KODIAK GAS SERVICES, INC.
NOMINATING, GOVERNANCE & SUSTAINABILITY COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating, Governance & Sustainability Committee (the "NGS 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 the director nominations process and the Company's corporate governance and sustainability objectives.

II. MEMBERSHIP

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

Independence: Each member of the NGS Committee shall be determined by the Board, based on the recommendation of the NGS Committee, to be independent in accordance with the rules of the New York Stock Exchange (the "NYSE").

Appointment/Term/Removal: The members of the NGS Committee shall be appointed by the Board. The members of the NGS 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 NGS Committee at any time with or without cause.

III. STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the NGS Committee as the chairperson. If the chairperson is not available for a meeting, the NGS Committee may elect another member to act as chairperson for that meeting.

Meetings: The NGS Committee shall meet at least four times annually at such times and places as it deems necessary to fulfill its responsibilities. Meetings of the NGS Committee may be in person, by conference call, or by video conference link, in each case in accordance with the Company's bylaws. The NGS Committee chairperson will chair all regular meetings of the NGS Committee and will prepare the agenda and materials for NGS Committee meetings in consultation with the other NGS Committee members. The NGS 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 NGS 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 NGS Committee may invite any individuals to its meetings as it deems appropriate. However, the NGS Committee shall meet regularly without such individuals present.

Onboarding/Education: The Company will provide new members of the NGS Committee with appropriate onboarding briefings, and the full NGS Committee with educational resources and opportunities related to corporate governance and other matters as may be appropriate or requested

by the NGS Committee. The NGS Committee will also assure that all new Board members receive appropriate onboarding briefings, educational resources and education regarding the Company.

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

Any director search firm and any other advisors retained by the NGS Committee shall be independent as determined in the discretion of the NGS Committee.

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

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

Delegation of Authority: The NGS 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 NGS Committee chairperson as the NGS Committee may deem appropriate in its sole discretion, so long as any such subcommittee is comprised entirely of independent directors.

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

IV. DUTIES AND RESPONSIBILITIES

The NGS Committee shall have the following authority and responsibilities:

1. Director Qualifications: To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria consistent with the criteria set forth in the Company's Corporate Governance Guidelines to be considered in selecting nominees for director (the "Director Criteria").

2. Director Nominee Identification/Screening: To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The NGS Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.

3. Director Independence: To develop and recommend to the Board for approval standards for determining whether a director is independent.

4. Board Refreshment: To review the size of the Board and ensure that qualified director candidates with a diversity of tenure, skills and experiences are included by the Company or any search firm it engages in each pool of candidates from which Board nominees are chosen. Further, to oversee Board succession planning.

5. Stockholder Director Nominations: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement.

6. Stockholder Proposals: To review stockholder proposals and recommend Board responses.

7. Stockholder Engagement: To oversee engagement with stockholders, proxy advisory firms and other significant stakeholders, and to review proxy advisory firm policies and voting recommendations.

8. Third-Party Director Nomination Rights: NGS Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.

9. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board or submitted to a stockholder vote at an annual or special meeting of stockholders.

10. Board Leadership: To review the Board's leadership structure and recommend changes to the Board from time to time, as appropriate.

11. Board Committee Membership: To review the Board's committees' sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson periodically.

12. Corporate Governance Documents: To review, propose changes to the Board, or develop, as needed, the Company's certificate of incorporation, bylaws, corporate governance guidelines and other corporate governance policies.

13. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the NGS Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement, annual report on Form 10-K, or otherwise in accordance with applicable rules and regulations.

14. Sustainability Matters: To review and monitor the development and implementation of the goals the Company may establish from time to time with respect to its sustainability matters and provide guidance to the Board on such matters.

15. Health and Safety: To oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, the public and the environment and review with management the quality of the Company's procedures for identifying, assessing, monitoring and managing key environment, safety and social risks in the Company's business.

16. Community Investment: To oversee and review the Company's policies and practices regarding community investment, corporate charitable activities, including overseeing the Company's charitable foundation, and public policy advocacy.

17. Corporate Governance Trends: To review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.

18. Outside Directorships: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.

19. Board and Committee Performance Evaluation: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

20. NGS 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 NGS Committee shall conduct this evaluation in such manner as it deems appropriate.

21. NGS 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.

* * *

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.