

**Natural Gas Services Group, Inc.
Stock Ownership Guidelines Policy**

**[Approved by Comp Comm June 4, 2024]
[Approved by Board June 13, 2024]**

Purpose

The Board of Directors (“Board”) of Natural Gas Services Group, Inc. (the “Company”) believes that it is in the best interest of the Company and its shareholders to align the financial interests of the Company executives and non-employee members of the Board (“Directors”) with those of the Company’s shareholders. In this regard, the Compensation Committee of the Board has adopted minimum stock ownership guidelines.

The Compensation Committee may modify this Policy in its discretion.

Applicability

The Policy is applicable to all non-employee Directors and the Company's executive officers. For purposes of this policy, "executive officers" are those persons who are deemed to be executive officers under Item 401 of Securities and Exchange Commission Regulation S-K (together, executive officers and non-employee Directors are referred to as “Participants”).

Minimum Ownership Requirements

Participants must own shares of common stock of the Company in accordance with the following schedule:

Position	Value of Shares
CEO	5x base salary
Executive Officers other than CEO	2.5x base salary
Non-Employee Member of the Board of Directors	4x annual cash retainer

Satisfaction of Guidelines

Participants may satisfy their ownership guidelines with common stock in these categories:

- Shares owned directly;
- Shares owned indirectly (e.g., by a spouse or a trust);
- Shares represented by amounts invested in a 401(k) plan or deferred compensation plan maintained by the Company; and
- Time-vested restricted stock or restricted stock units.

Unexercised options and unearned performance shares are not counted toward meeting the guidelines.

Compliance Timing

The Compensation Committee will review compliance with these guidelines on an annual basis using the value of stock ownership (“Stock Ownership Value”) and annual base salary (and for directors, their annual cash retainer) as of April 1 of the applicable year (that date, the “Measurement Date”). For purposes of determining Stock Ownership Value, eligible holdings shall be valued at the greater of (i) the average daily close price of the Company’s common stock at the Measurement Date (or if the Measurement Date is a non-trading day, then the first trading day after the Measurement Date), or (ii) cost basis of any stock acquired via purchase or vesting of RSUs.

The applicable level of stock ownership is expected to be satisfied by the first Measurement Date following that date which is five (5) years after an individual first becomes an executive officer or non-employee director subject to these guidelines (the “Compliance Date”) and maintained thereafter for so long as the individual remains in such capacity.

For any period after the Compliance Date that a Participant is not in compliance with his or her ownership requirement, the Participant shall not sell any of his or her equity holdings in the Company, except immediate sales of stock acquired by (i) exercise of stock options, for the limited purposes of paying the exercise price of the stock option and any applicable tax liability, (ii) vesting of restricted stock or stock units, for the limited purposes of paying any applicable tax liability.

Exceptions

In the event an executive officer or director has not yet met their minimum stock ownership requirement or is in danger of falling below the minimum guidelines due to “hardship” the Compensation Committee shall have the authority to suspend compliance until the hardship has been resolved. All determinations regarding “hardship” shall be made by the Compensation Committee in its discretion and may include a decline in Stock Ownership Value due to financial crises or extraordinary volatility in the Company stock prices due to market conditions.

Administration

The Compensation Committee of the Board shall be responsible for monitoring the application of these stock ownership guidelines.