

## **PATTERSON-UTI ENERGY, INC.**

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

The purpose of the Nominating and Corporate Governance Committee of the Board is to identify individuals qualified to become Board members, to select or recommend for selection by the Board director nominees for the next annual meeting of shareholders, to review the Company's Code of Business Conduct, to develop and continually make recommendations with respect to the best corporate governance principles and to oversee the evaluation of the Board and management. This Charter sets out the structure and responsibilities of the Nominating and Corporate Governance Committee.

#### **I. Structure and Qualifications**

The Nominating and Corporate Governance Committee shall consist of at least three directors all of whom shall be independent. The members of the Committee shall be appointed by the Board and may be removed by the Board at any time.

To be considered independent the director must meet the requirements of rule 4350(c) of the NASDAQ Stock Market, Inc. and Rule 10A-3(b)(1) of the rules and regulations under the Securities Exchange Act of 1934.

The Nominating and Corporate Governance Committee may delegate any of its powers and responsibilities to a subcommittee of the Committee.

#### **II. Meetings**

The Nominating and Corporate Governance Committee shall meet at least one time a year.

#### **III. Responsibilities**

1. Develop and recommend to the Board a set of corporate governance principles for the Company.
2. Study and review with management the overall effectiveness of the organization of the Board and the conduct of its business, and report and make recommendations to the Board as appropriate.
3. Conduct an annual survey of the directors to identify areas of improvement for the Board and its committees.
4. Consider candidates to be elected directors, including nominees for directors recommended by stockholders of the Company, provided such recommendations are made in accordance with all legal requirements, including all applicable provisions of the Company's Certificate of Incorporation and Bylaws. The Committee shall

recommend to the Board the nominees for directors to be elected at the Company's annual meeting.

5. At least annually review with the Chairman and the Chief Executive Officer of the Company succession plans for all key executive officers of the Company.
6. Review annually the Company's Code of Business Conduct and confirm to the Board the Company's program relating to monitoring compliance therewith.
7. Possess the sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms.
8. Report to the Board at least annually and at the Board meeting immediately following each meeting of the Committee.