

TESCO CORPORATION
Board of Directors Charter
Adopted November 18, 2008

1. Composition. A majority of the members of the Board of Directors (the “Board”) of Tesco Corporation (“TESCO”) shall consist of persons that, in the judgment of the Board, meet standards of independence required of TESCO by law, regulation or stock exchange listing requirement (collectively, “applicable legal requirements”). The Board shall have the responsibility for annually designating which of its members are independent. Subject to the articles and by-laws of TESCO, and based on recommendations of the Corporate Governance and Nominating Committee, the Board shall fix the number of directors composing the Board from time to time.
2. Responsibilities. The business and affairs of TESCO shall be managed by or under the direction of the Board, which shall be responsible for overseeing the stewardship of TESCO and its operations consistent with its fiduciary duties to shareholders. One or more of these responsibilities may be delegated to appropriate committees of the Board or officers of TESCO, as the Board may determine from time to time. The Board has the responsibility for:
 - (a) appointing the chief executive officer (the “CEO”) and other officers of TESCO;
 - (b) approving the strategic direction and goals of TESCO. To that end, the Board will approve the CEO’s annual goals and objectives, establish a strategic planning process and periodically, as appropriate, approve a strategic plan for the business and oversee the execution and implementation of strategic plans;
 - (c) overseeing succession planning with respect to TESCO’s corporate officers (including appointing, training and monitoring corporate officers); and
 - (d) overseeing the executive management of TESCO, which will have the responsibility for the day-to-day operations of TESCO. The Board will review identified principal risks of TESCO’s business and review systems designed to manage these risks.
3. Committees. The Board shall establish and approve charters for an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee (each a “Standing Committee”). The Board may establish additional standing, special or independent committees at such times and for such purposes as it sees fit. Unless the Board otherwise determines, the following administrative provisions will apply to each committee appointed by the Board:
 - (a) Members of each committee will be appointed by the Board. Qualifications for membership for the committees will be established by the Board taking into consideration applicable legal requirements. Any member of a committee may be removed or replaced at any time by the Board. If a vacancy exists on a committee, the remaining members of such committee may exercise all of the powers of the committee so long as a quorum remains. Subject to the foregoing, each member of the committee shall hold office until the close of the next annual meeting of shareholders following the date of appointment as a member or until a successor is duly appointed.
 - (b) The quorum for meetings of a committee shall be a majority of the members thereof. Business may be transacted by a committee at a meeting of its members at which a quorum is present or by a resolution in writing signed by all the members of the committee.
 - (c) A committee may invite such officers, directors and employees of TESCO and other persons as it may see fit from time to time to attend at meetings of the committee and to assist in the discussion of the matters being considered by the committee.
 - (d) The Standing Committees shall have regularly scheduled meetings, but may meet at such other times as each such committee deems necessary to fulfill its responsibilities. Each committee shall determine the time and place at which the meetings of the committee shall be held and the procedure for calling and conducting business at such meetings, having regard to the by-laws of TESCO and applicable legal requirements.

- (e) Each committee shall have the sole authority, as it deems appropriate, to retain and replace, as needed, any independent counsel and other outside experts or advisors as such committee believes to be necessary or appropriate. The committees may also utilize the services of TESCO's regular legal counsel or other advisors to TESCO. TESCO shall provide for appropriate funding, as determined by the committees in their sole discretion, for payment of compensation to any such persons retained by the committees.
- 4. Position Descriptions. The Board shall approve position descriptions for the Chair of Board and the Chair of each committee of the Board. In addition, the Board, in consultation with the CEO, shall develop a position description for the CEO, which will include a description of the CEO's responsibilities.
- 5. Orientation and Continuing Education. The Board will approve procedures for orientation and continuing education opportunities for directors, so that members of the Board may maintain or enhance their skills and abilities as directors and keep their knowledge and understanding of TESCO's business current. The Board may delegate this responsibility to a committee of the Board.
- 6. Code of Business Conduct and Ethics. The Board shall adopt a written code of business conduct and ethics (the "Code") applicable to directors, officers and employees of TESCO. Unless delegated to a committee, the Board shall monitor compliance with the Code and grant or approve any waivers from the Code, as it deems appropriate, for the benefit of one of the directors or officers
- 7. Nomination and Assessment of Directors.
 - (a) Prior to nominating or appointing individuals as directors, the Board shall:
 - (i) consider which competencies and skills the Board, as a whole, should possess;
 - (ii) assess which competencies and skills each existing director possesses; and
 - (iii) consider the advice and input of the Corporate Governance and Nominating Committee concerning the above and its recommendations to the Board concerning new director nominees.
 - (b) Unless delegated to a committee, the Board shall have the responsibility for regularly assessing the effectiveness of the Board, the committees of the Board and each individual director. An assessment may consider:
 - (i) in the case of a Board or a committee of the Board, its charter; and
 - (ii) in the case of an individual director, the applicable position descriptions, as well as the competencies and skills each individual director is expected to bring to the Board.
- 8. Compensation. Unless delegated to a committee, and following consideration of any recommendations by of a committee charged with such responsibility, the Board shall:
 - (a) review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those corporate goals and objectives and determine the CEO's compensation level based on this evaluation;
 - (b) set compensation levels for directors; and
 - (c) approve compensation, incentive-compensation plans and equity-based plans for directors, officers and employees of TESCO, together with any awards under such plans.
- 9. Independent Directors. The independent directors of the Board will meet regularly in the absence of management and non-independent directors.
- 10. Communications with the Board. Shareholders and other interested parties desiring to communicate with the Board should direct their inquiries and communications to Chairman, Tesco Corporation Board of Directors, c/o Corporate Secretary, 3993 West Sam Houston Parkway North, Suite 100 Houston, TX 77043-1211. The independent directors have appointed the Corporate Secretary as their agent in processing inquiries and communications received and forwarding such inquiries and communications to the appropriate person or committee.