

Trecora Resources
Third Amended and Restated
Nominating and Governance Committee Charter
(Amended May 15, 2019)

I. Purpose

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Trecora Resources ("Trecora Resources") is:

1. To recommend to the Board candidates to be nominated for election as directors by shareholders at each Trecora Resources' annual meeting of shareholders, consistent with the operating requirements of Trecora Resources and other considerations the Committee deems appropriate, as approved by the Board;
2. To oversee and implement Trecora Resources' Corporate Governance Guidelines and Standards of Business Conduct; and
3. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

II. Membership

1. **Membership and Appointment.** The Committee shall consist of at least two directors or such greater number of directors as the Board appoints. Committee members will serve for such terms as the Board may fix, and in any case at the Board's will, whether or not a specific term is fixed.
2. **Qualifications; Independence.** Each director on the Committee will have such qualifications as the Board determines. In addition, each director on the Committee must have been determined by the Board to be independent within the meaning of applicable laws and listing standards, as amended from time to time, and must otherwise meet the requirements for Committee membership as determined by applicable law and listing standards.
3. **Removal.** Subject to applicable listing standards, the entire Committee or any individual director on the Committee may be removed from office with or without cause by the affirmative vote of a majority of the Board.
4. **Chair.** The Board may designate a Chair of the Committee (the "Chair") who may or may not be an independent director. In the absence of such designation, the Committee may designate the Chair who may or may not be an independent director by majority vote of the Committee. From time to time, the Chair may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

III. Procedures

1. **Number of Meetings.** The Committee will convene at least two times each year, with additional meetings as appropriate.
2. **Quorum.** A quorum of the Committee will consist of at least 50% of the members of the Committee but in no case less than two directors.
3. **Agenda.** The Chair will establish the agenda, with input from management, staff, the lead independent director and other directors on the Committee and the Board as appropriate.

4. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities. The Chair shall designate a person who need not be a member thereof to act as secretary of the Committee.

5. **Executive Sessions.** As appropriate, the Committee may meet in executive sessions.

6. **Delegation of Authority.**

(a) The Committee may create a subcommittee of the Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing standards.

(b) The Committee may delegate any of its duties and responsibilities to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards.

(c) Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.

(d) The Committee may terminate any such subcommittee and revoke any such delegation at any time.

7. **Authority to Retain Advisors.** In the course of its duties, the Committee shall have sole authority, at Trecora Resources' expense, to engage and terminate consultants or search firms, as the Committee deems advisable, to identify director candidates, including the sole authority to approve the consultant or search firm's fees and other retention terms. The Committee also has the sole authority, at Trecora Resources' expense, to engage and terminate other advisors as the Committee deems appropriate to carry out its duties, including the sole authority to approve such other advisor's fees and any other retention terms.

8. **Charter Review.** The Committee annually will review and reassess the adequacy of this charter and submit any recommended changes to the charter to the Board for approval.

9. **Performance Review.** The Committee annually will undertake an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and report the results of such evaluation to the Board.

10. **Reporting to the Board.** The Committee will report regularly to the Board with respect to the Committee's activities.

IV. Responsibilities

The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards.

1. **Board and Committee Composition.** The Committee has the following responsibilities related to the composition of the Board and committees of the Board:

(a) Annually, with input from the Chief Executive Officer (the "CEO") and the Chair, the Committee will assess the size and composition of the Board in light of the operating requirements of Trecora Resources and other considerations the Committee deems appropriate, including:

(i) corporate governance policies;

(ii) applicable laws and listing standards;

- (iii) individual director performance, expertise, experience, qualifications, attributes, skills and willingness to serve actively;
- (iv) the number of other public and private company boards on which a director candidate serves;
- (v) consideration of director nominees proposed or recommended by shareholders and related policies and procedures; and
- (vi) other appropriate factors;

all as approved by the Board, and will make recommendations to the Board with respect to candidates for election as directors by shareholders at Trecora Resources' annual meeting.

(b) The Committee will work with the CEO/Chair in identifying and recruiting new directors and consider candidates proposed by shareholders as part of this process.

(c) The Committee will recommend to the Board the assignment of directors to committees of the Board to ensure that committee membership complies with the requirements of applicable laws and listing standards. Such recommendations take into account the experience, availability and preferences of the directors, as well as input from the lead independent director and the CEO/Chair.

(d) The Committee will conduct a preliminary review of director independence and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee, and will make recommendations to the Board relating to such matters.

(e) With input from the CEO/Chair, the Committee is responsible for and will oversee the orientation program Trecora Resources provides to new directors and will make recommendations regarding continuing education programs for directors, which may relate to corporate governance, trends in Trecora Resources' industries or other appropriate topics.

(f) The Committee shall also be responsible for developing a succession plan for the Board and for making recommendations to the Board on director succession matters.

(g) The Committee will review senior management selection and oversee executive succession planning, including reviewing the leadership development process for senior management.

2. **Outside Directorships.** The Committee will review and approve, as appropriate, any requests from Section 16 executive officers, as defined in the Securities Exchange Act of 1934, as amended ("Section 16 Executive Officers"), to stand for election to any outside for-profit boards of directors.

3. **Shareholder Proposals and Engagement.** The Committee will review shareholder proposals in conjunction with the CEO/Chair and recommend Board responses. The Committee will review and provide guidance to management and the Board on the framework for the Board's oversight of and involvement in shareholder engagement.

4. **Board, Committee and Management Evaluations.** The Committee will oversee the annual self-evaluation of the Board and its committees. The Committee will also ensure that an annual evaluation of the CEO is conducted by the lead independent director, in conjunction with human resources and the Compensation Committee, with input from all Board members. The Committee will also evaluate senior management in coordination with the Compensation Committee.

5. **Requests for Permissive Indemnification.** The Committee will review claims for

permissive indemnification under Article VIII of Trecora Resources' Amended and Restated Bylaws, provided that the Committee may delegate to such employee or employees of Trecora Resources as it deems appropriate such claims that:

- (a) are in the ordinary course of business;
- (b) do not involve a material financial commitment by Trecora Resources; and
- (c) do not involve Section 16 Executive Officers or directors.

Such employee or employees will report to the Committee on any activities pursuant to such delegation.

6. **Governance.** The Committee will oversee, implement, and develop, as appropriate, and, no less than annually, assess and make recommendations to the Board concerning Trecora Resources' Corporate Governance Guidelines and Standards of Business Conduct, as amended from time to time.

7. **Political Spending Policies and Practices.** The Committee will review, at least annually, Trecora Resources' policies and practices related to political and campaign contributions, and contributions to trade associations and other similar organizations that may engage in political activity as well as reports on Trecora Resources' political spending.

8. **General.** The Committee will fulfill any other duties or responsibilities the Committee deems necessary or appropriate as are consistent with the purpose of this charter, Trecora Resources' corporate governance documents and applicable listing standards, laws and regulations, or as expressly delegated to the Committee by the Board from time to time.

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.