

**NEWPARK RESOURCES, INC.
AUDIT COMMITTEE CHARTER**

ORGANIZATION

This charter governs the operations of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Newpark Resources, Inc. (the "Company"). The Committee shall consist of not less than three independent directors. Those directors serving on the Committee shall be determined annually by the Board. As determined by the Board, all Members of the Committee must be financially literate, and at least one Member shall be a financial expert, as defined by the applicable rules of the Securities and Exchange Commission ("SEC"). Company management, independent auditors, internal audit and corporate counsel may attend each meeting or portions thereof as requested by the Committee. The Committee shall hold four meetings each year on a quarterly basis and may call special meetings when necessary.

INDEPENDENCE

All Members of the Committee must be "Independent Directors," as defined in the Corporate Governance Guidelines of the Company. In addition, each member of the Committee must satisfy the independence requirements set forth in Rule 10A-3 of the Securities Exchange Act of 1934, as amended.

PURPOSE

The purposes of the Committee shall be to:

- Provide independent review and oversight of: the integrity of the Company's financial statements; the Company's financial reporting process; the Company's systems of internal accounting and financial controls; the performance of the Company's internal audit function and independent auditors; the independent auditor's qualifications and independence; and the Company's compliance with ethics policies and legal and regulatory requirements; and
- Prepare the Audit Committee Report and the disclosure required by Item 407(d)(3)(i) of Regulation S-K for inclusion in the Company's annual proxy statement in compliance with the applicable rules of the SEC and the New York Stock Exchange.

RESPONSIBILITIES

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing the Company's annual financial statements. The Committee does not provide any additional assurance as to the Company's financial statements or certification as to the work performed by the independent auditor.

The following functions shall be the principal responsibilities of the Committee in carrying out its oversight function.

1. Provide an open avenue of communications, including regular periodic meetings with management, with personnel responsible for the internal audit function and with the

independent auditors in separate executive sessions, as the Committee may deem appropriate.

2. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;
3. Receive and review reports from Company management relating to the Company's financial reporting process, major disclosure items and the adequacy of the Company's system of internal controls; discuss with management policies with respect to risk assessment and risk management.
4. Receive and review reports from Company management and Counsel relating to legal and regulatory matters that may have a material impact on the Company's financial statements and Company compliance policies.
5. Shall receive and review a report from the independent auditors, prior to the filing of the Company's Annual Report on Form 10-K (or the Annual Report to Shareholders if distributed prior to the filing of the Form 10-K) on all critical accounting policies and practices of the Company; all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosure and the treatment preferred by the independent auditors; and other material written communications between the independent auditors and management. The Committee shall discuss with management and the independent auditors the appropriateness of accounting principles followed by the Company, changes in accounting principles and their impact on the financial statements.
6. Review the audit plan of the independent auditor in terms of scope of work conducted or scheduled to be conducted related to the Company's financial statements which would include, as part of the audit, the Company's information technology procedures and controls.
7. Meet regularly with the personnel responsible for the internal audit function, who shall report to the Committee, to review the scope of the internal audit plan and to receive and review their reports concerning the Company's financial reporting process, major disclosure items, the adequacy of the Company's system of internal controls and other matters.
8. Meet to review and discuss with management and the independent auditors: the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; earnings press releases; and financial information and earnings guidance provided to analysts and rating agencies, if any.
9. Shall be directly responsible for the appointment, compensation retention and oversight of the work of the Company's independent auditors (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest

services for the Company, and the independent auditors shall report directly to the Committee. The Committee will:

- Recommend annually to the stockholders for ratification the appointment of the independent auditors, based upon an annual performance evaluation and a determination of the auditors' independence;
 - Approve, before they are rendered, any non-audit services to be provided by the independent auditors;
 - At least annually, obtain and review a report by the independent auditors delineating: all relationships between the independent auditors and the Company; the independent auditors' internal quality control procedures; any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
 - Discuss with the independent auditors whether any disclosed relationship or service could impact the auditors' objectivity and independence; and
 - Take appropriate action in response to the auditors' statements to ensure the independence of the independent auditors.
10. After reviewing the independent auditor's work throughout the year and the report described above from the independent auditors relating to their independence and internal quality control procedures, the Committee shall evaluate the independent auditor's qualifications, performance and independence. Such evaluation should include the review and evaluation of the lead partner of the independent auditor and take into account the opinions of management and the Company's personnel responsible for the internal audit function.
11. Shall assure the regular rotation of the lead audit partner and other audit partners serving the account as required under the SEC independence rules and shall consider whether there should be regular rotation of the audit firm itself.
12. Meet with independent auditors and discuss their comments relating to the system of internal controls, published financial statements and related disclosures, the adequacy of the financial reporting process, the scope of the independent audit and any audit problems or difficulties with management's responses. The independent auditors are ultimately accountable to the Committee on all such matters.
13. Shall have the authority to engage and obtain advice and assistance from outside legal, accounting and other advisors, as the Committee determines necessary to carry out its duties.
14. Set clear hiring policies for employees or former employees of the independent auditors.
15. Report regularly to the Board of Directors.
16. Oversee compliance with the Code of Ethics maintained by the Company.
17. Prepare an Audit Committee Report and the disclosure required by Item 407(d)(3)(i) of Regulation S-K for inclusion in the Company's proxy statement, disclosing that the Committee reviewed and discussed the audited financial statements with management

and discussed certain other matters with the independent auditors. Based upon these discussions, state in the Audit Committee Report whether the Committee recommended to the Board that the audited financial statements be included in the Annual Report.

18. Annually review and assess the performance of the Committee and the adequacy of the Committee's charter. Submit to the Board for its consideration and approval any necessary or appropriate revisions to the Committee's charter.

FUNDING

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors selected by the Committee and to outside legal, accounting and other advisors retained by the Committee in its discretion.

MEETINGS AND QUORUM

Meetings may be conducted on reasonable notice to the Committee members, at a mutually agreed location or by telephone conference call, as deemed appropriate by the Committee Chairman.

Adopted by the Board of Directors - June 11, 2003

Amended by the Board – March 7, 2007

Amended by the Board – December 1, 2010