NATURAL GAS SERVICES GROUP, INC.
Charter of the Compensation Committee of the Board of Directors

Revised and Adopted by the Board November 5, 2025

I. ORGANIZATION AND PURPOSE

The Board of Directors (the "**Board**") of Natural Gas Services Group, Inc. (the "**Company**") has established the Compensation Committee of the Board to carry out the duties and responsibilities assigned to the Compensation Committee under applicable securities laws and regulations of the U.S. Securities and Exchange Commission (the "**Commissio**n") including Rule 16b-3, the rules and regulations of the New York Stock Exchange (the "**Exchange**"), the Exchange on which the securities of the Company are listed, and the Bylaws and governing documents of the Company.

Specifically, the Compensation Committee is established to assist the Board through assuming primary responsibility for evaluating issues related to executive and director compensation. The Committee is also charged with making regular reports to the Board and delivering any reports that may, from time to time, be required by the rules of the Exchange and the Commission, including reports to be included in the Company's annual proxy statement or annual report on Form 10-K.

II. COMPOSITION AND QUALIFICATIONS

The Compensation Committee shall consist of at least three members of the Board. The members of the Committee shall be elected at the first meeting of the Board following the annual general meeting of Shareholders or as necessary to fill vacancies in the interim. Committee members shall serve until his or her successor is duly appointed and qualified or until such member's resignation or removal by a majority vote of the Board or by unanimous written consent of the Board. Unless the Board chooses the chairperson, the duly elected members of the Compensation Committee shall choose a chairperson by a majority vote of the Committee.

The members of the Compensation Committee shall meet the independence requirements of the Securities Exchange Act of 1934 (the "**Exchange Act**"), and applicable rules and regulations of the Commission and the Exchange or other stock exchange or quotation system that the Company's equity securities may be listed or quoted on at the time.

III. MEETINGS AND AUTHORITY

The Compensation Committee shall meet, either in person, utilizing audio/video connection, or telephonically, at least four times per year and more frequently as the Compensation Committee Chairperson deems appropriate. The agenda for each Compensation Committee

meeting shall be approved in advance by the Compensation Committee Chairperson. Briefing materials shall be provided to members of the Compensation Committee as far in advance of the meeting as practical and as directed by the Chairperson. The presence of at least fifty percent (50%) of the members at a meeting of the Compensation Committee shall constitute a quorum for the transaction of business. The Compensation Committee may also take action by unanimous written consent.

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions regularly to the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

IV. OUTSIDE ADVISORS

The Committee shall have the resources, funding and authority that it deems necessary to discharge its duties and responsibilities. The Committee may in its sole discretion retain, obtain advice from and terminate compensation consultants, independent legal counsel or other advisors. Such advice may be used by the Committee, as it deems appropriate in its sole discretion, to assist in the evaluation of the director, chief executive officer or executive officer compensation or any other purpose in connection with fulfilling its responsibilities and duties. The Committee shall also have the authority to obtain advice and assistance from internal or non-independent external legal counsel, accountants or other advisors. Any communications between the Committee and legal counsel (whether internal or external) in the course of obtaining legal advice will be considered privileged communications of the Company.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee, and the Committee shall have the sole authority to approve the consultants and advisor fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any compensation consultant, independent legal counsel or any other advisor retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Prior to selecting any compensation consultant, legal counsel or other advisor, the Committee shall take into consideration all factors relevant to such person's independence from management of the Company, including the factors set forth in Rule 10C-1 of the Exchange Act and any other specific factors required to be considered by the Committee under the applicable rules of the SEC and the NYSE (including NYSE Rule 303A.05(c)(iv)) that may affect the independence of such consultant, counsel or other advisor. To the extent a compensation consultant is engaged by the Committee, the Committee shall review and assess, on an annual basis, the independence from management and performance of the compensation consultant for the prior year and make a determination of whether that consultant, or another consultant or consulting firm, will be retained to provide services to the Committee.

V. RESPONSIBILITIES AND DUTIES

The Committee shall have the following responsibilities and duties:

- To evaluate and/or develop the compensation policies applicable to the executive officers of the Company (the "**Executive Officers**"), which shall include guidance regarding the specific relationship of corporate performance to executive compensation;

- To annually review and approve the corporate goals and objectives relevant to compensation for the Chief Executive Officer and the other Executive Officers

- To annually evaluate the performance of the Chief Executive Officer, and in conjunction with the Chief Executive Officer, the other Executive Officers;

- To annually review and approve (acting without the presence of the Chief Executive Officer), the Chief Executive Officer's compensation level, including salary, bonus, incentive and equity compensation;

- To annually review (in consultation with the Chief Executive Officer) and approve the compensation to be paid to the Executive Officers of the Company other than the Chief Executive Officer, including salary, bonus, incentive and equity compensation;

- To periodically review and approve, for the Executive Officers, employment agreements, severance agreements and change in control agreements and provisions, in each case, when and if the Committee deems appropriate;

- To annually review the compensation paid to non-employee directors (including Board and committee chairpersons) in the form of annual retainers and meeting fees, if any, and to make recommendations to the Board regarding any adjustments;

- To review and make recommendations to the Board with respect to the terms and conditions of the Company's incentive compensation and other equity-based plans that are subject to Board approval;

- To administer the Company's incentive compensation and equity-based plans, as amended from time to time, in accordance with the terms of such plans, and any other plans pursuant to which administrative authority is expressly vested in the Committee in accordance with the terms of such plans, including granting awards under the Company's equity compensation plans; provided that the authority to issue such awards to employees who are not subject to Section 162(m) of the Code or Section 16 of the Exchange Act may, to the extent permitted by applicable law and the terms of such plan, be delegated to a committee comprised of one or more directors as provided above;

- To annually review all equity-based plans and arrangements, and the number of shares remaining available for issuance under those plans and arrangements and make recommendations to the Board regarding the need to amend existing plans or adopt new plans for purposes of implementing the Committee's strategy regarding long0term and equity-based compensation;

- To consult with management to oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility to the extent the Committee so determines, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code;

- To maintain regular contact with management of the Company regarding the matters in this charter;

- To review periodically the Company's executive compensation programs and policies, and to monitor policies regarding equity ownership requirements, claw back of executive compensation, say-on-pay and such other matters as the Committee deems appropriate with respect to executive compensation;

- To consider periodically whether the risks arising from the Company's compensation policies and practices for all employees are reasonably likely to have a material adverse effect on the Company as they relate to risk management practices and risk-taking incentives;

- To review and discuss with the Company's management the "Compensation Discussion and Analysis" to the extent required by SEC rules, and based on such review and discussion, to determine whether to recommend to the Board that the "Compensation Discussion and Analysis" be included in the Company's annual proxy statement or annual report on Form 10-K;

- To prepare an annual executive compensation report to be included in the Company's proxy statement or annual report on Form 10-K to the extent required by SEC rules (including the disclosure required by Item 407(e)(5) of Regulation SK);

- To oversee the Company's regulatory compliance with NYSE rules relating to stockholder approval of equity-based plans;

- To the extent applicable, (i) review the results of any advisory Say-on-Pay vote and consider whether to make any adjustments to the Company's executive compensation policies and practices, and (ii) consider and recommend for approval by the Board the frequency with which the Company should submit to shareholders the advisory Say-on-

Pay vote as required by the rules of the SEC, considering the results of any advisory shareholder vote on how often such Say-on-Pay votes should occur;

- To periodically, as practical and resulting from the response from the Company's shareholders on certain proxy proposals related to executive compensation, communicate with Company shareholders about the Company's executive compensation program and related topics;

- To evaluate its own performance, and review the adequacy of this charter, at least annually, and to report to the Board regarding any recommended changes for its approval; and

- To (i) retain, in the Committee's discretion, the advice and services of compensation consultants, legal counsel and other advisors to advise and assist the Committee in the performance of its functions, but only after taking into consideration all factors relevant to such advisor's independence from management, including those specified by the rules of the NYSE and Rule 10C-1 of the Exchange Act; (ii) be directly responsible for the appointment, compensation and oversight of the work of such advisors; and (iii) have sole authority to determine the advisors' fees and other compensation and the other terms of retention, and to terminate services.

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.

While the members of the Committee 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 7-108-401(2) of the Colorado Business Corporation Act for good faith reliance by Committee members on reports or other information provided by others.