

**CHARTER OF THE  
COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF WESTERN MIDSTREAM HOLDINGS, LLC**

The Board of Directors (the “**Board**”) of Western Midstream Holdings, LLC (the “**General Partner**”), acting in its capacity as the general partner of Western Midstream Partners, LP (the “**Partnership**”), has established the Compensation Committee (the “**Compensation Committee**”) as a standing committee of the Board with the authority, responsibilities and specific duties described in this Compensation Committee Charter (this “**Charter**”).

**I. PURPOSE**

The purpose of the Compensation Committee is to (1) assist the Board in evaluating, designing, and recommending to the Board for the approval of, compensation for the General Partner’s directors and Executive Officers (as that term is defined in the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)), and, if and to the extent requested by the Board or management, the Partnership’s employees, and (2) perform such other duties and responsibilities enumerated in and consistent with this Charter.

**II. COMPOSITION**

The Compensation Committee shall be comprised of two or more members of the Board. The members of the Compensation Committee shall be selected annually by the Board and shall serve until their successors are duly elected and qualified. Unless a Chairperson is elected by the Board, the Compensation Committee may designate a Chairperson by majority vote of the Compensation Committee members then in office. In the course of its duties, the Compensation Committee shall have sole authority, at the Partnership’s expense, to retain and terminate such advisers as it deems necessary.

**III. PROCEDURES**

1. Meetings. The Compensation Committee shall meet at the request of its Chairperson, two or more members of the Compensation Committee, or the Chairman of the Board. Meetings may, at the discretion of the Compensation Committee, include members of the General Partner’s management, outside consultants and advisors, and such other persons as the Compensation Committee or the Chairperson may determine. Meetings of the Compensation Committee shall be held at such time and place as the Chairperson may from time to time determine, upon notice as provided in the General Partner’s limited liability company agreement (as amended from time to time, the “**LLC Agreement**”). Meetings of the Compensation Committee may be in person, by conference call, or by any other means permitted by law or otherwise in accordance with the LLC Agreement. The Compensation Committee shall have a designated secretary and shall keep such records of its meetings as it deems appropriate.

2. Quorum and Approval. A majority of the members of the Compensation Committee shall constitute a quorum. Concurrence of a majority of the members of the Compensation Committee shall be required to take formal action of the Compensation Committee. The Compensation Committee may also act by unanimous written consent in lieu of a meeting.

3. Sub-committees. The Compensation Committee may form, and delegate authority to, subcommittees when appropriate.

4. Rules. The Compensation Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, at any meeting thereof.

5. Reports. The Compensation Committee shall make regular reports to the Board, directly or through the Chairperson, about Compensation Committee activities.

6. Review of Charter and Performance Evaluation. The Compensation Committee shall review and reassess the adequacy of this Charter at least annually, and make recommendations for any proposed changes to this Charter to the Board for its approval. Each year the Compensation Committee shall conduct an annual evaluation of its performance.

#### **IV. AUTHORITY AND RESPONSIBILITIES**

The Compensation Committee shall have the following authority and common recurring responsibilities. This authority and these responsibilities are set forth below as a guide to the Compensation Committee with the understanding that the Board may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

1. Advisors. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other advisor (any such consultant, counsel or advisor being referred to herein as an “*Advisor*”) in connection with the performance of its duties. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Compensation Committee and shall have the sole authority to approve such Advisor’s fees and other terms and conditions of the Advisor’s retention. The Partnership will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Advisors retained by the Compensation Committee and for ordinary administrative expenses necessary or appropriate for the Compensation Committee to carry out its duties.

2. Benchmarking. The Compensation Committee is authorized to establish parameters for the benchmarking of compensation, including, if necessary or desirable, the review and approval of an appropriate peer group of companies to use for compensation benchmarking purposes.

3. CEO Performance. The Compensation Committee will annually review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer (“*CEO*”), and take into consideration the Board’s evaluation of the CEO’s performance against such goals and objectives in making compensation recommendations.

4. Director Compensation. The Compensation Committee will periodically review and make recommendations to the Board with respect to the compensation of all directors.

5. Executive Compensation Program Design. The Compensation Committee will annually review the design and structure of the Partnership’s executive compensation programs to promote alignment with the Partnership’s short-term and long-term strategies and business objectives, as well as to assess whether they encourage excessive or inappropriate risk-taking, and make recommendations to the Board with respect thereto.

6. Executive Compensation Elements. The Compensation Committee will annually review the following compensation elements for the CEO and (based on input from and discussion with the CEO) the other Executive Officers of the General Partner: (a) the annual base salary; (b) the annual bonus or incentive opportunity; (c) equity-based opportunities, including time-vested and performance-

based phantom units; (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if deemed appropriate; and (e) any special or supplemental benefits. The Compensation Committee will make recommendations to the Board with respect thereto.

7. CD&A. The Compensation Committee will review and discuss with management the Compensation Discussion and Analysis (“*CD&A*”) and prepare or cause to be prepared a Compensation Committee Report to be included in the Partnership’s Annual Report on Form 10-K (the “*Form 10-K*”). Based on such review and discussion with management, the Committee will determine whether to recommend to the Board that the CD&A be included in the Form 10-K, in accordance with applicable rules and regulations.