

Trecora Resources

Second Amended and Restated Compensation Committee Charter

(Amended November 17, 2017)

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Trecora Resources (“Trecora Resources”) is:

1. To specify the powers and responsibilities of the Board relating to compensation of Trecora Resources’ executives and directors.
2. To prepare the report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in Trecora Resources’ annual proxy statement and annual report on Form 10-K.
3. To review and discuss with management the Trecora Resources’ Compensation Discussion and Analysis required by the Commission rules to be included in Trecora Resources’ proxy statement and annual report on Form 10-K.
4. To provide general oversight of Trecora Resources’ compensation philosophy and structure including incentive compensation plans, equity compensation plans and benefits programs.
5. To perform such other duties and responsibilities as are enumerated in or are expressly delegated to the Committee by the Board 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. In addition, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “1934 Act”) and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code, as amended.
3. **Removal.** Subject to applicable listing standards, the entire Committee or any individual director on the Committee may be removed with or without cause by the affirmative vote of a majority of the Board upon the recommendation of the Nominating and Governance Committee.
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 agenda, with input from management, staff 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 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, including the administration of equity incentive or employee benefit plans, 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 outside compensation consultants, counsel, and other experts and advisors as the Committee deems advisable, with respect to the evaluation of director, Chief Executive Officer (the "CEO") or other executive compensation or other matters, including the sole authority to approve the consultant or advisor's fees and other retention terms.
8. **Charter Review.** The Committee annually will review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the Nominating and Governance Committee and 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 will report the results of such evaluation to the Nominating and Governance Committee and the Board.
10. **Reporting to the Board.** The Committee will report regularly to the Board with respect to the Committee's activities. As a matter of practice, the Committee expects to discuss with the Board significant matters, such as material changes to executive officer (within the meaning of Section 16 of the 1934 Act, as amended ("Section 16 Executive Officer")) compensation and severance arrangements, and other significant matters.

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. **Evaluate Human Resources and Compensation Strategies.** The Committee will oversee and evaluate Trecora Resources' overall human resources and compensation structure, policies and programs, and assess whether these establish appropriate incentives and leadership development opportunities for management and other employees.

2. **Conduct Executive Performance Review and Set Executive Compensation.** The Committee will review and approve corporate goals and objectives relevant to the compensation of the CEO of Trecora Resources, evaluate, at least annually, the performance of the CEO in light of those goals and objectives and approve the CEO's annual compensation level, including salary, bonus, stock options, other stock incentive awards and long-term cash incentive awards, based on this evaluation. The Committee will also, at least annually, review and approve the annual compensation levels of other Section 16 Executive Officers, including salaries, bonuses, stock options, other stock incentive awards and long-term cash incentive awards, and evaluate the performance of the other Section 16 Executive Officers. In addition, the Committee, in its discretion, may review and act upon management proposals to designate key employees to receive stock options and stock or other bonuses. The Committee will review, as it considers appropriate in setting the CEO and other Section 16 Executive Officer compensation, Trecora Resources' performance and relative stockholder return, compensation at comparable companies, past years' compensation to the company's CEO and other executive officers, and other relevant factors. The peer group of comparable companies for such comparisons shall be determined by the Committee.

3. **Approve Severance Arrangements and Other Applicable Agreements.** The Committee will review and approve severance arrangements for the CEO and other Section 16 Executive Officers, including change-in-control provisions, plans or agreements, and, to the extent that any such agreements are entered into, employment agreements for the CEO and other Section 16 Executive Officers.

4. **Compensation Discussion and Analysis (the "CD&A") and Compensation Committee Report.** The Committee will review and discuss with management Trecora Resources' CD&A prepared in accordance with applicable law and regulations and determine whether to recommend to the Board that the CD&A be included in Trecora Resources' annual proxy statement and annual report on Form 10-K. The Committee will timely prepare and approve a Committee report on executive compensation for inclusion in Trecora Resources' proxy statement and Form 10-K as required by the SEC.

5. **Oversight of Equity-Based and Incentive Compensation Plans.** The Committee will supervise and administer Trecora Resources' incentive compensation and equity-based plans and may approve, amend, modify, interpret or ratify the terms of, or terminate, any such plan to the extent that such action does not require shareholder approval; make recommendations to the Board with respect to incentive-compensation plans and equity-based plans as appropriate; provide for accelerated vesting of options, foreign stock appreciation rights, stock appreciation rights and restricted stock and units, and determine the post-termination exercise periods for such awards, in connection with divestitures or otherwise; and delegate certain of such functions to the extent set forth herein.

6. **Oversight of Employee Benefit Plans.** The Committee will monitor the effectiveness of non-equity based benefit plan offerings, in particular benefit plan offerings and perquisites pertaining to Section 16 Executive Officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by Trecora Resources. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent set forth herein.

7. **Monitor Workforce Management Programs.** The Committee will monitor the effectiveness of workforce management programs that are global in scope, including global restructuring programs. The Committee also will periodically review reports in order to monitor workforce diversity and equal employment opportunity issues.

8. **Set Director Compensation.** The Committee will establish compensation policies and practices for directors for service on the Board and its committees. The Committee will recommend to the Board and regularly review the appropriate level of director compensation.

9. **Monitor Director and Executive Stock Ownership.** The Committee will develop and monitor compliance by Section 16 Executive Officers and directors with Trecora Resources' stock ownership guidelines and periodically review such guidelines.

10. **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 relating to Trecora Resources' compensation programs.

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.