

**GEOSPACE TECHNOLOGIES CORPORATION
CHARTER
LEAD INDEPENDENT DIRECTOR**

This Charter has been adopted by the Board of Directors (the “Board”) in connection with its oversight of the management and business affairs of Geospace Technologies Corporation (the “Company”). In circumstances where the Chairman and CEO positions are linked or Chairman of the Board (the “Chairman”) is not independent, as determined by the Board in accordance with the corporate governance listing standards of the NASDAQ, the independent members of the Board shall appoint from among their number a Lead Independent Director or Lead Director. The Lead Director shall generally assist in optimizing the effectiveness and independence of the Board by performing such duties as described in this Charter on behalf of the Board, and such other duties as determined from time to time by the Board and/or its independent members. The Lead Director is generally expected to serve in three year increments that coincide with his or her re-election to the board. The Lead Director may be removed or replaced at any time with or without cause by a majority vote of the independent members of the Board of Directors after consulting with the Chairman of the Board of Directors.

For purposes of this Charter, “independent” means meeting the requirements for independent directors under NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Independent Director shall assist in optimizing the effectiveness and independence of the Board by performing such duties as described in this Charter on behalf of the Board and such other duties and responsibilities as the Board of Directors or independent directors may determine.

The specific powers and responsibilities of the Lead Independent Director are as follows:

Executive Sessions

- Presides at all meetings of the Board of Directors when the Chairman is not present, including executive sessions of the independent Directors.

Call Meetings of Independent Directors

- Calls meetings of the independent Directors at least twice a year, or more if appropriate and presides at such meetings. (The Lead Director may invite other directors or officers to attend meetings, provided that, at least twice a year the Independent Directors must meet by themselves in executive sessions.).

Chairman Liaison

- Serves as a liaison to facilitate communication between the Chairman, the CEO and all members of the Board of Directors, without inhibiting direct communications between such persons.

Board Information, Agendas and Schedules

- Consults and advises the Chairman and the CEO as to the quality, quantity, appropriateness and timeliness of information sent to the Board of Directors, including special meetings as appropriate, and approves the types of information sent or given to the Board regularly or in conjunction with Board meetings.
- Consults and advises the Chairman and CEO regarding meeting agendas for the Board of Directors and approves such agendas.
- Advises the Chairman and CEO on the frequency of the Board of Directors meetings and meeting schedules and approves such schedules, assuring there is sufficient time for discussion of all agenda items.

Committee Membership, Chairman, and Director Candidates

- Participates in the selection of the membership and chairman position for each Board committee.
- Participates in the candidate selection, interview process and final selection of a candidate for addition to the Board of Directors.

Stockholder Communication

- Available, when appropriate, for consultation and direct communication with major stockholders.

Advisors and Consultants

- Recommends to the Board of Directors the retention of outside counsel, advisors or consultants who report directly to the Board of Directors on board-wide issues; authorizes their retention at the Board's direction.
- To the extent requested by the Lead Director, and where appropriate, legal counsel shall provide advice and counsel to the Lead Director in fulfilling his or her duties.

Compensation

- Receives additional compensation as determined by the Board of Directors, and upon recommendation of the Compensation Committee.

Annual Performance Review

- The Nominating and Corporate Governance Committee shall annually review the Lead Director's performance, and the role itself and the responsibilities

designated to it. The CEO, Chairman, and all independent directors will be consulted as part of this annual evaluation.

Charter Review

- On an annual basis, the Lead Director, in consultation with the independent Directors and the Nominating and Corporate Governance Committee, shall review this Charter and recommend to the Board of Directors any modifications or changes of approval.