



TPC Group Inc.

Nominating and Governance Committee Charter

Purpose:

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of TPC Group Inc. (the "Company") shall consider and report periodically to the Board on all matters relating to the selection, qualification, and compensation of members of the Board as well as matters relating to the duties of the members of the Board. The Committee shall act as a nominating committee with respect to candidates for Director and will make recommendations to the full Board concerning the size of the Board and structure of committees of the Board. The Committee shall also assist the Board with oversight of corporate governance matters.

Membership:

The Committee shall consist of two or more members. Each member of the Committee shall be "independent" within the meaning of the listing standards of The NASDAQ Stock Market, Inc. Committee members may be appointed or removed by a majority vote of the entire Board. The Chairman of the Committee shall be designated by the Board.

Responsibilities:

The Committee shall:

1. Develop qualification criteria for members of the Board.
2. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
3. Recommend to the Board the individuals to constitute the nominees of the Board for election at the next annual meeting of stockholders and who will be named as such nominees in the proxy statement used for solicitation of proxies by the Board.
4. Recommend and nominate an individual for Director to fill the unexpired term of any vacancy existing in the Board or created by an increase in the size of the Board.
5. Recommend and nominate members of standing committees of the Board and the Chairpersons of such committees.
6. Conduct an annual assessment of the size and composition of the Board and from time to time make recommendations to the Board for changes in the size of the Board as appropriate.

7. Provide oversight of corporate governance matters.
8. At such times as the Committee deems appropriate, consider the adequacy of the Certificate of Incorporation and Bylaws of the Company, and make recommendations for amendment thereof to the Board as appropriate.
9. Review the terms of related party transactions in accordance with the Related Party Transaction Approval Policy, as may be amended by the Committee, to ensure that any such transactions are in, or are not inconsistent with, the best interests of the Company and its stockholders.
10. Review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and make recommendations for adoption or amendment thereof to the Board as appropriate.
11. At such times as the Committee deems appropriate, review and reassess the Business Conduct and Ethics Code applicable to employees, officers and directors of the Company and the process for consideration and disclosure of requested waivers for directors or executive officers, and make recommendations for adoption or amendment thereof to the Board as appropriate.
12. Oversee annual performance evaluations of the Board and its Committees and management, including without limitation, soliciting comments from all directors and reporting annually to the Board with an assessment of the performance of the Board, its committees and individual directors.
13. Oversee the orientation of new Directors.
14. Review competitive practice data regarding non-employee director compensation and make recommendations to the Board with respect to the amount and form of such compensation.
15. Administer a procedure to consider stockholder recommendations for director nominees.
16. Review and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's proxy statement; provided, that for non-governance related proposals, the Committee may delegate these responsibilities to the most appropriate committee and oversee its discharge of such responsibilities.
17. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board, and / or the Chairman of the Board.

Delegation to Subcommittees:

The Committee may form and delegate authority to subcommittees when appropriate.

Meetings:

The Committee shall meet at least three times each year, and additionally as appropriate. A majority of the members shall constitute a quorum.

Annual Review of the Charter and Performance:

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall conduct an annual evaluation of its own performance.

Reports to the Board of Directors:

The Committee shall make regular reports to the Board.

Outside Advisors:

The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company shall provide such funding as the Committee determines is necessary for payment of fees to any such search firm or other advisor and for the ordinary administrative expenses of the Committee in the performance of its duties.