

**CHARTER FOR THE COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
KEANE GROUP, INC.**

PURPOSE

The purpose of the Compliance Committee (the “Committee”) is to (1) assist the board in identifying, evaluating and monitoring compliance, regulatory, health, safety, environmental, social, and public policy issues and concerns that could affect the business activities and performance of Keane Group, Inc. and its subsidiaries (collectively, the “Company”); (2) oversee the implementation by the Company of compliance and ethics programs, policies and procedures that are designed to respond to the various compliance, public policy and regulatory risks facing the Company; (2) oversee the Company’s compliance and ethics programs, policies and procedures; and (3) monitor the Company’s performance with respect to such programs, policies and procedures.

In performing its duties, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors of Keane Group, Inc. (the “Board”) may from time to time prescribe.

MEMBERSHIP

The Committee will consist of at least four (4) members of the Board, one of whom shall act as Chairperson and be designated as such by the Board. The members of the Committee will be appointed by and will serve at the discretion of the Board, and may be removed from the Committee at any time with or without cause.

MEETINGS

The Committee may establish its own schedule but will meet at least two (2) times per year. Additional meetings may be conducted as the need arises.

Two-thirds of all the members of the Committee will constitute a quorum for the transaction of business, and the vote of a majority of all members of the Committee shall be the act of the Committee. Meetings need not be in person, and can be conducted via conference call or other similar communications equipment so long as each member can hear and participate in the conversation. In lieu of a meeting, the Committee may act by unanimous written consent, which unanimous written consent will be filed with the minutes of the Committee meetings.

A formal agenda for each meeting will be prepared by the Secretary of the Company and, after approval by the Chairperson of the Committee, will be distributed along with any background materials to each member sufficiently prior to each meeting to permit meaningful review. If requested by a majority of the members of the Committee, time shall be allotted for an executive session of Committee members only and any executives or outside advisors they may wish to invite.

The Committee may request any officer or employee of the Company, the Company's outside counsel, outside auditor or any external parties whose advice and counsel are relevant to the issues then being considered by the Committee to attend a meeting of the Committee, or to meet with any member of, or consultants to, the Committee. The Committee has authority to retain and direct the Company to compensate independent legal, accounting or other advisors as the Committee determines necessary or appropriate to carry out its duties, and may meet with them as often as deemed necessary. The Company shall provide appropriate funding for the payment of reasonable compensation (as determined by the Committee) of any such advisors.

MINUTES

The Committee will maintain written minutes of its meetings which shall be circulated in draft form to all committee members and considered for approval by the Committee at a subsequent meeting. The Secretary of the Company, or in his or her absence, any person appointed by the Chairperson, shall act as secretary of the meeting and keep the minutes thereof. The Chairperson shall report on the Committee's actions, recommendations or findings at the next meeting of the Board. After approval, minutes and all actions by written consent will be filed with the minutes of the meetings of the Committee.

RESPONSIBILITIES

In carrying out its responsibilities, the Committee's policies and procedures shall remain flexible to enable the Committee to react to changes in circumstances and conditions so that it can fulfill its responsibilities. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take any action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. In addition to such other duties as the Board may from time to time assign, the Committee will:

1. Oversee, identify and monitor matters of non-financial reporting compliance, including the Company's overall compliance and ethics programs, policies and procedures; significant legal or regulatory compliance exposure; and material reports, requests or inquiries from government or regulatory agencies, including changes to existing legal or regulatory requirements or imposition of new legal or regulatory requirements, which affect or could affect the Company's business activities, performance and reputation by generating expectations of the Company by its constituencies, including shareholders, employees, customers, vendors, governments and the public .
2. Oversee and evaluate the Company's compliance efforts with regard to relevant Company policies, the Company's Code of Business Conduct and Ethics and relevant laws and regulations. The Committee shall monitor the Company's efforts to implement and administer compliance and ethics programs, policies and procedures that (i) address various compliance and regulatory risks facing the Company; (ii) may require being communicated effectively to the Company's employees; and (iii) support lawful and ethical business conduct by the Company's employees. The Committee shall also monitor the Company's efforts to implement measures to ensure compliance with legal obligations arising from settlement agreements and other similar documents or orders, and shall review and approve

any reports or responses required by material settlement agreements, orders or other relevant legal obligations. The Committee shall recommend any improvements as necessary or appropriate to the Company's compliance and ethics programs, policies and procedures.

3. Oversee the investigation, and may also request the investigation, of any significant instances of potential noncompliance with laws or the Company's compliance and ethics programs, policies or procedures, or potential non-financial reporting compliance violations that are reported to the Committee.
4. Discuss and assess with management the Company's policies, programs and practices with respect to risk assessment and risk management and the steps management has taken to mitigate and control risk.
5. Oversee the review and handling of concerns and complaints received from internal and external sources, including on the Employee Hotline.
6. Periodically review the Committee's charter, structure, processes and membership requirements and submit any recommended changes to the Board.
7. Oversee matters relating to the Company's health, safety and environmental performance, including processes to ensure compliance with internal policies and goals and applicable laws and regulations, and periodically review current and emerging health, safety and environmental issues.
8. Periodically review social issues and public policy affecting the Company.
9. Oversee the Company's ethics program and receive periodic reports on such program from appropriate members of management.
10. Annually review the Company's contributions to political action committees and charitable organizations.
11. Make regular reports to the board.

In addition to the above responsibilities, the Committee will undertake such other duties as the Board delegates to it, and will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

Approved and adopted by the Committee on the 12th day of December, 2016.