

DRIL-QUIP, INC.

Compensation Committee Charter

Purpose

The Board of Directors (the “Board”) of Dril-Quip, Inc., a Delaware corporation (the “Company”), has adopted this Charter of the Compensation Committee (the “Committee”) as of the date stated below. The Committee is appointed by the Board to assist the Board in fulfilling its responsibilities with respect to executive compensation.

In fulfilling its role, the Committee shall assist the Board in establishing the compensation of the directors and executive officers of the Company in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practice and the requirements of applicable law and regulations and rules of applicable regulatory bodies.

Responsibilities

The principal responsibilities of the Committee are as follows:

- Perform an annual performance evaluation and assessment of the effectiveness of the Committee and report its findings to the Board.
- Review and approve corporate goals and objectives relevant to chief executive officer compensation; evaluate the chief executive officer’s performance in light of those goals and objectives; and either as a committee or together with other independent directors (as directed by the Board), determine and approve the chief executive officer’s compensation based on that evaluation, including administering, negotiating any changes to and determining amounts due under the employment agreement of the chief executive officer. In determining the long-term incentive component of the compensation of the chief executive officer, the Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards made to the chief executive officer in past years and such other factors that the Committee deems relevant.
- Review and approve, or make recommendations to the Board with respect to, the compensation of other executive officers, and oversee the periodic assessment of the performance of such officers.
- From time to time consider and take action on the establishment of and changes to incentive compensation plans, equity-based compensation plans and other benefit plans, including making recommendations to the Board on plans, goals or amendments to be submitted for action by the Company’s stockholders.
- Administer the Company’s compensation plans that it is assigned responsibility to administer, including authorizing the issuance of the Company’s common stock and taking other action on grants and awards, determinations with respect to

achievement of performance goals, and other matters provided in the respective plans.

- Review from time to time when and as the Committee deems appropriate the compensation and benefits of non-employee directors, including compensation pursuant to equity-based plans, and approve, or make recommendations to the Board with respect to, any changes in such compensation and benefits.
- Prepare and approve a compensation committee report on executive compensation as required by the Securities and Exchange Commission (the “SEC”) to be included in the Company’s proxy statement for the annual meeting of stockholders (or in the Company’s Annual Report on Form 10-K if required to be included therein).
- Review and approve any equity-based plans and awards that are not subject to stockholder approval pursuant to applicable law, rules and regulations.
- Fulfill such other duties and responsibilities as are consistent with the purposes of the Committee enumerated in this Charter or as may be delegated by the Board from time to time.

Membership and Meetings

The Committee shall be appointed by the Board and shall consist of not less than two members of the Board, each of whom shall serve at the discretion of the Board. The Committee shall elect a Chairman (if the Board has not designated one), who shall be responsible for scheduling meetings of the Committee, determining the agendas for meetings (following consultation, as the Chairman considers appropriate, with other members of the Committee and with management), presiding over meetings of the Committee and coordinating reporting to the Board. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

The Board shall select as members of the Committee only persons the Board has determined to be independent in accordance with the independence requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the New York Stock Exchange (the “NYSE”). In addition, the Board intends that each member of the Committee meet the definitions of (a) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Exchange Act, and (b) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Committee shall meet at such times and with such frequency as it determines to be necessary or appropriate, or as meetings may be called by the Chairman of the Committee, any two members of the Committee, or the Chairman of the Board. The Committee may invite members of management or others to attend meetings and/or to furnish pertinent information. The Committee shall also meet in executive session as required. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

The Committee may adopt such further rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the bylaws of the Company, this Charter or the Company's Corporate Governance Guidelines.

Authority

In exercising its authority, duties and responsibilities under this Charter, the Committee shall have and may exercise all the powers and authority of the Board, except to the extent expressly restricted by law, the Company's certificate of incorporation or the Company's bylaws. For the purposes of this Charter, "compensation" shall include: (a) annual base salary, (b) bonus, (c) long-term incentive compensation, (d) equity-based compensation, (e) employment agreements and extensions thereto, severance arrangements and change in control agreements or provisions, (f) any special or supplemental benefits, including management perquisites, and (g) all other forms of compensation.

The Committee shall have the sole authority to retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other advisor (including any search firm engaged to assist in identifying director candidates) (collectively, "Compensation Advisors"), including the sole authority to approve the fees and other retention terms and to oversee the work of such Compensation Advisors, to assist the Committee in the discharge of its duties and responsibilities under this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to the Compensation Advisors. Prior to selecting any Compensation Advisors, the Committee shall take into consideration any factors regarding independence required by Section 303A.05(c) of the NYSE Listed Company Manual (which is effective on July 1, 2013), as amended from time to time, and the applicable rules of the SEC. The Committee may retain or obtain advice from any Compensation Advisor preferred by the Committee, including any that are not independent, after considering such specified factors. On an annual basis, the Committee shall review and assess the independence and performance of any compensation consultant for the prior year and make a determination of whether such compensation consultant will be retained to provide services to the Committee. In addition, the Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K promulgated by the SEC.

The Committee shall be assisted in its duties by the Company's human resources, legal and accounting staff and, to the extent it deems necessary or appropriate, by such other persons, who need not be employees of the Company, or organizations, with the expenses incurred in their use to be paid by the Company.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

As adopted by the Board of Directors on November 18, 2014 to be effective as of January 1, 2015.