

PETROQUEST ENERGY, INC.

COMPENSATION COMMITTEE CHARTER

Effective as of March 26, 2019

1. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of PetroQuest Energy Inc. (the “Company”) will establish and monitor the implementation of the Company’s compensation system.

2. Composition

The Committee will be composed of at least two directors. The members of the Committee shall have been affirmatively determined by the Board to (i) not be an officer or employee of the Company, (ii) have no relationship that would interfere with their exercise of independent judgment in carrying out the responsibilities of a director and Committee member, (iii) be “non-employee directors” as defined by Rule 16b-3 under the Exchange Act, (iv) be “outside directors” as defined by Section 162(m) of the Internal Revenue Code, as amended, and (v) at such time as the Company shall be listed on a national securities exchange, consist of at least three directors, all of whom satisfy the definition of “independent” in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934 (the “Exchange Act”) and the listing standards of the New York Stock Exchange (“NYSE”) or The Nasdaq Stock Market LLC (“Nasdaq”), as and when applicable. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Board will annually appoint one member of the Committee as chairperson to serve a one year term at the first meeting of the Board following the annual stockholder meeting. The chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

3. Meetings

The Committee will meet from time to time as necessary to carry out its responsibilities, which the Board believes will generally be twice per year. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee.

The Committee shall meet at the call of its chairperson and shall be governed by the same rules regarding notice of meetings and waiver of notice as set forth in the Company’s Amended and Restated Bylaws. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Amended and Restated Bylaws. Subject to any requirements of the Company’s Amended and Restated Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, and designation of a secretary. The secretary need not be a member of the

Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

4. Committee Resources

The Committee will have the authority to obtain advice and seek assistance, in its sole discretion, from a compensation consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities as set forth in this charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee may select a compensation consultant, legal counsel or other advisor to the Committee (other than the Company's in-house counsel) only after taking into consideration all factors relevant to that person's independence from management, including the following requirements of Rule 10C-1 under the Exchange Act and the listing standards of the NYSE or Nasdaq, as and when applicable:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
5. Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, only after considering the factors specified above. The Committee is required to conduct the independence assessment with respect to any compensation consultant, outside legal counsel or other advisor that provides advice to the

Committee. The Committee is not required to conduct the independence assessment with respect to any compensation consultant, legal counsel or other advisor that acts in a role limited to the following activities: (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is generally available to all salaried employees or (2) providing information that is either not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant or advisor, and about which the compensation consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company for any compensation or other human resource matters.

5. Responsibilities

The Committee's basic objective is to develop an executive compensation system that is competitive with the Company's peers and encourages both short-term and long-term performance in a manner beneficial to the Company and its operations. In achieving these objectives, in addition to such other duties as the Board may from time to time assign, the Committee will have the following responsibilities:

- Establish compensation philosophy, objectives and policies that effectively attract, retain and motivate executive officers to successfully lead and manage the Company;
- Review and approve annually corporate goals and objectives relevant to CEO compensation, evaluate at least annually the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In evaluating and determining the CEO's compensation, the Committee shall consider, to the extent it deems appropriate in its sole discretion, the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") as and when required by Section 14A of the Exchange Act;
- Consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years when determining the long-term component of the CEO's compensation;
- Review, evaluate and approve all compensation of directors and executive officers, including salary adjustments, bonuses, stock awards, stock option grants, perquisites and other benefits. In evaluating and approving executive compensation, the Committee shall consider, to the extent it deems appropriate in its sole discretion, the most recent Say on Pay Vote, if any;
- Review and make recommendations to the Board with respect to the adoption, amendment and termination of the Company's compensation plans, oversee their administration and discharge any duties imposed on the Committee by any such

plans. In reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend, or terminate any such plans, the Committee shall consider, to the extent it deems appropriate in its sole discretion, the results of the most recent Say on Pay Vote, if any;

- Annually review the Company's overall compensation structure and philosophy, including reviewing and recommending the overall bonus pool for all employees;
- Establish and monitor compliance with stock ownership guidelines for directors and executive officers, if any;
- Review, evaluate and make recommendations to the Board with respect to the approval of the employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change of control, for the CEO and other executive officers;
- When the Company is subject to, or otherwise determines to comply with, the applicable rules and regulations of the Securities and Exchange Commission (the "SEC") to prepare and file the Company's Compensation Discussion and Analysis ("CD&A"), review and discuss with management the CD&A and the related executive compensation information, and recommend that the CD&A and related executive compensation information be included in the Company's proxy statement for its annual meeting of stockholders ("Proxy Statement"), if any, or the Company's Annual Report on Form 10-K ("Form 10-K"), as applicable;
- When the Company becomes subject to, or otherwise determines to comply with the SEC disclosure requirement regarding a compensation committee report, prepare the annual compensation committee report on executive compensation required to be included in the Company's Proxy Statement or Form 10-K, in accordance with applicable rules and regulations;
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes to the extent then required by Section 14A of the Exchange Act, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes to the extent required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's Proxy Statement or Form 10-K;
- Oversee the evaluation of the Board and management, including the CEO, and periodically review the steps being taken to assume the succession of qualified officers of the Company and its subsidiaries;

- Ensure that stockholders are given the opportunity to vote on equity-compensation plans, as may be required by law, the Company's Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws (as amended from time to time), and the listing standards of applicable SEC, NYSE or Nasdaq rules and regulations, as and when applicable;
- Monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers and with all other applicable laws affecting employee compensation and benefits, to the extent required;
- Periodically review and modify (if necessary) the Company's clawback policy to ensure that such policy complies with applicable SEC, NYSE or Nasdaq rules and regulations, as and when applicable; and
- Perform any other activities consistent with this charter, the Company's bylaws and governing law as the Committee or the Board deems appropriate.

6. Performance Evaluation

The Committee will conduct an evaluation of the Committee's performance and charter at least annually, and will report to the Board the results of such evaluation and any recommended changes to this charter.

7. Disclosure of Charter

This charter will be made available on the Company's website in accordance with applicable SEC, NYSE or Nasdaq rules and regulations, as and when applicable.