

**EQUITRANS MIDSTREAM CORPORATION**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Amended through December 13, 2019)

This Charter governs the Corporate Governance Committee (the Committee) of the Board of Directors (the Board) of Equitrans Midstream Corporation (the Company). A copy of this Charter shall be posted on the Company's website.

**PURPOSE AND PERFORMANCE**

The Committee shall (a) establish and recommend to the Board the requisite skills and characteristics to be found in individuals qualified to serve as members of the Board, (b) identify individuals qualified to become Board members consistent with criteria approved by the Board, (c) recommend to the Board the director nominees for each annual meeting of shareholders, (d) review and recommend to the Board any updates to the Company's corporate governance guidelines, (e) recommend Committee membership, including a Chair, for each Committee, (f) recommend an appropriate compensation structure for the directors, including administration of stock-based plans for the directors, and (g) review plans for management succession.

The Committee is committed to (i) identifying nominees for membership on the Board who are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company, and (ii) governance of the Company, including its director compensation structure, that is in full compliance with law, reflects good corporate governance, encourages flexible and dynamic management without undue burdens and effectively manages the risks of the business and operations of the Company.

Each member of the Committee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by those persons and under those circumstances specified in the Pennsylvania Business Corporation Law.

**ORGANIZATION AND MEMBERSHIP**

The membership of the Committee shall consist of at least three directors, each of whom shall be independent and appointed annually by the Board. Independence for membership purposes shall be established in accordance with the Company's corporate governance guidelines and after giving consideration to all factors relevant to the director's ability to be independent in connection with the duties of a Committee member. Each member of the Committee shall inform the Chairperson of the Committee or, in the case of the Chairperson of the Committee, the Chairman of the Board, if the member believes that she or he no longer meets the requirements for service on the Committee as set forth in this paragraph.

A director may be removed from the Committee by the Board, with or without cause. A director may resign as a member of the Committee upon notice to the Corporate Secretary of the Company and the Chairperson of the Board. The Board may fill any vacancy on the Committee.

The Board shall appoint the Chairperson of the Committee at its first meeting after each annual meeting of the shareholders.

**RESPONSIBILITIES**

The Committee's responsibilities shall be:

- (a) Identify and recommend to the Board the requisite skills and characteristics to be found in individuals qualified to serve as members of the Board and utilize such criteria in the Committee's recommendation of nominees for serving as a director. As part of this process, the Committee shall strive to ensure that the Board consists of individuals from diverse educational and professional experiences and backgrounds who, collectively, provide meaningful counsel to management and sound business judgment in the exercise of its duties. In making its recommendations, the

Committee will consider submissions from shareholders. The Committee will conduct appropriate and necessary inquiries into the background and qualifications of possible candidates, and shall actively recruit qualified individuals when necessary.

- (b) Recommend to the Board nominees for each Committee, the Committee Chairs and the Lead Independent Director.
- (c) Provide oversight for the corporate governance of the Company. In this regard the Committee shall:
  - (i) Periodically review and recommend to the Board any updates to the Company's corporate governance guidelines.
  - (ii) Review and recommend appropriate changes to such other corporate governance documents as it may deem appropriate (for example, the articles of incorporation, bylaws, and, as requested, the charters of the other Committees of the Board). Considerations shall include:
    - (A) The structure, duties, size, membership and functions of the Board and its Committees.
    - (B) The format and frequency of meetings of the Board and its Committees.
    - (C) The performance of the Board (as a whole) and each Committee of the Board (as a whole).
  - (iii) Review and as appropriate make recommendations with respect to shareholder proposals related to governance matters and matters not otherwise within the scope of responsibilities of the other Committees of the Board.
  - (iv) Address conflicts of interest, related person transactions and independence, as follows:
    - (A) Receive, review, oversee the investigation of, and address, any potential, alleged, apparent or actual violations of the Company's Code of Business Conduct and Ethics with respect to the directors and executive officers of the Company (including, but not limited to, the principal executive officer, the principal financial officer and the principal accounting officer). In that respect, the Committee may recommend the implementation of remedial protective procedures, may grant waivers and may recommend imposition of sanctions (including termination).
    - (B) Review Related Person Transactions (as defined in the Related Person Transaction Approval Policy (Policy)) under the Policy and review Related Person Transaction disclosures. The Committee shall also periodically review and make any appropriate changes to the Policy.
    - (C) Review independence criteria with regard to each director and make recommendations to the Board regarding independence determinations.
  - (v) Provide oversight for the selection of board nominees (independent and affiliated) for EQGP Services, LLC.
- (d) Provide oversight for the evaluation process of the Board and its Committees.
- (e) Provide oversight for the orientation, continuing education and training of members of the Board. In this regard, the Committee shall, from time to time, recommend such educational and training programs for the full Board, any Committee or any individual director as the Committee may determine necessary or appropriate.

- (f) Review and recommend to the Board the appropriate compensation for directors. In discharging this duty, the Committee shall be guided by three goals: compensation should fairly pay directors for work required in a company of comparable size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand.
- (g) Administer director stock-based benefit plans in accordance with the terms of such plans, including recommending to the Board awards to directors of the Company under such plans.
- (h) Prior to receiving advice regarding director compensation from a compensation consultant, an outside legal counsel or another advisor (subject to exceptions permitted by the New York Stock Exchange), consider all factors relevant to a person's independence from management.
- (i) Review the Company's succession planning for executive officers other than the Chief Executive Officer.
- (j) Every other year or, if deemed necessary or appropriate by the Committee, more frequently, review management's succession planning process, including succession in the event of an emergency or crisis, for the executive officers and key employees.
- (k) Review periodically and make such recommendations regarding the Company's risks as may be delegated to the Committee by the Board.
- (l) Regularly report Committee activities to the Board.
- (m) Review this Charter, recommend to the Board any material changes to the Committee's responsibilities under this Charter, and adopt revisions to this Charter.
- (n) Perform self-assessments of the Committee.
- (o) Perform such other responsibilities as may be delegated to it by the Board.

Except as described above, the Committee shall perform each of its goals and responsibilities at least annually, but more often if the Committee shall determine necessary or appropriate.

## **POWERS**

The Committee shall have the following powers:

- (a) The sole power to retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms. Any such consultant shall report directly to the Committee.
- (b) To obtain advice and assistance from internal or external legal, accounting or other advisors and to have direct access to such advisors without the presence of any officer of the Company.
- (c) To interview and meet with any employee of the Company without the presence of any officer of the Company.
- (d) To form and delegate authority to subcommittees and to delegate authority to one or more of the members.
- (e) Such other powers as may be necessary or appropriate to fulfill its purposes.

## **MEETINGS**

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. Notice of meetings shall be given to all members, or may be waived, in the same manner as required for meetings of the Board. A majority of the members at the time in office shall constitute a quorum at any meeting. The Committee shall act on the affirmative vote of a majority of the members present at which a quorum is present. The Committee may act without a meeting by unanimous written consent of all members. The agenda of each meeting shall be established by the Chairperson with the assistance of appropriate members of management. Each member is free to suggest the inclusion of items on the agenda. Each member is free to raise at any meeting subjects that are not on the agenda. The Committee shall meet in executive session without any other participants at least annually.