

Trecora Resources
Nominating and Governance Committee Charter
(Amended August 18, 2021)

I. **Purpose:** The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Trecora Resources (the “Company”) is:

1. To recommend to the Board candidates to be nominated for election as members of the Board (individually a “Director,” and/or collectively as “Directors”) by the Company’s stockholders at each of the Company’s annual meetings of stockholders, consistent with the operating requirements of the Company and other considerations the Committee deems appropriate, as approved by the Board;
2. To oversee and implement the Board’s general corporate governance including oversight of the Company’s Corporate Governance Guidelines, and general oversight of the charters of each committee of the Board and the annual self-evaluation conducted by the Board and each committee of the Board; 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 will 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, and must otherwise meet the requirements for Committee membership as required by, applicable law, rules and regulations including the standards specified in the corporate governance rules of the applicable stock exchange on which the Company’s stock trades, and other facts and circumstances the Board considers relevant.
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”). In the absence of such designation, the Committee may designate the Chair 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 four 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 meeting agenda for all meetings of the Committee, with input from the Company's senior management, staff, the Chair of the Board, the Lead Independent Director (if any), and other Directors on the Committee and the Board as appropriate. Whenever reasonably practicable, the agenda will be circulated to each member prior to the meeting.
 4. **Minutes**: Minutes of each meeting of the Committee will be kept to document the discharge by the Committee of its responsibilities. The Chair will 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 will have sole authority, at the Company's 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 the Company's 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**: At least annually, the Committee will review and reassess the adequacy of this Charter, and submit any recommended changes to this Charter to the Board for approval.
 9. **Committee Self-Evaluation**: At least annually, the Committee will conduct a self-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 law, rules and regulations including the standards specified in the corporate governance rules of the applicable stock exchange on which the Company's stock trades.

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 Company's Chief Executive Officer (the "CEO") and the Chair of the Board, the Committee will assess the size and composition of the Board in consideration of the operating requirements of the Company and other considerations the Committee deems appropriate, including:
 - (i) corporate governance policies;
 - (ii) applicable law, rules and regulations including the standards specified in the corporate governance rules of the applicable stock exchange on which the Company's stock trades
 - (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 stockholders at the Company's annual meeting of stockholders.
 - (b) The Committee will maintain separate guidelines describing the desired qualifications for non-employee Directors which, at a minimum, will comply with all applicable laws, rules and regulations including the standards specified in the corporate governance rules of the applicable stock exchange on which the Company's stock trades and other facts and circumstances the Board considers relevant. At least annually, the Committee will review these guidelines for any changes that the Committee may deem appropriate and will make recommendations of such changes to the Board for approval.
 - (c) At least annually, the Committee will conduct a review of the independence of each Director, and, in coordination with the Audit Committee, the financial literacy and expertise of each member of the Audit Committee and any nominees who may be asked to serve on the Audit Committee, and the Committee will make any necessary recommendations to the Board relating to such matters.
 - (d) The Committee will work with the Chair of the Board and the Company's CEO in identifying and recruiting new Directors and consider candidates proposed by shareholders as part of this process.

- (e) 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 Chair of the Board, the Lead Independent Director (if any), and the Company's CEO.
- (e) With input from the Chair of the Board and the Company's CEO, the Committee is responsible for and will oversee the orientation program that the Company provides to new Directors and will make recommendations regarding continuing education programs for Directors, which may relate to corporate governance, trends in the Company's industries or other appropriate topics.
- (f) The Committee will 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 the Company's senior management selection and oversee executive succession planning, including reviewing the leadership development process for the Company's senior management.

2. **Outside Directorships:**

- (a) The Committee will review and approve, as appropriate, any requests from any Director to stand for election to the board of directors of any other public company, private company, and/or non-profit organization. At least annually, the Committee will conduct a review of all Directors' service on the boards of directors of any such entities.
- (b) 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 the board of directors for any outside for-profit public or private company.

3. **Stockholder Proposals and Engagement:** The Committee will review stockholder proposals in coordination with the Chair of the Board and the Company's CEO and provide the Board with recommended responses. The Committee will review and provide guidance to the Company's senior management and the Board on the framework for the Board's oversight of and involvement in stockholder engagement.

4. **Governance:** The Committee will oversee, implement, and develop, as appropriate, and, at least annually, assess for any necessary change, and make recommendations to the Board concerning the Company's Corporate Governance Guidelines, and will submit any recommended changes to the guidelines to the Board for approval.

5. **Other Committee Charter Review:** At least annually, the Committee will ensure that the other committees of the Board will: (a) conduct the review and reassessment of the adequacy of the charters of the such committees, and (b) submit any recommended changes to those charters to the Board for approval.

6. **Board Self-Evaluations:** The Committee will oversee the annual self-evaluation of the Board's performance and effectiveness, and will report the results of such self-evaluation

to the Board.

7. **Other Committee Self-Evaluations:** The Committee will also ensure that the other committees of the Board will conduct a self-evaluation of the performance and effectiveness of such committee and will report the the results of such self-evaluation to the Board.
8. **CEO and Senior Management Evaluations:** The Committee will ensure that the Compensation Committee, in coordination with the Chair of the Board (or if the Chair of the Board is not otherwise an independent Director, then with the Lead Independent Director), will conduct an annual evaluation of the performance of the CEO with input from all Board members. The Committee will also ensure that the Compensation Committee confirms that an annual evaluation of the performance of the other members of the Company's senior management is conducted by the CEO.
9. **Requests for Permissive Indemnification:** The Committee will review claims for permissive indemnification under Article VIII of the Company's Bylaws, provided that the Committee may delegate to such employee or employees of the Company as it deems appropriate such claims that:
 - (a) are in the ordinary course of business;
 - (b) do not involve a material financial commitment by the Company; 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.
10. **Political Spending Policies and Practices:** The Committee, in coordination with the Audit Committee, will review, at least annually, the Company's 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 the Company's political spending.
11. **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, the Company's corporate governance documents and applicable law, rules and regulations including the standards specified in the corporate governance rules of the applicable stock exchange on which the Company's stock trades, 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.

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