

LAYNE CHRISTENSEN COMPANY
COMPENSATION COMMITTEE CHARTER
Amended and Restated
by the Board of Directors as of April 15, 2014

I. Membership

The Compensation Committee ("Committee") shall consist of three or more directors, each of whom in the judgment of the Board of Directors ("Board") of Layne Christensen Company (the "Company") shall be (i) independent as determined in accordance with the applicable provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the rules and regulations of the Nasdaq Global Select Market ("Nasdaq") who, in the Board's judgment, do not have a material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company); (ii) a "non-employee director" under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended; and (iii) an "outside director" under Section 162(m) of the Internal Revenue Code, as amended.

II. Purpose

The purposes of the Committee are to discharge the Board's responsibilities with respect to (i) overseeing and advising the Board on the adoption of policies that govern the Company's compensation programs, including stock and significant corporate benefit plans; (ii) reviewing and recommending to the Board salaries and other matters relating to compensation of the Company's CEO, executive officers and directors; provided that the CEO shall not be present during voting or deliberations on his or her compensation by the Committee or the Board, (iii) reviewing and discussing with the Company's management the Compensation Discussion and Analysis (CD&A) to be included in the Company's annual proxy statement and determining whether to recommend to the Board that the CD&A be included in the proxy statement, and (iv) exercising, in its discretion, the powers granted to it in the Company's Bylaws. The Committee is also responsible for providing the Compensation Committee Report for inclusion in the Company's proxy statement that complies with the rules and regulations of the Securities and Exchange Commission, Nasdaq and any other applicable rules and regulations.

III. Responsibilities

The Committee is responsible for establishing, or overseeing the administration of, annual and long-term performance goals and objectives for the Company's CEO and other executive officers and for administering the Company's annual and long-term incentive plans, as well as setting the overall compensation philosophy for the Company subject to the approval by the Board. The Committee shall, on an annual basis, evaluate and review the performance of the CEO and other executive officers in light of the previously approved performance goals and objectives and recommend to the Board (i) their base salary levels, (ii) their annual incentive opportunity levels under the Company's incentive compensation plans, (iii) the terms of any employment agreements, severance arrangements, and change-of-control agreements or provisions, and (iv) any discretionary bonuses or special or supplemental benefits.

In addition, the Committee is responsible for:

- Reviewing and recommending to the Board payments to participants under the Executive Incentive Compensation Plan;
- Reviewing periodically the Company's equity based compensation plans and recommending to the Board appropriate amendments or modifications to such plans as well as any grants of awards under such plans;
- Reviewing periodically the compensation of the Company's non-employee directors and recommending to the Board any adjustments;
- Reviewing and reassessing annually the adequacy of this Charter and recommending to the Board proposed changes;
- Reviewing and making recommendations to the Board regarding the executive compensation philosophy, policies and programs that, in the Committee's judgment, support the Company's overall business strategy;
- Reviewing compensation policies and practices for all employees (including non-executive officers), evaluating whether any of those policies or procedures create risks that are reasonably likely to have a material adverse effect on the company, and considering modifications to any policies or procedures that create such risks;

- Determining the frequency of “Say-on-Pay” and “Say-When-on-Pay” votes to be held at annual meetings of the Company’s stockholders;
- Reviewing and discussing the results of “Say-on-Pay” and “Say-When-on-Pay” votes by the stockholders; and
- Performing such other functions consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems appropriate.

IV. Consultants and Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, outside legal counsel or other advisers ("Compensation Advisers") as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work performed by any Compensation Adviser on behalf of the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the reasonable compensation of Compensation Advisers retained by the Committee. The level of appropriate funding and compensation is determined by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisers, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Prior to selecting or receiving advice from a Compensation Adviser, other than in-house legal counsel, the Committee will conduct an independence assessment of the adviser to the extent required by the rules of the Nasdaq Global Select Market, taking into consideration the factors specified in those rules and applicable federal securities laws, including the following factors: (i) the provision of other services to the Company by the person that employs the adviser; (ii) the amount of fees received from the Company by the person that employs the adviser, as a percentage of the total revenue of the person that employs the adviser; (iii) the policies and procedures of the person that employs the adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the adviser with a member of the Committee; (v) any stock of the Company owned by the adviser; and (vi) any business or personal relationship of the adviser or the person employing the adviser with an executive officer of the Company.

The Committee may retain, or receive advice from, any Compensation Adviser they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any Compensation Adviser that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice. The Committee shall evaluate whether any Compensation Adviser retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

V. Committee Chair

The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee as 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 during any Committee meeting, the Committee may designate a Chair pro tempore. Any member of the Committee may request that an item be included on the agenda.

VI. Meetings

The Committee shall meet at least once each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee may meet in person or by conference telephone. 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 shall report regularly to the Board with respect to its activities.

VII. Appointment/Removal

Members of the Committee shall be appointed by the Board at its annual meeting and shall generally serve until their successors are duly appointed and qualified. A member of the Committee shall be deemed to have resigned from the Committee at such time as such member shall have been removed from the Board pursuant to the

Bylaws of the Company, or such member has resigned or otherwise been terminated as a member of the Board. A member of the Committee shall also be deemed to have resigned from the Committee at such time as the Board shall have determined that such member is no longer an independent director of the Board.

VIII. Subcommittees; Delegation

As permitted by law or the Nasdaq listing standards, the Committee may delegate its duties and authority to a subcommittee or to members of management; provided, that any subcommittee members who are not also members of the Committee shall meet the composition requirements under the rules of the Nasdaq Global Select Market and Securities Exchange Commission and applicable state and federal laws to the extent that the subcommittee takes actions required to be taken by the Committee under such rules and laws.

IX. 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.

X. Minutes; Reports to Board of Directors

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

XI. Disclosure of Charter

This Charter shall be made available on the Company's website at:

<http://investor.laynechristensen.com/governance.cfm>