

FLOTEK INDUSTRIES, INC.

Corporate Governance and Nominating Committee Charter

Composition

The Committee shall consist of at least three Directors. Each member of the Committee shall (1) be independent and qualified under standards established by applicable law and the listing standards of the New York Stock Exchange. Committee members shall be appointed by the Board of Directors annually and as vacancies occur on the Committee. Committee members may be removed by the Board at any time. The Board shall appoint one member of the Committee as chairperson. He or she shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board of Directors. If the chair of the Committee is not present at a meeting, the members of the Committee may designate a chair. The Committee may designate one or more subcommittees consisting of at least one member to address specific issues on behalf of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall have the power and duty to:

1. Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board.
2. Recommend to the full Board:
 - (a) candidates to fill vacancies on the Board as they occur; and
 - (b) prior to each annual meeting of shareholders, a slate of nominees for election or reelection as Directors by the shareholders at the annual meeting.
3. The Committee shall identify individuals qualified to serve as potential Board members, consistent with criteria approved by the Board, which includes factors such as independence, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees. The Committee has the sole authority and responsibility to select, evaluate, retain and, where appropriate, terminate any search firm to be used to identify qualified director candidates, including the sole authority to approve such search firm's fees and other retention terms.
4. In evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors.
5. Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine

whether it may be appropriate to add or remove individuals after considering the factors described above.

6. Consider rotation of committee members and committee Chairmen.
7. Review potential candidates for the Board suggested to it and report to the Board regarding results of such review.
8. Consider candidates to serve as Board members that are submitted by shareholders of the Company in accordance with the notice provisions and procedures set forth in the by-laws of the Company. The Committee is responsible for assessing the appropriate mix of skills and characteristics required of Board members in the context of the needs of the Board at a given point in time and shall periodically review and update the criteria as deemed necessary. Diversity in personal background, race, gender, age and nationality, for the Board as a whole may be taken into account in considering individual candidates.
9. Periodically make recommendations to the Board with respect to the size of the Board.
10. Recommend to the Board the membership of the committees of the Board, other than this committee.
11. Make recommendations to the Board regarding corporate governance matters and practices, including formulating and periodically reviewing Corporate Governance Guidelines to be adopted by the Board.
12. Develop and recommend to the Board the Company's Corporate Governance Guidelines. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.
13. Be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
14. Oversee compliance with the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and report on such compliance to the Board.
15. Review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and make a recommendation to the Board with respect to such request for a waiver. Any waivers approved by the Committee shall be promptly reported to the Audit Committee.
16. Review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.
17. Review all related party transactions and determine whether such transactions are appropriate for the Company to undertake and, if so, the Committee is authorized to approve

such transactions. Any related party transactions approved by the Committee shall be promptly reported to the Audit Committee.

18. Review periodically with the Company's counsel, in light of changing conditions, new legislation and other developments, the Company's Code of Business Conduct and Ethics and make recommendations to the Board for such changes to the Standards as the Committee shall deem appropriate.

19. Review its own performance and reassess the adequacy of this charter at least annually in such manner as it deems appropriate, and submit such evaluation including any recommendations for change, to the Board for review, discussion and approval.

20. Review executive development and executive succession plans, including succession planning strategies for the Company's senior management positions.

21. Perform such other functions as may from time to time be assigned by the Board of Directors.

Meeting Times

The Committee shall meet on a regular basis as any member of the Committee may request. Meetings must occur no less often than an annual basis.

Adopted: August 30, 2011