

Smith International, Inc.

Nominating and Corporate Governance Committee Charter

(As Amended February 4, 2004)

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders or to fill an existing or expected vacancy; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board’s performance; and (4) to recommend to the Board director nominees for each committee.

II. Committee Membership

The Committee shall consist of no fewer than three members elected by the Board of Directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange. Prior to election and annually thereafter, the Board shall affirmatively determine that each member of the Committee has no relationship (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) with the Company that would interfere with the exercise of his or her independent judgment.

The members of the Committee, including its Chair, shall be appointed by the Board and may be replaced at any time by the Board.

The Committee shall meet from time to time, as determined by the Committee Chair or at the request of the Company’s Chairman of the Board or Chief Executive Officer, any Committee member or any member of the Board of Directors. The Committee shall meet at least twice each year.

One of the members of the Committee shall be elected by the Board to serve as the Committee’s Chairman. The Chairman will chair all meetings of the Committee and set the agenda for Committee meetings. A majority of members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee.

The Committee may invite to its meetings other directors, management of the Company and such other persons as it deems appropriate in carrying out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in carrying out its responsibilities.

The Committee shall regularly report to the Board of Directors following any meeting of the Committee and at such times and with respect to such other matters as are relevant to the discharge of the Committee's responsibilities.

III. Committee Authority and Responsibilities

1. The Committee shall have the authority to carry out the responsibilities set out in this Charter and such other duties that the Committee deems necessary to fulfill its obligations pursuant to this Charter. The Committee shall also have authority and be provided with appropriate funding to obtain advice and assistance from internal or external legal, accounting or other advisors with respect to any of its responsibilities.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms

3. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board. The Board believes that an important component of a board of directors is diversity, including background, skills, experience, expertise, gender, race and culture. In considering individuals as candidates for Board membership, the Committee shall seek to attain such diversity in Board composition. Any search firm retained to assist the Committee will be advised to seek to include diverse candidates from traditional and non-traditional pools.

4. The Committee shall recommend to the Board whether existing Board members should be nominated for new terms or replaced and whether more or fewer members of the Board are appropriate.

5. The Committee shall consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive management.

6. The Committee shall evaluate, at such times as it determines, (i) the structure and operation of the committees of the Board and recommend any changes the Committee believes are appropriate; (ii) the size and membership of each committee and recommend to the Board any changes the Committee believes are appropriate; and (iii) the effectiveness of the committee reporting process to the Board.

7. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

8. The Committee shall assist the Board in establishing a new Board member orientation process and in recommending any programs for continuing director education as well as recommending changes in an orientation program or continuing education program as appropriate.

9. The Committee shall develop and recommend to the Board a set of corporate governance principles and shall keep informed of developments with regard to corporate governance as to enable the Committee to make recommendations to the Board as may be appropriate. The Committee shall review and reassess, at least annually, the adequacy of the corporate governance principles of the Company and recommend any proposed changes to the Board for approval.

10. The Committee may establish such rules, policies and procedures as it determines from time to time to be appropriate to perform its duties and may form and delegate authority to subcommittees when appropriate.

11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.