



C&J ENERGY SERVICES, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
(Amended and Adopted December 14, 2017)

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

I. Purposes

The purposes of the Committee are to:

- A. Assist the Board in discharging its responsibilities relating to the compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers (collectively, including the CEO, the “Executive Officers”), including reviewing, evaluating and approving the compensation agreements, plans, policies and programs of the Company as they affect Executive Officers;
- B. Assist the Board in establishing the appropriate incentive compensation and equity-based plans, and to administer such plans;
- C. Assist the Board in fulfilling its oversight responsibilities of risks relating to the Company’s overall compensation and employee benefit plans, policies and programs as they affect all employees;
- D. Assist the Board in discharging its responsibilities relating to the compensation of the Company’s directors;
- E. Review and discuss with the Company’s management the Company’s annual disclosures under “Compensation Discussion and Analysis” (“CD&A”) to be included and/or incorporated in the Company’s proxy statement for its annual meeting of shareholders (“Proxy Statement”) and Annual Report on Form 10-K (“Annual Report”), as applicable, and determine whether to recommend to the Board that the CD&A be included and/or incorporated in the Proxy Statement and Annual Report, as applicable, in accordance with applicable rules and regulations;
- F. Annually prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Proxy Statement in accordance with applicable rules and regulations; and
- G. Perform such other functions as the Board may assign to the Committee from time to time.

II. Composition and Membership

The Committee shall consist of three or more members of the Board. The members of the Committee and its chairperson shall be selected annually by the Board, on the recommendation of the Nominating & Governance 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 U.S. Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”). The determination of independence will be made by the Board.

Each Committee member must also qualify as a “non-employee director” for the purposes of Rule 16b-3 (“Rule 16b-3”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code (the “Code”). The determination of such qualifications will be made by the Board.

Notwithstanding the foregoing membership requirements, and subject to applicable law, 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. 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. 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.

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, Executive Officers and employees, independent 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, compensation consultants, and other experts and advisors (collectively, “Compensation Consultants”), including the authority to retain, approve the fees payable to, amend the engagement with, and terminate any Compensation Consultant to be used in the evaluation of Executive Officer or director compensation, 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. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Compensation Consultant

engaged by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties; and

4. 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. The Committee may elect to delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are (a) “non-employee directors” for the purposes of Rule 16b-3 and/or (b) “outside directors” for the purposes of Section 162(m) of the Code. 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. Executive Compensation

- a. The Committee shall exercise oversight of all matters relating to, and have overall responsibility for establishing, implementing and monitoring, compensation of the Company’s Executive Officers.
- b. On an annual basis, the Committee shall:
 - (1) Review, modify (if necessary) and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
 - (2) Review, modify (if necessary) and approve corporate goals and objectives relevant to the compensation (including salary and short- and long-term incentives) of the Company’s CEO and other Executive Officers, with review, ratification and approval by the Board;
 - (3) Review and modify (if necessary) the Company’s executive compensation programs in light of the Company’s corporate goals and objectives relevant to executive compensation and to promote the attraction, retention and appropriate reward of the Executive Officers, to motivate their performance in the achievement of the Company’s business objectives, and to align the interest of the Executive Officers with the long-term interests of the Company’s stockholders;

- (4) Evaluate in conjunction with the Board's Nominating & Governance Committee, the performance of the Company's CEO in light of the Company's corporate goals and objectives relevant to the CEO's compensation, and set the annual compensation of the CEO based on this evaluation (including annual base salary, annual cash incentive award levels, annual equity incentive award levels, and other direct, indirect, special or supplemental benefits), with review, ratification and approval by the Board;
 - (5) In consultation with the CEO as the Committee deems fit, evaluate the performance of the Company's other Executive Officers in light of the Company's corporate goals and objectives relevant to executive compensation, and set the compensation of the Company's Executive Officers based on this evaluation (including annual base salary, annual cash incentive award levels, annual equity incentive award levels, and other direct, indirect, special or supplemental benefits), with review, ratification and approval by the Board;
 - (6) In determining the incentive components (if any) of the CEO's and other Executive Officers' compensation, the Committee may consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies and the awards given to the Company's CEO and other Executive Officers historically; and
- c. The Committee shall monitor and, periodically and as and when appropriate, review and, as necessary, make recommendation to the Board for approval the following as they affect the Executive Officers: all employment agreements, severance arrangements, retention agreements, and change-in-control agreements, and any special or supplemental compensation or benefit for Executive Officers.
 - d. The Committee shall review and discuss with the Company's management the Company's annual disclosures under CD&A to be included and/or incorporated in the Proxy Statement or Annual Report, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included and/or incorporated in the Proxy Statement or Annual Report, as applicable, in accordance with applicable rules and regulations.
 - e. The Committee shall annually prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Proxy Statement or Annual Report, as applicable, in accordance with applicable rules and regulations.

- f. The Committee will review and recommend to the Board how frequently the Company should permit shareholders to have an advisory vote on executive compensation (“say-on-pay”), taking into account, among other factors, the historical results of shareholder advisory votes on the frequency of say-on-pay resolutions at the Company.
- g. Following each shareholder meeting at which say-on-pay resolutions are proposed for a shareholder advisory vote, the Committee will review the results of the advisory vote, and consider whether to make any adjustments to the Company’s executive compensation policies and practices.

2. Short- and Long- Term Incentive and Equity Compensation Plans

- a. The Committee shall establish annual or other periodic goals and objectives under the Company’s short- and long-term incentive compensation plans; review and make recommendations to the Board for approval of awards to Executive Officers under such plans; review, and approve as the Committee deems appropriate, the CEO’s recommendation regarding awards to non-Executive Officer employees under such plans.
- b. The Committee shall review and administer the Company’s equity-based plans and policies; review and make recommendations to the Board for approval of awards to Executive Officers under such plans; review, and approve as the Committee deems appropriate, the CEO’s recommendation regarding awards to non-Executive Officer employees.
- c. The Committee shall recommend to the Board that shareholders are given the opportunity to vote on equity-compensation plans, as may be and to the extent required by law, the Company’s Certificate of Incorporation or Bylaws (as amended from time to time), the Company’s Corporate Governance Guidelines and the listing standards of the NYSE.

3. Compensation and Benefits Programs

- a. The Committee shall generally review and receive periodic reports on the Company’s overall compensation and benefit programs as they affect all employees compensation to promote the attraction, retention and appropriate reward of key employees, to motivate their performance in the achievement of the Company’s business objectives, and to align the interest of employees, as well as to determine whether any such programs encourage excessive risk taking, or are reasonably likely to have a material adverse effect on the Company.

4. Director Compensation

- a. The Committee shall exercise oversight of all matters relating to, and have overall responsibility for establishing, implementing and monitoring, compensation of the Company’s directors.

- b. On an annual basis, the Committee shall review, modify (if necessary) and approve the form and amount of director compensation, with review, ratification and approval by the Board. The Committee will consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) the Company makes substantial charitable contributions to organizations with which the director is affiliated or (c) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) the director or an organization with which the director is affiliated.
- c. Directors who are employees of the Company shall not receive any additional compensation for service on the Board.
- d. The Committee shall periodically review and assess the adequacy of the Company's Stock Ownership Guidelines, including as they affect directors, and recommend any proposed changes to the Board for approval.

5. Other Powers and Responsibilities

- a. The Committee shall review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act.
- b. The Committee shall review, as it deems necessary, appropriate matters related to the Company's compliance with applicable laws and regulations affecting employee and director compensation and benefits, including, but not limited to, Rule 16b-3, Section 162(m) of the Code and Section 13(k) of the Exchange Act.
- c. If the Committee engages a Compensation Consultant, then the Committee is directly responsible for the appointment, compensation and oversight of such Compensation Consultant. Prior to any such engagement, the Committee will analyze the relationships such Compensation Consultant has with members of the Committee, as well as with the Executive Officers and the Company as a whole. This analysis will include the specific factors identified by the SEC and NYSE that affect the independence of compensation advisors.

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 Chairman 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 determine 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 and evaluation 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 such person's 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 or as chairperson.

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 or in its Annual Report, 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 Delaware law.