

PROPETRO HOLDING CORP.

COMPENSATION COMMITTEE CHARTER

(As of February 26, 2019)

I. Purpose

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of the responsibilities of the Board of Directors (the “Board”) of ProPetro Holding Corp. (the “Company”) relating to compensation of the Company’s officers and directors.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), except as otherwise permitted by applicable NYSE rules and Rule 10C-1 under the Securities Exchange Act of 1934.

Any action taken by the Compensation Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Compensation Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Compensation Committee to satisfy regulatory standards.

Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Compensation Committee holds regular meetings each year as often as the committee deems appropriate. The Compensation Committee Chair approves an agenda in advance of each meeting.

A majority of the members then in office shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent in lieu of a meeting.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to any such adviser’s independence from management. The Committee will be directly responsible for the appointment, compensation

and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules. The Committee shall carry out such other duties as may be delegated to it by the Board from time to time.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the officers other than the Chief Executive Officer.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

7. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

9. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

10. *Compensation Philosophy.* The Committee shall review, discuss, and approve a compensation philosophy and objectives that are consistent with the business strategy and that are designed to attract, retain, and motivate highly qualified personnel and to provide competitive pay opportunities.

11. *Employment, Severance and Change-in-Control Agreements.* The Committee shall review and approve any employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements, as the Committee determines is appropriate, or material amendments thereto, with current or prospective executive officers of the Company.

12. *Risk Assessment.* The Committee shall review the Company's and/or its independent consultant's annual assessment of whether the Company's compensation practices, policies and programs for executive officers and other employees encourage unnecessary or excessive risk taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.

13. *Clawback Policy.* The Committee shall review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees.

14. *Hedging and Pledging Policies.* The Committee shall approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.

15. *Ownership Guidelines.* The Committee shall establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to executive officers or directors and monitor compliance with any adopted share ownership guidelines.

16. *Advisory Votes on Executive Compensation.* The Committee shall recommend to the Board for approval the frequency with which the Company will include in its proxy and information statement a management proposal that provides shareholders an advisory vote on executive compensation ("Say on Pay"). This review should take into account the most recent shareholders advisory vote on the frequency of Say on Pay resolutions at the Company.

17. *Review of Say on Pay Vote Results and Shareholder Feedback.* The Committee shall review and consider the results of the Company's most recent Say on Pay vote, if any, and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and other shareholder feedback.

18. *Review of Regulatory Developments.* The Committee shall monitor compensation and regulatory developments and trends and solicit independent advice where appropriate.

19. *Review of Succession Planning.* The Committee shall review the performance, development and leadership capabilities of key executive officers and succession planning strategies of the Company.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize an officer of the Company to grant rights or options to officers (other than executive officers) and employees, in a manner that is in accordance with applicable law.