

FTS INTERNATIONAL, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of FTS International, Inc. (the “Company”) establishes and administers the Company’s compensation policies, programs and procedures, and has the other responsibilities set forth in this Charter. Among other things, the Committee has direct responsibility to:

- (1) based on the Company’s strategic and tactical plans, review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Company (the “CEO”), evaluate the CEO’s performance in light of these goals and objectives, and, either as a committee or together with the independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation;
- (2) review and approve or make the recommendations to the Board with respect to non-CEO executive officer compensation, incentive-compensation plans and equity-based plans; and
- (3) produce a report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of stockholders in accordance with applicable rules and regulations.

Composition

Size. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company’s certificate of incorporation or its bylaws or in the NYSE American rules.

Qualifications. Each Committee member must satisfy the applicable independence requirements set forth in the NYSE American rules and Rule 10C-1 of the Securities and Exchange Act of 1934 (the “Exchange Act”). In addition, each Committee member must also qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources. In determining whether a director is eligible to serve on the Committee, the Board must also consider all factors specifically relevant to determining whether the director has a relationship to the Company that is material to the director’s ability to be independent from management in connection with the duties of a Committee member or that would impair the director’s ability to make independent judgments about the Company’s executive compensation. These factors must include but are not limited to (1) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to the director and (2) whether the director is affiliated with the Company, a Company subsidiary or an affiliate of a Company subsidiary.

Appointment and Removal. Except as otherwise required by contract, the Board will select the members and the Chair of the Committee based on the recommendation of the Nominating, Corporate Governance and Strategy Committee. Each Committee member and Chair will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. Committee members may be removed by the Board at any time. A Committee member may resign from the Committee upon written notice to the Board. Resignation from the Committee does not automatically resign the member from the Board.

Duties and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the duties and responsibilities of the Committee will include the following:

- (1) ***Oversee Executive Compensation Policies and Programs.*** The Committee will develop, implement and oversee the Company's compensation policies and programs for executive officers and Board members.
- (2) ***Review and Approve Executive Officer Compensation.*** The Committee will review and approve, at least annually, corporate goals and objectives relevant to the compensation of the CEO. The Committee will either approve or make recommendations to the Board with respect to non-CEO executive officer compensation. The Committee will evaluate the performance of the CEO and non-CEO executive officers in general and in light of those corporate goals and objectives and set compensation levels based on those evaluations and any other factors as it deems appropriate.
- (3) ***Management Succession.*** The Committee will, in consultation with the CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.
- (4) ***Recommend Incentive Compensation Plans.*** The Committee will make recommendations to the Board with respect to the approval, adoption and amendment of all cash- and equity-based incentive compensation plans in which any executive officer of the Company participates. In determining the long-term incentive component of the CEO's compensation, the Committee will, among other things, consider the Company's performance and relative stockholder return, the value of similar incentive awards to the CEO at comparable companies and the awards given to the CEO in past years.
- (5) ***Recommend Equity-Based Plans.*** The Committee will also make recommendations to the Board with respect to the approval, adoption and amendment of all other equity-based plans (subject, if applicable, to stockholder approval).

- (6) ***Administer Compensation Plans.*** The Committee will administer, or provide for the administration of, the Company's equity-based incentive compensation plans and other plans adopted by the Board that contemplate administration by the Committee. The Committee, or a subcommittee thereof, will approve, or delegate approval authority for, all grants of equity-based awards, subject to the terms and conditions of applicable plans and applicable law. The Committee's administrative authority shall include the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant.
- (7) ***Oversee Regulatory Compliance.*** The Committee will, in consultation with appropriate officers of the Company, oversee or provide for the oversight of, regulatory compliance with respect to compensation matters, including overseeing any compensation programs intended to preserve tax deductibility.
- (8) ***Review Employment Agreements and Severance Arrangements.*** The Committee will review and approve any proposed employment agreement or consulting agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company. The Committee will review and approve any severance or other termination payments proposed to be made to any executive officer of the Company.
- (9) ***Review Director Compensation.*** In accordance with the Company's Corporate Governance Guidelines, the Committee will periodically review director compensation in relation to other comparable companies and in the light of such other factors as the Committee may deem appropriate. The Committee shall discuss this review with and make recommendations to the Board.
- (10) ***Review and Discuss Compensation Discussion and Analysis and Compensation Committee Report.*** The Committee, with the assistance of the Company's management and any outside advisors the Committee deems appropriate, will (a) review and discuss with management the Company's disclosures under its Compensation Discussion and Analysis ("CD&A") and, based on this review, make a recommendation to the Board as to whether it should include the CD&A in the Company's annual report on Form 10-K and proxy statement relating to the Company's annual meeting of stockholders, and (b) prepare a Compensation Committee Report for inclusion in the Company's annual report on Form 10-K and proxy statement relating to the Company's annual meeting of stockholders, all in accordance with applicable rules and regulations.
- (11) ***Board Reports.*** The Committee will report its activities to the Board at least annually in such manner and at such times as the Committee or the Board deem appropriate.
- (12) ***D&O Indemnification and Insurance.*** The Committee shall review and evaluate the Company's indemnification and insurance policies for directors and officers, including indemnification agreements.

- (13) ***Risk Assessment.*** The Committee will review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.
- (14) ***Executive Search.*** The Committee shall be responsible for conducting any executive searches, including the retention of any search firm for that purpose, subject to funding approval by the Board. The Committee shall work in conjunction with the CEO as to executive searches for other executive officers who report directly to the CEO.
- (15) ***Other Delegated Duties or Responsibilities.*** The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of the Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Committee Chair will supervise the conduct of the meetings and will have other responsibilities as the Committee may designate from time to time.

Members of the Committee must attend Committee meetings. Other independent directors are welcome to attend Committee meetings. Management or other persons may attend Committee meetings at the invitation of the Committee.

The Committee may request any officer or the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee. A Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting.

The CEO may not be present during voting or deliberations related to his or her compensation.

Action by Written Consent

The Committee, or a subcommittee thereof, may act by unanimous written consent.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or an individual Committee member, to the extent permitted by applicable law. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of two or more members of the Committee who are “non-employee directors” within the meaning under Rule 16b-3 of the Exchange Act.

Resources and Authority

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee, including the sole authority to retain and terminate such advisors. The Committee will have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding provided by the Company and in such amount as determined by the Committee, for payment of reasonable compensation to any compensation consultants, independent legal counsel or other advisors retained by the Committee.

In selecting and retaining, or receiving advice from, a compensation consultant, legal counsel or other advisor (other than in-house legal counsel or any compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice), the Committee must first take into consideration all factors relevant to that person’s independence from management, including the following factors:

- (1) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- (2) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- (3) The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- (4) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;

- (5) Any Company stock owned by the compensation consultant, legal counsel or other advisor; and
- (6) Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

Annual Review

At least annually, the Committee will (1) review this Charter with the Board and recommend any changes to the Board and (2) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Adopted and Approved: [•], 2020