



**CHARTER OF THE  
COMPENSATION, NOMINATING, AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
NUVERRA ENVIRONMENTAL SOLUTIONS, INC.**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Compensation, Nominating, and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nuverra Environmental Solutions, Inc. (the “Company”) shall be to (i) oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans; (ii) to review and discuss with management the Company’s compensation discussion and analysis (“CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (“SEC”); (iii) prepare the Compensation Committee Report as required by the rules of the SEC; (iv) identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board, consistent with criteria approved by the Board; (v) to advise the Board with respect to the Board composition, procedures and committees; (vi) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and (vii) to oversee the evaluation of the Board and the Company’s management.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of two or more independent directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the “NYSE”), the requirements of the Securities Exchange Act of 1934, as amended, and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board. In determining whether a director is eligible to serve on the Committee, the Board must affirmatively determine that the

director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Material relationships include commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships. In making such affirmative determination, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a member of the Committee, including but not limited to (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

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; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

#### **A. *Executive Compensation***

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

(1) To review at least annually the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(2) To review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee

deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

(3) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

(4) To evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and make recommendations to the Board with respect to the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(5) To review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.

(6) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(7) To review perquisites or other personal benefits to the Corporation's executive officers and directors and recommend any changes to the Board.

(8) To review and discuss with management the Corporation's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Corporation's annual proxy statement or annual report on Form 10-K.

(9) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K.

(10) To review the description of the Committee's processes and procedures for the consideration and determination of executive compensation to be included in the Corporation's annual proxy statement.

**B. *General Compensation and Employee Benefit Plans***

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(1) To review at least annually the goals and objectives of the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(2) To review at least annually the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate

(3) To review all equity-compensation plans to be submitted for stockholder approval under the NYSE listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(4) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

**C. *Board Candidates and Nominees***

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(1) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

(2) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(3) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(4) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

***D. Board Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(1) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE.

(2) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(3) To make recommendations on the frequency and structure of Board meetings.

(4) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

***E. Board Committees***

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(1) After consultation with the Chairman and Chief Executive Officer, and after taking into account the experiences and expertise of individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(2) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(3) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(4) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

#### ***F. Corporate Governance***

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(1) To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:

- Director qualification standards.
- Director responsibilities.
- Director access to management and, as necessary and appropriate, independent advisors.
- Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate.
- Director orientation and continuing education.
- Management succession, including policies and principles for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer.
- Annual performance evaluation of the Board.

(2) To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board.

(3) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

#### ***G. Evaluation of the Board and Management***

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and management and shall evaluate and report to the Board on the performance and effectiveness of

the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

## **V. ROLE OF CHIEF EXECUTIVE OFFICER WITH RESPECT TO COMPENSATION**

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Corporation's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the Chief Executive Officer.

## **VI. DELEGATION OF AUTHORITY**

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; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

## **VII. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, 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.

## **VIII. 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 or other consultants or advisers as it deems necessary. In carrying out its duties and responsibilities, the Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor with respect to compensation matters, and shall have the sole authority to retain or terminate any search firm to be used to

identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

## **IX. COMPENSATION CONSULTANT OR OTHER ADVISOR**

### **A. *Selection of the Compensation Consultant***

The Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; *provided*, that the Committee shall exercise its own judgment in fulfilling its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to compensation consultants, legal counsel and any other advisors retained by the Committee and have sole authority to approve related fees and retention terms. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, to the Committee, only after taking into consideration the following factors:

- (1) Provision of other services. The provision of other services (i.e., non-executive compensation advisory services) to the Corporation by the firm that employs the compensation consultant, legal counsel or other advisor;
- (2) Fees as a percentage of total revenues. The amount of fees received from the Corporation by the firm that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of that firm;
- (3) Anti-conflict policies and procedures. The policies and procedures of the firm that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- (4) Business and personal relationships with committee members. Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- (5) Stock owned of the Corporation. Any stock of the Corporation owned by the compensation consultant, legal counsel or other advisor; and
- (6) Business or personal relationship with executive officers. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the firm employing the advisor with an executive officer of the Corporation.

**B. Independence Assessment**

The Committee shall not be obligated to conduct the independence assessment contemplated above for compensation consultants, legal counsel or other advisors that act in a role limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or (b) providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the compensation consultants, legal counsel, or other advisor, and about which the compensation consultants, legal counsel, or other advisor does not provide advice.

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While the members of the Committee 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 members of the Committee, except to the extent otherwise provided under applicable federal or state law. A copy of this Charter shall be made available on the Company's website at [www.nuverra.com](http://www.nuverra.com).

*Initially Adopted: October 31, 2017*