

# **Maverick Tube Corporation**

## **Nominating and Governance Committee Charter**

---

### **A. Name**

There shall be a committee of the Board which shall be called the Nominating and Governance Committee.

### **B. Purpose**

The Nominating and Governance Committee shall (1) identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of stockholders, and (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company.

### **C. Committee Membership and Procedure**

The Nominating and Governance Committee shall consist of no fewer than two members. Each member of the Nominating and Governance Committee shall satisfy the independence requirements of the New York Stock Exchange. The Board shall appoint the members of the Nominating and Governance Committee annually, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Nominating and Governance Committee shall serve until their successors are appointed and qualify, and shall designate the Chairman of the Nominating and Governance Committee. The Board shall have the power at any time to change the membership of the Nominating and Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange. Except as expressly provided in this Charter, the By-laws of the Company or the Corporate Governance Guidelines of the Company, the Nominating and Governance Committee shall fix its own rules of procedure.

### **D. Committee Authority and Responsibilities**

- The Nominating and Governance Committee shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation as nominees to the Board in accordance with the Corporate Governance Guidelines.
- The Nominating and Governance 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. The Nominating and Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Nominating and Governance Committee shall oversee the evaluation of the Board and executive management of the Company and make recommendations to the Board as appropriate.

## **Maverick Tube Corporation**

### **Nominating and Governance Committee Charter**

---

- The Nominating and Governance Committee shall develop and recommend to the Board a Code of Business Conduct and Ethics, and shall consider any requests for waivers on behalf of any officer of the Company from the Company's Code of Business Conduct and Ethics. The Company shall make disclosure of such waivers to both the New York Stock Exchange and the Securities and Exchange Commission.
- The Nominating and Governance Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- The Nominating and Governance Committee shall review periodically with the Chief Executive Officer the succession plans relating to positions held by executive officers, and make recommendations to the Board with respect to the selection and development of individuals to occupy those positions.
- The Nominating and Governance Committee shall make regular reports to the Board.
- The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating and Governance Committee shall annually review its own performance and the independence of its members.
- The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.