

## **PIONEER ENERGY SERVICES CORP.**

### **COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Pioneer Energy Services Corp. (the “Company”) to (1) review and approve (or recommend to the Board for approval) and oversee the Company’s executive and director compensation goals, policies, objectives, and programs, (2) review and approve the compensation discussion and analysis to be included in the Company’s annual reports or proxy statements, (3) produce an annual report on executive compensation for inclusion in the Company’s annual reports or proxy statements in accordance with applicable rules and regulations, (4) retain, terminate, and set the compensation of any compensation consultant or other advisor it deems appropriate, and (5) fulfill any other responsibilities set forth in this Charter.

#### **Membership and Meetings**

The Committee shall consist of not less than three directors, each of whom shall serve at the discretion of the Board. The Board shall designate the chairperson of the Committee (the “Chairperson”). The Board must determine, using its business judgment, that each Committee member meets the independence requirements of the New York Stock Exchange (“NYSE”) and any other applicable law, rule, regulation, or Company policy governing independence (collectively, the “Independence Requirements”). Committee members must also meet any other qualifications required by the NYSE and other applicable law. In addition, Committee members will qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

Committee members, including the Chairperson, will be appointed by the Board on an annual basis. Committee members will serve until their earlier resignation, retirement, or removal by the Board, or until their successors are duly appointed and qualified.

The Committee will meet at least annually, and more frequently as circumstances dictate. The Chairman of the Board or any Committee member may call a special meeting of the Committee. Meetings may be held in person, by telephone conference, or by other communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting will constitute presence in person at such meeting. A majority of the Committee members at a meeting will constitute a quorum of the Committee and the vote of a majority of the members present there at will be the act of the Committee. Unless restricted by the Company’s Articles of Incorporation, the Committee may also act by unanimous written consent. The Committee may invite to its meetings any director, any member of management, and such other persons as it deems appropriate in order to carry out its responsibilities.

The Chairperson shall be responsible for providing the Committee with a written agenda for each meeting. The Chairperson shall preside at the meetings of the Committee. In the absence of the Chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Chief Executive Officer of the Company (the “CEO”) shall not be present during voting of the Committee. The Committee shall keep minutes and make regular reports to the Board.

The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

### **Authority and Responsibilities**

The Committee shall have the following responsibilities in carrying out its purpose as set forth above. These responsibilities should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business or other conditions.

1. In consultation with the Board, the CEO, and other Company management, review and approve the Company’s executive compensation policies, objectives, and programs. The Committee shall establish and periodically review and update (a) an appropriate peer group of companies for the purpose of comparing compensation levels and practices, and (b) corporate goals, objectives, and other key measures for assessing executive performance, as the Committee deems appropriate.

2. Annually review and approve the corporate goals, objectives and other key measures relevant to the compensation of the CEO, evaluate the CEO’s performance in light of those goals, objectives and key measures and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation, including, but not limited to, (a) annual base salary level, (b) short-term and long-term incentive opportunity level, including equity-based compensation, (c) employment agreement and severance arrangements, in each case as, when, and if appropriate, and (d) any special or supplemental benefits. In addition, the Committee will annually review and approve, with the participation of management, the corporate goals, objectives, and other key measures relevant to the compensation of other officers and key employees of the Company (collectively, the “Senior Officers”) as is consistent with the terms of any existing contracts between the Company and each Senior Officer. Together with the CEO (the CEO does not evaluate his own performance or provide recommendations with respect to his own compensation), the Committee will evaluate the performance of the Senior Officers in light of these agreed upon goals, objectives and measures and determine and approve (or recommend to the Board for approval, as appropriate) the Senior Officers’ compensation based on such evaluation, including, but not limited to, (a) annual base salary level, (b) short-term and long-term incentive opportunity level, including equity-based compensation, (c) employment agreements and severance arrangements, in each case as, when, and if appropriate, and (d) any special or supplemental benefits. In addition, in determining the long-term incentive component of the CEO’s and each respective Senior Officer’s compensation, if any, the Committee may consider (i) the individual’s annual base salary; (ii) a multiple of the individual’s annual base

salary based on the individual's position with the Company, the individual's responsibilities, the individual's experience, and overall fairness, as well as survey data related to the value of similar incentive awards to similarly situated officers at comparable companies; (iii) the fair value of the Company's capital stock; (iv) Company performance; and (v) the individual's performance. The Committee will also review prior awards to the CEO and each Senior Officer to compare the multiple of base salary from prior long-term incentive awards to the current award.

3. Annually review publicly available data of the Company's peer group to assess the competitiveness of each Senior Officer's annual base salary, short-term and long-term incentives, and other compensation components, as the Committee deems appropriate.

4. Review and approve (or recommend to the Board for approval) all formal employment or other contracts (or amendments thereto) relating to compensation between the Company and each Senior Officer.

5. Review and approve (or recommend to the Board for approval) the Company's incentive compensation and equity-based compensation plans (collectively, the "Plans"), including the performance measures to be applied in determining incentive awards. The Committee will also review and make recommendations with respect to the adoption or modification of any Plans for Company employees that require approval by the Board or the Company's shareholders, unless the authority to make such recommendations is reserved by the Board through Plan provisions or applicable rules and regulations. The Committee will also oversee the administration of these Plans to ensure consistency with the Committee's compensation policies, objectives, and programs with respect to plan participation, including, but not limited to, (a) approving awards, (b) interpreting the Plans, (c) determining rules and regulations relating to the Plans, (d) modifying or canceling existing awards, (e) designating eligible participants, (f) appointing and reviewing the performance of one or more administrators of the Plans, and (g) imposing any limitations, restrictions and conditions upon awards.

6. Annually review the Company's policies, objectives, and programs regarding director compensation and approve and recommend to the Board for its approval the form and amount of director compensation.

7. Periodically review publicly available data of the Company's peer group to assess the competitiveness of director compensation, as the Committee deems appropriate.

8. Prepare the Compensation Committee Report to be included in the Company's annual reports or proxy statements.

9. Review and discuss with Company management the Compensation Discussion and Analysis required by the Securities and Exchange Commission to be included in the Company's annual reports or proxy statements. Based on such review and discussion, determine whether to recommend to the Board that the compensation discussion and analysis be included in the Company's annual proxy statement or annual report.

10. Certify the attainment of performance goals pursuant to Section 162(m) of the Internal Revenue Code, as may be required.

11. Periodically assess the appropriateness of the Company's Stock Ownership Guideline Program for directors and certain officers of the Company and monitor compliance by the Company's directors and officers with such program.

12. Perform such other duties and responsibilities as may, from time to time, be delegated or assigned to the Committee under the Plans or by the Board.

13. As appropriate, form and delegate authority to subcommittees, each such subcommittee to consist solely of one or more members of the Board who satisfy the Independence Requirements and all other qualifications required by applicable law.

### **Miscellaneous**

Annually, the Committee will (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) review its performance and effectiveness.

### **Reliance Permitted**

1. The Committee will act in reliance on the Company's management, independent auditors, internal auditors, advisors, and experts, as it deems necessary or appropriate to enable it to carry out its duties.

2. Nothing in this Charter will, or will be deemed to, decrease or modify in any manner adverse to any Committee member, such member's right to rely on statements and certifications made by the Company's officers, employees, agents, counsel, experts, or independent and internal auditors.

3. Nothing in this Charter will, or will be deemed to, adversely affect in any manner the rights of Committee members to indemnification and advancement of expenses under applicable law, the Company's Articles of Incorporation or Bylaws, or under any contract, agreement, arrangement, or understanding benefiting such member.

4. Notwithstanding any other provision of this Charter, no provision of this Charter will, except to the extent required by applicable law, rule, or regulation, be construed to create any legal duty or obligation on the part of the Committee or any of its members or to increase their liability.

5. Nothing in this Charter will be deemed to amend the provisions of the Company's Bylaws with respect to the Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Company's Bylaws.