



NATIONAL ENERGY SERVICES REUNITED CORP.

NOMINATING & GOVERNANCE COMMITTEE CHARTER

Adopted August 14, 2018

The responsibilities and powers of the Nominating & Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of National Energy Services Reunited Corp. (the “*Company*”), as delegated by the Board, are set forth in this charter. The charter was adopted by the Board on the date indicated above. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

I. Purpose

The purpose of the Committee is to monitor compliance with good corporate governance standards; to identify individuals qualified to become Board members; to recommend to the Board director nominees for election at the annual meeting of shareholders or for election by the Board to fill open seats between annual meetings; to review and make recommendations to the Board regarding non-employee director compensation; and to develop and recommend to the Board corporate governance guidelines applicable to the Company.

II. Membership

The Committee shall have at least two members. Committee members shall be appointed by the Board from among its members and may be removed by the Board at any time. Each member of the Committee shall satisfy such criteria of independence as the Board may establish and such additional regulatory or listing requirements as the Board may determine to be applicable or appropriate. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate governance. The actual number of members shall be determined from time to time by resolution of the Board.

III. Meetings and Committee Action

The chairman of the Committee shall be designated by the Board. The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. Meetings of the Committee shall be called by the chairman of the Committee upon such notice as is provided for in the by-laws of the Company with respect to meetings of the Board. A majority of the members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee.

The chairman of the Committee may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise. A certificate of the Secretary of the Committee or minutes of a meeting of the Committee executed by the Secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken.

IV. Committee Authority and Responsibilities



The following are the activities of the Committee in carrying out its purposes. These activities represent a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Review the Company's Code of Conduct and other governance guidelines at least annually, and make such recommendations to the Board with respect thereto as it may seem advisable.
2. Review qualifications of individuals suggested as potential candidates for director of the Company, including candidates suggested by shareholders, and consider for nomination any of such individuals who are deemed qualified in line with the attached Board of Directors Candidate Guidelines.
3. Recommend to the Board candidates for election as directors of the Company to fill open seats on the Board between annual meetings, including vacancies created by an increase in the authorized number of directors.
4. Review the remuneration of non-employee directors and make such recommendations to the Board with respect thereto as it may deem advisable.
5. Provide comments and suggestions to the Board concerning committee structure of the Board, committee operations, committee member qualifications, and committee member appointment.
6. Direct management to establish and maintain procedures for the review of "related person transactions" as defined by SEC rules and to report to the Committee on a quarterly basis. Make recommendations to the Board as to whether or not transactions reviewed by the Committee are required to be reported.
7. Review any allegation that an executive officer or director may have violated the Company's Code of Conduct and report its findings to the Board.
8. Take such other actions and do such other things as may be referred to it from time to time by the Board.

V. Resources and Authority of the Committee

The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors. Without limiting the foregoing, the Committee will have sole authority to retain and terminate any search firm to be used by the Committee to identify director candidates and any consultant used by the Committee to evaluate non-employee director compensation.

VI. REPORTING

The Committee shall prepare a statement each year concerning its compliance with this charter for inclusion in the Company's proxy statement.



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Board of Directors Candidate Guidelines

The Nominating & Governance Committee (the “*Committee*”) of the Board of Directors (“*Board*”) of National Energy Services Reunited Corp. (the “*Company*”) will identify, evaluate and recommend candidates to become members of the Board with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Committee by the Company’s shareholders in accordance with the Company’s policy. Candidates will be reviewed in the context of current composition of the Board (including the diversity in background, experience and viewpoints of the Board), the operating requirements of the Company and the long-term interests of the Company’s shareholders. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

- Whether the candidate is independent pursuant to the requirements of the Principal Market.
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
- Whether the candidate has the ability to read and understand basic financial statements. The Committee also will determine if a candidate satisfies the criteria for being an “audit committee financial expert,” as defined by the Securities and Exchange Commission.
- Whether the candidate has relevant experience and expertise and would be able to provide insights and practical wisdom based upon that experience and expertise.
- Whether the candidate is committed to enhancing shareholder value.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and independent business judgment, and to assume broad fiduciary responsibility.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board’s working relationship with the senior management of the Company.