

**Layne Christensen Company**  
**Nominating & Corporate Governance Committee Charter**  
Amended and restated by the  
Board of Directors  
as of April 10, 2015

**I. Purpose**

The primary purposes of the Nominating & Corporate Governance Committee (the "Committee") are to (a) identify individuals qualified to become members of the Board of Directors (the "Board") of Layne Christensen Company (the "Company"), (b) recommend to the Board proposed nominees for Board membership; (c) recommend to the Board directors to serve on each standing committee of the Board; (d) assist the Board in developing and overseeing corporate governance guidelines; and (e) lead the Board in its annual reviews of the Board's and its committees' performance.

**II. Principal Responsibilities and Duties**

**A. Director Nominations**

The Committee shall:

1. Evaluate the current composition, size, role and functions of the Board and its committees to oversee successfully the business and affairs of the Company in a manner consistent with the Company's corporate governance guidelines, and make recommendations to the Board for approval.
2. Determine director selection criteria consistent with the Company's corporate governance guidelines, and conduct searches as necessary for prospective directors whose skills and attributes reflect these criteria.
3. Consider and evaluate nominees, including nominees recommended by stockholders submitted in accordance with the stockholder proposal and nomination submission rules set forth in the Company's Bylaws and proxy statement, and make recommendations to the Board with regard to the selection of nominees for election to the Board.
4. Review the qualifications and performance of incumbent directors in determining whether to recommend them for re-election to the Board. In making this determination, the Committee will consider the director's attendance, involvement and contributions to the effectiveness of the Board. When necessary or appropriate, the Committee will recommend to the Board removal of a director or a member of a Board committee.
5. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs consistent with the Company's corporate governance guidelines.
6. If a vacancy on the Board or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy by election by stockholders or appointment by the Board.
7. Oversee the orientation of newly elected directors to provide new directors with a basic understanding of (a) the Company's operations, mission and objectives and (b) a director's duties and responsibilities as a director.
8. Evaluate and make recommendations to the Board regarding director retirements and directors' changes in circumstances in accordance with the Company's corporate governance guidelines.

**B. Corporate Governance Oversight**

The Committee shall:

1. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and the Board, to be reviewed periodically.
2. Periodically review the Certificate of Incorporation and Bylaws of the Company and make recommendations to the Board as they relate to corporate governance matters.

**C. Other**

The Committee shall:

1. At least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. This Charter will be made available on the Company's website at <http://investor.laynechristensen.com/governance.cfm>.
2. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, as amended from time to time, and any governing law, as the Board considers appropriate and delegates to the Committee.
3. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

**III. Composition**

The Committee will be composed of at least three members. All members of the Committee must satisfy, at a minimum, the independence requirements of the listing standards of The Nasdaq Stock Market LLC ("Nasdaq").

**IV. Committee Chair**

The Committee members shall recommend, and the Board shall designate, one member of the Committee as the Committee Chair. The Committee Chair or his or her designee shall preside over all meetings of the Committee and set the agenda of each meeting. In the absence of the Committee Chair and any designee, the Committee may designate a Chair pro tempore. Any member of the Committee may request that an item be included on the agenda.

**V. Meetings**

The Committee will meet as required to fulfill its responsibilities set forth in this Charter. The Committee shall meet at least once a year and at such other times as the Committee Chair deems appropriate or as required by law, rules or regulations or the Nasdaq listing requirements. Meetings may be called by any member of the Committee or by the Chairman of the Board. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee may meet in person or by telephonic or video conference call. The Committee shall establish its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. Any member of the Board may request to attend a meeting of the Committee and may share his/her views with the Committee, but may not vote on matters before the Committee. At the invitation of the Committee Chair, the Chief Executive Officer and other members of management may attend Committee meetings.

**VI. Appointment and Removal**

Members of the Committee shall be appointed by the Board and shall generally serve until their resignation, retirement or removal by the Board or until their successors shall be duly appointed and qualified. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall have been removed from the Board pursuant to the Bylaws of the Company or such member has resigned or otherwise terminated his or her membership of the Board. A member of the Committee shall also be deemed to have resigned from the Committee at such time that the Board shall have determined that such member of the Committee is no longer an independent director of the Board.

## **VII. Subcommittees**

As permitted by law or the Nasdaq listing standards, the Committee may delegate its duties and authority to a subcommittee.

## **VIII. Criteria; Director Qualifications**

In considering, evaluating and selecting nominees for the Board and in evaluating the suitability of individual Board members, the Committee shall consider the criteria and standards for director qualifications set forth in the Company's Corporate Governance Guidelines.

## **IX. Advisors**

The Committee shall have the sole authority to retain and terminate any expert or advisor that it may deem necessary or helpful to the Committee in the performance of its duties, and shall have sole authority to terminate any party thus retained. The Committee also shall have sole authority to approve the fees, expenses and other terms of engagement of any such party. Any fees and expenses of any search firm or other consultant, expert or advisor shall be funded by the Company. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

## **X. Reliance on Others**

A Committee member, in discharging his or her duties to the Company, may rely in good faith on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company; (b) legal counsel, independent auditors, or other persons as to matters which the Committee member believes in good faith to be within the professional or expert competence of such person; or (c) another committee of the Board.

## **XI. Minutes; Reports to Board of Directors**

The Committee shall keep minutes of its proceedings. Minutes of each meeting will be prepared by the Committee Chair or other person designated to act as secretary for the meeting. The Committee shall regularly report to the Board all actions taken by the Committee at any meeting.