

## **FTS INTERNATIONAL, INC.**

### **NOMINATING, CORPORATE GOVERNANCE AND STRATEGY COMMITTEE CHARTER**

#### **Purpose**

The Nominating, Corporate Governance and Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of FTS International, Inc. (the “Company”) shall assist the Board in (i) fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the best interests of the Company and its stockholders, including (1) identifying individuals qualified to become Board members, (2) recommending candidates to fill Board vacancies and newly created director positions, (3) recommending whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms, (4) developing and recommending corporate governance principles applicable to the Company, (5) recommending Board members for committee membership and (6) overseeing the evaluation of the Board and management and (ii) overseeing the strategic and financial planning for the Company.

#### **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 will be “independent” under the NYSE American rules.

**Selection.** Except as otherwise required by contract, the Board will select the members and the Chair of the Committee based on the recommendations of the 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**

The duties and responsibilities of the Committee will include the following:

- (1) **Identify New Director Candidates.** The Committee will identify individuals believed to be qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee will consider such factors as it deems appropriate, which may include the judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The

Committee will also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's bylaws or otherwise.

- (2) ***Evaluate Incumbent Directors.*** The Committee will evaluate and recommend to the Board whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee will take into account the incumbent director's qualification, suitability and performance as a Board member and such other factors as the Committee deems appropriate.
- (3) ***Recommend Committee Members.*** Except as otherwise required by contract, the Committee will recommend candidates for appointment to the Company's committees in accordance with the policies and principles in each committee's charter and taking into consideration such other factors as it deems appropriate, including business experience and the interplay of the candidate's experience with that of the other committee members.
- (4) ***Review Corporate Governance Guidelines.*** The Committee will periodically review the Company's Corporate Governance Guidelines and recommend changes to the entire Board, if appropriate.
- (5) ***Recommendations as to the Board.*** As necessary, the Committee will make recommendations regarding the appropriate size and composition of the Board, the appropriate criteria for nominating and appointing directors and the consideration of any stockholder nominees to the Board.
- (6) ***Board Reports.*** The Committee will periodically report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate.
- (7) ***Orientation and Continuing Education.*** As necessary, the Committee will monitor the orientation process for new directors and any continuing education programs for all directors.
- (8) ***Company Strategy.*** The Committee will, working with management, (a) review and recommend to the Board the Company's long-term strategic plan, and (b) review and recommend to the Board short term tactical plans for the implementation and execution of the Company's strategic plan, including with respect to key personnel and management responsibilities related thereto. The Committee will review and recommend to the Board any updates to the strategic and/or tactical plans.
- (9) ***Company Budget.*** The Committee will, based on the strategic and tactical plans of the Company, review and recommend to the Board the Company's annual operating plan and budget.
- (10) ***Financings and Capital Plan.*** The Committee will review and recommend to the Board the Company's capital plan, capital positions and related transactions,

including financings involving debt or equity issuances, revolving credit facilities or other debt instruments. The Committee will monitor compliance with debt covenants and related matters as well as the Company's relationships with lenders.

- (11) ***Acquisitions, Divestitures and Other M&A.*** The Committee will review and recommend to the Board proposed mergers, combinations, acquisitions, offers to purchase the Company's shares or significant assets, divestitures and strategic investments, and the engagement of financial advisors and other advisors for such transactions.
- (12) ***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. Each 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 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 which 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 of 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. Any 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.

## **Action by Written Consent**

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

## **Delegation**

The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, to the extent permitted by law.

## **Resources and Authority**

The Committee will have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any other advisors, including independent counsel, retained by the Committee. The Committee will have the sole authority to engage search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities and duties.

## **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 performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

Adopted and Approved: December 14, 2020