# **Summit Midstream Corporation Corporate Governance Guidelines**

# Adopted October 31, 2024

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the "Board") of Summit Midstream Corporation ("SMC" and, together with its subsidiaries, the "Company"). These Corporate Governance Guidelines, together with the charters of the Board's committees, SMC's Amended and Restated Certificate of Incorporation (as it may be amended or restated from time to time, the "Charter") and the Amended and Restated Bylaws of SMC (as it may be amended or restated from time to time, the "Bylaws"), provide the framework for the governance of the Company. These Corporate Governance Guidelines will be reviewed periodically by the Board and, together with the committee charters and the Code (as defined below), will be posted on the Company's website. If any provision of these Corporate Governance Guidelines conflicts with provisions in the Charter or the Bylaws, the Charter or the Bylaws, as applicable, shall control.

#### **Composition of the Board**

- 1. **Independent Board Members.** With the exception of the then-serving President or Chief Executive Officer of SMC, each Board member shall meet the independence standards required of directors established by the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission thereunder and by the New York Stock Exchange.
- 2. **Size of the Board.** The number of Board members that constitutes the Board shall be fixed from time to time pursuant to the Charter and the Bylaws.
- 3. **Selection of Chairman of the Board and Lead Director.** The Board shall be free to choose its Chairman of the Board and Lead Director in any way that seems best for the Company at any given point in time. The Board does not have a policy regarding whether the role of the President or Chief Executive Officer of SMC (the "CEO") and Chairman of the Board should be separate. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination regarding this issue when it elects a new CEO, and thereafter as deemed appropriate.

If the positions of CEO and Chairman of the Board are combined, the independent members of the Board will select an independent director to serve as Lead Director. The Lead Director has the authority to call meetings of the independent directors. The Lead Director's duties include presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors, serving as a liaison between the Chairman of the Board and the independent directors, approving the agenda, the supporting materials to be sent to the Board in preparation for meetings and the scheduling of Board meetings to ensure that there is sufficient time for discussion of

all agenda items, and serving as a liaison between the Board and stakeholders on investor matters.

- 4. **Board Membership Criteria.** Nominees for director are recommended to the Board by its Nominating, Governance and Sustainability Committee, which also reviews the composition of the Board, as well as the qualifications of the individual members of the Board and its various committees. In selecting the members of the Board, the following criteria shall be taken into account, in addition to the independence criteria described in these Corporate Governance Guidelines:
  - Personal and professional qualities, characteristics, attributes, accomplishments and reputation in the business community;
  - Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
  - Ability and willingness to commit adequate time to Board and committee matters, including service on boards of other publicly-traded companies;
  - The fit of the individual's skills and personality and how they fit with those of other Board members and potential Board members in building a Board that is effective, collegial and responsive to the needs of the Company;
  - Diversity of viewpoints, background, experience and other demographics versus those of other Board members and potential Board members; and
  - Other relevant factors as the Board deems appropriate, including any shareholder agreement and certificate of designation relating to a series of preferred stock or common stock, the current composition of the Board, the need to meet the expertise and independence requirements for Audit Committee and Compensation Committee expertise, and the Board's evaluations of other candidates.
- 5. **Annual Meetings of Stockholders.** SMC will hold an annual meeting of its stockholders for the election of all directors with expiring terms and such other matters as the Board determines to submit to a vote of the stockholders. The directors will be elected by a plurality of the votes cast.
- 6. **Service on Other Boards.** No Board member shall serve on the board of more than four (4) public companies (including SMC), and no member of the Audit Committee shall serve on an audit committee of more than three (3) public companies (including SMC).
- 7. **Board Member Orientation and Continuing Education.** The Board is responsible for seeing that new Board members are provided material and information concerning the operations and philosophy of the Company and for monitoring and making recommendations concerning the continuing education of the Board members.

8. **Board Member Resignation.** A Board member who intends to resign or retire or refuses to stand for re-election to the Board must submit written notice to the Company's Corporate Secretary. For resignations and retirements, the director must state the effective date of the resignation or retirement.

# **Responsibilities of Board Members**

- 1. **Board Responsibility Generally.** The basic responsibility of the Board is to oversee the management of the business of the Company and to exercise their good faith business judgment to act in what they subjectively believe to be the best interests of SMC and its stockholders. In addition to its general oversight of the management of the Company, the Board or, in some cases, the appropriate committee of the Board performs a number of specific functions including:
  - selecting, evaluating and compensating the CEO and overseeing executive management succession planning;
  - providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
  - reviewing and approving fundamental financial and business strategies and major corporate actions and monitoring the financial results and condition of the Company;
  - assessing major risks facing the Company and reviewing options for their mitigation;
  - ensuring that processes are in place for maintaining the integrity of the Company including the timeliness and accuracy of the financial statements and the effectiveness of internal control over financial reporting, compliance with law and ethics, relationships with customers and suppliers and relationships with stockholders and other stakeholders; and
  - reviewing and approving any amendments to the Charter, Bylaws, Code, these Corporate Governance Guidelines and other corporate governance policies, as applicable.
- 2. **Conflicts of Interest; Disclosure.** Each Board member shall disclose to the Board any other existing or proposed business and personal relationships that could create an appearance of a conflict of interest, even if there is no actual conflict. In addition, each Board member is responsible for completing a Directors and Officers Questionnaire annually that assists the Company in developing and verifying disclosures contained in documents filed by SMC with the Securities and Exchange Commission and other federal and state regulatory agencies. Furthermore, each Board member will notify the Company as soon as reasonably practicable in the event that any information contained in a previously completed questionnaire needs to be modified, supplemented or otherwise updated to accurately reflect the then-existing facts and circumstances.

- 3. **Attendance at Board Meetings.** Board members are expected to attend and participate in Board meetings and meetings of committees on which they serve, to spend the time needed and meet as frequently as necessary to discharge their responsibilities.
- 4. **Attendance at Annual Meetings of Stockholders.** Board members are expected to attend SMC's annual meetings of stockholders unless unusual circumstances make attendance impractical.
- 5. **Evaluation of the Board.** The Board shall be responsible for coordinating annually a self-evaluation of its performance, and for considering the annual self-evaluations conducted by each committee of the Board.

## **Meetings of the Board**

- 1. **Frequency of Meetings.** There shall be at least four regularly scheduled meetings of the Board each year. Additional special meetings shall be called by the Chairman of the Board or the CEO as necessary to consider long-term strategic planning or significant transactions or events occurring throughout the year. The Board shall keep minutes of its proceedings.
- 2. **Executive Sessions of Non-Management Board Members.** The non-management Board members shall meet in executive session without management participation at least quarterly. The Board members who so meet in executive session shall not constitute a committee of the Board and therefore shall not take action at such sessions, although the participating Board members may make recommendations for consideration by the full Board. These executive sessions shall be chaired by the Lead Director. The Lead Director is responsible for preparing an agenda for the meetings of the Board members in executive session.

Interested parties may communicate directly with the independent Board members by submitting a communication in an envelope marked "Confidential" addressed to the "Independent Members of the Board" in care of the Secretary of SMC at:

Summit Midstream Corporation 910 Louisiana Street, Suite 4200 Houston, TX 77002

SMC shall disclose in its Annual Report on Form 10-K the method by which interested parties may communicate with the independent Board members.

3. **Selection of Agenda Items for Board Meetings.** The Chairman of the Board, with input from the other Board members and certain members of management, establishes the preliminary agendas for Board meetings which are distributed, along with related materials, in advance of the meetings. Board members are encouraged to suggest agenda items. At any Board meeting, Board members are free to raise subjects, issues and questions that are not on the agenda.

- 4. **Attendance of Management at Board Meetings.** The Board normally invites the Company's executive officers to attend the regular sessions of the Board. Additional Company personnel may be invited to attend as deemed appropriate.
- 5. **Board Materials Distributed in Advance of Meeting.** Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Board members to afford them a reasonable amount of time to review such materials in advance of the meeting.

#### **Committees of the Board**

- 1. **Number, Name and Composition of Committees.** The standing committees of the Board are the Audit Committee, the Compensation Committee and the Nominating, Governance and Sustainability Committee. The Board may from time to time establish one or more other standing committees or ad hoc committees (including, without limitation, a Conflicts Committee), or disband any such committee, as it deems necessary or appropriate. The Board, after consultation with the Chairman of the Board, will appoint annually the chairperson and members of the committees.
- 2. **Responsibilities of Committees.** The charters of the various committees will set forth the purposes and responsibilities of the committees and the qualifications for committee membership. The charters will also provide that each committee will annually evaluate its performance.
- 3. **Independence.** Each member of the Audit Committee and Conflicts Committee (if established) shall be an independent Board member as described elsewhere in these Corporate Governance Guidelines.
- 4. **Committee Agenda.** Subject to the requirements of the respective committee charters, the Chairman of the Board, with input from each committee chairperson, establishes the preliminary agendas for the committee meetings which are distributed, along with related materials, in advance of the meetings. Committee members are encouraged to suggest agenda items. At any committee meeting, committee members are free to raise subjects, issues and questions that are not on the agenda.
- 5. **Frequency and Length of Committee Meetings.** The chairperson of the committee, in consultation with the other committee members, will determine the frequency and length of the meetings of each committee.

# **Board Compensation**

The Board will determine and from time to time as it deems appropriate, make changes to, the form and amount of compensation to be provided for service on the Board and its committees. In making its recommendation, the Board will consider the form and amount of compensation provided to persons serving on the boards of companies that are comparable to the Company. The Board will also consider that a Board member's independence may be jeopardized if (i) Board compensation and perquisites exceed customary levels, (ii) the Company makes substantial

charitable contributions to organizations with which a Board member is affiliated or (iii) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a Board member or an organization with which the Board member is affiliated. Board members who are officers or employees of the Company shall not receive any compensation for their service on the Board.

# **CEO Evaluation and Management Succession**

The Board will conduct an annual review of the CEO's performance and will review and discuss executive management succession planning including (i) the establishment of appropriate criteria for the selection and evaluation of potential successors to the CEO and other executive management of the Company and (ii) succession in the event of an emergency or retirement of the CEO. The CEO shall make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

#### **Code of Conduct**

SMC will at all times maintain a Code of Business Conduct and Ethics (the "Code") for its employees, officers and Board members. Among other matters, the Code addresses relationships with customers, affiliates, suppliers and competitors; safeguarding the Company's assets; conduct in the workplace; conflicts of interest; compliance with laws and regulations and other policies. The Code specifies the procedures for employees to report any concerns or suspected violations of laws, regulations or the Code and specifically provides that no retaliation will be taken against any employee for reporting such matters in good faith.

The Board expects Board members, as well as the Company's officers and employees, to act ethically at all times and to adhere to the Code. It is not expected that there will be waivers from the Code. Any waiver applicable to an executive officer or Board member must be approved by the Board or the Audit Committee and promptly disclosed to SMC's stockholders.

## **Other Key Policies and Practices**

The Company will not make any personal loans or extensions, or arrangement for the extension, of credit to or for any Board member or executive officer.

Board members shall have full access to the books, records, facilities, and management of the Company. Any meetings or contacts that a Board member wishes to initiate may be arranged through the CEO or the Secretary of SMC or directly by the Board member. Board members shall use sound business judgment to ensure that such access is not distracting to the business operations of the Company.

The Board and its committees have the authority, as necessary and appropriate and at the expense of the Company, to retain and oversee independent outside financial, legal or other advisors.

SMC will post these guidelines on its website as required by the applicable rules and regulations. In addition, SMC shall disclose in its Annual Report on Form 10-K or, as applicable, its proxy statement that a copy of these Guidelines is available on SMC's website.