

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Target Hospitality Corp. (the “**Company**”) is to help ensure that the Company’s system of corporate governance performs well. In this regard, the Committee will consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board; advise and make recommendations to the Board on corporate governance matters; and, provide leadership to the Company on matters relating to corporate governance.

COMPOSITION

The Committee shall be comprised of two or more directors, a majority of whom shall be determined by the Board to be “independent” in accordance with applicable rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market. Appointments to the Committee, including determination of independence and designation of the Chair of the Committee, shall be made by the Board on an annual basis. Each member shall be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

AUTHORITY AND RESOURCES

The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Company’s expense, without consulting with, or obtaining approval from, any officer of the Company in advance.

RESPONSIBILITIES

The Committee shall:

1. Identify and screen individuals qualified to become members of the Board, develop a slate of nominees annually, and select and approve or recommend the selection and approval by the Board of director nominees to fill vacancies and newly created directorships based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, qualifications, skills, including financial literacy, and experience in the context of the needs of the Board, taking into account, as applicable, any contractual arrangements entered into by the Company or to which the Company is otherwise subject, with the approval of the Board, relating to or granting director nomination rights to any third party.
2. Oversee the annual Board performance evaluation process, including conducting surveys or one-on-one interviews, as appropriate, to obtain observations, suggestions and preferences.
3. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
4. With respect to members of the Board, (a) evaluate and recommend termination of membership of individual directors in accordance with the Company’s bylaws and Corporate Governance Guidelines, for cause or for other appropriate reasons, and (b) review any director resignation letter tendered in accordance with the Company’s director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.

5. Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
6. Consider shareholder nominees for election to the Board.
7. Consider matters of corporate governance and periodically review the Company's corporate governance policies and recommend to the Board (a) modifications to the policies as appropriate and (b) to the extent applicable, inclusion of disclosure relating to the Committee's operations and director independence in the Company's proxy statement or annual report, as applicable.
8. Review the Committee's charter, structure, processes, and membership requirements at least annually and submit any recommended changes to the Board.
9. Review the Company's Corporate Governance Guidelines annually and submit any recommended changes to the Board.
10. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
11. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.
12. Oversee a Company orientation program for new directors, as appropriate, and make directors aware of continuing education programs; and to periodically review these programs and update them as necessary.

Notwithstanding anything in this Charter, the Committee shall not exercise any powers or duties, or take any action, that (i) may not be delegated by the Board under the General Corporation Law of the State of Delaware or the Company's bylaws, or (ii) have been delegated to other committees of the Board.

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but it is expected that the Committee will meet at least two times each year. All meetings of the Committee shall be governed by the same rules regarding notice, quorum, and voting requirements as are applicable to meetings of the full Board. Members of the Committee may participate in a meeting by any communication by means of which all participating members can simultaneously hear each other during the meeting. A member of the Committee participating in a meeting by such means is deemed to be present in person at the meeting. To the extent practical, prior to each meeting an agenda approved the Chair of the Committee should be distributed to the members. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Written minutes of Committee meetings shall be maintained.

Effective date: March 15, 2019