

**Western Gas Partners, LP**  
**Western Gas Holdings, LLC**  
**Audit Committee Charter**



**As Amended and Restated by the Board of Directors on November 9, 2018**

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The Board of Directors (the “Board”) of Western Gas Holdings, LLC (the “General Partner”), acting in its capacity as the general partner of Western Gas Partners, LP (the “Partnership” and, together with its subsidiaries, the “Partnership Group” and, together with its subsidiaries and the General Partner, the “Company Group”), has established the Audit Committee (the “Committee”) as a standing committee of the Board with the authority, responsibilities and specific duties described in this Audit Committee Charter (this “Charter”). Except as specifically provided in this Charter, the provisions of the General Partner’s limited liability company agreement (as may be amended from time to time) with respect to committees of the Board shall apply to the Committee.

**Purpose**

The Committee’s primary purpose is to assist the Board in monitoring the (i) integrity of the Partnership’s financial statements, (ii) Company Group’s compliance with legal and regulatory requirements, (iii) qualifications and independence of the independent auditor, and (iv) effectiveness and performance of the Company Group’s internal audit function and independent auditor.

The Committee is also directly responsible for the (i) appointment, compensation, retention and oversight of the work of the Company Group’s independent auditor, (ii) pre-approval of audit, audit-related, tax and other services to be performed by the independent auditor, and (iii) performance of such other functions as the Board may from time to time assign to the Committee.

In performing its duties, the Committee shall seek to maintain an effective working relationship and open communication with the Board, the independent auditor, internal audit and management of the Company Group. The Committee shall ensure that the independent auditor has full access to the Committee and the Board to report on any and all appropriate matters.

**Membership**

***Independence.*** All Committee members must be independent as determined by the Board. To be considered independent, each Committee member must meet the independence requirements of the New York Stock Exchange (“NYSE”) and the rules and regulations of the Securities and Exchange Commission (“SEC”).

***Financial Literacy.*** All members of the Committee shall be financially literate as determined by the Board, or must become financially literate within a reasonable period of time after their appointment to the Committee, and at least one member of the Committee shall be an “audit committee financial expert,” as defined by the SEC.

**Composition.** The Committee shall consist of three or more independent members of the Board. The members of the Committee shall be elected annually by the Board and shall serve until their successors are duly elected and qualified. A majority vote of the Board may remove a Committee member at any time, with or without cause, and fill any vacancy on the Committee.

Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

**Chairman.** Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of all the Committee members.

**Charter and Annual Performance Evaluation.** The Committee shall review and reassess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval as well as conduct an annual performance evaluation of the Committee.

### **Meetings**

The Committee shall meet at least four times annually or more frequently as circumstances dictate. Meetings may be in person, by telephone, or by any other means permitted by law or otherwise in accordance with the General Partner's limited liability company agreement as needed to conduct the business of the Committee. As part of its responsibility to foster free and open communication, the Committee shall meet periodically with management, internal audit and the independent auditor in separate executive sessions.

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may take action by the unanimous written consent of the members in lieu of a meeting. Special meetings of the Committee may be called by the Chairman or any two members of the Committee. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the Chairman, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep minutes of its meetings, which shall be recorded or filed with the books and records of the Company Group. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Chairman of the Committee shall be responsible for leadership of the Committee, including approving the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board at the next regularly scheduled Board meeting following the Committee meeting and as requested by the Board. The Committee will discuss with the Board any issues that arise with respect to the quality or integrity of the Partnership's financial statements, the Company Group's compliance with legal or regulatory requirements, the performance and independence of the independent auditor, the performance of the internal audit function, or any other matters within the scope of the Committee's function.

### **Authority**

The Committee shall have the authority to (i) exercise all powers with respect to the appointment, compensation, retention and oversight of the work of the independent auditor for

the Company Group, (ii) retain special legal, accounting or other consultants (without seeking Board approval) to advise the Committee and (iii) approve funds to pay the fees for such advisors.

As part of its oversight role, the Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, with the full power to retain outside counsel or other experts for this purpose. The Committee may form and delegate authority to subcommittee(s) or individual directors when it determines that such action is appropriate under the circumstances. Each subcommittee shall keep minutes of its meetings, which shall be recorded or filed with the books and records of the Company Group, and regularly report to the Committee.

The Committee may ask members of management, internal audit, or any other employees, outside counsel, the independent auditor, or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings of the Committee or to meet with any member of, or consultant to, the Committee and to provide such pertinent information as the Committee may request.

The Company Group shall provide appropriate funding, as determined by the Committee, for the payment of (i) compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company Group, (ii) compensation to the legal, accounting or other advisors engaged by the Committee and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Responsibilities**

The Committee's policies and procedures should remain flexible to enable it to react to changes in circumstances and conditions in order to fulfill its oversight responsibilities. In addition to such other duties, functions and powers as the Board may from time to time assign, the Committee shall:

#### **Financial Statements and Disclosures**

1. Review and discuss with management and the independent auditor prior to public dissemination the annual audited and quarterly unaudited financial statements, including major issues regarding accounting, disclosure and auditing procedures and practices as well as the adequacy of internal controls that could materially affect the Partnership's financial statements. In addition, the annual and quarterly review shall include the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee will also review its discussions with the independent auditor and the written disclosures provided by the independent auditor, as discussed below. Based on these reviews and disclosures received from the independent auditor regarding its independence and discussions with representatives of the independent auditor regarding such independence, the Committee shall recommend to the Board whether or not to include the audited annual financial statements in the Partnership's Annual Report on Form 10-K ("Form 10-K").

2. Review and discuss with management and the independent auditor the independent auditor's report on the audited annual financial statements included in the Form 10-K, including the following:
  - A. the reported critical accounting matters, and significant financial reporting issues, judgments and use of estimates (including accounting reserve estimates) made in connection with the preparation of the Partnership's annual financial statements, including analyses of the effect of any significant changes or alternatives in the Company Group's selection or application of generally accepted accounting principles ("GAAP");
  - B. the judgments of each of management and the independent auditor as to the quality and appropriateness of the Company Group's accounting principles as applied in its financial reporting;
  - C. the underlying assumptions used for critical accounting estimates;
  - D. disclosure of material uncertainties and unusual transactions;
  - E. the effect of significant regulatory and accounting initiatives as well as off-balance sheet structures on the Company Group's financial statements; and
  - F. such other matters as the SEC, the Public Company Accounting Oversight Board ("PCAOB"), and the NYSE may direct by rule or regulation.
3. Review and discuss with management and the independent auditor prior to public dissemination any earnings releases, financial restatements or Current Reports on Form 8-K relating to any financial reports of the Company Group that include any certification, report, opinion or review rendered by the independent auditor, considering, as appropriate, whether the information contained in these documents is consistent with the information contained in the financial statements.
4. Discuss generally with management the Company Group's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as the type and presentation of financial information and earnings guidance provided to analysts and rating agencies.
5. Review and discuss with management (including the head of internal audit) and the independent auditor, management's assessment of internal control over financial reporting, including any significant deficiencies or material weaknesses in the Company Group's internal control over financial reporting and any internal control modifications resulting from material weaknesses in internal control, the adequacy of disclosures about changes in internal control over financial reporting, and the independent auditor's report on the Company Group's internal control over financial reporting prior to the filing of the Partnership's Form 10-K.
6. Review the disclosures made by the General Partner's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Quarterly Reports

on Form 10-Q for any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company Group's internal control over financial reporting.

7. Discuss at least annually with the independent auditor the matters required to be discussed by auditing standards promulgated by the PCAOB.
8. In connection with the annual audit, review separately with each of management, the independent auditor and internal audit any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to requested information and any significant disagreements with management and management's responses to such matters. Among the items that the Committee may want to review with the independent auditor are: (i) any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (iii) any internal control-related letter issued, or proposed to be issued, by the independent auditor to the Company Group; and (iv) other material written communications between the independent auditor and management, such as any management letters.

#### **Independent Auditor**

9. Solely be responsible for the appointment, compensation, retention, and oversight of the work of the independent auditor employed by the Company Group (including resolution of disagreements between management and the independent auditor regarding financial reporting) in connection with preparing or issuing an audit report or performing other audit, review or attest services for the Company Group. The independent auditor shall report directly to the Committee. The Committee and the independent auditor will discuss the independent auditor's responsibilities and the responsibilities of management in the audit process.
10. Review at least annually the qualifications, performance and independence of the independent auditor and present its conclusions with respect to the independent auditor to the Board. In making any such evaluation, the Committee shall:
  - A. at least annually (i) require the independent auditor to submit to the Committee a formal written statement, in accordance with applicable requirements of the PCAOB, describing all relationships between the independent auditor or its affiliates and the Company Group, including members of the Company Group's management or other persons in financial reporting oversight roles at the Company Group, (ii) discuss with the independent auditor the potential effects of any such relationships on their independence and objectivity, with the substance of such discussions documented in writing, and (iii) require the independent auditor to submit written affirmation that it is independent and in compliance with applicable requirements of the PCAOB;

- B. review and evaluate the lead audit partner and the engagement quality control reviewing audit partner of the independent auditor responsible for the Company Group's audit and ensure the rotation of such partners as required by law;
  - C. consider whether the audit firm should be rotated in order to maintain the independence between the independent auditor and the Company Group; and
  - D. take into account the opinions of management and internal audit.
11. Obtain and review at least annually a report from the independent auditor describing (i) the firm's internal quality-control procedures, and (ii) any significant issues raised by the most recent internal quality-control review, peer review or PCAOB review or investigation of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
  12. Approve in advance any permissible audit, audit-related, tax and other services engagement or relationship between the Company Group and the independent auditor and establish pre-approval policies and procedures for the retention of the independent auditor for such services. The Committee hereby delegates to the Chairman of the Committee the authority to approve in advance all audit or non-audit services by the independent auditor, with presentation to the full Committee at its next regularly scheduled meeting.
  13. Periodically set and review clear hiring policies for employees or former employees of the independent auditor.

#### **Internal Audit Function**

14. Review and concur in the appointment and replacement of the head of internal audit and annually review and discuss the performance and effectiveness of the internal audit function.
15. Review annually the charter, objectivity, organizational structure, staff qualifications, budget and responsibilities of the internal audit function.
16. Review the significant reported issues to management prepared by the internal audit function and the management responses to such issues/recommendations.
17. Review the internal audit process for establishing the annual internal audit plan.

#### **Compliance Oversight**

18. Obtain reports from management and/or the independent auditor regarding whether the Company Group is in conformity with applicable legal requirements, including disclosure of affiliated party transactions.
19. Review reports and disclosures of related-party transactions.
20. Review and discuss with management the Company Group's significant financial risk exposures and the steps management has taken to identify, monitor and mitigate such

exposures, including the Company Group's risk assessment framework and risk management guidelines and policies.

21. Obtain reports from management on the General Partner's conformity with its Code of Business Conduct and Ethics. Monitor compliance with the General Partner's Code of Business Conduct and Ethics and Code of Ethics for Chief Executive Officer and Senior Financial Officers and, as appropriate, review the procedures that the General Partner has implemented regarding such compliance.
22. Establish and maintain procedures for the submission, receipt, retention and treatment of complaints and concerns received by the General Partner regarding accounting, internal controls or auditing matters, including those complaints and concerns received through the confidential anonymous Anadarko Hotline.
23. Discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints and any published reports that raise material issues regarding the Partnership's financial statements, internal control over financial reporting, accounting policies or internal audit function.
24. Review with management the status of pending legal matters that may have a material impact on the financial statements, the Company Group's compliance policies and procedures and other areas of oversight applicable to the legal and compliance area as may be appropriate, including but not limited to regulations applicable to the Company Group, and any material reports or inquiries received from regulators or governmental agencies.
25. Prepare and publish a report in the Partnership's Form 10-K report or proxy statement as required by the SEC's rules and regulations.