NATURAL GAS SERVICES GROUP, INC.
Charter of the Audit Committee

Revised and Adopted by the Board as of November 5, 2025

I. PURPOSE

The Audit Committee (the "**Committee**") assists the Board of Directors (the "**Board**") of Natural Gas Services Group, Inc. (the "**Company**") in overseeing:

- The integrity of the Company's consolidated financial statements and disclosures in filings under the Securities Act of 1933 and the Securities Exchange Act of 1934, including quarterly Form 10-Q and annual Form 10-K reports and related earnings releases.

- Compliance with the Sarbanes-Oxley Act of 2002 (including Sections 302 and 404), the Dodd-Frank Wall Street Reform and Consumer Protection Act, PCAOB standards, and the listing standards of the New York Stock Exchange.

- The qualifications, independence and performance of the independent registered public accounting firm (the "**independent auditor**").

- The performance of the internal audit function.

- Oversight of legal, regulatory and compliance matters that could materially affect financial reporting, including inquiries by the Securities and Exchange Commission and other federal or state regulators.

II. COMPOSITION OF THE COMMITTEE

- The Committee shall consist of at least three members of the Board, each of whom meets the independence requirements of the Securities Exchange Act Rule 10A-3 and applicable NYSE listing standards.

- All members must be financially literate and at least one member shall qualify as an "audit committee financial expert" under SEC rules.

- Members shall be appointed and removed by the Board and serve until their successors are appointed or until their earlier resignation or removal.

III. AUTHORITY AND RESOURCES

- The Committee has the authority to retain, at the Company's expense, independent legal counsel, accountants, or other advisors, and to set and pay their compensation.

- The Committee may request any officer or employee of the Company, the Company's outside counsel, or the independent auditor to attend a Committee meeting or to meet with any members of, or advisers to, the Committee.

- The Committee may conduct or authorize investigations into any matters within its scope of responsibility and have full access to all books, records, facilities and personnel of the Company.

- The Committee shall have sole authority to appoint, compensate, evaluate and, when appropriate, replace the independent auditor and to pre-approve all audit and permissible non-audit services, as required by Section 201 of the Sarbanes-Oxley Act and SEC Rule 2-01 of Regulation S-X.

IV. RESPONSIBILITIES AND DUTIES

The Committee's responsibilities shall include the following:

1. Financial Reporting and Regulatory Filings

    - Review and discuss with management and the independent auditor the interim financial results in Form 10-Q under Exchange Act Sections 13(a) and 15(d), the annual financial statements and disclosures in Form 10-K (including a review and discussion of the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"), and related earnings releases prior to filing or public dissemination, and discuss financial information and earnings guidance provided to analysts and rating agencies.

    - Review disclosures made pursuant to Section 302 certifications of the principal executive and financial officers and the Section 906 officer certifications accompanying Forms 10-Q and 10-K.

    - Review with the independent auditor any audit problems or difficulties and management's response.

    - Discuss critical accounting policies, significant estimates and unusual transactions, as well as off-balance sheet arrangements and material written communications between management and the independent auditor.

2. Independent Auditor Oversight

    - Oversee the independence, qualifications and performance of the independent auditor, including compliance with PCAOB standards and mandatory partner rotation under Section 203 of the Sarbanes-Oxley Act.

    - Pre-approve all audit and permissible non-audit services to ensure compliance with Section 201 of the Sarbanes-Oxley Act and SEC independence rules.

    - Review the scope, planning, staffing and results of each audit engagement, including any significant audit adjustments or material weaknesses noted.

    - Annually evaluate the lead audit partner, considering the partner's performance, objectivity and independence.

    - Set policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company, with input from officers of the Company, including the Chief Executive Officer and Chief Financial Officer.

3. Internal Audit and Internal Controls

    - Approve the internal audit charter and review significant internal audit plans, findings and management's corrective action plans.

    - Monitor the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures as required by Section 404 of the Sarbanes-Oxley Act and Exchange Act Rule 13a-15.

    - Review management's report on internal control over financial reporting and the independent auditor's attestation on management's assessment.

4. Compliance and Risk Oversight

    - Review with management, the General Counsel (or outside legal counsel), and other advisors significant legal, regulatory and compliance matters that could materially affect the financial statements or the Company's reputation, including inquiries or investigations by the SEC, Department of Transportation (including PHMSA) and the Federal Energy Regulatory Commission.

    - Oversee the Company's ethics and compliance program, including the Dodd-Frank whistleblower provisions and the Company's hotline procedures.

    - Discuss with management the major financial risk exposures and steps taken to monitor and control those exposures, including insurance, hedging and capital preservation

strategies.

- Discuss the guidelines and policies governing the process by which the Company assesses and manages its risks (the Enterprise Risk Management program), including business continuity and information technology risks and cybersecurity and data privacy risks, including any cybersecurity risks that could affect the adequacy of the Company's internal controls, and discuss the Company's major financial risk exposures and the steps that management has taken to monitor and mitigate such exposures; provided, however, that the Committee is not required to be the sole body responsible for risk assessment and management.

5. Reporting and Other Duties

- Prepare the Audit Committee report required by SEC rules to be included in the Company's annual proxy statement.

- Regularly report Committee activities, significant issues and recommendations to the Board.

- Review and approve all related-party transactions, defined as those transactions required to be disclosed under Items 404(a) and 404(b) of Regulation S-K and NYSE Rule 314.00.

- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

- Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the Board or this Committee determines are necessary or appropriate.

V. MEETINGS AND OPERATIONS

- The Committee shall meet at least quarterly with authority to call additional meetings as circumstances require.

- The Committee shall meet separately, at least annually, with management, the head of internal audit and the independent auditor.

- Minutes of each meeting shall be prepared and filed with the minutes of the meetings of the Board.

VI. DELEGATION OF AUTHORITY

The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more Members when appropriate.

VII. PERFORMANCE EVALUATION

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

VIII. LIMITATION ON AUDIT COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.