KODIAK GAS SERVICES, INC.
AUDIT & RISK COMMITTEE CHARTER

I. PURPOSE

The purpose of the Audit & Risk Committee (the "Committee") of the board of directors (the "Board") of Kodiak Gas Services, Inc., a Delaware corporation (the "Company"), is to assist the Board with oversight of:

1. the integrity of the Company's financial statements (including the financial reporting process), financial disclosures and adequacy of the Company's systems of internal control over financial reporting,

2. compliance with legal and regulatory requirements,

3. the qualifications, performance and independence of the Company's independent auditor and internal audit function,

4. the Company's compliance with ethical standards adopted by the Company,

5. the process of reviewing the principal risks associated with the Company's business, and

6. other matters set out herein or otherwise delegated to the Committee from the Board.

In fulfilling its purpose, the Committee is responsible for maintaining free and open communication between itself and the independent auditor, internal auditor function and management of the Company, and for determining that all parties are aware of their responsibilities.

The Committee's principal responsibility is one of oversight. Management of the Company is responsible for preparing the Company's financial statements; determining that they are complete, accurate, and in accordance with generally accepted accounting principles ("GAAP"); and establishing satisfactory disclosure controls and internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the effectiveness of the Company's internal control over financial reporting. The Company's internal and outside counsel are responsible for assuring compliance with laws and regulations and the Company's corporate governance policies.

II. MEMBERSHIP

Size: The Committee shall consist of three or more members of the Board.

Independence: Each member of the Committee shall be determined by the Board, based on the recommendation of the Nominating, Governance & Sustainability Committee, to be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules of the New York Stock Exchange (the "NYSE").

Financial Expertise: Each member of the Committee must be financially literate, as determined by the Board in its business judgment. At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment. At least one member of the Committee must be an audit committee financial expert. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise.

Overboarding: No member of the Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Committee).

Appointment/Term/Removal: The members of the Committee shall be appointed by the Board based on recommendations from the Nominating, Governance & Sustainability Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Committee as the chairperson based on recommendations of the Nominating, Governance & Sustainability Committee. If the chairperson is not available for a meeting, the Committee may elect another member to act as chairperson for that meeting.

Meetings: The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be in person, by conference call, or by video conference link, in each case in accordance with the Company's bylaws. The Committee chairperson will chair all regular meetings of the Committee and will prepare the agenda and materials for Committee meetings in consultation with the other Committee members, the Chief Financial Officer, and the independent auditor. The Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations, whether written or oral, to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite any members of management or the internal auditors or representatives of the Company's independent auditor to its meetings as it deems appropriate. The Committee shall also meet periodically in separate sessions with each of management, the internal auditors and the independent auditor. The Committee shall additionally meet regularly without such individuals present.

Onboarding/Education: The Company will provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and opportunities related to accounting principles and procedures, current accounting topics pertinent to the Company and other matters as may be appropriate or requested by the Committee.

Outside Advisors: The Committee shall have the authority, in its sole discretion, to retain and terminate an independent auditor, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of the independent auditor, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall set the compensation and retention terms and oversee the work of the independent auditor, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications.

Funding: The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any independent auditor, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Fees; Reimbursement of Expenses: Each member of the Committee, including the Committee chairperson, will be paid any fees set by the Board for his or her services as a member or chairperson of the Committee, as the case may be. Subject to the Company's other policies, members of the Committee, including the Committee chairperson, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.

Delegation of Authority: 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 or the Committee chairperson, as the Committee may deem appropriate in its sole discretion; provided that any subcommittee is comprised entirely of independent directors, and decisions of the Committee chairperson to grant pre-approvals as set forth below shall be presented to the full Committee at its next scheduled meeting.

Books and Records: The Committee will have access to the Company's books, records, facilities and personnel.

IV. DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. Auditor Appointment: To (a) appoint (and recommend to the stockholders the ratification of such appointment, if applicable), retain or replace an independent registered public accounting firm to act as the Company's independent auditor for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting or performing other audit, review or attest services for the Company, (b) set the compensation of the Company's independent auditor, (c) approve all audit engagement fees and terms, (d) oversee the work done by the Company's independent auditor, and (e) terminate

the Company's independent auditor, if necessary. The independent auditor shall report directly to the Committee.

2. Pre-Approval: To pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditor, and establish policies and procedures for the Committee's pre-approval of permitted services in compliance with applicable U.S. Securities and Exchange Commission rules and review such pre-approval policies at least annually; provided that the Committee may delegate to the Committee chairperson the authority to grant pre-approvals hereunder provided that the decisions of the Committee chairperson shall be presented to the full Committee at its next scheduled meeting. In the event that no such pre-approval policies and procedures have been established by the Committee, then all services by the Company's independent auditor must be pre-approved by the Committee, subject to the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit.

3. Audit: To review and discuss with the Company's independent auditor (a) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, planning and staffing, (c) the scope and timing of the annual audit, (d) any significant risks identified during the independent auditor's risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit.

4. Audit Problems: To review and discuss with the Company's independent auditor and management (a) any audit problems or difficulties, including difficulties encountered by the Company's independent auditor or internal audit department during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements with management and (c) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent auditor or internal audit department and management.

5. Critical Audit Matters: As appropriate, to engage in a dialogue with the independent auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.

6. Internal Audit: To review, discuss with the Company's independent auditor, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing and any internal audit department charter; and to review the scope and performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports or to the internal audit department; and to review and approve the hiring and dismissal of the head of the Company's internal audit department.

7. Internal Controls: To review with management, internal audit, and the Company's independent auditor the adequacy and effectiveness of the Company's internal control over financial

reporting and disclosure controls and procedures, including any significant deficiencies, material weaknesses or other major issues in the design or operation of, and any material changes in, the Company's controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, and review and discuss with management and the Company's independent auditor disclosure relating to the Company's controls, management's and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

8. Risk Oversight: To (a) oversee the process of reviewing, and discuss with the Board, management and internal auditors, the risks faced by the Company and the policies, guidelines, plans and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and cybersecurity and artificial intelligence risks and the steps management has taken to monitor and control such exposures; (b) oversee the division of risk-related responsibilities to each Board committee (where not overseen by the Board) as clearly as possible (understanding that other committees may emphasize or oversee specific risk monitoring of their respective activities) and performing a gap analysis to determine that the oversight of any risks is not missed; (c) review and assure that the Company has taken appropriate actions to insure against insurable risks and periodically review the Company's insurance programs; (d) assure that the risk management functions of the Company have adequate resources and appropriate access to information to enable them to perform their function effectively and in accordance with relevant professional standards; (e) assist the Personnel & Compensation Committee in integrating risk management into the Company's goals and compensation structure; (f) conduct investigations into any matters within the scope of the Committee relating to any identified risks, where such risks are not overseen by the Board; (g) review any crisis management and preparedness plans and receive reports from the crisis management committee relating to any crisis at the Company (provided this function may also be reviewed by the Board); (h) review derivative and swap policies annually and set guidelines, controls, clearing basis (Dodd Frank exemption as appropriate) and responsibilities for use of swaps and other derivative transactions; and (i) review the program for compliance with and managing risk pertaining to rules concerning financial crimes, including bank secrecy, anti-money laundering, antifraud, anti-bribery and Office of Foreign Assets Control rules. The Committee shall oversee the process of reviewing and creating a risk assessment and preparation of an enterprise risk framework at least annually; provided, however, the Board will review any actions and mitigating strategies regarding any identified risks.

9. Annual Financials: To review and discuss with the Company's independent auditor and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed. The Committee shall recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.

10. Quarterly Financials: To review and discuss with the Company's independent auditor and management the Company's quarterly financial statements (including the related notes) and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly reports on Form 10-Q. The Committee shall approve each of the Company's quarterly reports on Form 10-Q prior to filing.

11. Earnings Releases and Guidance: To review and discuss with management and the Company's independent auditor: (a) the Company's earnings press releases and any guidance, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information; and (b) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), provided that each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.

12. Financial Statements Issues: To review with management and the Company's independent auditor: (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (b) analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; (d) consideration of the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles; and (e) the completeness and clarity of the disclosures in the financial statements.

13. Auditor National Office: To discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.

14. Auditor Communications: To review and discuss with the Company's independent auditor (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

15. Quality Control/Independence Report: At least annually, to obtain and review a report by the Company's independent auditor that describes (a) the independent auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board (or any successor) review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the independent auditor and any steps taken to deal with any such issues, and (c) all relationships

between the independent auditor and the Company or any of its subsidiaries in order to assess the independent auditor's independence.

16. Committee Report: To produce the audit committee report required to be included in the Company's proxy statement and review the disclosure in the Company's proxy statement regarding the Committee.

17. Auditor Evaluation: At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditor, including an evaluation of the lead audit partner, and taking into account the opinions of management and the internal auditor.

18. Auditor Rotation: To ensure the required regular rotation of the lead audit partner at the Company's independent auditor as required by law; and to consider regular rotation of the accounting firm serving as the Company's independent auditor. The Committee shall present its conclusions with respect to the independent auditor to the Board.

19. Hiring Former Auditors: To set Company hiring policies for employees or former employees of the Company's independent auditor.

20. Code of Conduct: To monitor compliance with the Company's Code of Conduct (the "Code"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code, to ensure proper disclosure of any applicable violations or waivers of the Code, and to review the Code at least annually and recommend any proposed changes to the Board for approval.

21. Related Party Transactions: To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with Company policies and procedures; to keep the Company's independent auditor informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and whether any member of the Committee has concerns regarding relationships or transactions with related persons and, if so, the substance of those concerns; and to review and discuss with the Company's independent auditor the independent auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

22. Legal Compliance: To review, with the Chief Legal Officer or General Counsel as well as outside legal counsel, as appropriate, legal and regulatory matters relating to the Company and its subsidiaries that could have a significant impact on the Company's financial statements; to review the Company's compliance with applicable laws and regulations; and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance.

23. Whistleblowers: To establish and oversee procedures for, and oversee compliance with, the receipt, retention and treatment of complaints received by the Company regarding accounting,

internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

24. Tax Planning: To review with management the Company's policies and processes for tax planning and compliance, including with respect to uncertain tax positions, adequacy of tax reserves, status of tax audits and significant tax developments.

25. Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

26. Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

V. WEBSITE DISCLOSURE

This Charter shall be posted on the Company's website. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders, in its annual report on Form 10-K, or otherwise in accordance with applicable rules and regulations, 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.