

**NINE ENERGY SERVICE, INC.**  
**CHARTER OF THE NOMINATING, GOVERNANCE**  
**AND COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**(Amended as of November 3, 2023)**

The Board of Directors (the “Board”) of Nine Energy Service, Inc. (the “Company”) has established the Nominating, Governance and Compensation Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Nominating, Governance and Compensation Committee Charter (this “Charter”).

**I. Purposes**

The purposes of the Committee are to:

- A.** Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
- B.** Assist the Board by identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to fill vacancies on the Board;
- C.** Advise the Board about the appropriate composition of the Board and its committees;
- D.** Lead the Board in the annual performance evaluation of the Board and its committees, and of management;
- E.** Review, evaluate and approve the agreements, plans, policies and programs of the Company to compensate the Company’s executive officers and directors;
- F.** Oversee the Company’s employee benefit plans, policies and programs to compensate the Company’s non-executive employees as well as executive officers;
- G.** Review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement for its annual meeting of stockholders (“Proxy Statement”) or Annual Report on Form 10-K, when and as applicable, and to determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, when and as applicable, in accordance with applicable rules and regulations;
- H.** Produce the Nominating, Governance and Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Company’s Proxy Statement or Annual Report on Form 10-K, when and as applicable, in accordance with applicable rules and regulations;

- I. Assist the Board in its oversight of environmental, social and governance (“ESG”) risks, provide oversight and guidance to management with regards to ESG matters, the Company’s ESG activities and reporting processes, and review the Company’s disclosures of ESG matters and its ESG activities; and
- J. Perform such other functions as the Board may assign to the Committee from time to time.

## **II. Membership**

The Committee shall be composed entirely of directors who satisfy the definition of “independent” under the listing standards of the New York Stock Exchange (the “NYSE”). In addition, at least two members of the Committee shall be “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and, if determined necessary or advisable by the Board, “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman shall be selected annually by the Board and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman of the Committee is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

## **III. Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

### **A. Authority**

The Committee shall have the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any Advisors (as defined below) engaged by the Committee.
2. Independently select, retain, obtain the advice of and terminate compensation consultants, outside counsel and other advisors (collectively, “Advisors”) in its sole discretion. The Committee shall have the sole authority to approve the fees and other retention terms, and oversee the work, of its Advisors. In retaining or seeking advice from any such Advisor, the Committee shall take into consideration all factors relevant to such

Advisor's independence from management, including the factors specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual and any other factors regarding independence required by applicable rules and regulations of the NYSE or the Securities and Exchange Commission (the "SEC"). 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. Notwithstanding the foregoing, the Committee may retain, or receive advice from, Advisors that are not independent, provided that the Committee has considered such Advisor's independence as required under applicable rules and regulations. The Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties and responsibilities under this Charter.

The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees shall not have the authority to engage independent legal counsel and other experts and Advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and regularly report to the Committee.

**B. *Responsibilities***

The Committee shall have the following responsibilities:

*Corporate Governance*

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.

*Director Nominations*

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall perform the following actions:

1. Identify individuals qualified to become Board members and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board.
2. Prior to recommending to the Board that an existing director be nominated for election as a director at the annual meeting of stockholders, the Committee shall consider and review the director's:
  - Past Board and committee meeting attendance and performance;
  - Length of Board service;
  - Personal and professional integrity, including commitment to the Company's core values;
  - Experience, skills and contributions that the existing director brings to the Board; and
  - Independence under applicable standards.
3. In the event that a vacancy on the Board arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the next annual meeting of stockholders. To identify such a nominee, the Committee should solicit recommendations from existing directors and senior management. These recommendations should be considered by the Committee along with any recommendations that have been received from stockholders as discussed below. The Committee may, in its discretion, retain a search firm to provide additional candidates. The following categories are representative of the types of items or qualities that might be considered by the Committee, depending on the background, skills and abilities of a particular candidate, prior to recommending to the Board that a person be elected to fill a vacancy:
  - Personal and professional integrity, including commitment to the Company's core values;
  - Relevant skills and experience;
  - Independence under applicable standards;
  - Business judgment;
  - Service on boards of directors of other companies;

- Openness and ability to work as part of a team;
  - Willingness to commit the required time to serve as a Board member; and
  - Familiarity with the Company and its industry.
4. The Committee shall treat recommendations for directors that are received from the Company's stockholders equally with recommendations received from any other source; provided, however, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Proxy Statement.

*Committee, Board and Management Performance Evaluations*

Each year, the Committee shall:

1. Request that the Chairman of each committee report to the full Board about the committee's annual evaluation of its performance and evaluation of its charter following the end of each fiscal year; and
2. Receive comments from all directors and report to the full Board with an assessment of the performance of the Board, the Board's committees and management following the end of each fiscal year.

*Executive Compensation*

1. The Committee shall exercise oversight of all matters of executive compensation policy.
2. Each year, the Committee shall:
  - Review, modify (if necessary) and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and the Company's other executive officers;
  - Review, modify (if necessary) and approve the Company's peer companies and data services for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of compensation elements;
  - Review, modify (if necessary) and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation;
  - Evaluate the performance of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the

Company's other executive officers in light of the Company's executive compensation goals and objectives; and

- Make recommendations to the independent members of the Board with respect to the compensation of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers, including the annual base salary levels; annual cash incentive awards; long-term incentive awards; employment agreements, severance arrangements and change-in-control agreements and provisions; and any special or supplemental benefits. In determining the long-term incentive component (if any) of such compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar awards to executive officers at comparable companies and the awards given to the executive officers historically.
3. The Committee shall review and discuss with the Company's management the CD&A to be included in the Company's Proxy Statement or Annual Report on Form 10-K, when and as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, when and as applicable, in accordance with applicable rules and regulations.
  4. Each year, the Committee shall prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in the Company's Proxy Statement or Annual Report on Form 10-K, when and as applicable, in accordance with applicable rules and regulations.
  5. The Committee will 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.
  6. 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.

#### *Incentive and Equity Compensation*

1. Each year, the Committee shall review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans that are subject to Board approval.

2. The Committee shall ensure that stockholders are given the opportunity to vote on equity compensation plans, as may be required by law, the Company's certificate of incorporation or bylaws (as amended from time to time), the Company's Corporate Governance Guidelines and the listing standards of the NYSE.

#### Director Compensation

1. Each year, the Committee shall review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Committee will consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) the Company makes substantial charitable contributions to organizations with which the director is affiliated or (c) the Company enters into consulting contracts with (or provides other direct or indirect forms of compensation to) the director or an organization with which the director is affiliated. Directors who are employees of the Company shall not receive any additional compensation for service on the Board.

#### Human Capital

1. Assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.

#### Environmental, Social and Governance Matters

1. Receive updates from management regarding, and provide oversight and guidance with regard to, ESG matters, including the identification of, and the Company's strategy and response with respect to, ESG risks and opportunities affecting the Company.
2. Periodically report to the Board and make appropriate recommendations for final Board or Company action regarding ESG matters and the Company's ESG activities, including what policies, processes for assessing and disclosures, if any, may be appropriate.
3. Review the Company's ESG disclosures included in any report filed with the SEC or delivered to the Company's stockholders (including the Proxy Statement, Annual Report on Form 10-K, annual report to shareholders and any sustainability report).

Other Responsibilities

1. Each year, the Committee shall:
  - review the need for changes in this Charter and recommend any proposed changes to the Board for approval;
  - review and evaluate its own performance and shall submit itself to a review and evaluation of the Board; and
  - oversee the Company's trading policies, anti-hedging and pledging policies and compensation clawback policies applicable to executive officers and/or directors.

**IV. Procedures**

**A. *Meetings***

The Committee shall meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee shall meet as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's bylaws. Meetings of the Committee shall be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee shall keep such records of its meetings as it deems appropriate.

**B. *Quorum and Approval***

A majority of the Committee's members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

**C. *Reports***

The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.