

**NATURAL GAS SERVICES GROUP, INC.
CORPORATE GOVERNANCE GUIDELINES**

Adopted April 1, 2025

The Board of Directors (the “**Board**”) of Natural Gas Services Group, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines are adopted pursuant to section 3.03A.09 of the NYSE Listed Company Manual and should be interpreted in the context of all applicable laws and the Company’s Articles of Incorporation, Bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board, as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines are available on the Company’s website at “www.ngsgi.com” and to any stockholder who otherwise requests a copy.

The Board

Size of the Board

The Company’s Bylaws provide that the Board of Directors shall consist of three (3) members (each a “**Director**”), unless otherwise determined from time to time by resolution adopted by at least 80% of the votes entitled to be cast by each voting group entitled to vote thereon, or by unanimous consent of the Board of Directors.. As of the date of adoption of these Guidelines, the Board has seven (7) members, the majority of which are independent. The Board believes that a board comprised of five to seven directors is an appropriate size based on the Company’s present size and circumstances. In addition, the Board believes that this number of directors permits diversity of experience without hindering effective discussion or diminishing individual accountability. The Board will periodically review the size of the Board and determine the size that is most effective in relation to future operations.

Independence of the Board

The Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) under the listing standards of the New York Stock Exchange (the “**NYSE**”).

The Board will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing

standards of the NYSE. The basis for any determination that a relationship is not material will be published in the Company's annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission.

Chairman of the Board

The Board shall select the Chairperson of the Board, which may, but is not required to be, an Independent Director. The Chairperson shall preside over the conduct of all Board meetings, facilitate establishment of the Board calendar, and coordinate the agenda for each Board meeting with input from executive management and other directors.

Lead Independent Director

The Independent Directors may appoint a lead Independent Director (the "Lead Independent Director") to work with the Board Chair in managing the affairs of the Board. The Board believes that a Lead Independent Director is good governance if the Board Chair is not independent. The Lead Independent Director's duties will include: serving as a member of the Nominating and Governance Committee; coordinating the activities of the non-management Directors; coordinating the activities of committee chairs to ensure fulfillment of all duties under their respective charters; coordinating the agenda for and chairing sessions of the Board's non-management Directors; and facilitating communications between the non-management Directors and the other members of the Board, as well as with the management of the Company. In performing the duties described above, the Lead Independent Director is expected to consult with the Board Chair and chairs of the appropriate Board committees and solicit their participation in order to avoid diluting the authority or responsibility of the Board Chair and committee chairs. The duties of the Lead Independent Director may be limited, expanded, or changed by the Board as a majority of the Board may determine.

Separate Sessions of Non-Management Directors and Independent Directors

"Non-management Directors" are all Directors who are neither (i) company officers (as that term is defined in Rule 16a-1(f) under the Securities Act of 1933, as amended) or employees, nor (ii) Directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason.

The non-management Directors will meet in executive session without management directors or management present on a periodic basis, but no less than two times a year. The Lead Independent Director will chair such meetings unless the Board Chair is a non-management Director, in which case the Board Chair shall chair such meetings.

In addition, if the non-management Directors include Directors who are not also Independent Directors, the Independent Directors will also meet separately at least once per year in executive session. Such meetings shall be chaired by the Lead Independent Director.

Formal deliberations or decisions concerning the business and affairs of the Company will occur only during regular or special meetings of the Board, and not at separate or committee sessions, except with respect to authority expressly granted to committees or required by law or the NYSE.

Director Qualification Standards

The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including, ability to make independent analytical inquiries, general understanding of finance and other elements relevant to the success of a publicly traded company in today's business environment, experience in the Company's industry and with relevant social policy concerns, understanding of the Company's business on a technical level, other board service, and educational and professional background. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

Selection of New Directors

Pursuant to the Articles of Incorporation, the Board is staggered (classified) into three separate classes of directors, with each class serving a three-year term of service. Thus, only one of the three classes of directors will stand for election by the shareholders of the Company each year at the Company's annual meeting. Each year, at the annual meeting, the Board will recommend a slate of directors for the particular class for election by the shareholders. In accordance with the Bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

Other Board Service.

The Nominating and Governance Committee and the Board will consider the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors in making its recommendations to the Company's stockholders. In addition, any director considering an additional directorship with another public company or with a private competitor of the Company must notify the chair of the Nominating and Governance Committee and defer acceptance until being advised by the

Nominating and Governance Committee that the director's service in that capacity will not present any legal or other concerns for the Company. Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other publicly traded or listed companies at the same time as they are serving on the Audit Committee.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

Term Limits and Retirement

Each director is subject to election by stockholders every third year. Notwithstanding, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board. The Board may establish "senior" or "emeritus" director titles for retired directors, but such individuals shall not be members of the Board, nor shall they have the right to vote on matters presented to the Board.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each Director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

1. overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
2. reviewing and approving the Company's material financial objectives, plans and actions;
3. reviewing and approving material changes in, and determinations of other material issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
4. reviewing and approving material changes in, and determinations under the Company's Corporate Governance Guidelines, Code of Business Conduct, Code of Ethics and other Company policies;
5. reviewing and approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any material new line of business;

6. with respect to the Independent Directors, and as directed by the Board, together with the Compensation Committee, regularly evaluating the performance and approving the compensation of the Chief Executive Officer;
7. with the input of the Chief Executive Officer and the Compensation Committee, regularly evaluating the performance of principal senior executives;
8. planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other key executives; and
9. ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

Director Compensation

The Company's executive officers shall not receive additional compensation for their service as Directors. The Compensation Committee shall review annually and assess the compensation paid to non-employee Directors and recommend to the Board any changes it believes are appropriate. To assist it, the Compensation Committee may retain an independent consultant to benchmark non-employee Director compensation with that of the Company's peer companies. In addition, to link Director compensation to performance and to align the Board's interests with the interests of the Company's stockholders, a significant portion of Director compensation should be payable in some form of common stock.

Stock Ownership

The Company has adopted stock ownership guidelines for our non-employee directors, Chief Executive Officer and Named Executive Officers. After becoming subject to the stock ownership guidelines, directors and executives have a specific period of time, outlined in the guidelines, to reach the stock ownership goal. Once the guidelines are met, restrictions on the sale of Company's stock are limited to normal trading restrictions for insiders and Company policies.

Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should promptly report the matter to the Chairperson of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and abstain from voting on the matter.

Board Orientation and Continuing Education of Board Members

The Company intends to provide new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of

Business Conduct and Ethics, Guidelines, principal officers, internal auditors and independent auditors.

The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as the Board determines desirable.

Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to senior management. Individual Board members may, from time to time at the request of the Chief Executive Officer or as otherwise directed by the Board, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, these should come, in most circumstances, from the Chairperson of the Board.

Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that Directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

Annual Self-Evaluation

Following the end of each fiscal year, the Nominating and Governance Committee will oversee an annual assessment of the Board's performance. The Nominating and Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

Board Meetings

Frequency of Meetings

The Board will meet at least four times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the Directors to attend meetings. The Board may also act by unanimous written consent and may conduct meetings by telephone or other means of electronic communication in accordance with applicable laws. The Board will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Director Attendance

A Director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a Director is expected to regularly prepare for and attend meetings of the Board and all committees on which the Director sits (including separate meetings of non-management Directors and the Independent Directors), with the understanding that, on occasion, a Director may be unable to attend a meeting. A Director who is unable to attend a Board or committee meeting is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee, respectively, in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Attendance of Non-Directors

The Board encourages the Chairperson of the Board or of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board that involve the manager, advisor or consultant, (ii) make presentations to the Board on matters that involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the Directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the Directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting. It is recognized that because of the extreme sensitivity of some information, it may not be appropriate to provide material on all matters to be discussed at a meeting in advance of such meeting.

Committee Matters

Number, Name, Responsibilities and Independence of Committees

The standing committees of the Board as of the date of these Guidelines are described below. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

The descriptions below are in each case subject to the specific terms of the committee's charter.

1. **Audit Committee.** The Audit Committee consists of at least three members, all of whom shall be Independent Directors, and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee has sole authority to appoint and fire the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors.
2. **Compensation Committee.** The Compensation Committee consists of at least three members, all of whom shall be Independent Directors, and reviews and approves the Company's goals and objectives relevant to compensation, stays informed as to market levels of compensation and, approves compensation of executive officers and non-employee Directors in accordance with the Company's goals and objectives. The Compensation Committee also produces an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
3. **Nominating and Governance Committee.** The Nominating and Governance Committee consists of at least three members, all of whom shall be Independent Directors, and is responsible for recommending to the Board individuals to be nominated as directors and committee members. This includes evaluation of new candidates as well as evaluation of current Directors. This committee is also responsible for developing and recommending to the Board the Guidelines, as well as reviewing and recommending revisions to the Guidelines on a regular basis. This committee also performs other duties as are described in these Guidelines and prepares any disclosure of the nominating process required by applicable rules and regulations.
4. **Safety and Sustainability Committee.** The Safety and Sustainability Committee consists of at least three members, all of whom shall be Independent Directors, and is responsible for overseeing and providing guidance on matters related to safety, occupational health, and sustainability practices within the company. This committee's primary objectives are to ensure the well-being of employees, contractors, and communities in which it operates, and to promote sustainable business practices aligned with environmental stewardship.

Assignment and Rotation of Committee Members

Based on the recommendations of the Nominating and Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company. A Director may serve on more than one committee for which he or she qualifies.

Each member of the Audit Committee must satisfy the independence requirements of Rule 10A3 under the Securities Exchange Act of 1934, as amended, and must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment, and at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one member of the Audit Committee must meet the definition of “audit committee financial expert” as determined by the Board in its business judgment in accordance with Item 401(h) of Regulation S-K.

Frequency of Committee Meetings

Each committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee. In addition, special meetings may be called by the chairperson of the committee from time to time as determined by the needs of the business. It is the responsibility of the Directors to attend the meetings of the committees on which they serve.

Committee Agendas and Minutes

The Chairperson of each committee, in consultation with the appropriate members of the Committee, will develop his or her committee’s agenda. The Chairperson is also responsible for ensuring that committee meeting minutes are recorded and forwarded in a timely manner to the Corporate Secretary (or designee).

Committee Self-Evaluations

Following the end of each fiscal year, each committee will review its performance and charter and recommend to the Board any changes it deems necessary.

Leadership Development

Annual Review of Chief Executive Officer

The Compensation Committee is responsible for managing the process by which the performance of the Chief Executive Officer is evaluated annually. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the Board Chair, Lead Independent Director, and/or Chairperson of the Compensation Committee, or such other individuals as the Compensation Committee shall determine.

Succession Planning

With the assistance of the Chief Executive Officer, the Board shall develop a Chief Executive Officer succession plan (the “Succession Plan”) in connection with the Chief Executive Officer’s retirement and in event of an unexpected occurrence. The Board shall review the Succession Plan periodically with the Chief Executive Officer and develop and evaluate potential replacement candidates. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Board, on a continuing basis, the Chief Executive Officer’s recommendations regarding his or her successor should he or she be unexpectedly disabled.
