

NEWPARK RESOURCES, INC.

COMPENSATION COMMITTEE CHARTER

ORGANIZATION

This charter governs the operations of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Newpark Resources, Inc. (“Newpark” or the “Company”). The Committee shall consist of not less than three independent directors. The number of directors constituting the Committee, and those serving on the Committee (its “Members”), shall be determined annually by the Board. Members shall serve during their respective terms as directors, subject to earlier removal by the Board. Company management, independent auditors and corporate counsel and other consultants and advisors may attend each meeting or portions thereof as requested by the Committee. The Committee shall hold at least three meetings each year and may call special meetings when necessary. In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities and authority to a subcommittee of the Committee. The Committee may also delegate its authority to a committee comprised of one or more directors (whether or not such directors serve on the Committee) or to one or more officers, in each case as the Committee deems appropriate; provided, however, the Committee may not delegate any power or authority required by law, regulation or listing standard to be exercised by the Committee.

INDEPENDENCE

Each Member of the Committee must be:

- an “independent director,” in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and as defined under the rules of the New York Stock Exchange, as amended from time to time (the “Rules”), except as may be otherwise permitted under the Rules;
- a “non-employee director,” as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act; and
- an “outside director,” as defined under Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

PURPOSE

The Committee shall discharge the Board’s responsibilities with respect to all forms of compensation of the Company’s executive officers, administer the Company’s equity incentive plans, and produce the disclosure required by Item 407(e)(5) of Regulation S-K, including an annual report on executive compensation, for inclusion in the Company’s proxy statement. This charter sets forth the authority and responsibility of the Committee for approving and evaluating executive officer compensation arrangements, plans, policies and programs of the Company, and for administering the Company’s equity incentive plans for employees whether adopted prior to or after the date of adoption of this charter (the “Stock Plans”).

RESPONSIBILITIES

The following functions shall be the principal responsibilities of the Committee, provided, however, that the Committee may diverge from, or supplement, these functions as it deems appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. In consultation with senior management, the Committee shall establish the Company's executive compensation philosophy and oversee the development and implementation of compensation programs that (a) support the Company's overall strategy and objectives; (b) attract, motivate and retain key executives; and (c) link total compensation to financial performance and attainment of strategic objectives with the intent of aligning long-term interests of executives with stockholders.
2. The Committee shall recommend to the Board the compensation and benefits of the non-employee directors for service on the Board, any committee thereof, including for service as chairperson of the Board or as chairperson of any committee thereof, based on criteria set forth in the Company's Corporate Governance Guidelines and such other considerations as the Committee deems appropriate.
3. The Committee will have the sole authority and right to retain and terminate compensation consultants, legal counsel and other advisors of its choosing to assist the Committee in connection with its functions, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified by the rules of the New York Stock Exchange and Rule 10C-1 of the Exchange Act. The Committee shall be directly responsible for the appointment, compensation and oversight work of such advisors. The Committee shall have the sole authority to approve the fees, other compensation and other retention terms of such advisors at the expense of the Company and not at the expense of the members of the Committee. The Committee shall assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
4. The Committee will annually review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO") and evaluate the CEO's performance in light of these goals and objectives. Based on this evaluation, the Committee, together with the other independent directors of the Board, will annually review and approve the individual elements of total compensation for the CEO including (a) salary paid to the CEO, (b) all cash-based bonuses and equity compensation paid to the CEO, (c) entering into, amending or extending any employment contract or similar arrangement with the CEO, (d) any CEO severance or change in control arrangement, and (e) any other CEO compensation matters as from time to time directed by the Committee or the Board. In determining the long-term incentive component of the CEO's compensation, the Committee, together with the other independent directors of the Board, will

consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at companies that the Committee determines comparable based on factors it selects, and the incentive awards given to the Company's CEO in prior years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

5. The Committee will annually review and approve the corporate goals and objectives relevant to the compensation of other executive officers. In light of these goals and objectives, the Committee will annually review and approve the individual elements of total compensation for these executive officers including (a) salary paid to the executive officers, (b) all cash-based bonuses and equity compensation paid to the executive officers, (c) entering into, amending or extending any employment contract or similar arrangement with one or more executive officers, (d) executive officers' severance or change in control arrangements, and (e) any other executive officer compensation matters as from time to time directed by the Committee or the Board. In determining the long-term incentive component of the executive officers' compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at companies that the Committee determines comparable based on factors it selects, and the incentive awards given to the Company's executive officers in prior years. In evaluating and determining the compensation for other executive officers, the Committee shall consider the results of the most recent Say on Pay Vote required by Section 14A of the Exchange Act.
6. The Committee will annually review and make recommendations to the Board with respect to adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and arrangements and the shares and amounts reserved thereunder, after taking into consideration the Company's strategy of long-term and equity-based compensation. In reviewing and making recommendations regarding cash-based and equity-based incentive compensation plans, the Committee shall consider the results of the most recent Say on Pay Vote required by Section 14A of the Exchange Act.
7. The Committee will: (a) approve grants of stock, stock options or stock purchase rights to individuals eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to individuals who are subject to Section 16 of the Exchange Act); (b) interpret the Stock Plans and agreements thereunder; and (c) determine acceptable forms of consideration for stock issued pursuant to the Stock Plans. To the extent permitted by applicable law, the terms of such plan and the limitations set forth in the delegation of authority, the authority to issue such awards to officers, employees and consultants who are not subject to Section 16 of the Exchange Act may be delegated to a subcommittee of the Committee, a committee comprised of one or more directors or to one or more officers as provided above.

8. The Committee will meet with the CEO at least once in each fiscal year to discuss the incentive compensation programs to be in effect for the Company's executive officers for such fiscal year and the corporate goals and objectives relevant to those programs.
9. The Committee will report regularly to the Board of Directors.
10. The Committee will review and discuss with management the Company's Compensation Discussion and Analysis and other compensation-related disclosures to be included in the Company's annual proxy statement or Form 10-K, in accordance with the rules of the Securities and Exchange Commission. Based upon such review and discussion of the Compensation Disclosure and Analysis and such other compensation-related disclosures, the Committee shall make a recommendation to the Board as to whether the Compensation Discussion and Analysis should be included in the Company's annual proxy statement or Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission.
11. The Committee will prepare an annual report to the stockholders, for inclusion in the Company's annual proxy statement or Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission.
12. The Committee may appoint an Employee Benefits Committee consisting of officers or employees of the Company and delegate to such Employee Benefits Committee responsibilities for the development and administration of the benefit plans available to all employees of the Company (specifically excluding any cash or equity incentive plans). The Employee Benefits Committee shall provide at least annually a report to the Committee regarding the benefit plans of the Company and, specifically, the administration and performance of the Company's pension, 401(k) and non-qualified deferred compensation plans.
13. The Committee will at least annually undertake a risk assessment of the compensation programs and plans in effect for the CEO and executive officers of the Company.
14. The Committee will at least annually review and assess its performance.
15. The Committee will review this charter annually and recommend to the Board any changes it deems appropriate.

FUNDING

The Company shall issue payments as directed by the Committee of compensation to the compensation consultants, legal counsel and other advisors retained by the Committee in its discretion pursuant to this charter.

MEETINGS

Meetings may be conducted on reasonable notice to the Committee members, by such means and at such times and places as deemed appropriate by the Committee Chairman. The Committee shall maintain written minutes of its meetings. The Committee also may act by unanimous written consent.

Adopted by the Board of Directors – June 11, 2003

Amended – September 9, 2008

Amended – December 8, 2011

Amended – June 28, 2013

Amended – November 6, 2013

Amended – November 4, 2015

Amended – November 14, 2017

Amended – November 13, 2018

Amended – November 20, 2019

Amended – November 16, 2020