

KLX ENERGY SERVICES HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (this “Charter”) of the Board of Directors (the “Board”) of KLX Energy Services Holdings, Inc. (the “Company”) specifies the scope of the responsibilities of the Compensation Committee of the Board (the “Committee”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

Purpose

The purpose of the Committee is to review and assist the Board in discharging its responsibilities relating to the compensation of the Company’s Executive Officers, as such persons are determined by the Board in accordance with Rule 16a-1(f) and Rule 3b-7 (“Executive Officers”), both under the Securities Exchange Act of 1934 (“Exchange Act”), as well as the compensation of the members of the Board. The Committee has overall responsibility for:

- evaluating the performance and recommending to the independent members of the Board for determination the compensation of the Company’s Chief Executive Officer (“CEO”);
- reviewing with the CEO the performance of the Company’s other Executive Officers and setting, approving and overseeing the compensation of such Executive Officers;
- evaluating, administering, implementing the Company’s equity-based and incentive compensation plans and retirement and other benefit plans, policies and programs of the Company;
- overseeing the Company’s management development and succession planning processes;
- evaluating and making recommendations to the independent members of the Board regarding the compensation of the members of the Company’s Board; and
- overseeing the proper disclosure of executive compensation and other compensation and Committee Committee-related disclosures and preparing the Compensation Committee Report, as required by the rules of the United States Securities and Exchange Commission (the “SEC”) and The Nasdaq Stock Market LLC (“Nasdaq”), and recommending to the Board that such disclosures be included in the Company’s annual filings with the SEC.

Composition

1. Members. The Committee shall be comprised of two or more directors as determined by the Board (each a “Member” and collectively, the “Members”) and in accordance with the rules of Nasdaq and the SEC (or any other applicable regulatory agency or law). The Members shall be appointed by the

- Board in consultation with the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”), and shall serve until their successors are duly appointed and qualified, or until their earlier death, disqualification, resignation or removal.
2. Qualifications. Each Member shall be an independent director and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a Member. Each Member shall meet all applicable independence and other requirements of law and Nasdaq. Each Member shall also be a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Exchange Act; provided, however, that failure to meet any of such requirements shall not invalidate decisions made, or actions taken, by the Committee.
 3. Chair. The Chair of the Committee (the “Committee Chair”) shall be appointed by the Board in consultation with the Nominating and Corporate Governance Committee.
 4. Removal and Replacement. The Members may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board in consultation with the Nominating and Corporate Governance Committee.

Operations

1. Meetings. The Committee Chair, in consultation with the Members, shall determine the schedule and frequency of the Committee meetings; provided that the Committee shall meet at least four times per year. Meetings may be held in person or virtually by telephone or video conferencing. Subject to the other provisions of this Charter, the Committee may meet with management, the outside compensation consultant, individual directors or its advisors at any time it deems appropriate to discuss any matters before the Committee. A quorum shall exist when a majority of the Members are present and the Committee shall act only by (a) the affirmative vote of a majority of its Members, or (b) unanimous written consent in lieu of a meeting.
2. Agenda. The Committee Chair shall develop and set the agenda for each Committee meeting, in consultation with other Members, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent feasible, be communicated to the Members sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall timely report its actions to the Board at the next regularly scheduled Board meeting for Board approval or ratification, as appropriate, and shall submit to the Board the minutes of its meetings.
4. Committee Advisors. The Committee shall have the power to retain outside

compensation consultants having special competence to assist the Committee in evaluating executive and director compensation. The Committee may also retain counsel, accountants or other advisors as it deems appropriate to discharge its duties and responsibilities. The Committee shall have the sole authority to retain and terminate such consultants, counsel, accountants or other advisors, and to review and approve their fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company and shall be authorized to pay the fees of any such consultants, counsel, accountants or other advisors and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

5. Independence of Advisors. The Committee shall determine whether any compensation consultants or advisors are independent, considering all relevant factors, including, without limitation: (a) whether the consultant or advisor (or the employer of such consultant or advisor) provides other services to the Company; (b) the amount of any fees paid by the Company to the consultant or advisor (or to the employer of such consultant or advisor); (c) the policies and procedures of the consultant or advisor (or the employer of such consultant or advisor) that are designed to prevent conflicts of interest; (d) any business or personal relationship between the consultant or advisor (or the employer of such consultant or advisor) and a member of the Committee, or any executive officer of the Company; and (e) whether the consultant or advisor (or the employer of such consultant or advisor) owns any stock in the Company. The Committee shall consider the independence of any compensation consultant or advisor in its decision to retain such consultant or advisor.
6. Performance Evaluation and Confirm Responsibilities Carried Out. On an annual basis the Committee shall conduct a self-evaluation of its performance and confirm that all responsibilities outlined in this Charter have been carried out.
7. Assessment of Charter. The Committee shall review annually the adequacy of this Charter, and if revisions are determined necessary and approved by the Committee, submit the proposed amendments to the Board for approval.

Authority and Duties

1. General. The Committee shall consult with the CEO and, at its discretion other Executive Officers of the Company, to establish, periodically assess, and implement the Company's general compensation philosophy, and in accordance with such assess and oversee the Company's compensation program components, policies and practices, to ensure they remain effective to attract, motivate and retain the Company's Executive Officers and key personnel.
2. CEO Compensation. On an annual basis, the Committee shall evaluate,

determine and approve the total compensation package for the CEO and the individual elements of such compensation package, including base salary, short-term bonuses, long-term incentive compensation, equity grants and other incentive awards, and developing appropriate objectives, goals and targets, and establishing the granting of or eligibility for any perquisites or other special or supplemental benefits. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of evaluating and overseeing the implementation of, the compensation of the CEO. In connection therewith, the Committee shall evaluate the performance of the CEO in light of any applicable performance goals and objectives. The Committee's determination regarding the total compensation package of the CEO, including setting and determining achievement of the performance goals and objectives, shall take into account the results of the most recent advisory vote of the stockholders regarding executive compensation and may consider input from any compensation consultant engaged by the Company or any other independent Director. The CEO shall not be present during the Committee's deliberations and voting with respect to the CEO's compensation.

3. Other Executive Compensation. On an annual basis, the Committee shall in consultation with the CEO, evaluate, determine and approve the total compensation package for each of the Company's other Executive Officers, including base salary, short-term bonuses, long-term incentive compensation, equity grants and other incentive awards, and any perquisites or other special or supplemental benefits. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of evaluating, recommending, and overseeing the implementation of, the compensation of such Executive Officers. In connection therewith, the Committee shall review the results of the evaluation of the performance of each Executive Officer by the CEO as well as the results of the most recent advisory vote of the stockholders regarding executive compensation and may consider input from any compensation consultant engaged by the Company or any other independent Director.
4. Agreements with the Company's Executive Officers. The Committee shall review, determine and approve any new or amended employment, consulting, retirement, severance, change in control or similar agreements and arrangements with the Company's Executive Officers.

5. Director Compensation. The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's directors, including, without limitation, equity and equity-based compensation.
6. Non-Executive Employees. For all other employees who are not Executive Officers, the Committee may, at its discretion, review and approve the overall compensation strategy and the proposed budgets for annual merit increases and bonuses. Additionally, the Committee may, at its discretion, review and approve all incentive plans, including setting and determining achievement of the applicable performance goals and objectives.
7. Incentive & Equity Plans. The Committee shall consider, review, administer and implement the Company's incentive compensation and equity-based plans, programs or similar arrangements that the Company establishes for, or makes available to, its Executive Officers and other employees and consultants and shall periodically assess the appropriateness of the allocation of benefits under these plans and the extent to which these plans are meeting their intended objectives. Additionally, the Committee shall review administer and approve any new, or the amendment of existing, incentive plans by the Company and any increase in shares reserved for issuance under existing or new equity-based plans. Additionally, the Committee shall review, administer and approve all equity-based compensation arrangements for employees of the Company; *provided, however*, that other than with respect to those employees subject to reporting obligations pursuant to Section 16 of the Exchange Act and any other employees as may be designated by the Committee, the Committee may delegate authority to approve such awards to either a subcommittee, the Committee Chair or an Executive Officer, in any case, subject to any conditions as may be set forth in resolutions adopted by the Committee.
8. Review of Plans. The Committee shall review and make determinations regarding any material qualified or nonqualified retirement plans that the Company establishes for, or makes available to, its employees and consultants and shall periodically assess the appropriateness of the allocation of benefits under these plans and the extent to which these plans are meeting their intended objectives.
9. Regulatory Compliance. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation and benefits matters, including overseeing the Company's policies on structuring compensation programs to maximize tax deductibility when appropriate and, as and when required, establishing performance goals and certifying that performance goals have been attained.
10. New Hires, Promotions. The Committee shall review and make determinations, in advance of the position being offered, the total compensation payable to any new Executive Officer of the Company, including (a) the annual base salary amount; (b) special bonus arrangements, if any; (c) any long-term

incentive compensation (including cash-based bonuses and equity-based awards and opportunities); (d) any employment agreements, severance arrangements and change-in-control and similar agreements or provisions, and any amendments, supplements or waivers thereto; and (e) any perquisites or other special or supplemental benefits, including retirement benefits and perquisites provided to such persons during and after employment with the Company.

11. Compensation Disclosure. The Committee shall review and discuss with management the proper disclosure of all compensation matters as required by the rules of the SEC and Nasdaq and recommend to the Board that such disclosures be included in the Company's proxy statement and (through incorporation by reference) Annual Report on Form 10-K. Each Committee Member must sign the Compensation Committee Report prepared by the Committee for inclusion in the Company's proxy statement and (through incorporation by reference) Annual Report on Form 10-K.
12. Say-on-Pay. The Committee shall review and recommend to the Board the frequency with which the Company should permit stockholders to have an advisory vote on executive compensation ("say-on-pay"). This review shall take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company. Following each stockholder meeting at which say-on-pay resolutions are proposed for a stockholder advisory vote, the Committee will review the results of the advisory vote, consider whether to make any adjustments to the Company's executive compensation policies and practices; and oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters.
13. Incentive-Based Compensation Recovery Policy. The Committee will periodically review, modify (if necessary) and administer the Company's Incentive-Based Compensation Recovery Policy and any other compensation recovery or "clawback" policy adopted by the Committee in the future, if any, to ensure that such policy complies with applicable rules and regulations, including the rules and regulations of the SEC and Nasdaq listing standards. The Committee will consult with the Audit Committee of the Board and the Company's chief financial officer, as applicable and as needed, to properly administer and carryout the purpose of the clawback policy.
14. Stock Ownership Guidelines: On an annual basis, the Committee shall review the Company's Stock Ownership Guidelines for the Company's Executive Officers and directors and assess compliance by such covered persons.
15. Compensation Risk Analysis. The Committee shall review annually the Company's compensation policies and practices as they relate to risk management practices and risk-taking incentives and report to the Board whether any of these policies and practices encourage risk taking that is reasonably likely to have a material adverse effect on the Company. In performing this compensation risk assessment, the Committee may work with management and any outside consultant or advisor if

deems appropriate.

16. Hedging and Pledging. The Committee will oversee the trading policies and anti-hedging and pledging policies applicable to Executive Officers and directors of the Company.
17. Succession Planning. Upon the request of the Board, the Committee shall provide support to the Board and the Nominating and Corporate Governance Committee in the Board's establishment of a succession planning process for the CEO and the other Executive Officers of the Company.
18. Peer Groups. On an annual basis, the Committee shall, at its discretion in consultation with the Committee's independent compensation consultant and management, select a peer group of companies that may be used for purposes of evaluating competitive compensation packages for the Company's Executive Officers.
19. Other Duties. The Committee shall perform such other duties or responsibilities as are: (a) delegated to the Committee by the Board from time to time regarding the Company's compensation and benefit programs, (b) allocated to the Committee under any of the Company's employee benefit plans or (c) consistent with this Charter.

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties (including, without limitation, its authority and duties relating to broad-based benefits plans) to subcommittees or individual members of the Committee or, to the extent permitted by the terms of any plan, to officers of the Company or other persons, in each case as it deems appropriate in accordance with applicable laws and regulations and the requirements of Nasdaq. Each subcommittee shall keep minutes and regularly report to the Committee, and decisions made pursuant to any such delegated authority shall be reported to the full Committee at its next scheduled meeting.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information and the accuracy of the information provided to the Committee by such persons or organizations.

Adoption

This Charter was adopted by the Board as of March 9, 2026.