

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Flotek Industries, Inc. (the “**Company**”) is to assist the Board in fulfilling its responsibility in overseeing:

- The compensation of the Company’s Chief Executive Officer (the “**CEO**”) and the other executive officers of the Company (collectively with the CEO, the “**Executive Officers**”);
- The Company’s compensation plans, policies and procedures relating to the Executive Officers; and
- Assist with Board oversight of the Company’s strategies relating to human capital management.

Membership and Appointment

The Committee shall comprise not fewer than three members of the Board, as may be determined from time to time by the Board. The members of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee of the Board. Members of the Committee may be removed by the Board in its discretion. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee.

Members of the Committee must meet the criteria of the Securities and Exchange Commission (the “**SEC**”), the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), the New York Stock Exchange (“**NYSE**”), and any other qualifications or criteria determined by the Board. Without limiting the foregoing, each member of the Committee must:

- Be independent, as defined by the rules of the NYSE and any applicable laws; and
- Qualify as a “non-employee” director within the meaning of Rule 16-3 under the Exchange Act.

A chairperson of the Committee (the “**Chairperson**”) shall be designated by the Board based on recommendations by the Corporate Governance and Nominating Committee of the Board. The Chairperson shall determine the agenda for meetings and shall establish such other rules as may be necessary or advisable for the proper conduct of the Committee. The corporate secretary of the Company shall act as secretary of the Committee or, in the absence of the corporate secretary, such other person as the Chairperson may designate.

Meetings

The Committee shall meet as often as is required to carry out its duties. Meetings shall be

at such times and places as are determined by the Chairperson and may take place in person or by telephone or video conference. The Committee shall meet in executive session without management of the Company as may be appropriate from time to time.

The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The secretary shall take minutes of the meetings.

Advisors and Funding

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to engage independent counsel and other advisors as may be necessary or advisable to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Committee shall receive appropriate funding from the Company to pay such compensation consultant, independent legal counsel and any other advisors and to pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. 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 compensation consultant(s), independent legal counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in Section 303A.05(c) of the NYSE Listed Company Manual. 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.

Annual Review

The Committee shall undertake an annual evaluation of its performance and report on such evaluation to the Board. The Committee shall review the adequacy of this charter at least annually, and recommend any changes to the Board for approval.

Duties and Responsibilities

The Committee shall be responsible for carrying out the following duties and responsibilities. These are set forth as a guide, and the Committee may supplement or alter them as may be necessary or appropriate as may be required to comply with applicable laws or listing standards.

1. CEO Compensation

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate at least annually the CEO's performance in light of those corporate goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.
- In determining the long-term incentive component of CEO compensation, the Committee may consider the Company's performance 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 determining 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. Other Executive Officer Compensation

- In consultation with the CEO, review the corporate goals and objectives for each other Executive Officer of the Company.
- In consultation with the CEO, evaluate at least annually each other Executive Officer's performance in light of those corporate goals and objectives, and determine and approve each such Executive Officer's compensation level based on this evaluation.
- Make recommendations to the Board with respect to the compensation for each other Executive Officer, and any incentive-compensation and equity-based plans that are subject to Board approval.
- In evaluating and making recommendations regarding executive compensation, 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.
- Oversee, review and approve additional programs designed to retain critical executives.

3. Director Compensation

- Review and approve for recommendation to the Board, compensation, including equity compensation, for the members of the Board and Board committees.

4. Compensation and Risk Mitigation

- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

5. Employment Contracts

- Review and recommend to the Board for approval a form of employment contract to be used for the CEO and the other executive officers of the Company.
- Recommend to the Board for approval the terms of the individual employment contracts for the CEO and the other executive officers of the Company.
- Review and recommend to the Board for approval 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.

6. Disclosure

- Review with management, if required by applicable SEC and/or Exchange Act rules or regulations, the Compensation Discussion & Analysis required to be included in the Company's proxy statements and/or annual reports and determine whether to recommend the same to the Board for inclusion in such proxy statements and annual reports.
- Produce, if required by applicable SEC and/or Exchange Act rules or regulations, the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Company's proxy statement.
- Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of executive compensation, including "say-on-pay" votes and the frequency of such votes, and equity compensation plans.
- Periodically review and revise if deemed appropriate, the stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
- Administer the Company's Clawback Policy and review and amend the Company's Clawback Policy from time-to-time as the Committee deems necessary.

Approved on July 31, 2024