

CHARAH SOLUTIONS, INC.
COMPENSATION COMMITTEE CHARTER
Approved August 10, 2018

Organization

This charter adopted by the Board of Directors (the “Board”) of Charah Solutions, Inc. (the “Company”) governs the operations of the Compensation Committee (the “Committee”) of the Board. The Committee shall be composed of three or more members. Each member of the Committee shall qualify (i) as an independent director and satisfy other requirements under the standards established by the New York Stock Exchange, (ii) as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and (iii) as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

Each committee member and the Chairperson will be recommended by the Company’s Nominating and Corporate Governance Committee (the “Governance Committee”) and shall be elected by vote of the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. The Board may remove a member of Committee in its discretion at any time, with or without cause. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, either in person or by teleconference, as deemed necessary by the Chairman of the Committee. The Chair shall prepare or approve an agenda in advance of each meeting. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may meet in executive session outside the presence of the Company’s executive officers. The Chief Executive Officer shall not be present during the Committee’s voting or deliberations on the compensation of the Chief Executive Officer.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. The Committee shall have sole authority, in its discretion and at the Company’s expense, to retain and terminate such legal, accounting or other consultants or advisors, including compensation consultants (collectively “Compensation Advisors”), as it deems necessary in the performance of its duties and without having to seek the approval of the Board. The Committee shall be directly responsible for the appointment, compensation and oversight of the Compensation Advisors so retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to the Compensation Advisors. Prior to selecting or receiving any advice from any Compensation Advisor (other than in-house legal counsel), the Committee shall assess the independence of any Compensation Advisor taking into consideration specific the specific independence factors identified in the listing

standards established by the New York Stock Exchange to the extent the Company is subject to such standards and any other factors deemed relevant by the Committee.

Purpose and Responsibilities

The Committee's primary purpose and responsibilities shall be:

- to review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, to evaluate the Chief Executive Officer's performance according to these goals and objectives and to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the incentive components of the CEO's compensation, the committee may consider the Company's overall performance, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years and such other factors as the Committee shall determine to be appropriate. The CEO's compensation should consist of an appropriate mix of salary and incentive-based opportunities, both in a mix of cash and equity, to provide stability and promote long term growth of the Company;
- to screen and recommend to the Board for approval individuals qualified to become Chief Executive Officer of the Company, including succession in the event of an emergency or crisis and other key officers and key employees, after considering recommendations from management;
- to recommend to the Board for approval total compensation for the members of the Board, at least once every two years, and to approve total compensation for senior executives, including oversight of all senior executive benefit plans;
- to oversee the Company's general incentive-compensation plans and equity-based plans;
- once required, to review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement for its annual meeting of stockholders ("Proxy Statement") or Annual Report on Form 10-K, as applicable, and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations; and
- once required, to produce a compensation committee report on executive compensation, as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report ("Proxy Statement or Annual Report on Form 10-K filed with the SEC).

Duties

To fulfill its purpose and responsibilities, the Committee shall:

- recommend to the Board for approval the total compensation for the directors of the Company and develop guidelines for non-employee directors to own designated amounts of Company stock;
- establish the total compensation package provided to the Chief Executive Officer, and approve the total compensation package provided to such other officers of the Company whose

compensation is disclosed in the Company's Proxy Statement and approve the actual compensation (including base pay adjustments, and any annual and long-term incentive payouts) paid to senior executive officers of the Company. Specifically as to the Chief Executive Officer, the Committee should review and approve the goals and objectives relative to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and set the Chief Executive Officer's compensation level based on this evaluation;

- approve employment agreements, severance agreements and change of control agreements between the Company and its senior executive officers, and any amendments thereto;
- develop and review periodically succession plans of the Chief Executive Officer and other senior executive officers, and screen and recommend to the Board for approval candidate(s) for Chief Executive Officer and other senior executive officers;
- review and recommend to the Board for approval the design of the benefit plans which pertain to the Chief Executive Officer and other senior executive officers who report directly to the Chief Executive Officer;
- recommend to the Board for approval the creation and/or revision of incentive compensation plans and equity-based plans affecting Company officers and grants thereunder;
- once required, review and discuss with the Company's management the CD&A to be included in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
- once required, produce and approve the Compensation Committee Report on Executive Compensation included in the Company's proxy statements or other reports filed with the SEC and generally oversee compliance with the compensation reporting requirements of the SEC;
- recommend to the Board for approval overall compensation policy throughout the entire Company;
- review and recommend to the Board for approval changes to or adoption of retirement plans of the Company and periodically recommend to the Board for approval funding guidelines developed by the Committee, including any matching contributions under the Company's 401(k) plan, if any;
- administer all plans entitled to the exemption under Rule 16b-3 of the Exchange Act, including all stock option, restricted stock and deferred stock plans;
- review the Company's and/or its independent consultant's annual assessment of whether the Company's compensation practices, policies and programs for executive officers and other employees encourage unnecessary or excessive risk taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company;
- review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees and ensure such

policy complies with applicable rules and regulations, including the rules and regulations of the Securities and Exchange Commission, and the listing standards of the NYSE;

- establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to executive officers or directors and monitor compliance with any adopted share ownership guidelines;
- once required, review and recommend to the Board the frequency with which the Company should include in its proxy and information statement a management proposal that provides shareholders an advisory vote on executive compensation (“Say-on-Pay”). This review should take into account the historical results of stockholder advisory votes on the frequency of Say-On-Pay resolutions at the Company;
- following each stockholder meeting at which Say-On-Pay resolutions are proposed for a stockholder advisory vote, review and consider the results of the Say-on-Pay vote, if any, and any other feedback garnered through the Company’s ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and shareholder feedback; and
- carry out such other duties as may be delegated to it by the Board from time to time.

This Committee charter is effective as of the date indicated below. The Committee shall review and reassess the adequacy of this charter on an annual basis. Changes to this charter may only be made with the approval of the Board. The Committee shall evaluate the performance of its duties under this charter on an annual basis, present a report on the results of that evaluation to the Governance Committee and submit itself to a review evaluation by the Governance Committee.