

PATTERSON-UTI ENERGY, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee of the Board is to identify individuals qualified to become Board members, to select or recommend for selection by the Board director nominees for the next annual meeting of shareholders, to recommend nominees for Board committees, to review the Company's Code of Business Conduct and Corporate Governance Guidelines, to develop and continually make recommendations with respect to corporate governance principles and to oversee the annual evaluation of the Board. This Charter sets out the structure and responsibilities of the Nominating and Corporate Governance Committee.

I. Structure and Qualifications

The Nominating and Corporate Governance Committee shall consist of at least three directors all of whom shall be independent. The members of the Committee shall be appointed by the Board and may be removed by the Board at any time. One member shall be appointed as Chair of the Committee by the Board.

To be considered independent the director must meet the requirements of the definition of "Independent Director" under Rule 5605(a)(2) of the Nasdaq Stock Market Rules and the requirements of Rule 10A-3(b)(1) of the rules and regulations under the Securities Exchange Act of 1934, as amended.

The Nominating and Corporate Governance Committee may delegate any of its powers and responsibilities to a subcommittee of the Committee.

II. Meetings

The Nominating and Corporate Governance Committee shall meet as often as may be deemed necessary or appropriate, in its judgment.

III. Responsibilities

1. Develop and recommend to the Board a set of corporate governance guidelines for the Company and continually review and make recommendations with respect thereto.
2. Study and review with management the overall effectiveness of the organization of the Board and the conduct of its business, and report and make recommendations to the Board as appropriate.
3. Annually review and evaluate the performance of the Board, each committee, and each director, and review and discuss the results of the evaluations with the Board and its committees.

4. Review and make recommendations to the Board regarding the skills, characteristics and other criteria for director nominees.
5. Consider candidates to be elected directors, including nominees for directors recommended by stockholders of the Company, provided such recommendations are made in accordance with all legal requirements, including all applicable provisions of the Company's Certificate of Incorporation and Bylaws. The Committee shall recommend to the Board the nominees for directors to be elected at the Company's annual meeting. The Committee shall also recommend to the Board, from time to time, nominees for each of the committees of the Board.
6. At least annually review with the Chairman and the Chief Executive Officer of the Company succession plans for all key executive officers of the Company.
7. Review annually the Company's Code of Business Conduct and confirm to the Board the Company's program relating to monitoring compliance therewith.
8. Possess the sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal and external legal, accounting and other advisors.
9. Report to the Board at Board meetings immediately following each meeting of the Committee.
10. Review this Charter at least annually and recommend any proposed changes to the Board for approval.