

GEOSPACE TECHNOLOGIES CORPORATION
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
(a NASDAQ Listed Company)

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Geospace Technologies Corporation (the “Company”) is to: identify individuals qualified to become Board members; select, or recommend for selection by the Board, director nominees to be presented for election at the next annual meeting of stockholders; fill vacancies created by the resignation or removal of directors during the interval between annual meetings of stockholders; review the Company’s code of ethics; develop and make recommendations with respect to the best corporate governance principles, codes of conduct, and compliance and risk management mechanisms for the Company; and oversee the evaluation of the Board and management. This charter (“Charter”) sets out the structure and responsibilities of the Committee.

I. Structure and Qualifications

- A. The Committee shall consist of at least three directors, all of whom shall be independent, as defined by applicable law and the regulations of the Securities and Exchange Commission (the “SEC”) and NASDAQ, as such laws and regulations may be amended from time to time.
- B. The members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Board may designate one member of the Committee as its chairperson (the “Chairperson”).
- C. The Committee may delegate any of its powers and responsibilities to a subcommittee of the Committee.

II. Meetings

- A. The Committee shall meet as often as it determines necessary or appropriate, but it is required to meet at least one time a year.
- B. The Committee may, at its discretion, permit or invite non-member directors or officers of the Company and any other parties to be present at the meetings. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
- C. Any member of the Committee may call a meeting.
- D. The Chairperson shall preside at each meeting of the Committee, if a chairperson has been designated. The Committee may fix any rules as it deems necessary consistent with this Charter, the bylaws of the Company, the NASDAQ rules, and the laws of the State of Texas.
- E. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

III. Responsibilities

In addition to such other duties that the Board may assign to the Committee from time to time or as may be required by applicable law, regulation or rule, the Committee shall:

- A. Develop and recommend to the Board a set of best corporate governance principles for the Company, which are to be reviewed and reevaluated at least annually.
- B. Study and review with management the overall effectiveness of the organization of the Board and its committees, including the size and composition of the Board and the committees, giving consideration to the business experience, expertise, qualifications, and other attributes of each Board member, and the general conduct of the Board's and the committees' business, and report and make recommendations to the Board, as appropriate, following these reviews.
- C. Conduct an annual survey of the directors to identify any areas of improvement for the Board and its committees.
- D. Develop qualification criteria and procedures for the identification and recruitment of candidates for election to serve as directors.
- E. Review and consider candidates to be elected or reelected as directors at the subsequent annual meeting of stockholders of the Company, including qualified nominees recommended by stockholders in accordance with proper procedures; and fill vacancies caused by the resignation or removal of directors.
- F. Consider the performance of incumbent directors and recommend to the Board whether an incumbent director whose term expires shall be nominated for reelection.
- G. Oversee the determination by the Board, at least once annually and more often to the extent advisable, as to the independence of each Board member to ensure that at all times the number of independent directors on the Board complies with applicable law and the regulations and rules of the SEC and NASDAQ.
- H. At least one time annually, review with the Chief Executive Officer of the Company succession plans for all key executive officers of the Company.
- I. Review at least one time annually this Charter, the Company's Code of Business Conduct and code of ethics; review and report to the Board at least one time annually its assessment of the Company's monitoring compliance program; and recommend any proposed changes to the Code of Business Conduct or code of ethics to the Board.
- J. Review at least one time annually the Committee's own performance.
- K. Have the sole authority to retain and terminate any search firm used to identify director candidates, and have the sole authority to approve the search firm's fees and other retention terms.
- L. To review any director resignation letter tendered in accordance with the Company's director resignation requirements set out in the Company's bylaws and policies, and evaluate and recommend to the Board whether such resignation should be accepted.

- M. Report to the Board at least one time annually and, at a minimum, at the Board meeting immediately following each meeting of the Committee.
- N. Perform other such activities/reviews that are consistent with the duties of this Committee as required, appropriate, and time/company resources permit such as:
 - i. Annually review the Company's position, policies, and procedures regarding corporate responsibility, including especially environmental, health, and safety policies and procedures.
 - ii. Develop and oversee (i) a Company orientation program for new Board members and (ii) a continuing education program for current directors.