

## **Maverick Tube Corporation**

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

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#### **A. Name**

There shall be a committee of the Board of Directors (the “**Board**”) of Maverick Tube Corporation (the “**Company**”) which shall be called the Nominating and Governance Committee (the “**Committee**”).

#### **B. Purposes**

The purposes of the Committee are:

- To identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees for the next annual meeting of stockholders,
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and
- To oversee the evaluation of the Board and the executive officers.

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

The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements promulgated under the applicable SEC rules and New York Stock Exchange listing standards.

The members of the Committee shall be appointed annually by the Board. Committee members may be removed and/or replaced by the Board. Committee members shall serve until their respective successors are appointed and qualify.

The Board shall designate one Committee member as the Chairman; *provided, however*, that if the Board does not so designate a Chairman, the Committee members shall elect a Chairman by majority vote.

Except as expressly provided in this Charter, the Company’s bylaws or the Company’s corporate governance guidelines, the Chairman of the Committee shall fix rules of procedure as he or she deems appropriate or necessary.

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

The Committee shall meet as often as it deems necessary or appropriate. The Committee may form and delegate authority to subcommittees when appropriate.

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The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain any compensation or other consultants to advise the Committee.

The Committee is responsible for taking a leadership role in shaping the corporate governance of the Company. In addition and to this end, the Committee shall:

- Develop, and recommend to the Board for approval, qualification criteria for Board members.
- Identify individuals qualified to become Board members consistent with the criteria approved by the Board.
- Recommend director nominees to the Board for election at the next annual meeting of the Company's stockholders.
- Develop, and recommend to the Board for approval, a set of corporate governance guidelines which shall address, at a minimum:
  - Director qualification standards,
  - Director responsibilities,
  - Director access to management and, as necessary and appropriate, independent advisors,
  - Director compensation,
  - Director orientation and continuing education,
  - Management succession, and
  - Annual performance evaluation of the Board,
- Oversee the evaluation of the Board, including self-assessments of the Board and its committees, and the Company's executive officers.
- Develop, implement and oversee an orientation and continuing education program for directors.
- 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.
- Establish general guidelines for compensation of directors.
- Recommend to the Board, on an annual basis, those directors to serve as members of Board committees.

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- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- Annually review its own performance.