

**CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS OF
KINETIK HOLDINGS INC.**

Effective October 24, 2022

I. PURPOSE OF THE COMMITTEE

The Corporate Governance and Nominating Committee (the “**Committee**”) shall provide assistance to the board of directors (the “**Board**”) of Kinetik Holdings Inc. (the “**Company**”) in fulfilling its responsibilities by identifying individuals qualified to become directors and recommending to the Board candidates for all directorships to be filled by the Board or by the stockholders of the Company. The Committee shall also assist the Board in identifying directors qualified to serve on the committees established by the Board and recommending to the Board members for each committee to be filled by the Board. The Committee will also take a leadership role in shaping the corporate governance of the Company, including Environmental, Social and Governance matters and by developing and recommending to the Board the 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. The Committee also may perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s charter or bylaws or the Board.

II. COMMITTEE DUTIES AND RESPONSIBILITIES

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Board and Committee Composition

1. The Committee shall establish, and shall review periodically, criteria for selection of potential directors, taking into account all factors it considers appropriate, which may include judgment, skill, diversity, independence under applicable standards, 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 and any committees of the board.

2. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall identify and select individuals believed to be qualified as candidates to serve on the Board and recommend to the Board 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), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board 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.

3. The Committee will treat recommendations for directors that are received from the Company's stockholders equally with recommendations received from any other source; *provided, however*, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for the annual meeting of stockholders.
4. The Committee shall recommend members of the Board to serve on the committees of the Board 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, and endeavoring to cause one member of the Audit Committee to satisfy the attributes of an "audit committee financial expert" as set forth in Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission ("SEC"). In fulfilling this responsibility, the Committee shall, as appropriate, consult with the chairperson of the Board.
5. The Committee shall periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the need for any changes in the Board's committee structure, the creation of additional committees or the elimination of board committees.
6. The Committee shall annually evaluate the independence of each director and report the results of its review to the Board, and ensure the independence of each member of each committee of the Board required to be composed of independent directors.

B. Corporate Governance

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board. The Committee shall periodically review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
2. The Committee shall review and make recommendations to the Board regarding stockholders' proposals that relate to corporate governance.
3. The Committee shall develop and recommend to the Board for approval the Code of Business Conduct for the Company's directors, officers, and employees. The Committee shall periodically review the Company's Code of Business Conduct and shall make recommendations to the Board for changes in the Code as in its

judgment may be appropriate. The Committee shall be responsible for recommending to the Board for approval any waivers from the Code of Business Conduct for the Company's executive officers and directors, as set forth in the Code.

4. The Committee shall periodically meet on succession planning, whereby the Committee will identify, and periodically update, the qualities and characteristics necessary for an effective CEO and monitor and review the development and progression of potential candidates against these standards; and consult with the CEO on senior management succession planning, as necessary.
5. The Committee shall develop and evaluate an orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final action by the Board regarding this program.
6. The Committee shall review the policy of the Board regarding the structure of the offices of chairperson of the Board and CEO.
7. The Committee shall develop, subject to approval by the Board, and conduct a process for an annual evaluation of the Board, its committees and management, and to oversee the conduct of this annual evaluation.
8. The Committee shall periodically review the Company's strategy, initiatives, policies and practices on corporate governance, environmental, health and safety, corporate social responsibility, sustainability, and other related policy matters ("**ESG Matters**") significant to the Company, as well as the Company's reporting of its performance on ESG Matters.

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 (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 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, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee. The Committee shall have the sole authority to retain or terminate any search firm, consultants, or other experts to identify director candidates or assist in the conduct of any such study or investigation, including the sole authority to approve fees payable to such experts and any other terms of retention. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for payment of the fees payable to such experts and ordinary expenses of the Committee that are necessary or appropriate in carrying out its duties.

III. MEMBER QUALIFICATIONS AND APPOINTMENT

The Committee shall be comprised of at least three (3) members of the Board. Each member of the Committee shall be determined by the Board to be "independent" as defined, and to the extent required by, the applicable SEC rules and The New York Stock Exchange ("NYSE") listing standards, as they may be amended from time to time, for purposes of nominating and governance committee membership. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

Each of the elected members of the Committee shall be elected for a one-year term or until their 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 following the annual meeting of stockholders. Should a member of the Committee for any reason be unable to serve for the term to which they were elected, the vacancy may be filled by a majority vote of the Board 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 at any time, with or without cause.

IV. CHAIRPERSON AND SECRETARY OF THE COMMITTEE

The chairperson of the Committee shall be the Lead Independent Director or such other independent director appointed by the Board 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. If a chairperson is not designated by the Board or present at a meeting, the Committee may designate a chairperson by majority vote of the Committee members then in office.

V. DELEGATION TO SUBCOMMITTEE

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

VI. MEETINGS AND PROCEDURES OF THE COMMITTEE

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.

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. The Committee shall also submit itself to a review and evaluation, at least annually, by the Board.

VIII. DISCLOSURE OF COMMITTEE CHARTER AND CODE OF BUSINESS CONDUCT

This Charter shall be made available on the Company's website at www.kinetik.com. The Company's Code of Business Conduct shall also be available on the Company's website. The Company will disclose in its annual proxy statement that this Charter is available on or through its website and provide the website address.

IX. AMENDMENT

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. Any amendment or other modification of this Charter shall be made and approved by at least seventy five percent (75%) of the members of the Board.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.