

U.S. WELL SERVICES, INC.

CORPORATE GOVERNANCE GUIDELINES

EFFECTIVE: JANUARY 2, 2019

The Board of Directors (the “*Board*”) of U.S. Well Services, Inc. (the “*Company*”) has adopted these Corporate Governance Guidelines to provide a framework for governance of the Company. The Board will periodically review these Corporate Governance Guidelines and update them as appropriate.

1. Board Structure and Composition

A. Size of Board

The number of directors that constitutes the Board will be fixed from time to time pursuant to the Company’s Certificate of Incorporation and Bylaws (each, as amended from time to time). The board is classified with the terms of office of each of the three classes of directors ending in successive years of three year terms, as provided in the Company’s Certificate of Incorporation.

B. Independence and Qualifications

A majority of the Board shall consist of independent directors. An independent director is one who meets the Nasdaq Stock Exchange independence criteria and has no relationships that would interfere with the director’s independent judgment as determined by the Board. Each year, the Board will review the relationships between the Company and each director and will determine which directors satisfy the applicable independence standards.

Each year, the Board proposes a slate of director nominees to stockholders for election at the annual meeting of stockholders. Stockholders may also nominate directors. The Board has delegated the process of identifying and screening potential director candidates to the Nominating and Corporate Governance Committee, which will manage the process of identifying and screening potential director candidates. In selecting director candidates, the independent directors of our Board consider whether the candidates possess the required skill sets and fulfill the qualification requirements of directors approved by the Board, including, but not limited to, independence, sound judgment, business specialization, technical skills, diversity and other desired qualities. Invitations to serve as a nominee are extended by the Board via the Chairman of the Board.

The Nominating and Corporate Governance Committee shall work with the Board in reviewing, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In selecting director candidates, the Board considers whether the candidates possess the required skill sets and fulfill the qualification requirements of directors approved by the Board, including, but not limited to, independence, sound judgment, business specialization, technical skills, diversity and other desired qualities.

C. Membership on Other Boards

No non-management director may serve on more than three other public company boards. No management director may serve on more than one other public company board. A director should advise the Chairman of the Board in advance of accepting an invitation to serve on another public company board.

D. Committees

The Board has established the following standing committees: Audit, Compensation and Nominating and Corporate Governance, each composed entirely of independent directors. Each of these committees operates under a written charter approved by the applicable committee and the Board. The Board may establish other committees from time to time.

E. Director Responsibilities

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

F. Mandatory Retirement Policy

The Board has adopted a standard retirement age of 72 for all directors. It is the general policy of the Board not to nominate candidates for re-election at any annual stockholder meeting to be held after the director has attained the applicable retirement age.

G. No Term Limits

The Board does not believe it should establish term limits. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

H. Chairman of the Board

The Board will periodically appoint a Chairman of the Board with the approval of a majority of the directors then in office or as otherwise provided in the Company's Bylaws. Both management directors and non-management directors, including the Chief Executive Officer (the "**CEO**"), are eligible for appointment as a Chairman.

I. Director Compensation

The Compensation Committee will conduct a periodic review of director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Compensation Committee will consider that a director's independence may be jeopardized if (1) director compensation and perquisites exceed customary levels, (2) the Company makes substantial charitable contributions to organizations with which a director is affiliated or (3) the Company enters into consulting contracts with (or provides other indirect forms of

compensation to) a director or an organization with which the director is affiliated. Directors who are employees of the Company may not receive any additional compensation for service on the Board.

2. Board Meetings and Procedures

A. Meetings of the Board

The Chairman of the Board will establish the agenda for each Board meeting. At the beginning of the year, the Chairman of the Board will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Attendance at Board and committee meetings should be considered by the Board in assessing each director's performance. Directors are encouraged, but not required, to attend each annual stockholder meeting.

B. Meetings of Independent Directors

The independent directors will have regularly scheduled meetings, at least twice a year, in executive session that will be held immediately following each regularly scheduled Board meeting. If the Chairman of the Board is a non-management director, the Chairman will preside at these meetings. If the Chairman of the Board is a management director, a lead independent director (the "**Lead Director**") will be chosen by the Board. The Chairman of the Board or Lead Director, as applicable, is responsible for preparing an agenda for the meetings of the independent directors in executive session.

C. Director Access to Independent Advisors and Management

The Board and each committee has the power to hire legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board welcomes regular attendance at each Board meeting of executive officers of the Company.

3. Board Performance and Development

A. Annual Performance Evaluation of the Board

The Board and each committee shall conduct annual performance reviews. The Board will develop the methodology for evaluations and oversee their execution.

B. Director Orientation and Continuing Education

The Board is responsible for developing and evaluating an orientation and continuing education program for directors.

4. Stockholder Communications with Directors

The Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairman of the Board, the Lead Director (if applicable) or any other director in particular to:

**U.S. Well Services, Inc.
1360 Post Oak Boulevard, Suite 1800
Houston, Texas 77056
Attention: General Counsel**

Stockholders and any other interested parties should mark the envelope containing each communication as "***Stockholder Communication with Directors***" and clearly identify the intended recipient(s) of the communication. The General Counsel of the Company will review each communication received from stockholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Company, then the General Counsel may forward the communication to the executive officer or chairman of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

5. Board Interaction with External Constituencies

The Board believes that the management speaks for the Company. As such, individual directors shall not meet or otherwise directly communicate with stockholders, research analysts, vendors, the press or other external constituencies on behalf of the Company unless the communication is (1) requested by the Chairman of the Board, the CEO or the full Board or (2) required to discharge his or her duties as set forth in committee charters.

6. CEO Evaluation and Management Succession

The Compensation Committee shall conduct an annual review of the CEO's performance and compensation, as set forth in its charter. The non-management directors meeting in executive session shall review the Compensation Committee's report in order to ensure that the CEO is providing the best long and short-term leadership for the Company.

The Board shall consider emergency, as well as expected, CEO succession planning annually. The Board shall nominate and evaluate potential successors to the CEO. The CEO shall provide the Board with his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

7. Review of Governance Policies

The Board periodically will review and reassess the adequacy of these Corporate Governance Guidelines. In addition, the Board will consider any other corporate governance issues that arise from time to time. Such review will include management's monitoring of the Company's compliance programs and Code of Conduct, including a report of violations and waivers of the Code of Conduct.