



**TESCO CORPORATION**  
**Corporate Governance and Nominating Committee Charter**  
Rev 05 August 9, 2012

1. Establishment of Corporate Governance and Nominating Committee. The Board of Directors (the "Board") of Tesco Corporation (the "Company") hereby establishes a committee to be called the Corporate Governance and Nominating Committee (the "Committee").
2. Purpose. The Committee's purpose is to develop the approach of the Company to matters of corporate governance and, from time to time, to review such approach and make recommendations to the Board of the Company in respect of such matters. In addition, the Committee shall advise the Board on corporate governance and related matters.
3. Composition.
  - (a) The Committee shall be composed of not less than three directors of the Company and at least one quarter of the members of the Committee shall be resident Canadians.
  - (b) The Committee and its members shall, in the judgment of the Board, meet such independence standards as are required by law, regulation or stock exchange listing requirements applicable to the Company and the Committee ("applicable legal requirements").
  - (c) Members shall be appointed annually by the Board from among directors of the Company. The Chair of the Committee shall be appointed by the Board. A director shall automatically cease to be a member of the Committee upon ceasing to be a director of the Company.
4. Responsibilities. Subject to the powers of the Board and in addition to any other responsibilities assigned to the Committee by the Board, the Committee shall:
  - (a) annually review the composition and size of the Board, having regard to the desired experience, mix of skills and other qualities, taking into account the current Board members and the specific needs of the Company;
  - (b) make recommendations to the Board, for its review and approval, of nominees for election as directors and members of standing committees of the Board. In recommending to the Board nominees for directors and members of standing committees of the Board, the Committee shall take into account (i) the competencies and skills that the Board considers to be necessary for the Board or the applicable committee, as a whole, (ii) the competencies and skills that the Board considers each individual director to possess, (iii) the competencies and skills nominee will bring to the Board or applicable committee, and (iv) whether the nominee has sufficient time and resources to devote to his or her duties as a member of the Board;
  - (c) review and recommend to the Board succession plans for key officers of the Company;
  - (d) review and recommend to the Board required disclosure relating to corporate governance practices;
  - (e) develop the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines. In addition, the Committee shall annually review and assess:
    - (i) the Company's corporate governance systems;
    - (ii) the charter of the Board and each committee of the Board;
    - (iii) the position descriptions for the Chief Executive Officer, the Chairman of the Board, and the Chair of each committee of the Board;
    - (iv) and the Company's Code of Business Conduct and Ethics (the "Code");
  - (f) oversee director orientation and continuing education;
  - (g) monitor compliance with the Company's Code, as requested by the Audit Committee, from time to time;
  - (h) annually assess the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors. The Committee shall review this Charter at least annually or, where



circumstances warrant, at such shorter interval as is necessary, to determine if further additions, deletions or other amendments are required.

5. Administrative.

- (a) The administrative provisions set forth in Section 3 of the Company's Board of Directors Charter shall apply to the Committee.
- (b) The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.