



**SELECT WATER SOLUTIONS, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
(Amended as of May 6, 2022)**

The Board of Directors (the “**Board**”) of Select Water Solutions, Inc. (the “**Company**”) has established the Compensation Committee of the Board (the “**Committee**”) with authority, responsibility and specific duties as described in this Compensation Committee Charter (this “**Charter**”).

I. Purposes

The purposes of the Committee are to:

- A.** Oversee the Company’s overall compensation philosophy that applies to all Company employees, including with respect to the management and mitigation of compensation-related risks;
- B.** Review, evaluate and approve, and otherwise discharge the Board’s responsibilities relating to, the compensation of the Company’s executive officers, employees and directors, including the oversight of risks related to compensation policies and programs; the agreements, plans, policies and programs of the Company to compensate the Company’s executive officers, employees and directors;
- C.** Review and discuss with the Company’s senior 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, as applicable, and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
- D.** Produce the 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, as applicable, in accordance with applicable rules and regulations;
- E.** Oversee the Company’s human capital management, to assist in the identification, development and retention of superior talent; and
- F.** Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

The Committee will consist of not less than two members of the Board. Each member of the Committee must be “independent” as defined by the listing requirements of the New York Stock Exchange (the “**NYSE**”). At least two members of the Committee must be “non-employee directors” (within the meaning of Section 16 of the Exchange Act) in order for transactions in equity securities of the Company, or derivatives of those equity securities, between the Company and any executive officer or director of the Company who is subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) which are approved by the Committee to be exempt pursuant to Rule 16b-3 (“**Rule 16b-3**”) under the Exchange Act. Notwithstanding the foregoing membership requirements, no action of the Committee will 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 will be selected annually by the Board, based on the recommendation of the Nominating, Governance and Sustainability Committee, and will serve at the pleasure of the Board. Any vacancy on the Committee will 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 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. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate, whether or not such delegation is specifically contemplated under any plan or program.

Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Each year, the Committee will:

- Review, modify (if necessary) and approve the Company’s peer companies, if any, and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
- 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;
- 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;

- Review, evaluate and set the compensation of the Company's Chief Executive Officer and directors and, in consultation with the Chief Executive Officer, the Company's other executive officers based on the Committee's evaluation, including salary, bonus, incentive compensation, equity compensation, employee benefits and any special or supplemental benefits; and
 - In determining any element of compensation, the Committee may consider, among other factors, the Company's performance and relative stockholder return, the value of similar compensation to individuals in similar positions at comparable companies, and the awards historically given to the Chief Executive Officer and other executive officers.
- B.** Each year, the Committee will review and consider the recommendations of the Company's Chief Executive Officer regarding, and approve, the compensation structure for all other employees.
- C.** Each year, the Committee will review the Company's compensation policies and practices for the purpose of (i) mitigating risks arising from these policies and practices that could reasonably have a material adverse effect on the Company, (ii) ensuring that the compensation programs are aligned with stockholders' best interests and do not motivate the Company's employees to take excessive risks and (iii) ensuring compliance with applicable laws and regulations affecting compensation and benefits.
- D.** At least once each year and otherwise as needed, the Committee will review and consider the effectiveness of the Company's existing incentive compensation and equity-based plans and modify such plans or develop new plans to better effectuate the Committee's compensation objectives. The Committee will review and approve all awards with respect to incentive compensation and equity-based plans and will perform such actions and duties as are necessary to administer such plans pursuant to their terms and conditions and in conformance with any further restrictions placed thereon by the Board.
- E.** As often as it deems necessary and appropriate, the Committee will review the Company's equity compensation plans to determine whether stockholders need be given the opportunity to vote on the plans, as may be required by law and the listing standards of the NYSE.
- F.** The Committee will periodically 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 indirect forms of compensation to) the director or an organization with which the director is affiliated. Directors who are

employees of the Company may not receive any additional compensation for service on the Board.

- G.** At least once each year and otherwise as needed, the Committee will review and approve, for the Company's Chief Executive Officer and the other executive officers of the Company: (i) all benefits and perquisites and (ii) all employment agreements, severance arrangements and change in control arrangements.
- H.** The Committee will review and approve, or review and recommend to the Board for its approval of, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any executive officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act.
- I.** The Committee will, as applicable, determine and approve stock ownership guidelines for executive officers and directors and monitor compliance with such guidelines.
- J.** The Committee will 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 executive officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.
- K.** The Committee will have the authority, in its sole discretion, to retain or obtain the advice of legal counsel, compensation consultants or other experts and advisers (collectively, "**Compensation Advisers**"), including the authority to appoint, approve reasonable fees payable to, amend the engagement with, and terminate any Compensation Adviser, as it deems necessary or appropriate to fulfill its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Compensation Adviser engaged by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may select a Compensation Advisor (other than in-house legal counsel) only after taking into consideration all of the factors relevant to that person's independence from the Company's senior management, including the following:

 - whether the firm who employs the Compensation Advisor or its affiliates (the "**Advisory Firm**") performs any additional services for the Company;
 - the amount of fees payable to the Advisory Firm as a percentage of the Advisory Firm's total revenues;
 - any policies or procedures of the Advisory Firm that are designed to prevent conflicts of interest;

- any business or personal relationships of the Compensation Advisor with any member of the Committee;
 - whether the Compensation Advisor owns any stock of the Company;
 - any business or personal relationship the Compensation Advisor or the Advisory Firm has with any executive officer of the Company; and
 - any additional factors affecting the independence of the Compensation Advisor or the Advisory Firm as the Committee is required to take into account as identified by the NYSE or the Securities and Exchange Commission, or as it otherwise deems appropriate.
- J.** The Committee will periodically, and no less than annually, reconsider the factors set forth above with respect to any Compensation Advisor whom it has previously selected or from whom it continues to receive advice.
- K.** The Committee will review and discuss with the Company's senior management the CD&A to be included in the Company's Proxy Statement or Annual Report on Form 10-K, 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, as applicable, in accordance with applicable rules and regulations.
- K.** Each year, the Committee will 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, as applicable, in accordance with applicable rules and regulations.
- L.** 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 will take into account the historical results of stockholder advisory votes on the frequency of Say-On-Pay resolutions at the Company.
- M.** 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.
- N.** The Committee will prepare and recommend to the Board for adoption a clawback policy that complies with applicable rules and regulations, including the rules and regulations of the Securities and Exchange Commission, and the listing standards of the NYSE.
- O.** The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the

event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

- P.** The Committee shall, as applicable, oversee the Company's human capital management strategies and initiatives relating to its executive officers and employees, including leadership development, and talent, cultural, and inclusion and diversity management
- Q.** Each year, the Committee will review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- R.** The Committee will also undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's certificate of incorporation, bylaws or corporate governance guidelines or by directive of the Board.

IV. Procedures

- A.** ***Meetings.*** The Committee will meet at such times and from time to time as it deems necessary to fulfill its responsibilities. In addition, the Committee will meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee will meet at least quarterly and as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or video or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisers and consultants or any other persons whose presence the Committee believes to be necessary or appropriate, including any Compensation Advisors. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

- B.** ***Quorum and Approval.*** A majority of the Committee's members will constitute a quorum. The Committee will 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.** ***Rules.*** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chairman and designation of a secretary of the Committee at any meeting thereof.

- D. *Reports.*** The Committee will 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.
- E. *Review of Charter.*** Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. *Performance Review.*** Each year, the Committee will review and evaluate its own performance and submit itself to a review and evaluation by the Board.
- G. *Fees; Reimbursement of Expenses; Indemnification.*** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman. Each member of the Committee shall be indemnified with respect to such service on the Committee pursuant to the Company's corporate governance guidelines, bylaws and any contractual arrangement between such member and the Company that provides for such indemnification.

V. Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its Proxy Statement or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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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. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.