



INPUT/OUTPUT, INC.

GOVERNANCE COMMITTEE CHARTER

The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and to oversee the evaluation of the Board and the Company’s management.

The Committee shall consist of a minimum of three directors. The members of the Committee shall meet the independence requirements of the listing standards of the New York Stock Exchange or a valid exemption thereto. The members of the Committee shall be appointed by the Board.

The Chairman of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman. Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the independent directors then serving on the Board.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. Any member of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone shall constitute a quorum.

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities, and may retain, at the Company’s expense and with or without Board approval, such independent counsel, accountants, consultants or other advisers as it deems necessary to assist the Committee in carrying out its responsibilities. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms, such fees to be borne by the Company.

To the extent allowed by applicable law, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. The Committee shall make regular reports to the Board.

The Committee shall:

1. Review Director nominations for re-election to a new term. Review shareholder and other Board member nominations. Review the background and qualifications of individuals being considered as director candidates. Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, consistent with criteria approved by the board.
2. Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board.
3. Review annually the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills and expertise required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE.
4. Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, and recommend individual directors to fill any vacancy that might occur on a committee.
5. Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
6. Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
7. Serve as a forum for ideas and suggestions to improve the Board's effectiveness.
8. Recommend to the Board improvements to the format of Board meetings.
9. Oversee the self-evaluation of the Board and each of the Board committees.
10. Review any actual or potential conflict of interest between the Company and any director (or any member of the director's immediate family) having a personal interest in any matter before the Board, and make a report and recommendation to the Board.

11. Develop and review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and recommend any desirable changes to the Board; and consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

12. Recommend Board member retention and retirement policies.

13. Recommend Board member compensation for services as a director or member of any committee of the Board.

14. Review and reassess the adequacy of this Charter and the adequacy of its own performance annually and recommend any proposed changes to the Board for approval.

15. Review CEO and executive succession.

16. Oversee the evaluation of the chief executive officer of the Company.

17. Report regularly to the Board on its activities, as appropriate.

18. Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

Nothing contained in this Charter is intended to create, or should be construed as creating, any liability of the members of the Committee, except to the extent otherwise provided under the applicable laws of the State of Delaware, which shall continue to set the legal standard for the conduct of the members of the Committee.

This Charter may be amended from time to time by resolution of the Board.

Adopted by the Board of Directors on May 23, 2006.