

**ARCHROCK, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**



**Purpose**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Archrock, Inc. (the “Company”) is to (i) identify individuals qualified to become Board members consistent with criteria approved by the Board, (ii) recommend that the Board select the director nominees for the next annual meeting of stockholders, (iii) develop and recommend to the Board a set of Corporate Governance Principles (the “Corporate Governance Principles”) and (iv) oversee the evaluation of the Board and management.

**Membership**

The Committee shall consist of a minimum of three directors. The members of the Committee, as well as the Committee chairperson, shall be recommended by the Chairman of the Board and appointed by and serve at the pleasure of the Board and may be removed, with or without cause, by the Board. All members of the Committee shall be “independent” as defined under applicable law, regulation, the Corporate Governance Principles and the rules of the New York Stock Exchange (“NYSE”).

**Meetings**

The Committee shall meet at least four times per year, with such additional meetings as deemed necessary. A majority of the Committee’s members shall constitute a quorum, and all matters shall be determined by a majority vote of the members present. The Committee may take action by unanimous written consent in lieu of a meeting. The Committee shall report its actions and recommendations to the full Board as soon as practicable after each meeting.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

**Responsibilities**

The Committee shall have the following responsibilities:

**Composition of the Board and Committees**

1. Identify and recommend to the Board individuals qualified to become Board members, consistent with the qualification standards set out the Corporate Governance Principles and any other criteria recommended by the Committee and approved by the Board.

2. Recommend to the Board the Director nominees for the next annual meeting of stockholders.
3. Recommend, as might be appropriate, director removal.
4. Review the Board's committee structure and, following consideration of the Chairman's recommendations, to recommend to the Board for its approval directors to serve as members and chairpersons of each committee of the Board.
5. Consider and make recommendations to the Board concerning the appropriate size and needs of the Board.
6. Consider policies relating to the Board and directors, including committee structure and size, share ownership, continuing education and retirement and resignation.
7. Consider director candidates recommended by stockholders who timely submit such recommendations consistent with the procedures set out in the Company's bylaws and annual proxy statement.
8. Recommend to the Board
  - a. whether the Board should seek a director's resignation or take other action the Committee deems appropriate, 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. Such recommendation shall be made promptly only by those members of the Committee with no involvement in the disclosure.
  - b. whether the Board should reject or accept a director's offer to resign or take other action the Committee deems appropriate in the event a nominee for director in an uncontested election receives a greater number of votes "withheld" from his or her election than votes "for" such election. Such recommendation shall be made within 90 days of certification of the stockholder vote only by those members of the Committee who received a greater number of votes "for" their election than votes "withheld" from their election at the most recently held meeting of stockholders.
  - c. action the Committee deems appropriate in the event of any other circumstance in which a director's continued service may be under consideration.

### ***Corporate Sustainability***

9. Review the Company's strategy, policies and practices for consistency with its responsibility toward sustainability and make recommendations to the Board and management.
10. Oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, the public and the

environment and review with management the quality of the Company's procedures for identifying, assessing, monitoring and managing key environmental, safety and social risks in the Company's business.

11. Review and advise the Board on the Company's sustainability goals and commitments, performance against its goals, disclosure and progress and position in independent rankings.
12. Consider, and bring to the attention of the Board as appropriate, current and emerging political, social and environmental trends, risks and major legislative and regulatory developments or other public policy issues that may affect the business operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders and make recommendations to the Board, as appropriate, regarding how the Company's policies and practices can adjust to or address such trends and issues.
13. Advise the Board on significant stakeholder concerns relating to sustainability and climate change risks.
14. Oversee the Company's policies and practices promoting diversity and inclusion within the Company as well as human and workplace rights and policies.
15. Oversee and review the Company's policies and practices regarding community investment and corporate charitable activities.

***Other Duties***

16. Review and recommend to the Board on an annual basis the directors' and officers' insurance program.
17. Develop, periodically review and recommend to the Board a set of Corporate Governance Principles applicable to the Company; review and interpret the Company's governance policies, as well as consider any other corporate governance issues that may, from time to time, merit consideration by the entire Board.
18. Oversee the evaluation of the Board and Board committees whereby the Board shall establish performance criteria for itself and evaluate itself on a regular basis. The Board evaluation shall include an assessment of whether the Board has the necessary diversity of skills, backgrounds, experiences, etc., to meet the Company's ongoing needs.
19. Conduct an annual performance evaluation of the Committee to determine if it is functioning effectively.
20. At least annually, review the adequacy of the Committee's charter and recommend any proposed changes to the Board for consideration and approval.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purpose of the Committee, applicable NYSE rules and the Company's bylaws, including, but not limited to, investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

### **Authority**

The Committee shall have the authority to

- delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.
- retain a search firm or firms to assist in identifying director candidates, and to retain outside counsel and any other advisers as the Committee may deem appropriate in its sole discretion.
- seek any information it requires from employees, officers and other Board members.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee.

The Committee shall be provided with appropriate funding by the Company as determined by the Committee for payment of (i) compensation to any advisers employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.