

CORE LABORATORIES N.V. COMPENSATION COMMITTEE CHARTER

This Charter governs the operations of the Compensation Committee (the “**Committee**”), a standing committee of the Board of Supervisory Directors (the “**Board**”) of Core Laboratories N.V. (the “**Company**”).

Purposes. The purposes of the Compensation Committee are:

To review, evaluate, and approve the agreements, plans, policies and programs of the Company to compensate the Company’s senior executive officers and non-employee Supervisory Directors.

To produce a report on executive compensation each year and to approve publication of the report in the Company’s proxy statement for its annual meeting.

To otherwise discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors.

To perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee shall consist of at least two (2) members, appointed by the Board, all of whom are members of the Board and are “independent” for purposes of the rules of the New York Stock Exchange and, to the extent consistent therewith, the Dutch Corporate Governance Code, in each case as applicable to the Company. No more than one member of the Committee shall be a member of the management board of directors of another Dutch listed company.

The Board shall designate one member of the Committee as its chairperson (the “**Chair**”).

The Board may remove or replace any member of the Committee at any time.

Authority and Responsibilities. Each year the Committee shall:

Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “**CEO**”); evaluate the performance of the CEO in light of those goals and objectives; and approve the compensation of the CEO based on this evaluation.

Review and make recommendations to the Board with respect to the compensation of all non-employee Supervisory Directors.

Review and make recommendations to the Board with respect to the Company’s incentive-compensation plans and equity-based plans.

Review and approve all annual and other compensation arrangements and components for the CEO and the other senior executive officers, which may include the following:

- the annual base salary level,
- the annual incentive opportunity level,
- the long-term incentive opportunity level, and
- any special or supplemental benefits.

In determining the long-term incentive component of compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers and executive officers at comparable companies, and the awards given to the CEO and the senior executive officers in past years.

Review and evaluate its own performance and submit itself to the review and evaluation of the entire Board.

Review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

Review and recommend to the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation ("**say-on-pay**"). This review should take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company.

Following each stockholder meeting at which say-on-pay resolutions are proposed for a stockholder advisory vote, the Committee will review the results of the advisory vote, and consider whether to make any adjustments to the Company's executive compensation policies and practices.

When and as appropriate, the Committee shall:

As requested by the Board (but not less than annually), make reports to the Board, directly or through the chairperson.

Review and approve all employment agreements, severance arrangements and change-in-control agreements and provisions for the CEO and the other senior executive officers.

Review and approve, pursuant to Rule 16b-3(d) ("**Rule 16b-3(d)**") promulgated under the Securities Exchange Act of 1934 (the "**Exchange Act**"), any transaction described in Rule 16b-3(d) in equity securities of the Company, or derivatives of those equity securities, between the Company and any person who is subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act (it being understood that the exercise of stock options are not described in Rule 16b-3(d) and are exempt from the provisions of Section 16(b)).

The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of non-employee Supervisory Director, CEO or senior executive officer compensation. The Committee shall have sole authority to approve the consultant's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of such consultants. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

Prior to any such engagement, the Committee will analyze the relationships such counsel, consultants or advisors have with members of the Committee as well as management and the Company as a whole. This analysis will include the specific factors identified by the Securities and Exchange Commission and NYSE that affect the independence of compensation advisors.