

## COMPENSATION COMMITTEE CHARTER

### PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Target Hospitality Corp. (the “**Company**”) is to discharge the Board’s responsibilities relating to the compensation and benefits of the Company’s Chief Executive Officer (“**CEO**”) and other executive officers (collectively, the “**Executive Officers**”). ” Executive Officers includes all officers of the Company subject to Section 16 of the Securities Exchange Act of 1934, as amended, and such other members as the Committee may designate from time to time. In this role, the Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

### COMPOSITION

The Committee shall be comprised of two or more directors, a majority of whom shall (i) be determined by the Board to be “independent” in accordance with Section 10C-1 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and any rules and regulations promulgated thereunder by the SEC; (ii) be determined by the Board to meet the independence requirements of the Nasdaq Stock Market (“**Nasdaq**”); and (iii) satisfy the additional composition requirements of Nasdaq Rule 5605(d)(2); provided, however, that at all times the Committee shall maintain compliance with the applicable Nasdaq rule.

At least two members of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 promulgated under the Exchange Act.

In considering whether a member of the Board is qualified to serve on the Committee, the Board shall consider whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee. Affiliate status is defined generally as having control of, or being controlled by, another person.

Appointments to the Committee (including the aforementioned Board determinations and designation of the Chair of the Committee) shall be made by the Board on an annual basis taking into consideration the recommendations of the Nominating and Corporate Governance Committee. Each member shall be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

A member of the Board shall not serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer. No Committee member shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary; provided, that such compensatory fees shall not include (i) fees received as a member of the Committee, the Board or any other committee of the Board; or (ii) the receipt of fixed amounts of compensation under a retirement plan, including deferred compensation, for prior service with the Company, provided that such compensation is not contingent in any way on continued service.

### OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to engage or obtain advice or assistance from compensation consultants or legal, accounting or other professional advisors as the Committee considers necessary or appropriate to perform its duties hereunder. The Committee shall be responsible for the appointment, compensation and oversight of any consultants or professional advisors retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation

to the consultants and advisors engaged by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

In retaining or seeking advice from compensation consultants and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in Nasdaq Rule 5605(d)(3)(D). The Committee may retain, or receive advice from, any such consultants or advisors, including ones that are not considered to be independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees; or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant or other advisor retained by the Committee, and the authority granted to the Committee herein shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties.

## **RESPONSIBILITIES**

The Committee shall:

1. Review management proposals regarding compensation philosophy and compensation plans and guidelines for the Company's directors and Executive Officers, and report conclusions to the Board.
2. At least annually, review and approve the annual base salaries and annual incentive opportunities of the CEO and, with the CEO's assistance, the other Executive Officers. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation. In evaluating and determining compensation for the Executive Officers, the Committee shall consider the results, if any, of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act.
3. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment. In doing so, the Committee shall consider the results, if any, of the most recent Say on Pay Vote.
4. Review and make recommendations to the Board with respect to the adoption, amendment or termination of the Company's equity compensation plans, and other compensation arrangements. In doing so, the Committee shall consider pay equality and non-discrimination by gender or against protected groups.
5. Establish and administer annual and long-term incentive compensation for the CEO and, with the CEO's assistance, the other Executive Officers, including (a) establishing performance objectives and evaluating performance in light of these objectives, and (b) reviewing and approving all equity-based

compensation plans of the Company, and making all grants and awards of shares and stock options thereunder.

6. Evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
7. When required for the Company under the SEC's rules and regulations, review and discuss with management the Compensation Discussion and Analysis ("CD&A") and other executive compensation information required to be included in the Company's annual proxy statement or annual report on Form 10-K and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A and other executive compensation information be so included.
8. Produce the compensation committee report required for inclusion in the Company's annual proxy statement in compliance with the SEC's rules and regulations.
9. When required for the Company under the SEC's rules and regulations, review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
10. Oversee, in conjunction with the Board, engagement with stockholders and proxy advisory firms with respect to executive compensation matters.
11. Review periodically executive compensation programs and total compensation levels, including (a) reviewing whether compensation program elements are properly coordinated and are appropriate to achieve intended objectives; (b) reviewing comparative analyses of total compensation paid or payable to Company executives and that paid or payable to executives at comparable companies; (c) quantifying maximum payouts to Company executives under performance-based incentive plans and total payments under various termination scenarios, including upon a change in control of the Company; and (d) reviewing the impact and potential impact of tax and accounting rule changes.
12. Review, at least annually, the Company's compensation policies and practices, including any incentive and commission plans, to determine whether they encourage excess risk taking or are reasonably likely to have a material adverse effect on the Company, and evaluate policies and practices that could mitigate any such risks.
13. Establish stock ownership guidelines for the Company's directors and named executive officers, review such guidelines, once established, at least annually, and monitor compliance thereof.
14. Review, at least annually, with the Board succession planning with respect to the Executive Officers.
15. Oversee the Company's human capital function with respect to culture, management development, diversity and other related areas of focus.
16. Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any changes that the Committee considers necessary or appropriate.
17. Evaluate, at least annually, the effectiveness of the Committee and its members, including an evaluation of the Committee's compliance with this Charter, and present the results to the Board.

18. Review periodically, but at least annually, the form and amount of compensation and benefits of the Company's directors and make recommendations to the Board with respect thereto, taking into consideration the directors' responsibilities and the fees paid by other companies comparable to the Company.
19. Report regularly to the Board on significant matters covered by the Committee and, if appropriate, make recommendations to the Board concerning those matters.
20. Perform any other functions required to be performed by the Committee under applicable law, the Company's charters and governance policies, and resolutions or other directives of the Board.

## **MEETINGS**

The Committee shall meet as often as it determines necessary, but it is expected that the Committee will meet at least four 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 shall meet periodically in separate executive sessions with management, and have such other direct and independent interaction with management or other persons from time to time as the members of the Committee deem appropriate. All directors who are not members of the Committee may attend meetings of the Committee but may not vote. 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.

## **DELEGATION OF AUTHORITY**

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

Effective date: February 27, 2020