KODIAK GAS SERVICES, INC.
PERSONNEL & COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The purpose of the Personnel & Compensation 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 executive compensation, and the development, implementation and effectiveness of the Company's human capital management practices, policies, strategies and goals.

II. MEMBERSHIP

Size: The Committee shall consist of two 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 10C-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules of the New York Stock Exchange (the "NYSE"). At least two members of the Committee shall qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Exchange Act.

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 three 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 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 to its meetings as it deems appropriate. However, the Committee shall meet regularly without such individuals present, and in all cases the Chief Executive Officer (the "CEO") and any other officers shall not be present at such portion of a meeting or executive session at which their compensation or performance is discussed or determined.

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 executive compensation 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 a compensation consultant, 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 compensation consultant, 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 compensation consultant, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications.

Compensation Consultant Independence/Conflicts of Interest: In retaining or seeking advice from compensation consultants, the Committee must take into consideration the factors specified in the rules of the NYSE. The Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

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 compensation consultant, 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, so long as any such subcommittee is comprised entirely of independent directors.

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. CEO Compensation: To review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and make recommendations to the Board regarding the CEO's compensation level based on this evaluation. In evaluating and making recommendations to the Board regarding the long-term incentive component of CEO compensation, the Committee may consider the Company's performance (including financial performance measures used to link executive compensation actually paid to the CEO pursuant to Item 402(v) of Regulation S-K) and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating and making recommendations to the Board regarding CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay Vote") required by Section 14A of the Exchange Act.

2. Executive Officer Compensation: To review and approve the compensation of all other executive officers. In evaluating executive compensation, the Committee shall consider the results of the most recent Say-on-Pay Vote. Such review, evaluation and approval will not be required for such agreements, plans, policies and programs that are generally available to all employees.

3. Incentive/Equity Plans: To review, and make recommendations to the Board regarding, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans to be included in the Company's proxy statement. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and making recommendations to the Board regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or

terminate any such plans, the Committee shall consider the results of the most recent Say-on-Pay Vote.

4. Employee Benefit Plans: To monitor the effectiveness of non-equity-based benefit plan offerings, including but not limited to non-qualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to executive officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity-based benefit plan or delegate such authority to the extent such delegation is permitted. Regarding employee benefit plans, the Committee's role shall be one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.

5. Peer Group: To set the composition of any peer company group used for market comparison for executive compensation.

6. Compensation Disclosure: To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement, annual report on Form 10-K, or otherwise in accordance with applicable rules and regulations.

7. Employment/Severance Agreements: To review and approve, (and in the case of the CEO, make recommendations to the Board to approve) any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to administer, adopt, amend and terminate such agreements, arrangements or plans.

8. Agreements with Former Executive Officers: To review and recommend to the Board for approval any contracts or other transactions with former executive officers, including consulting arrangements.

9. Stock Ownership Guidelines: To determine stock ownership guidelines for the directors, CEO, and other executive officers and monitor compliance with such guidelines.

10. Clawback Policy: To review the Company's clawback policy or policies and recommend any proposed changes to the Board for approval, to administer such clawback policies, and to ensure that any clawback policy complies in all respects with applicable rules and regulations, including the rules and regulations of the U.S. Securities and Exchange Commission and the NYSE.

11. Succession Planning: To develop and recommend to the Board for approval a CEO and executive succession plan (the "Succession Plan"), review the Succession Plan periodically, develop, monitor and evaluate potential candidates for CEO and other executives and key employees and recommend to the Board any changes to and any candidates for succession under the Succession Plan, including with respect any interim CEO or other executive or key employee, if applicable.

12. Risk Management: To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking. The Committee shall review and discuss at least annually the relationship between risk management policies and practices and compensation and human capital management practices, and evaluate compensation and human capital management policies and practices that could mitigate any such risk.

13. Human Capital Management: To assist the Board in its oversight of human capital management, including corporate culture, recruiting, retention, attrition, talent management, career development and progression, succession and employee relations.

14. Sustainability: To assist the Nominating, Governance & Sustainability Committee with oversight of the Company's sustainability policies and practices relating to human capital management.

15. Say-on-Pay Frequency: To review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, to review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.

16. Non-Employee Director Compensation: To review all non-employee director compensation, benefits and perquisites for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

17. 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.

18. 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.