



C&J ENERGY SERVICES, INC.
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF
DIRECTORS
(Amended and Adopted as of December 14, 2017)

The Board of Directors (the “Board”) of C&J Energy Services, Inc. (the “Company”) has established the Nominating and Governance Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Nominating and Governance Committee Charter (this “Charter”).

I. Purposes

The purposes of the Committee are to:

- A.** Assist the Board in fulfilling its oversight responsibilities of risks relating to corporate governance, board organization, membership and structure by:
 - 1. Advising the Board and making recommendations regarding appropriate corporate governance practices and assisting the Board in implementing those practices;
 - 2. Assisting the Board by identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and recommending director nominees to the Board for election at the annual meetings of shareholders or for appointment to fill vacancies on the Board;
 - 3. Advising the Board and making recommendations regarding the appropriate composition of the Board and its committees;
 - 4. Consistent with the Company’s Corporate Governance Guidelines, leading the Board in the annual performance evaluation of the Board, its committees and the directors, as required and determined appropriate, and of the Company’s CEO and senior executive officers, as required and determined appropriate; and
 - 5. Directing all matters relating to succession planning for the Company’s CEO, as well as succession planning for the other members of senior management in consultation with the Company’s CEO and succession planning of the Company’s senior accounting and financial personnel in consultation with the Audit Committee.
- B.** Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

The Committee shall consist of three or more directors, as determined on an annual basis by the Board. The members of the Committee and its chairperson shall be selected annually by the Board, on the recommendation of this Committee, and shall serve at the pleasure of the Board until their successors are appointed. If a chairperson is not designated by the Board or present at a meeting, the Committee may designate a chairperson by majority vote of the Committee members then in office. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, the Board.

Each Committee member must meet the applicable standards of independence, including pursuant to the rules of the New York Stock Exchange (“NYSE”). The determination of independence will be made by the Board.

Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee and carry out the responsibilities outlined in this Charter. The Committee may undertake additional activities within the scope of its purpose as the Committee or the Board may from time to time determine necessary and appropriate, including in connection with changes in applicable regulatory requirements. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility for, the following matters in accordance with its purpose.

A. Authority

The Committee shall have the authority to take the following actions:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate;
2. Meet with and seek any information it requires from any other directors, the Company’s executive officers and employees, independent legal counsel, experts, advisors or other external parties as necessary or appropriate to perform its duties and fulfill its responsibilities, including in connection with any investigation;
3. Retain and determine funding (which shall be borne by the Company) to compensate independent legal counsel, as well as other experts and advisors, as it deems necessary or appropriate to fulfill its responsibilities; the Committee may also utilize the services of the Company’s regular independent legal counsel or other experts and advisors to the Company;
4. Provide appropriate funding (which shall be borne by the Company), as determined necessary or appropriate by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties; and
5. Delegate to its chairperson, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees shall not have the authority to engage independent counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and regularly report to the Committee.

B. Responsibilities

The Committee shall have the following responsibilities:

1. Corporate Governance

- a. On an annual basis, review and reassess the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval;
- b. Establish and administer an annual review process for the review of the charters of each Board committee.
- c. Periodically review and assess the Company's corporate governance framework, including the Company's Certificate of Incorporation and Bylaws, and recommend any proposed changes to the Board for approval.
- d. Consider any corporate governance issues that arise from time to time, and develop and recommend to the Board appropriate corporate governance guidelines, policies and/or procedures.

2. Board and Committee Composition; Director Qualifications

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee will perform the following actions:

- a. The Committee shall identify individuals qualified to become members of the Board and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders, and the persons to be elected by the Board to fill any vacancies on the Board.
- b. Prior to recommending to the Board that an existing director be nominated for election as a director at the annual meeting of shareholders, the Committee shall consider and review the director's:
 - Past Board and committee meeting attendance and performance;
 - Length of Board service;
 - Personal and professional integrity, including commitment to the Company's core values;
 - Relevant experience, skills, qualifications and contributions that the existing director brings to the Board; and
 - Independence under applicable standards.
- c. In the event that a vacancy on the Board arises, or in the event that the size of the Board is increased, subject to the requirements of the Company's Bylaws, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for appointment by the Board to serve the remainder

of the term of the director position that is vacant, appointment by the Board to fill a newly created seat, or election at the next annual meeting of shareholders. To identify such a nominee, the Committee may solicit recommendations from existing directors and senior management. These recommendations, to the extent solicited, should be considered by the Committee along with any recommendations that have been received from shareholders as discussed below. The Committee may, in its discretion, retain a search firm to provide additional candidates. Prior to recommending to the Board that a person be elected to fill a vacancy or new seat on the Board, the Committee shall consider and review the candidate's:

- Relevant skills, qualifications and experience;
- Independence under applicable standards;
- Business judgment;
- Service on boards of directors of other companies;
- Personal and professional integrity, including commitment to the
- Company's core values;
- Openness and ability to work as part of a team;
- Willingness to commit the required time to serve as a Board member; and
- Familiarity with the Company and its industry.

The Committee also will consider the diversity of, and the optimal enhancement of the current mix of talent and experience on, the Board.

- d. The Committee shall treat recommendations for directors that are received from the Company's shareholders equally with recommendations received from any other source; provided, however, that in order for such shareholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of shareholders.
- e. At least annually, the Committee shall review the criteria for the nomination of director candidates and recommend any proposed changes to the Board for approval.

3. Director Independence

On an annual basis, the Committee shall:

- a. Review the applicable relationships between the Company and each director and other relevant relationships and transactions and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.
- b. Determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve and report the results of its review to the Board, which will then determine which directors qualify as an independent, disinterested, non-employee or outside directors under applicable standards.

4. Board and Committee Structure

On an annual basis, subject to the requirements of the Company's Bylaws, the Committee shall:

- a. Review the advisability or need for any changes in the number and composition of the Board.
- b. Review the advisability or need for any changes in the Board's committee structure.
- c. Recommend to the Board the composition of each Board committee and the individual director to serve as chairperson of each committee, endeavoring to cause one member of the Audit Committee to satisfy the attributes of an "audit committee financial expert" as set forth in Item 407(d)(5) of Regulation S-K promulgated by the U.S. Securities and Exchange Commission and one member of the Audit Committee (who may also serve as the audit committee financial expert) to satisfy the attributes of having accounting or related financial management expertise in accordance with NYSE listing standards in the judgment of the Board.

5. Committee, Board and Senior Management Performance Evaluations

- a. Consistent with the Company's Corporate Governance Guidelines, establish and administer an annual assessment process relating to the performance and overall effectiveness of the Board, its committees and the individual directors; report to the Board with any recommendations.
- b. Establish and administer an annual assessment process relating to the performance and overall effectiveness of the CEO and, as deemed appropriate, other executive officers; and report to the Board with any recommendations.

6. Succession Planning

On an annual basis, the Committee shall:

- a. Meet on succession planning, whereby the Committee shall identify, and periodically update, the qualities and characteristics necessary for an effective CEO and monitor and review the development and progression of potential candidates against these standards.
- b. Review and consult with the CEO on succession planning of senior management.
- c. Review and consult with the Audit Committee on succession planning of the Company's senior accounting and financial personnel.

7. Other Powers and Responsibilities

Each year, the Committee shall:

- a. Develop and evaluate an orientation and general education program for new and continuing directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program.
- b. Review the Board's policy regarding the structure of the offices of Chairperson of the Board and CEO.
- c. Review and make recommendations to the Board on shareholder proposals submitted for inclusion in the Company's proxy materials, which relate to governance, corporate responsibility, sustainability or political spending issues.

IV. Procedures

- A. **Meetings.** The Committee shall meet as frequently as circumstances dictate. The Committee shall meet at the call of its chairperson, two or more members of the Committee or the Chairperson of the Board. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee shall be held at such time and place, and upon such notice, as its chairperson may from time to time deem appropriate. All Committee members are expected to attend each meeting, in person or via teleconference. The Committee shall keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors (including non-independent directors), members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

- B. ***Quorum and Approval.*** A majority of the Committee's members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. ***Rules.*** The Committee may determine additional rules and procedures, including designation of a chair pro tempore in the absence of its chairperson and designation of a secretary of the Committee at any meeting thereof.
- D. ***Reports.*** The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its chairperson, regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered, and any related recommendations.
- E. ***Review of Charter.*** On an annual basis, the Committee shall review this Charter and recommend any proposed changes to the Board for approval in accordance with the process established by the Company's Corporate Governance Guidelines and the Board.
- F. ***Performance Review.*** On an annual basis, the Committee shall review and evaluate the performance of the Committee and that of its individual members, and report such assessment to the Board for review in accordance with the process established by the Company's Corporate Governance Guidelines and the Board.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee, as well as the chairperson, shall be paid the fee set by the Board for his or her services as a member, or chairperson, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the chairperson, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.

V. Posting Requirement

The Company shall make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of shareholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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While the Committee members 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.