

## **W-H ENERGY SERVICES, INC.**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The Board of Directors (the “Board”) of W-H Energy Services, Inc. (the “Company”) established a Corporate Governance and Nominating Committee of the Board (the “Committee”) on October 15, 2003.

#### **A. Purposes**

The purposes of the Committee are to:

- advise the Board about appropriate composition of the Board and its committees;
- evaluate potential or suggested director nominees and identify individuals qualified to become Board members;
- recommend to the Board the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies (provided, however, that the Committee need not select and nominate those directors as to whom the Company is legally required by contract or otherwise to provide third parties with the ability to nominate as directors);
- recommend to the Board the directors to serve as members of each committee of the Board;
- advise the Board about, develop, and recommend to the Board appropriate corporate governance practices and policies and assist the Board in implementing those practices and policies;
- oversee the evaluation of the Board through an annual review of the performance of the Board and its committees;
- oversee the evaluation of the management of the Company;
- provide reports to the Board regarding succession planning and evaluate potential successors to the Company’s chief executive officer; and
- perform such other functions as the Board may assign to the Committee from time to time.

#### **B. Composition**

The Committee shall consist of at least three members, all of whom must be members of the Board. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall be “independent” under the rules of the New York Stock Exchange applicable to domestic listed companies.

The Board shall appoint the members of the Committee after consideration of the recommendation of the current Committee (in the case of vacancies) or the immediately preceding Committee in the case of appointment of members immediately following an annual meeting of shareholders). The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace any member of the Committee at any time by the affirmative vote of a majority of the Board.

### **C. Committee Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate.

Without limiting the generality of the preceding statements, the Committee shall have sole authority, and is entrusted with the responsibility, to do the following actions:

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and modifications from time to time to those guidelines.

2. The Committee shall establish criteria for selecting new director nominees and actively seek individuals qualified to become director nominees for recommendation to the Board. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with other director nominees, in collectively serving the long-term interests of the Company's stockholders.

3. The Committee shall seek to implement the "independence" standards with respect to the members of the Board and each of the committees as required by law, the listing standards of the New York Stock Exchange (the "NYSE") or the Company's Corporate Governance Guidelines.

4. The Committee shall determine whether or not each director and each prospective director of the Company is an independent, disinterested, outside or non-employee director under the standards applicable to the committees on which such director is serving or may serve. In particular, the Committee shall:

- ensure that all members of the Compensation Committee shall be "Non-Employee Directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and "outside directors" for purposes of Section 162(m) of the Internal Revenue Code, as amended;
- ensure that each member of the Audit Committee shall meet the requirements of Rule 10A-3(b)(1) under the Exchange Act (subject to the exemptions provided in Rule 10A-3(c)); and

- endeavor to have at least one member of the Audit Committee who is an “audit committee financial expert” (as defined in Item 401(h)(2) of Regulation S-K).

The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested, outside or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.

5. The Committee shall oversee the evaluation of the Board and its management of the Company at such times as it deems appropriate, but not less than annually, and provide the evaluation together with recommendations to the Board.

6. Each year, the Committee shall:

- review the advisability or need for any changes in the number and composition of the Board;
- review director independence;
- investigate any potential conflict of interest by a director or member of senior management as assigned to it by the Board;
- review the advisability or need for any changes in the number, charters or titles of committees of the Board;
- recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee;
- request that the chairperson of each committee report to the Board about the committee’s annual evaluation of its performance and evaluation of its charter;
- receive comments from all directors and report 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;
- review and reassess the adequacy of the Company’s corporate governance guidelines and recommend any proposed changes to the Board for approval;
- make a report to the Board on succession planning and work with the Board to evaluate potential successors to the Company’s chief executive officer;
- recommend director education and training programs for directors, as appropriate;

- review the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

7. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm.

8. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

#### **D. Committee Procedures**

1. **Meetings.** The Committee shall meet at the call of its chairperson or two or more members of the Committee. Meetings may, at the discretion of the Committee, include other members of the Board, members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Bylaws. The Committee shall meet as required (but in no event less than two times per year) in order to fulfill its responsibilities and to complete the activities required by this Charter.

2. **Quorum and Approval.** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

3. **Rules.** The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, and designation of a secretary of the Committee or any meeting thereof.

4. **Reports.** The Committee shall make regular reports of its actions and any recommendations to the Board, directly or through the chairperson.

5. **Minutes.** The Committee shall keep minutes of all meetings and of all actions taken by the Committee, file such minutes with the Secretary of the Company and make a copy of such minutes available to the Board.

6. **Fees; Reimbursement of Expenses.** Each member of the Committee shall be paid the fees set by the Board for his or her services as a member or chairperson of the Committee. Subject to the Company's corporate governance guidelines and other policies, members of the Committee will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.