

**Independence Contract Drilling, Inc.  
Compensation Committee Charter**

**(August 2017)**

**ARTICLE I**

**Purpose**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Independence Contract Drilling, Inc. (the "Company") has been appointed by the Board to assist it by assuming primary responsibility for evaluating issues relating to executive compensation. The Committee is also charged with making regular reports to the Board and from and after the listing of the Company's common stock on the NYSE, delivering any reports that may from time to time be required by the rules of the New York Stock Exchange ("NYSE") or the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K.

**ARTICLE II**

**Membership**

The Committee shall consist of no fewer than three members, who each shall be "independent" as defined under the rules and regulations of the NYSE and the SEC. In addition, each member of the Committee shall qualify both (i) as a "non-employee director" in the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (ii) as an "outside director" in the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

Each member of the Committee shall first be nominated by the Nominating and Corporate Governance Committee of the Board and then be elected by the full Board, with interested members of the Board recusing themselves as appropriate and shall serve until the expiration of such member's term or until such member's earlier resignation, retirement or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board.

The Board shall elect a Chairperson of the Committee. The Chairperson of the Committee will chair all regular and special sessions of the Committee, be responsible for scheduling regular and special meetings and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier resignation, retirement or removal. If the Chairperson is absent from a meeting, another member of the Committee shall serve as chairperson for purposes of that meeting.

Except as provided by the rules and regulations of the SEC or the NYSE, the Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**ARTICLE III**  
**Meetings**

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its Chairperson deem advisable.

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may act by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions regularly to the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

**ARTICLE IV**  
**Authority**

The Committee shall have the resources, funding and authority that it deems necessary to discharge its duties and responsibilities. The Committee may in its sole discretion retain, obtain advice from and terminate compensation consultants, independent legal counsel or other advisors. Such advice may be used by the Committee, as it deems appropriate in its sole discretion, to assist in the evaluation of the director, chief executive officer or executive officer compensation or any other purpose in connection with fulfilling its responsibilities and duties. The Committee shall also have the authority to obtain advice and assistance from internal or non-independent external legal counsel, accountants or other advisors. Any communications between the Committee and legal counsel (whether internal or external) in the course of obtaining legal advice will be considered privileged communications of the Company.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee, and the Committee shall have the sole authority to approve the consultants and advisor fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any compensation consultant, independent legal counsel or any other advisor retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Prior to selecting any compensation consultant, legal counsel or other advisor, the Committee shall take into consideration all factors relevant to such person's independence from management of the Company, including the factors set forth in Rule 10C-1 of the Exchange Act and any other specific factors required to be considered by the Committee under the applicable rules of the SEC and the NYSE (including NYSE Rule 303A.05(c)(iv)) that may affect the independence of such consultant, counsel or other advisor. To the extent a compensation consultant is engaged by the Committee, the Committee shall review and assess, on an annual basis, the independence from management and performance of the compensation consultant for the prior

year and make a determination of whether that consultant, or another consultant or consulting firm, will be retained to provide services to the Committee.

**ARTICLE V**  
**Responsibilities and Duties**

The Committee shall have the following responsibilities and duties:

1. To evaluate and/or develop the compensation policies applicable to the executive officers of the Company (the “Executive Officers”), which shall include guidance regarding the specific relationship of corporate performance to executive compensation;
2. To annually review and approve the corporate goals and objectives relevant to compensation for the Chief Executive Officer and the other executive officers (collectively, the “Executive Officers”);
3. To annually evaluate the performance of the Chief Executive Officer, and in conjunction with the Chief Executive Officer, the other Executive Officers;
4. To annually review and approve (acting without the presence of the Chief Executive Officer), the Chief Executive Officer’s compensation level, including salary, bonus, incentive and equity compensation;
5. To annually review (in consultation with the Chief Executive Officer) and approve the compensation to be paid to the Executive Officers of the Company other than the Chief Executive Officer, including salary, bonus, incentive and equity compensation;
6. To periodically review and approve, for the Executive Officers, employment agreements, severance agreements and change in control agreements and provisions, in each case, when and if the Committee deems appropriate;
7. To annually review the compensation paid to non-employee directors (including Board and committee chairpersons) in the form of annual retainers and meeting fees, if any, and to make recommendations to the Board regarding any adjustments;
8. To review and make recommendations to the Board with respect to the terms and conditions of the Company’s incentive compensation and other equity-based plans that are subject to Board approval;
9. To administer the Company’s incentive compensation and equity-based plans, as amended from time to time, in accordance with the terms of such plans, and any other plans pursuant to which administrative authority is expressly vested in the Committee in accordance with the terms of such plans, including granting awards under the Company’s equity compensation plans; provided that the authority to issue such awards to employees who are not subject to Section 162(m) of the Code or Section 16 of the Exchange Act may, to the extent permitted by applicable law

and the terms of such plan, be delegated to a committee comprised of one or more directors as provided above;

10. To annually review all equity-based plans and arrangements, and the number of shares remaining available for issuance under those plans and arrangements and make recommendations to the Board regarding the need to amend existing plans or adopt new plans for purposes of implementing the Committee's strategy regarding long-term and equity-based compensation.
11. To consult with management to oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility to the extent the Committee so determines, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code;
12. To maintain regular contact with management of the Company regarding the matters in this charter;
13. To review periodically the Company's executive compensation programs and policies, and to monitor policies regarding equity ownership requirements, claw back of executive compensation, say-on-pay and such other matters as the Committee deems appropriate with respect to executive compensation;
14. To consider periodically whether the risks arising from the Company's compensation policies and practices for all employees are reasonably likely to have a material adverse effect on the Company as they relate to risk management practices and risk-taking incentives;
15. To review and discuss with the Company's management the "Compensation Discussion and Analysis" to the extent required by SEC rules, and based on such review and discussion, to determine whether to recommend to the Board that the "Compensation Discussion and Analysis" be included in the Company's annual proxy statement or annual report on Form 10-K;
16. To prepare an annual executive compensation report to be included in the Company's proxy statement or annual report on Form 10-K to the extent required by SEC rules (including the disclosure required by Item 407(e)(5) of Regulation S-K);
17. To oversee the Company's regulatory compliance with NYSE rules relating to stockholder approval of equity-based plans;
18. To the extent applicable, (i) review the results of any advisory Say-on-Pay vote and consider whether to make any adjustments to the Company's executive compensation policies and practices, and (ii) consider and recommend for approval by the Board the frequency with which the Company should submit to shareholders the advisory Say-on-Pay vote as required by the rules of the SEC, considering the

results of any advisory shareholder vote on how often such Say-on-Pay votes should occur;

19. To evaluate its own performance, and review the adequacy of this charter, at least annually, and to report to the Board regarding any recommended changes for its approval; and
20. To (i) retain, in the Committee's discretion, the advice and services of compensation consultants, legal counsel and other advisors to advise and assist the Committee in the performance of its functions, but only after taking into consideration all factors relevant to such advisor's independence from management, including those specified by the rules of the NYSE and Rule 10C-1 of the Exchange Act; (ii) be directly responsible for the appointment, compensation and oversight of the work of such advisors; and (iii) have sole authority to determine the advisors' fees and other compensation and the other terms of retention, and to terminate services.