

WHISTLEBLOWER AND NON-RETALIATION POLICY

Natural Gas Services Group, Inc. (NGSG) is committed to providing a workplace conducive to open discussion of our business practices. It is our policy to comply with all applicable laws that protect our employees against unlawful discrimination or retaliation by any of our officers, employees, contractors, subcontractors or agents as a result of one of our employees taking certain actions. Specifically, our policy prevents any of our employees from being discharged, demoted, suspended, threatened, harassed or in any other manner discriminated against during their employment due to the following:

- (i) as a result of the employee providing information, causing information to be provided or otherwise assisting in an investigation regarding any conduct that the employee reasonably believes involves a violation of the items noted in 'a' through 'c' below, or:
- (ii) filing, causing to be filed, testifying, participating in, or otherwise assisting in a proceeding filed or about to be filed relating to an alleged violation of:
 - a. federal criminal law relating to securities fraud, mail fraud, bank fraud, or wire, radio and television fraud, or
 - b. any rule or regulation of the Securities and Exchange Commission, or
 - c. any provision of Federal law relating to fraud against shareholders,

where, with respect to investigations, such information or assistance is provided to or the investigation is being conducted by a Federal regulatory or law enforcement agency, a member of Congress or any committee of Congress, or one of our persons with managerial or similar authority over the employee.

However, employees who file reports or provide evidence which they know to be false or without reasonable belief in the truth and accuracy of such information will not be protected by the above policy statement and may be subject to disciplinary action, including termination of their employment. In addition, except to the extent required by law, we do not intend this Policy to protect employees who violate the confidentiality of any applicable lawyer-client privilege to which we or our agents may be entitled under statute or common law principles, or to protect employees who violate their confidentiality obligations with regard to our trade secret information. Employees considering providing information that may violate these privileges or reveal trade secrets are advised to consult an attorney before doing so.

We have designated a Compliance Officer who is responsible for administering this Policy. The Compliance Officer is responsible for receiving, collecting, reviewing, processing and resolving concerns and reports by employees and others on the matter described above and other similar matters. Employees are encouraged to discuss issues and concerns of the type covered by this Policy with their supervisor, who is in turn responsible for informing the Compliance Officer of any concerns raised. If the employee prefers not to discuss these sensitive matters with his or her own supervisor, the employee may instead discuss such matters with a higher-level manager or the Compliance Officer. The Compliance Officer will refer complaints submitted, as he or she determines to be appropriate, as required under the directives of the Board of Directors (or a Committee of the Board) or as required by applicable law, to the Board or an appropriate Committee of the Board.

The Company's Compliance Officer may be reached by telephone at (877) 413-6664.

In addition, we have established a procedure by which confidential concerns involving questionable accounting or auditing matters may be raised anonymously. A description of this confidential procedure is included as Exhibit A to this Policy. Concerns submitted through this confidential process that involve questionable accounting or auditing matters will be presented to our Audit Committee at its next

regularly-scheduled meeting or earlier, if appropriate. An employee may utilize this confidential procedure either to raise a new concern or to report directly to the Audit Committee if he or she feels that a concern previously raised with a supervisor or the Compliance Officer has not been appropriately handled. Our Audit Committee has final responsibility and authority for the investigation and handling of any concerns relating to accounting and auditing practices.

If it is determined that an employee has experienced any improper employment action in violation of this Policy, such employee will be entitled to appropriate corrective action.

EXHIBIT A TO WHISTLEBLOWER AND NON-RETALIATION POLICY FOR EMPLOYEES WHO REPORT VIOLATIONS OF LAW

The following toll-free phone number may be used to reach the Compliance Officer. All communications will be kept confidential and the employee may remain anonymous.

Toll free telephone number to the Compliance Officer – 1 (877) 413-6664

Investigation and Response

The Audit Committee will oversee the receipt and handling of concerns relating to questionable accounting or auditing matters, including directing an appropriate investigation and response. Based on its investigation, the Audit Committee will direct us to take prompt and appropriate corrective action in response to the concern if necessary to ensure compliance with legal and ethical requirements relating to our accounting and audit matters. If the Audit Committee determines that a particular concern is not covered by this Policy, it will refer the concern to the Chief Executive Officer for appropriate handling and response.

Confidentiality

Concerns relating to questionable accounting or audit matters will be kept confidential to the extent possible consistent with the Audit Committee's obligation to investigate and correct unlawful or unethical accounting or audit matters. In order to ensure confidentiality, an employee may elect to raise a concern anonymously. Any questions about this policy should be directed to the Chair of the Audit Committee.

DESCRIPTION OF RESPONSIBILITIES OF COMPLIANCE OFFICER UNDER OUR WHISTLEBLOWER AND NON-RETALIATION POLICY FOR EMPLOYEES WHO REPORT VIOLATIONS OF LAW

We will appoint an individual who is responsible for administering our Whistleblower and Non-Retaliation Policy (the "Policy"). This person is referred to as the "Compliance Officer." The Compliance Officer will report directly to the Audit Committee of our Board of Directors on matters arising under the Policy and this Description of Responsibilities.

The Compliance Officer's responsibilities under the Policy include:

- Administering, implementing and overseeing ongoing compliance under the Policy.
- Establishing and administering procedures to assure that employee complaints will be collected, reviewed promptly (including if appropriate through an independent investigation into the issues raised), resolved in an appropriate manner, and that documents related to such matters will be retained in accordance with our Policy.
- Making himself or herself available to discuss with employees any complaints raised.
- With respect to employee concerns relating to questionable accounting or auditing matters; establishing and administering procedures that enable employees to submit concerns in a confidential and anonymous manner.

- With respect to complaints from employees or non-employees received by us relating to our accounting, internal accounting controls or auditing matters; establishing and administering procedures to assure that such complaints will be collected, reviewed promptly, treated or resolved in an appropriate manner, and retained. **The Compliance Officer will present any such complaints received to the Audit Committee of the Board of Directors.**
- Administering and overseeing our training and educational programs designed to ensure that our employees with supervisory authority with respect to other employees, or who are otherwise involved in the administration of our policies, are aware of the Policy, know to involve the Compliance Officer in any matters involving the Policy that arise (including informing the Compliance Officer of every complaint that arises), and are trained in the proper handling of employee complaints covered by the Policy.

To ensure that the persons responsible for preparing and reviewing our public filings and other public disclosures are made aware of complaints involving our accounting, internal accounting controls or auditing matters made by employees or by others, the Compliance Officer will present to such persons at least once per quarter either a copy or a summary of each complaint received.

INTERNAL PROCEDURES OF THE AUDIT COMMITTEE

The Audit Committee has established internal procedures for the receipt, retention and treatment of complaints relating to accounting, internal accounting controls and auditing matters, and to ensure appropriate and prompt investigation and response to issues raised concerning our accounting, internal accounting controls and auditing matters.

- The Audit Committee has established a toll-free number for the receipt of complaints.
- An “Investigating Member” will be designated by the Audit Committee to receive and respond to complaints in the first instance.
- All communications received through the toll-free number will be directed to the Investigating Member.
- The Investigating Member will determine whether the complaint falls within the scope of responsibility of the Audit Committee relating to financial and accounting matters. If the complaint is not within the scope of these procedures, the Investigating Member will inform any employee making the complaint (if known) to use other procedures to address the complaint. The Investigating Member should also forward any complaint it determines is not covered by these procedures to the President of the Company or the Chairman of the Board of Directors, as appropriate.
- The Investigating Member may consult with independent counsel in his/her discretion to obtain advice regarding follow up on any complaint or concern.
- The Investigating Member, on behalf of the Audit Committee, may request information from any source in connection with the investigation of a complaint. Employees will be required to provide information as requested by the Investigating Member and will be informed of our policy against retaliation as described in this Whistleblower and Non-Retaliation Policy.
- The Investigating Member may engage third parties; e.g., investigative staff, accounting firm, legal counsel, to assist with the investigation of any complaints regarding our internal accounting controls or auditing matters or concerns regarding questionable accounting or auditing matters.
- The Audit Committee shall determine the action to be taken in the event that the investigation of any complaint or concern indicates that corrective action is appropriate. The Investigating Member shall report to the Audit Committee at each regularly scheduled meeting regarding the complaints and concerns received since the last meeting and the current status of any open complaints or concerns. A special meeting of the Audit Committee may be called to discuss any complaint or concern or to determine appropriate follow up action with respect to any report.

- When feasible, the Investigating Member shall report back to any employee who has raised a complaint or concern (if known) regarding the results of the investigation and any corrective action taken, if providing such information will not interfere with the rights of the other employees or with any ongoing criminal or civil investigation.
- A confidential log shall be maintained by the Audit Committee of all complaints and concerns received. The log shall include the substance of each complaint or concern, the date of its receipt, the source of the complaint or concern if known, a description of the findings of any investigation made in connection with the complaint or concern, and a description of any corrective action taken. All Audit Committee records (including all records of the Investigating Member) relating to any complaint or concern shall be maintained confidentially by the Audit Committee for a period of at least seven years following the final disposition of the complaint or concern.

These procedures are intended to be general guidelines only. The Audit Committee may deviate from these guidelines in specific cases as it determines appropriate based on the facts and circumstances of any particular complaint or concern.