

ARCHROCK, INC.

Corporate Governance Principles

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Archrock®

CORPORATE GOVERNANCE PRINCIPLES

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ARCHROCK, INC.

CORPORATE GOVERNANCE PRINCIPLES

The following principles (the “Corporate Governance Principles”) have been approved by the Board of Directors (the “Board”) and, along with the charters of the Board committees, provide the framework for the governance of Archrock, Inc. (the “Company”). The Board recognizes the evolving nature of corporate governance principles and standards, and it will review these principles and standards and other aspects of the Company’s governance program periodically as it deems necessary. These Corporate Governance Principles do not supersede, replace or otherwise impact the provisions in the Company’s bylaws.

Respective Roles of Board and Management

The Board is elected by the Company’s stockholders to provide effective governance and oversight in representing our stockholder’s long-term interests. The Company’s business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (the “CEO”). The functions of Chairman of the Board (the “Chairman”) and the CEO are distinct, and the Board has determined that such functions should be performed by separate individuals.

The Board is responsible for setting a tone from the top that all facets of the Company’s business must be conducted with integrity and in a manner consistent with the highest standards of business ethics, and in the best interest of stockholders. Consistent with its oversight responsibilities, as it deems appropriate the Board relies on the completeness and accuracy of the information provided to it by management and by outside advisors to the Company.

The Board

Responsibilities. In addition to its general oversight of management, the Board’s responsibilities (which may be delegated to one more committees, as deemed appropriate) include, but are not limited to, the following:

1. review, approve and monitor fundamental financial and business strategies and major corporate actions, including those related to financing, capital management and liquidity matters; and
2. select, evaluate and compensate the CEO and evaluate and compensate the other executive officers of the Company;
3. approve and maintain a succession plan for the CEO, as well as establish a policy regarding succession in the event of an emergency or the retirement of the CEO;
4. assess and provide advice regarding significant risks, including risks related to sustainability, and provide oversight for the management of environment, social and governance-related risks; and
5. evaluate the effectiveness of the Board on an annual basis.

Meeting Agendas. The Chairman or, in his or her absence or at his or her election, any Vice Chairman shall consult with the CEO to determine the specific Board meeting agenda items and jointly determine the nature and extent of information that shall be provided to the Directors prior to the Board meeting. Committee chairpersons shall work with management to determine the nature and extent of information that shall be provided before each committee meeting. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the CEO, the Chairman, any Vice Chairman or appropriate committee chairperson at any time.

Meeting Attendance. The Board shall have at least four scheduled meetings a year. Directors are expected to attend all scheduled Board and, as applicable, committee meetings and the annual meeting of stockholders, and to review materials provided to them in advance of such meetings.

Executive Sessions. At each regularly scheduled Board meeting, there will also be scheduled an executive session for the non-employee Directors to meet without management present and, in any event, such executive sessions shall be held no less than twice per year. The Chairman shall preside at executive sessions of the Board.

If any of the non-employee Directors are not independent then, at least once per year, an executive session attended by the independent Directors only shall be held. If independent, the Chairman will preside; otherwise, any independent Vice Chairman or an independent director chosen by the independent members of the Board, shall preside.

Size of Board. The Company's bylaws provide that the Board shall have flexibility in determining its size from time to time. The Board currently believes that the best size for the Board is six to nine members, and that at least a majority of the Board shall consist of directors who the Board has determined have no material relationship with the Company or any of its consolidated subsidiaries and who are otherwise "independent" under applicable law, regulation and the rules of the New York Stock Exchange ("NYSE").

Selection Process. Directors are elected each year by the stockholders at the annual meeting of stockholders for a one-year term. Stockholders may propose nominees for consideration by the Nominating and Corporate Governance Committee, within the time frame published in the Company's proxy statement, by submitting, in writing, the names and supporting information to the Corporate Secretary at the address indicated below and in the proxy statement and consistent with the procedures set forth in the Company's bylaws. Any stockholder-nominated Director will be evaluated in the context of the Company's Director qualification standards, the existing size and composition of the Board and Board balance interests. The Nominating and Corporate Governance Committee is responsible for recommending to the Board a slate of director nominees for election at the annual meeting of stockholders. The Board then proposes a slate of nominees to the stockholders for election to the Board. Between annual stockholder meetings, the Board may elect to reduce or increase the size of the Board and to fill any vacancies on the Board, with such Director serving until the next annual stockholder meeting.

Stockholder Election of Directors. The Board has adopted the following policy that shall be adhered to by all current Directors and any Director subsequently elected to the Board.

In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall tender a letter of resignation from the Board within ten business days following certification of the stockholder vote, which letter of resignation will be subject to acceptance by the Board.

Within 90 days of certification of the stockholder vote, the Nominating and Corporate Governance Committee shall recommend that the Board reject such resignation, accept such resignation or take other action. Thereafter, the Board will vote to decide whether to accept the recommendation of the Nominating and Corporate Governance Committee on these matters and will promptly disclose its decision (and, if applicable, the reasons for rejecting a Director’s resignation) in a press release to be disseminated in the manner that Company press releases are typically distributed. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant.

In the event of a Director’s resignation under these circumstances, only those Directors who did not receive a Majority Withheld Vote at the most recently held meeting of stockholders (the “Approved Directors”) shall participate in the deliberations by and the actions of the Nominating and Corporate Governance Committee and the Board pursuant to this policy. Therefore, if each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the Approved Directors shall appoint a committee of the Board composed only of Approved Directors to consider the resignation offers and recommend to the Board whether to accept them. If the Approved Directors number three or fewer Directors, all Directors (other than the Director whose resignation is under consideration) may participate in the action regarding whether to accept the resignation offers.

If a Director’s resignation is not accepted by the Board, that Director will continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal.

Any Director who fails to adhere to this policy and does not tender his or her letter of resignation as required shall not be nominated for election as a Director at the next annual meeting of stockholders.

Qualifications. Candidates shall be selected for their character, judgment, ethics, integrity, business experience, time commitment and acumen. In maintaining a Board that is effective, collegial and responsive to the needs of the Company, the Board may consider the fit of a candidate’s skills and personality with those of other Directors and potential Directors. The Board, as a whole, through its individual members, seeks to have competence in areas of particular importance to the Company such as finance, accounting, relevant industry experience and relevant technical expertise. Directors must be committed to enhancing the long-term interests of the Company’s stockholders as a whole and should not be biased toward the interests of any particular segment of the stockholder or employee population.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively. Directors should be prepared to travel to personally attend meetings of the Board and its committees and should be ready to dedicate sufficient time to prepare in advance of such meetings to allow them to make an effective contribution to the meetings. Board members should

ensure that they are not otherwise committed to other activities that would make a commitment to the Company's Board impractical or unadvisable. In addition, Directors are encouraged to attend annual meetings of stockholders when at all possible. Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities, that interferes with their ability to fulfill their duties and responsibilities to the Board.

The Board will not discriminate on the basis of race, color, national origin, gender, religion, disability or any other protected class in selecting candidates.

Service on Other Boards. The Board recognizes that its members benefit from service on the boards of other companies and it encourages such service. The Board also believes, however, that it is critical that Directors have the opportunity to dedicate sufficient time to their service on the Company's Board. To that end, a Director may not serve on the boards of more than three other public companies, *provided that*, any Director who also serves as the CEO of a public company should not serve on more than one public company board in addition to the Company's Board. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current Directors should notify the Chairman or any Vice Chairman promptly upon assuming a position on a board of directors of a public company and such Chairman or Vice Chairman shall review the proposed board membership to ensure compliance with applicable laws and policies.

Director Orientation and Continuing Education. An orientation shall be provided to familiarize new Directors with the Company's business. Each new Director shall, within six months of election or appointment to the Board, spend a day at corporate headquarters for personal briefing by senior management on the Company's strategic plans, its financial statements and its key policies and practices. The Company's management shall be responsible for periodically providing materials or briefing sessions for all Directors on subjects that would assist them in discharging their duties. The Board also encourages its members to participate in third party education programs as each Director may deem appropriate.

Term Limits and Mandatory Retirement of Directors. As each Director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term limits. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board. Additionally, Directors will not be nominated for election or re-election to the Board after their 75th birthday.

Director Compensation. The Compensation Committee, with the assistance of an independent compensation consultant, shall recommend to the Board compensation and benefits for non-employee Directors on an annual basis; provided, however, that if the Chairman or any Vice Chairman is a member of such committee, he or she shall recuse himself or herself from all discussions and recommendations relating to his or her compensation as Chairman or Vice Chairman, as applicable. In discharging this duty, the Compensation Committee shall be guided by three goals: (i) compensation should fairly pay Directors for the responsibilities of serving on the board of a publicly-traded company; (ii) compensation should align Directors' interests with

the long-term interests of stockholders; and (iii) the structure of the compensation should be simple, transparent and easy for stockholders to understand.

Director Independence. At least a majority of the Directors will be “independent” Directors as defined under applicable law, regulation and the rules of the NYSE.

For a Director to be considered independent, the Board must affirmatively determine that the Director has no material relationship with the Company (either directly, or as a partner, stockholder or officer of an organization that has a relationship with the Company). The Board shall identify which Directors are independent and disclose the basis for that determination in the Company’s annual proxy statement or, if the Company does not file an annual proxy statement, in the Company’s annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”).

For the purpose of these provisions, “immediate family member” means a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-laws, brothers and sisters-in-law and anyone (other than domestic employees) sharing the person’s home; provided that immediate family members shall not include persons who have died, are incapacitated or are divorced or legally separated from the Director. In addition, references to the “Company” in subsections 1 through 5 below shall include any parent or subsidiary in a consolidated group with the Company. The Board has established the following guidelines, all of which must be satisfied for a Director to be presumptively independent, to assist the Board in determining Director independence:

1. A Director who is an employee, or whose immediate family member is an executive officer, of the Company is not “independent” until three years after the end of such employment relationship. Employment as an interim Chairman or CEO will not disqualify a Director from being considered independent following that employment.
2. A Director who receives, or whose immediate family member receives, more than \$120,000 in any twelve month period in direct compensation from the Company, or any of its consolidated subsidiaries, other than Director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not “independent” until three years after he or she ceases to receive more than \$120,000 per year in such compensation.
3. A Director who is a current partner, or whose immediate family member is a current partner, of a firm that is the Company’s internal or external auditor is not “independent”; a Director who is a current employee of such a firm is not “independent”; a Director who has an immediate family member who is a current employee of such a firm and who works on the Company’s audit is not “independent”; and a Director or a Director whose immediate family member was within the last three years (but is no longer), a partner or employee of such a firm and personally worked on the Company’s audit within that time is not “independent.”

4. A Director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the Company's present executives, or present executives of an affiliate of the Company, serve on that company's compensation committee is not "independent" until three years after the end of such service or the employment relationship.
5. A Director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues, is not "independent" until three years after falling below such threshold.

Director Confidentiality. The information provided to the Directors by management (including information disclosed at Board and Committee meetings and in other Board communications or discussions) and any other information about the Company obtained by the Directors, from whatever source, in his or her capacity as a Director shall be kept confidential by each Director. Except as authorized by the Board or required by law, each Director shall not disclose any confidential information to any person or entity (including members of the media, stockholders or any other third party) other than other Directors, executive management of the Company, the independent accountants, and legal counsel and financial and other advisors retained by the Company. No Director shall use confidential information for his or her personal benefit or to benefit persons or entities other than the Company and its stockholders. For purposes of these guidelines, "confidential information" includes all non-public information relating to the Company, including information regarding Board deliberations and discussions and the status thereof. In the event of a director's intentional or unintentional disclosure of confidential information, unless the disclosure was authorized by the Board or required by law, the director shall promptly notify the Nominating and Corporate Governance Committee of the disclosure. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of the director's Board membership in light of the facts and circumstances and recommend to the Board whether to seek such director's resignation.

Board Committees

The Company shall have at least the committees required by the rules of the NYSE. Currently, these are the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each committee shall have a written charter satisfying the rules of the NYSE. The Audit Committee must also satisfy the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Compensation Committee must also satisfy the requirements of Rule 10C-1 of the Exchange Act.

The Company also maintains a Disclosure Committee, composed of officers and other specialists and managers employed by the Company, which reports to the CEO and the Chief Financial Officer.

Committees of the Board. The Board currently has three standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating and Corporate Governance

Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and such committee's charter. It is the responsibility of the Directors to attend the meetings of the committees on which they serve.

Board's Access to Management and Independent Advisors

Non-employee Directors shall have unlimited access to senior managers of the Company outside the presence of their supervisors. Directors are encouraged to contact members of senior management at any time. Further, the Board encourages management to, from time to time, bring managers into Board meetings who: (i) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas and/or (ii) are managers with potential who the senior management believes should be given exposure to the Board.

The Board and its committees shall have the right and are authorized at any time to retain independent outside financial, legal or other advisors, who shall report directly to the Board and/or its committees, as appropriate. The Board and its committees shall have authority to approve related fees and retention terms.

Leadership Development

Selection of the Chief Executive Officer. The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. The Board shall consider, among other things, a candidate's industry experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

Annual Compensation Review of CEO and Executive Officers. The Compensation Committee shall evaluate the performance of the CEO and the Company against the Company's goals and objectives and determine and approve the compensation level of the CEO based on this evaluation. The Compensation Committee shall evaluate and approve the proposals for overall compensation policies applicable to executive officers and the compensation levels of the executive officers, and, in its discretion, broad-based human capital policies and programs.

Succession Plan. The Board shall approve and maintain a CEO succession plan, as well as adopt a policy regarding succession in the event of an emergency or the retirement of the CEO.

Self-Evaluation

The Nominating and Corporate Governance Committee shall establish evaluation criteria for the Board and its committees. The Board will perform a self-evaluation at least annually to determine if it and its committees are functioning effectively. The Board and committee evaluations shall include an assessment of attendance at and participation in meetings and whether they have the necessary diversity of skills, backgrounds, experiences, etc. to meet the Company's ongoing needs.

Ethics and Conflicts of Interest

The Company shall maintain a written code of ethics (the “Code of Business Conduct”) that applies to Directors, officers and employees that is appropriate for the Company’s business and affairs and satisfies the standards of the SEC and the NYSE. The Audit Committee, per its charter, will periodically review the Company’s Code of Business Conduct. The Company shall promptly disclose any waiver of the Code of Conduct for its Directors or officers. The Code of Business Conduct will be published on the Company’s website in a printable version for viewing by interested persons, and will be mailed to stockholders at no cost on written request.

Reporting of Concerns

Anyone who has a concern about the Company’s conduct, or about the Company’s accounting, internal accounting controls or auditing matters, may communicate that concern by contacting the Audit Committee chairperson or in any other manner provided in the Company’s Code of Business Conduct. The Audit Committee shall be responsible for establishing procedures for the (i) receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters and (ii) confidential anonymous submission by employees of concerns regarding questionable accounting or auditing matters. No retribution or adverse reaction to an individual reporting a concern shall be tolerated.

Communication with Stockholders and the Public

The CEO is responsible for communications with the public, assisted when appropriate by the Chairman or Vice Chairman or by other members of management at the direction of the CEO. All external inquiries received by Directors relating to the Company shall be directed to the CEO.

Stockholders or other interested parties may communicate with the Board or any individual Director, with a request that the information be conveyed or provided to the entire Board or a specific Director, by writing to the Corporate Secretary, Archrock, Inc., 9807 Katy Freeway, Suite 100, Houston, Texas 77024. The communication will be promptly forwarded as appropriate to the entire Board or a specific Director.

These Corporate Governance Principles and the current charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, which are included as exhibits hereto, are published in a printable version on the Company’s website for viewing by interested persons and will be mailed to stockholders at no cost upon written request.