

**CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
OF THE BOARD OF DIRECTORS OF
KEANE GROUP, INC.**

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Keane Group, Inc. (the “Company”) is to assist the Board of Directors of the Company (the “Board”) with the Board’s responsibilities regarding: (1) the identification of individuals qualified to become Board members, consistent with the standards for directors approved by the Board; (2) the selection of, or recommendation that the Board select, the director nominees for the next annual meeting of stockholders; (3) the selection of, or recommendation that the Board select, director candidates to fill any vacancies on the Board; (4) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”); and (5) the development and review of succession plans relating to positions held by executive officers of the Company. In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board and management of the Company.

In performing its duties, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Committee will be composed of four (4) or more directors, each of whom, in the business judgment of the Board, has experience that would be valuable in providing broad direction to the Board on matters related to corporate governance. The Committee members will be appointed by action of the Board and shall serve at the discretion of the Board and may be removed from the Committee at any time with or without cause. The Board will designate a member of the Committee as the chairperson of the Committee (the “Chairperson”). Each member of the Committee may satisfy the “independence” requirements of the New York Stock Exchange (the “NYSE”) and the Company’s Director Independence Standards but shall not be required to do so for as long as the Company is a “controlled company” as defined in Section 303A of the NYSE Listed Company Manual (the “Listed Company Manual”).

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, and shall be called at the request of the Chairperson of the Committee or two-thirds (2/3) of all members of the Committee.

Two-thirds (2/3) of all 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.

AUTHORITY

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. Consistent with any applicable requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the NYSE, the Committee shall have the sole and exclusive authority, as it deems appropriate, to retain and/or replace, or obtain the advice of, any independent legal counsel, compensation and benefits consultants, search firm and other outside experts or advisors as the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, independent legal counsel or other advisors retained by the Committee. Subject to any exceptions permitted under NYSE rules, the Committee may have the authority to select any compensation consultants, legal counsel, search firm or other advisors to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the factors required by any applicable requirements of the Exchange Act and NYSE rules. The Company shall provide for appropriate funding, as determined by the Committee in its sole and exclusive discretion, for payment of compensation to any such persons retained by the Committee.

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 Company Secretary, 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 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. Assist in the recruiting of directors, including evaluation of executives recruited or promoted to positions eligible for Board membership.
2. Recommend to the Board (as soon as is reasonably practicable after a vacancy arises or a director advises the Board of his or her intention to resign) new directors for election annually by the stockholders and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined below.
3. Annually review the independence and suitability for continued service of individual directors and evaluate the slate of nominees for re-election as directors.
4. Evaluate requests by individual directors to serve on other public company boards.
5. Evaluate an offer by a director to tender his or her resignation for consideration by the Board due to a change in employment status and make a recommendation as to whether the Board should accept the resignation.
6. Review periodically with the Chairman of the Board and the Lead Director the succession plans relating to the Chief Executive Officer. Review periodically with the Chairman of the Board, the Lead Director and the Chief Executive Officer the succession plans relating to positions held by other executive officers.
7. Oversee the Board's annual review of the performance of the Board and committees of the Board (including diversity of skills, background and experience, in-person attendance and organization) and make appropriate recommendations for improving performance.
8. Consider potential nominees for membership on the Board submitted by stockholders in accordance with the notice provisions and procedures set forth in the Bylaws of the Company and/or the Company's process for identifying and evaluating director nominees.
9. Review and oversee any orientation programs for newly elected members of the Board and continuing director education programs and assist the Board in implementing any such programs.

10. Review and make recommendations to the Board regarding the membership and composition of the Board and the Board committees, including the size of the Board and Board committees.
11. Review and make recommendations to the Board regarding the charters for the Board committees.
12. Determine the qualifications, skills, qualities and other expertise required to be a director and develop and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.
13. Develop, interpret, periodically review and recommend to the Board the Corporate Governance Guidelines.
14. Annually review and approve the outside activities, if any, of executive officers that could interfere with an officer's ability to provide full-time attention to his or her position with the Company.
15. Disclose interpretations, if any, of the NYSE governance and related rules that the Committee and the Board make in connection with the corporate governance of the Company.
16. Make recommendations to the Board regarding various corporate governance matters, including, but not limited to, the Company's certificate of incorporation, Bylaws, the charters of the Company's other committees and the Company's Corporate Governance Guidelines.
17. Evaluate each stockholder proposal to determine if such proposal is in the best interest of the Company and make a recommendation to the Board regarding each proposal.
18. Conduct an annual evaluation of the performance of its duties under the Committee's charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
19. Periodically review the Committee's charter, structure, processes and membership requirements and submit any recommended changes to the Board. The Company's Annual Report to Stockholders shall state the foregoing.

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.

BOARD MEMBER SELECTION CRITERIA

In order to be deemed “independent,” non-employee Board member candidates must meet the independence requirements of the NYSE and those set forth in the Company’s Director Independence Standards.

The Committee may also consider the following criteria in recommending candidates for election to the Board:

- educational and professional background;
- experience in corporate governance, such as an officer or former officer of a publicly-held company;
- experience as a board member of another publicly-held company;
- demonstrated character and judgment;
- ability to provide a sufficient time commitment;
- familiarity with the Company;
- expertise in an area of the Company’s operations; and
- other criteria deemed relevant by the Board.

COMMITTEE SELECTION CRITERIA

Each individual nominated to a Board committee will satisfy the following qualifications:

- members of the chartered committees may meet the independence requirements of the NYSE and those set forth in the Company’s Director Independence Standards but shall not be required to do so for so long as the Company is a “controlled company” in accordance with Section 303A.00 of the Listed Company Manual; and
- members of each chartered committee must satisfy the selection criteria specified in its respective charter and, in the business judgment of the Committee and the entire Board, have experience that would be valuable in providing broad direction to the Board on matters related to the committee on which they serve.

CONTROLLED COMPANY DISCLOSURE

For so long as the Company is a “controlled company” (as defined in Section 303A.00 of the Listed Company Manual), the Company shall provide the disclosure required by Item 407(a) of Regulation S-K in its proxy statement or Form 10-K, as applicable, including that the Company is not in compliance with Section 303A.04 of the Listed Company Manual and is relying on the “controlled company” exemption with respect to the membership of its

Nominating and Corporate Governance Committee, along with the basis on which the Company has concluded that this exemption is available to it.

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