



ALTUS MIDSTREAM COMPANY
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER
Effective September 22, 2020

I. PURPOSE OF COMMITTEE

The Corporate Governance and Nominating Committee (the “**Committee**”) shall provide assistance to the board of directors of Altus Midstream Company (the “**Company**”) in fulfilling its responsibilities by identifying individuals qualified to become directors and recommending to the board of directors candidates for all directorships to be filled by the board of directors or by the stockholders of the Company. The Committee shall also assist the board of directors in identifying directors qualified to serve on the committees established by the board of directors and recommending to the board of directors members for each committee to be filled by the board of directors. The Committee will also take a leadership role in shaping the corporate governance of the Company, including by developing and recommending to the board of directors a code of business conduct dealing with such matters as the ethical conduct of the Company’s business and the prohibition of conflicts of interest for directors, officers, and employees.

II. COMMITTEE DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

A. Board and Committee Composition

1. The Committee shall establish criteria for selection of potential directors, taking into account all factors it considers appropriate, which may include judgment, skill, diversity, experiences with businesses and other organizations of comparable size, the interplay of the candidate’s experiences with the experience of other directors, and the extent to which the candidate would be a desirable addition to the board of directors and any committees of the board.
2. The Committee shall identify and select individuals believed to be qualified as candidates to serve on the board of directors and recommend to the board of directors candidates to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of the stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the board of directors), the Committee shall recommend to the board of directors an individual to fill such vacancy either through appointment by the board of directors or through election by the stockholders. The Committee may consider candidates proposed by management, but is not required to do so. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the chairperson of the board of directors.
3. The Committee shall recommend members of the board of directors to serve on the committees of the board of directors and committee chairpersons, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, including, without limitation, the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the chairperson of the board of directors.

4. The Committee shall periodically review the charter and composition of each committee of the board of directors and make recommendations to the board of directors for the creation of additional committees or the elimination of board committees.
5. The Committee shall evaluate and ensure the independence of each member of each committee of the board of directors required to be composed of independent directors.

B. Corporate Governance

1. The Committee shall review and make recommendations to the board of directors regarding stockholders' proposals that relate to corporate governance.
2. The Committee shall develop and recommend to the board of directors for approval a code of conduct for the Company's directors, officers, and employees. The Committee shall periodically review the Company's code of conduct and shall make recommendations to the board of directors for changes in the code as in its judgment may be appropriate. The Committee shall be responsible for recommending to the board of directors for approval any waivers from the code of conduct for the Company's executive officers and directors, as set forth in the code.
3. The Committee shall develop, subject to approval by the board of directors, a process for an annual evaluation of the board of directors and its committees and to oversee the conduct of this annual evaluation.

C. Review and Reporting

1. The Committee shall ensure that the Company makes all appropriate disclosures regarding the process for nominating candidates for election to the board, including any process for stockholder nominations, the criteria established by the Committee for candidates for nomination for election to the board, and any other disclosures required by applicable laws, regulations, or listing standards.
2. The Committee shall report regularly to the board of directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the board of directors may take the form of an oral report by the Committee's chairperson or any other member of the Committee designated by the Committee to make such report.

D. Studies and Investigations

1. The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate and shall have the sole authority to retain any search firm, consultants, or other experts to assist in the conduct of any such study or investigation, including the authority to approve fees payable to such experts and any other terms of retention. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the board of directors, for payment of the fees payable to such experts.

III. MEMBER QUALIFICATIONS AND APPOINTMENT

The Committee shall be comprised of at least three (3) members of the board of directors, and, to the extent required by the applicable Securities and Exchange Commission (“SEC”) rules and regulations and Nasdaq Stock Market (“Nasdaq”) listing standards, as they may be amended from time to time, each such member shall be determined by the board to be “independent,” as defined in such SEC rules and Nasdaq listing standards, for purposes of nominating committee membership. In accordance with the foregoing, for so long as the Company is deemed a “controlled company” under the Nasdaq listing standards and the SEC rules and regulations, the Committee shall not be required to be comprised solely of independent directors.

Each of the elected members of the Committee shall be elected for a one-year term or until his or her earlier death, disqualification, resignation, or removal. The election of members of the Committee shall be held each year at the first meeting of the board of directors following the annual meeting of stockholders. Should a member of the Committee for any reason be unable to serve for the term to which he or she was elected, the vacancy may be filled by a majority vote of the board of directors at its next meeting, upon recommendation of the Committee in accordance with the terms of this Charter.

Any member of the Committee may be removed by the board of directors at any time, with or without cause.

IV. CHAIRPERSON AND SECRETARY OF THE COMMITTEE

The chairperson of the Committee shall be appointed by the board of directors for a one-year term coinciding with the chairperson’s term as a member of the Committee. The secretary of the Committee shall be elected by the members of the Committee.

V. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, if allowed by applicable laws, regulations, and/or the Nasdaq listing standards, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee composed of at least two members.

VI. MEETINGS

The Committee shall meet at least once each fiscal year or more frequently if circumstances dictate, to carry out the duties and responsibilities of the Committee and discuss and prepare the evaluation required by this Charter. The Committee may request any officer or employee of the Company or the Company’s outside counsel or outside auditors to attend a meeting of the Committee or to meet with any members of, or consultants to or other experts appointed by, the Committee. The Committee shall maintain minutes or other records of meetings of the Committee. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the board of directors.

VII. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

VIII. DISCLOSURE OF COMMITTEE CHARTER AND CODE OF BUSINESS CONDUCT

This Charter shall be made available on the Company's website at www.altusmidstream.com. The Company's code of business conduct shall also be available on the Company's website.

IX. AMENDMENT

The Committee shall review this Charter at least annually and recommend any proposed changes to the board of directors for approval. Any amendment or other modification of this Charter shall be made and approved by the board of directors.