

**Input/Output, Inc.**  
**Compensation Committee Charter**

The Compensation Committee of the Board of Directors (the “Committee”) shall be comprised of not less than three members of the Board of Directors, each of whom are “disinterested persons” as provided in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. The purposes of the Committee are:

- a. Reviewing the Company’s overall compensation philosophy to ensure that it appropriately rewards the Company’s officers for their contributions and reporting such compensation philosophy to the Company’s stockholders if so required by law;
- b. Establishing the total compensation, annual bonus, salary range and incentive compensation for the Company’s officers;
- c. On at least an annual basis, approving or recommending for approval such officers’ salaries and changes in such officers’ salaries;
- d. Administering, in the Committee’s sole discretion, the 1990 Restricted Stock Plan, the Amended 1990 Stock Option Plan, the Management Incentive Plan, the Amended and Restated 1991 Outside Directors Stock Option Plan, the 2000 Long Term Incentive Plan, the Employee Stock Purchase Plan, and any other employee plan, agreement, or arrangement which by its terms provides that it shall be administered by the Committee, all in accordance with the terms thereof;
- e. Reviewing issues relating to employee benefits and changes therein;
- f. Approving revisions to salary ranges of the Company’s executive salary structure;
- g. Reviewing executive compensation matters and significant issues relating to executive compensation;
- h. Retaining outside consultants or advisors as the Committee determines, in its sole discretion, is necessary or helpful in performing its duties and functions;
- i. Determining any matter brought before the Committee which is within the scope of the Committee’s duties; and
- j. Reviewing and evaluating the Company’s Chief Executive Officer’s performance.