



ION GEOPHYSICAL CORPORATION COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ION Geophysical Corporation (the “Company”) is to (a) oversee the Company's compensation and employee benefit plans and practices, including with regard to executive compensation and incentive-compensation and equity-based plans, (b) produce an annual report on executive compensation for inclusion in the Company's proxy statement, and (c) review and discuss with management the Compensation Discussion and Analysis required by SEC Regulation S-K, Item 402 (“CD&A”), and determine whether to recommend to the Board that the CD&A be included in the proxy statement, in each case in accordance with all applicable rules and regulations.

II. Composition

The Committee will be comprised of at least three directors appointed by the Board who qualify as independent directors (“Independent Directors”) under the listing standards of the New York Stock Exchange. Members of the Committee will also qualify as “non-employee directors” within the meaning of Securities and Exchange Commission Rule 16b-3. The Chairman of the Committee will be designated by the Board, *provided* that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

III. Meetings and Procedures

The Committee may establish its own rules of procedure, which shall be consistent with the Bylaws of the Company, this Charter and applicable law. The Committee may request that any directors, officers or employees of the Company, or other persons, attend any meeting of the Committee to provide such pertinent information and provide assistance to the Committee as the Committee deems necessary.

The Committee Chairman will report to the Board on actions taken by the Committee. To the extent allowed by state law, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members.

IV. Duties and Responsibilities

The following duties and responsibilities of the Committee are subject to the limitations, if any, set forth in the Company’s Bylaws and applicable state law.

(a) Review and approve periodically the Company’s compensation philosophy and strategy to ensure that it appropriately rewards the Company’s officers for their contributions and reporting such compensation philosophy to the Company’s stockholders if so required by law;

(b) Review the selection of peer group companies for competitive pay and performance comparison and review target competitive positioning of program elements and total compensation;

(c) Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation, giving consideration to all relevant factors, including the Company's performance and relative stockholder return, the value of similar awards to CEOs of comparable companies, and the awards given to the CEO of the Company in past years;

(d) Review and approve the compensation of the officers and certain key employees of the Company, giving consideration to all relevant factors;

(e) Oversee severance or termination policies and administration of the Company's deferred compensation plans and retirement plans, and review executive benefits and perquisites;

(f) Make recommendations to the Board with respect to incentive-compensation plans, equity-based plans, general compensation plans and other employee benefit plans that are subject to Board approval;

(g) Oversee the administration of the Company's long-term and annual incentive award plans, including (i) target and maximum award levels, (ii) performance goals and objectives, (iii) attainment of goals, (iv) payouts, and (v) grants to officers and key employees and the number of shares available for grant to other employees;

(h) Assist in reviewing CEO and executive succession, and perform such other duties and responsibilities as may be assigned to the Committee under the terms of any compensation plan or other employee benefit plan or as may otherwise be delegated to the Committee by the Board in connection with any compensation or benefit plan; and

(i) In accordance with all applicable rules and regulations, produce an annual report on executive compensation for inclusion in the Company's proxy statement, review and discuss with management the CD&A, and determine whether to recommend to the Board that the CD&A be included in the proxy statement.

V. Evaluation

The Committee will, on an annual basis, evaluate its performance. In conducting this review, the Committee will evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee will deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel, accountants, consultants or other advisers as it deems necessary to assist the Committee in carrying out its responsibilities. The Committee will have the sole authority to retain or terminate any consultant retained to assist in the evaluation of CEO or executive compensation, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company.

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Nothing contained in this charter is intended to create, or should be construed as creating, any liability of the members of the Committee, except to the extent otherwise provided under the applicable laws of the State of Delaware, which will continue to set the legal standard for the conduct of the members of the Committee.
