

Layne Christensen Company
Corporate Governance Guidelines

Amended and restated by
Board of Directors
as of April 6, 2017

The Board of Directors (the "Board") of Layne Christensen Company (the "Company") has adopted these Corporate Governance Guidelines (these "Guidelines"), in order to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and the stockholders of the Company. These Guidelines should be interpreted in the context of all applicable laws and the Company's Certificate of Incorporation, Bylaws, and other corporate governance documents of the Company. These guidelines are not intended to, nor do they, replace the legal obligations of the Board, but are intended to facilitate the efficient execution of such obligations. The Guidelines are necessarily subject to review and modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company's stockholders, and as required by applicable laws and regulations.

I. Role of the Board

On behalf of and for the benefit of the stockholders of the Company, the role of the Board is to assure that the long term interests of the stockholders are served and maximized and to provide effective governance over the Company's affairs and oversight of the Company's business conducted by its employees, managers and officers under the direction of the Company's Chief Executive Officer. The Board serves as the ultimate decision-making body of the Company except for those matters reserved to the stockholders. The Board acts as an advisor and counselor to management and monitors its performance.

In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- Selecting, evaluating and (upon recommendation by the Compensation Committee) compensating the Chief Executive Officer, overseeing the Chief Executive Officer's succession planning, and taking other appropriate actions in the event of an emergency or upon the retirement or, when warranted, removal of the Chief Executive Officer;
- Providing counsel and oversight regarding the selection, evaluation, development and (upon recommendation by the Compensation Committee) compensation of management;
- Reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- Overseeing the Company's risk assessment and risk management programs, policies and procedures, assessing major risks facing the Company, overseeing the Company's management of those risks, and reviewing options for their mitigation;
- Ensuring processes are in place for maintaining the integrity of the Company and its financial statements, compliance with law, high ethics and relationships with customers, suppliers, and stockholders; and
- Reviewing, and where appropriate, approving and evaluating policies for corporate conduct, including maintenance of disclosure controls and procedures, accounting, financial and other controls, and reviewing the adequacy of compliance systems and controls.

II. Selection and Composition of the Board; Director Qualification Standards

The Board will consist of a majority of directors who are independent as determined in accordance with The Nasdaq Stock Market LLC listing standards. The Nominating & Corporate Governance Committee will annually evaluate and make recommendations to the Board concerning the appropriate size and needs of the Board. The Nominating & Corporate Governance Committee will identify potential director candidates and recommend for the Board's selection nominees for election as directors in accordance with the Nominating & Corporate Governance Committee's charter.

Board members should act in a thorough and inquisitive manner, be objective and have practical wisdom and mature judgment. Board members must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, including advance review of meeting materials, and should be committed to serve on the Board and its committees for an extended period of time. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as an outstanding director. Board members should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities. The Board, and specifically the Nominating & Corporate Governance Committee, would then evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new personal circumstances.

In considering, evaluating and selecting nominees for the Board, the Nominating & Corporate Governance Committee shall search for director candidates (a) who: (i) have the highest personal and professional integrity, (ii) have demonstrated the kind of ability and judgment to work effectively with other members of the Board to serve the long-term interests of the stockholders, (iii) have significant business or public experience relevant and beneficial to the Board and the Company, (iv) are able to contribute diverse views and perspectives to the Board, including diversity in gender, ethnicity, experience, and background, (v) are willing and able to make a sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a director, including regular attendance at Board and committee meetings, and (vi) are committed to the long-term growth and profitability of the Company; and (b) who if elected would result in at least a majority of the Board members meeting the independence requirements of the Nasdaq listing standards.

In evaluating the suitability of individual Board members, the Board takes into account many factors, including, but not limited to, the following: (a) general understanding of management, marketing, accounting, finance and other elements relevant to the Company's success in today's business environment; (b) an understanding of the principal operational, financial and other plans, strategies and objectives of the Company; (c) the results of operations and the financial condition of the Company and its significant business segments for recent periods; (d) an understanding of the relative standing of the Company's significant business segments vis-à-vis competitors; and (e) educational and professional background.

The Board values the contributions of directors whose years of service have given them insight into the Company and its operations and believes term limits are not necessary.

III. Meetings; Annual Meeting of Stockholders

The Board has at least four scheduled meetings a year at which it reviews and discusses reports by management, Board committees, outside auditors and other consultants. Such reports address the performance of the Company, its business plans and long-term strategies, potential opportunities, as well as challenges facing the Company. The Board shall meet at such other times as determined appropriate by the Chairman of the Board or upon the request of a majority of the members of the Board.

Board members are expected to regularly attend Board and committee meetings, with the understanding that occasional absences may be unavoidable.

Board members are encouraged to attend the Company's annual meeting of stockholders.

IV. Board Leadership

The Chairman of the Board will be appointed by the Board and preside at all Board meetings and, in his or her absence, the Board shall designate another director to preside at such meeting.

The position of Chairman shall be held by an independent director. The Chairman oversees the planning of the annual Board calendar, and, with the Chief Executive Officer, in consultation with the other directors, schedules and sets the agenda for meetings of the Board and leads the discussion at such meetings. The Chairman also presides at executive sessions, serves as a liaison between the Chief Executive Officer and the independent directors, sees that directors receive appropriate and timely information, assists the Chairmen of each of the Board committees in preparing agendas for the respective committee meetings, chairs the Company's annual meetings of stockholders, is available in appropriate circumstances to speak on behalf of the Board, and performs such other functions and responsibilities as set forth in these guidelines, the Company's bylaws, or as requested by the Board from time to time.

At the invitation of the Board, members of management recommended by the Chairman of the Board and Chief Executive Officer may attend Board meetings or portions thereof to participate in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations.

V. Orientation; Access to Management and Advisors; Continuing Education

The Company will provide, and new directors are expected to participate in, an orientation process for new directors that includes written materials, meetings with key management and visits to Company facilities.

Board members will have complete access to Company management.

The Board, as necessary and appropriate, may contact and retain independent advisors to assist in carrying out its duties and responsibilities. Any fees and expenses of any advisor shall be funded by the Company. Further, each director may participate at the Company's expense in independent continuing director educational programs as are necessary in order to maintain the requisite level of expertise to perform his or her responsibilities as a director, including programs addressing legal, financial and regulatory issues.

VI. Meetings of Independent Directors

The Company's independent directors will meet in executive sessions on a regular basis (at least twice a year) to discuss any matters they deem appropriate. The Chairman of the Board will act as the chair at meetings of independent directors. In the absence of the Chairman of the Board (or the lead independent director, as the case may be), the remaining independent directors may select a chair pro tempore to serve as chair of the executive session. Following each meeting, the Chairman of the Board, lead independent director, or chair pro tempore, as the case may be, will report the results of deliberations and any recommendations to the full Board.

VII. Function of Committees

It is the general policy of the Company that all major decisions be considered by the Board as a whole, except as otherwise required by applicable law or listing standards. Accordingly, the committee structure of the Board is limited to those committees considered to be basic to or required for the operation of a public company. Currently these committees are the Audit Committee, the Compensation Committee and the Nominating & Corporate Governance Committee. The Board may add new committees or remove existing committees, as it deems advisable for purposes of fulfilling its primary responsibilities.

Each of the Audit Committee, the Compensation Committee and Nominating & Corporate Governance Committee consists solely of independent directors. The Nominating & Corporate Governance Committee will make recommendations to the full Board on committee membership and committee chairs.

The committee chairs, in consultation with committee members and appropriate members of management, will determine the frequency, length and agenda of committee meetings. The meeting schedule will allow sufficient time to consider the agenda items. Committee materials will be delivered to members sufficiently in advance of the meeting to allow them to prepare for the meeting.

The committees will report to the full Board regarding meetings and any significant actions taken.

VIII. Code of Business Conduct and Ethics

The Board believes that the Company should maintain a code of business conduct and ethics that is applicable to all directors, officers and employees (the "Business Conduct Policy") to focus on areas of ethical risk, provide guidance to personnel to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and to foster a culture of honesty and accountability.

The Business Conduct Policy must comply with the definition of a "code of ethics" set forth in Section 406(c) of the Sarbanes-Oxley Act and any regulations thereunder. In addition, the Business Conduct Policy must provide (a) an enforcement mechanism that ensures prompt and consistent enforcement of the Business Conduct Policy, (b) protection for persons reporting questionable behavior, (c) clear and objective standards for compliance, and (d) a fair process by which to determine violations.

The Board shall resolve any conflict of interest question involving a director, the Chief Executive Officer or any executive officer, and the Chief Executive Officer and, as appropriate, the Chairman of the Board of Directors, shall resolve any conflict of interest issue involving any other officer or employee of the Company and will advise the Board of Directors, as appropriate. Any "related party transactions" shall be reviewed and approved by the Audit Committee as provided in the Audit Committee's charter.

IX. Chief Executive Officer Succession Planning

Assuring that the Company has the appropriate management talent to successfully pursue the Company's strategies is one of the Board's primary responsibilities. To fulfill this responsibility the Board shall assure that the Company has in place an appropriate plan to address Chief Executive Officer succession should the Company's Chief Executive Officer become unexpectedly disabled, Chief Executive Officer succession in the ordinary course of business, and succession for key members of senior management. The Board shall annually review the senior executive team's experience, skills, and competencies and will assess which, if any, of the executives possess, or have the ability to develop, attributes the Board believes are necessary to lead and achieve the Company's goals. The Company's succession plan shall be reviewed annually by the Board.

X. Communications From Stockholders

Stockholders of the Company may send communications to the Board. The executive officers of the Company shall establish procedures pursuant to which stockholders may communicate with the Board, an individual director, or all independent directors. Such procedures may require stockholders to send communications by one or all of the following:

- mailing a letter to the attention of the Board, a specific director, or all independent directors (c/o the General Counsel or other officer as designated by the Company) at the Company's headquarters;
- sending a message through the Company's website at <http://investor.laynechristensen.com/contactus.cfm>
- by completing the form and indicating in the message box that the message is for the Board, a specific director, or all independent directors; or
- other means as disclosed to stockholders in accordance with proxy disclosure requirements.

Upon receipt of a communication for the Board or an individual director, the General Counsel or other designated officer will promptly forward any such communication to the director or directors specified.

Neither the Board nor a specific director is required to respond to a stockholder communication and when responding will do so only in compliance with these Corporate Governance Guidelines. To avoid selective disclosure, the Board or the individual directors may respond to a stockholder's communication only if the communication and the response involve information which is not material or which is already public. In which case, the Board, as a whole, or the individual director may respond:

- directly, following consultation with the General Counsel or other advisors, as the Board determines appropriate;
- through the office of the General Counsel or other designated officer, following consultation with the General Counsel or other advisors, as the Board determines appropriate;
- directly, without additional consultation;
- through the office of the General Counsel or other designated officer, without additional consultation; or
- pursuant to such other means as the Board determines appropriate from time to time.

If the communication or the response involves material non-public information, the Board or individual director will not provide a response to the stockholder. The Company may, however, publicly provide information responsive to such communication if (following consultation with the General Counsel or other advisors, as the Board determines appropriate)

the Board determines disclosure is appropriate. In which case, the responsive information will be provided in compliance with Regulation FD and other applicable laws and regulations.

XI. Periodic Review and Evaluation

The Board and/or the Nominating & Corporate Governance Committee will review these Guidelines from time to time.