

FLOTEK INDUSTRIES, INC.

Compensation Committee Charter

Charter and Scope

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Flotek Industries, Inc. (the “Company”) to discharge its responsibilities regarding the total remuneration and employment agreements for the Company’s executive officers (as that term is defined under the Securities Exchange Act of 1934, as amended) and employees who report directly to the Company’s Chief Executive Officer (collectively, the “CEO Direct Reports”); reviewing, in the aggregate, the compensation, benefit and equity-based plans, programs and payments for all other employees; and recommending changes to all equity-based plans to the Board as appropriate, subject to shareholder approval as required.

The scope of the Committee’s duties shall include:

(a) Reviewing and approving corporate goals and objectives relevant to compensation of the Company’s executive officers and CEO Direct Reports; evaluating each executive officer’s and CEO Direct Report’s performance in light of the aforementioned goals and objectives and, either as a Committee or together with the other independent directors (as directed by the Board), adopting a compensation strategy and determining and approving each executive officer’s and CEO Direct Report’s salary, bonuses, and other compensation based on the strategy and the evaluation of each executive officer’s and CEO Direct Report’s performance and considering the results of the most recent shareholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Securities Exchange Act of 1934, as amended;

(b) Awarding equity-based awards to executive officers, CEO Direct Reports and to other employees of the Company pursuant to any plans which pursuant to its terms provides for administration by the Committee;

(c) Adopting compensation policies and programs that are consistent with corporate strategy and meeting all legal requirements regarding reporting and administration of compensation matters;

(d) Making recommendations to the Board with respect to the compensation of Board members; and

(e) Overseeing compensation and benefits programs applicable to all employees of the Company.

At regularly scheduled Board meetings, a report to the Board shall be made by the Committee chairperson or a designee regarding the Committee’s activities, such report to be accompanied by any recommendations to the Board approved by the Committee.

Authority

The Committee was formed by Board Resolution pursuant to Article IV, Section 2 (a) of the Bylaws and its authority is delegated by the Board. The Committee may form and delegate authority to subcommittees as appropriate. Additionally, the Committee has the ultimate authority and responsibility to retain, oversee and terminate any external legal counsel, compensation consultants or other advisor (collectively, “Outside Advisors”) at the Company’s expense to assist it in carrying out the duties set forth in this Charter, including sole authority to approve the fees and other retention terms relating thereto. The Company shall provide appropriate funding, as determined by the Committee, for payment of fees and expenses to any Outside Advisors retained by the Committee.

Membership and Tenure

The Committee shall have a minimum of three members and shall be comprised solely of directors who meet the independence criteria of the New York Stock Exchange. At least two members of the Committee shall also qualify as “outside directors” within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors under Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The members of the Committee, including the chairperson, shall be appointed by the Board. Committee members may be replaced by the Board.

Meetings

The Committee shall meet at least three (3) times annually. All meetings of the Committee shall be held pursuant to the Company’s Bylaws, as amended from time to time, with regard to notice and waiver thereof, and written minutes shall be taken and maintained.

Authority and Responsibilities

In carrying out its responsibilities the Committee shall:

a) Regarding individual officers’ and CEO Direct Reports’ compensation, consider a number of factors that include but are not limited to the Company’s financial and operational performance, relative shareholder return, the value of similar incentive awards to executives at comparable companies, awards given in past years and the results of the most recent Say on Pay Vote.

b) Establish, in conjunction with executive management, the overall compensation strategy of the Company and review such strategy at least annually for alignment with the Company’s business strategy and with similar programs offered by the Company’s competitors.

c) Adopt, amend or terminate corporate incentive programs (including short-term and long-term incentive and other similar programs), including establishment of performance standards, and determine the funding of such programs, if any, relative to previously established performance standards.

d) Annually review and approve the annual base salaries and annual short-term and long-term incentive opportunities of the executive officers and CEO Direct Reports.

e) Periodically review and approve the following as they affect executive officers and CEO Direct Reports:

- 1) Elements of compensation other than salaries and annual incentives;
- 2) Employment and severance agreements;
- 3) Change-in-control agreements and change-in-control provisions affecting any element of compensation or benefits; and
- 4) Any special or supplemental compensation and benefits for the executive officers, CEO Direct Reports and individuals who formerly served as executive officers and CEO Direct Reports.

f) Review and approve annual performance goals for performance-based compensation, including but not limited to performance goals for performance-based compensation that is intended to be tax deductible under Section 162(m) of the Internal Revenue Code, determine whether the performance goals and objectives are attained and certify the level of attainment as applicable.

g) Review and approve annually the peer group used to assess the competitiveness of the Company's compensation programs, including executive compensation.

h) Assure that all compensation policies and programs comply with applicable laws and regulations.

i) Review the Company's compensation policies and practices to determine whether they encourage excessive risk-taking, discuss annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

j) Consider the factors affecting independence set forth in Section 303A.05(c)(iv) of the NYSE Listed Company Manual when selecting or soliciting advice from Outside Advisors, and evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

k) Review and approve the frequency that should be recommended to the Company's shareholders with respect to how often the Company shall hold a Say on Pay Vote; review and approve the frequency with which the Company should submit to the shareholders a Say on Pay Vote, taking into consideration any prior Say on Pay Vote on the frequency with which the

Company shall hold a Say on Pay Vote; and review the results of the most recent Say on Pay Vote when considering whether to make any adjustments to the Company's executive compensation policies and practices.

l) Review and discuss the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information and recommend that the CD&A and related executive compensation information be included in the Company's proxy statement and annual report on Form 10-K as required by the rules and regulations of the Securities and Exchange Commission.

m) Approve the compensation committee report on executive officer compensation included in the Company's proxy statement or annual report on Form 10-K as required by the rules and regulations of the Securities and Exchange Commission.

n) Review the Company's employee benefit plans, including retirement and savings plans, and amend, or recommend the amendment of such plans, as appropriate. Recommend to the Board the adoption of any new Company employee benefit plan or the termination of any existing employee benefit plan, as appropriate. Review at least annually the Company's investment strategies around and performance of the Company's 401(k) plans and retirement trusts.

o) Receive reports on compensation and benefits applicable to all employees.

p) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

q) Evaluate annually the Committee's performance and develop criteria for such evaluation consistent with the responsibilities set forth in this Charter.

r) Oversee the Company's compliance with, and take any other actions as may be required from time to time by, applicable law, the rules of the NYSE, the rules and regulations of the Securities and Exchange Commission, the Bylaws or the Board, including any requirement that shareholders approve equity compensation plans.

Adopted: March 2, 2016