying out the duties of the Committee. The Committee shall be provided with appropriate funding, as determined by the Committee itself, for payment of compensation to such outside counsel, accountants, experts and other advisors.

30. Establish and oversee a policy designating permissible non-audit services that the independent auditor may perform for the Company, providing for pre-approval of those services by the Committee subject to the de minimis exceptions permitted under applicable Securities and Exchange rules.

31. Annually, review/inquire of any issues raised by the most recent internal quality control

review or PCAOB review/inspection of the independent accounting firm.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, to determine that they are carried out in accordance with generally accepted auditing standards or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These matters are the responsibility of management and the independent auditor. Nor is it the duty of the Committee to conduct investigations (although it may supervise special investigations as it deems necessary), to resolve disagreements, if any, between management and the independent auditor (except to the extent required by Rule 10A-3 under the Exchange Act of 1934) or to assure compliance with laws and regulations and the Company's Code of Conduct which compliance assurance is also the responsibility of management.