

**CHARTER FOR THE NOMINATING
AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
NEXTIER OILFIELD SOLUTIONS INC.**

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of NexTier Oilfield Solutions Inc. (the “Company”) is to assist the Board of Directors of the Company (the “Board”) with the Board’s responsibilities regarding: (1) the identification of individuals qualified to become Board members, consistent with the standards for directors approved by the Board; (2) the selection of, or recommendation that the Board select, the director nominees for the next annual meeting of stockholders; (3) the selection of, or recommendation that the Board select, director candidates to fill any vacancies on the Board; (4) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”); (5) oversee the evaluation of the board and management; (6) the development and review of succession plans relating to positions held by executive officers of the Company; and (7) oversee corporate responsibility strategy. In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board and management of the Company.

In performing its duties, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Committee will be composed of three (3) or more members of the Board, each of whom, in the business judgment of the Board, has experience that would be valuable in providing broad direction to the Board on matters related to corporate governance. The Committee members will be appointed by action of the Board, shall serve at the discretion of the Board and may be removed from the Committee at any time with or without cause. The Board will designate a member of the Committee as the chairperson of the Committee (the “Chairperson”). Each member of the Committee shall satisfy the “independence” requirements of the New York Stock Exchange (the “NYSE”) and any additional director independence standards adopted by the Board.

MEETINGS

The Committee may establish its own schedule but will meet at least two (2) times per year. Additional meetings may be conducted as the need arises, and shall be called at the request of the Chairperson of the Committee, two or more members of the Committee or the Chairman of the Board.

A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Meetings need not be in person, and can be conducted via conference call or other similar communications equipment so long as each member can hear and participate in the conversation. In lieu of a meeting, the Committee may act by unanimous written consent, which unanimous written consent will be filed with the minutes of the Committee meetings.

A formal agenda for each meeting will be prepared by the Secretary of the Company and, after approval by the Chairperson of the Committee, will be distributed along with any background materials to each member sufficiently prior to each meeting to permit meaningful review. If requested by the Chairperson of the Committee or by a majority of the members of the Committee, time shall be allotted for an executive session of Committee members only and any executives or outside advisors the Committee members may wish to invite.

AUTHORITY

The Committee may request any officer or employee of the Company, the Company's outside counsel, outside auditor or any external parties whose advice and counsel are relevant to the issues then being considered by the Committee to attend a meeting of the Committee, or to meet with any member of, or consultants to, the Committee. Consistent with any applicable requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the NYSE, the Committee shall have the sole and exclusive authority, as it deems appropriate, to retain and/or replace, or obtain the advice of, any independent legal counsel, consultants, search firm and other outside experts or advisors as the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, independent legal counsel or other advisors retained by the Committee. In selecting any legal counsel or other advisors, the Committee shall take into consideration all factors relevant to that person's independence from management, including any factors required by any applicable requirements of the Exchange Act and NYSE rules. The Company shall provide for appropriate funding, as determined by the Committee in its sole and exclusive discretion, for payment of compensation to any such persons retained by the Committee.

MINUTES

The Committee will maintain written minutes of its meetings which shall be circulated in draft form to all committee members and considered for approval by the Committee by subsequent action, either at a meeting or by written consent. The Company Secretary, or in his or her absence, any person appointed by the Chairperson, shall act as secretary of the meeting and keep the minutes thereof. The Chairperson shall report on the Committee's actions, recommendations or findings at the next meeting of the Board. After approval, minutes and all actions by written consent will be filed with the minutes of the meetings of the Committee.

RESPONSIBILITIES

In carrying out its responsibilities, the Committee's policies and procedures shall remain flexible to enable the Committee to react to changes in circumstances and conditions so that it can fulfill its responsibilities. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. In addition to such other duties as the Board may from time to time assign, the Committee will:

Director Nominations and Resignations

1. Nominee Assessment. Identify, review the qualifications, including independence determination, of and recruit director candidates.
2. Nominee Recommendations. Timely recommend to the Board individuals, in compliance with the Corporate Governance Guidelines, for nomination as directors at each annual meeting of stockholders or for appointment to fill vacancies on the board of directors, in each case subject to legal rights, if any, of third parties to nominate or appoint directors.
3. Director Resignation Evaluations. Evaluate an offer by a director to tender his or her resignation for consideration by the Board due to a change in employment status, and make a recommendation as to whether the Board should accept the resignation.

Succession Planning

4. Succession Plan. Review periodically with the Board the succession plans relating to the Chief Executive Officer and other executive officers.

Board and Committee Composition and Qualifications

5. Board and Committee Composition and Structure. Review and make recommendations to the Board regarding the membership, size, structure, and desired skill set of the Board and the Board committees.
6. Nominee Qualifications. Determine the qualifications, skills, qualities and other expertise required to be a director and develop and recommend to the Board for its approval, criteria to be considered in selecting nominees for director. In order to be deemed “independent,” non-employee Board member candidates must meet the independence requirements of the NYSE and any additional director independence standards adopted by the Board.
7. Additional Board Requests. Evaluate requests by individual directors to serve on other public company boards.

Committee, Board and Management Performance Evaluations

8. Annual Evaluation Process. Oversee the Board’s annual review of the performance of the Board and committees of the Board (including diversity of skills, background and experience, in-person attendance and organization) and make appropriate recommendations for improving such performance.
9. Committee Evaluation. Conduct an annual evaluation of the performance of its duties under the Committee’s charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

10. Senior Management Evaluations. Consult with the Compensation Committee of the Board to provide oversight on the process by which the chief executive officer (the “CEO”) and senior management are evaluated.

Corporate Governance and Other Matters

11. Corporate Governance Guidelines. Develop, interpret, periodically review and recommend to the Board the Corporate Governance Guidelines.
12. Oversight of Governance Matters. Periodically review and make recommendations to the Board regarding various corporate governance matters, including, but not limited to, the Company’s certificate of incorporation, Bylaws, the charters of the Company’s committees.
13. Director Orientation and Continuing Education. Review and oversee any orientation programs for newly elected members of the Board and continuing director education programs and assist the Board in implementing any such programs.
14. Stockholder Proposals. Evaluate each stockholder proposal, including potential nominees for director, to determine if such proposal has been properly submitted in accordance with the Company’s governing documents and make a recommendation to the Board regarding each proposal.
15. Certain Executive Activities. Annually review and approve the outside activities, if any, of executive officers that could interfere with an officer’s ability to provide full-time attention to his or her position with the Company.
16. Oversight of Political Activities. Annually review the Company’s political contributions and lobbying expenditures, if any, and review the Company’s policy governing such contributions and expenditures.

Corporate Responsibility Oversight

17. Corporate Responsibility Strategy. Review the Company’s strategy in relation to corporate responsibility matters, including those related to Environmental, Social, and Governance (“ESG”) practices that are of significance to the Company and oversee management’s implementation of those matters.
18. Material Disclosures. Review the Company’s material public disclosures with respect to ESG matters, including any ESG disclosures for inclusion in the Company’s Annual Report, federal securities law compliance documents and any other voluntary disclosures.

In addition to the above responsibilities, the Committee will undertake such other duties as the Board delegates to it, and will report, at least annually, to the Board regarding the Committee’s examinations and recommendations.

Approved and adopted on the 8th day of December, 2020.