

# **ENTERPRISE PRODUCTS HOLDINGS LLC**

## **Governance Committee Charter**

**Amended and Restated November 4, 2020**

### **Purposes of the Committee**

#### *Governance*

The Governance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Enterprise Products Holdings LLC (the “Company”) to develop and recommend to the Board a set of governance guidelines applicable to Enterprise Products Partners L.P. (the “Partnership”), to review such guidelines from time to time and to oversee governance matters relating to the Company and the Partnership, including Board and Committee composition, qualifications of Board candidates, director independence, succession planning and other related matters as more fully described below.

#### *Environmental, Safety, and Transportation Compliance*

Further, the Committee is established to assist Board oversight of management’s establishment and administration of the Partnership’s environmental, safety, and transportation compliance policies, procedures, programs and initiatives, and other related matters as more fully described below.

### **Organization**

The Committee shall be composed of not less than three members, as determined by the Board. At least a majority of the members of the Committee shall (i) meet the “independence” requirements of the rules of the New York Stock Exchange (the “NYSE”), the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”) and (ii) constitute “Non-Employee Directors” as defined in SEC Rule 16b-3 (or any successor law, rule or regulation).

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board determines or until their successors are elected or appointed. Members of the Committee may be removed at any time without cause by the affirmative vote of a majority of the Board. Vacancies resulting from resignation or removal shall be filled by the Board. The Board shall designate a chairperson for the Committee.

### **Meetings**

The Committee shall meet as often as it determines, but not less than quarterly. Regular meetings of the Committee shall be held at such times and places and on such dates as the Committee may determine. Any member of the Committee or, at the request of any Committee member, the Chairman of the Board or any other member of management of the general partner of the Partnership may call special meetings of the Committee. Meetings of the Committee may be held telephonically, and any member may participate in any meeting telephonically.

The Committee shall meet periodically with management in separate executive sessions. The Committee may request any officer or employee of the Partnership (including employees of affiliates who perform services for the Partnership) or the Partnership's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee. Minutes of the Committee meetings shall be sent to all Committee members.

### **Committee Authority and Responsibilities**

The Committee shall have all the power and authority as described herein or otherwise assigned to the Committee by the Board.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate. Except as otherwise expressly provided herein, the members of any such subcommittee may include Committee members who do not meet the independence requirements of the rules of the NYSE, the Exchange Act and the rules and regulations of the SEC.

The Committee shall form an Incentive Plan Administration Subcommittee, which subcommittee shall be composed solely of two or more Non-Employee Directors (the "IPA Subcommittee"). The IPA Subcommittee shall (i) review and approve all aspects of compensation of the Co-Chief Executive Officers, (ii) administer the long-term incentive plans of the Company and its affiliates and (iii) review and approve all equity grants made to employees, consultants and/or directors as required by such long-term incentive plans.

The Committee shall have authority to engage and obtain advice and assistance from current or independent legal, accounting or other advisors without seeking approval of the Board. The Partnership shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In carrying out its responsibilities, the Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Partnership or its subsidiaries (including employees of affiliates who perform services for the Partnership or its subsidiaries), whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants, consultants or other persons as to matters which the member believes to be within the professional competence of such person.

In carrying out the responsibilities set forth in this charter, the Committee may, in its sole discretion, adjust its policies and procedures to best react to changing conditions.

In carrying out these responsibilities, the Committee, to the extent it deems necessary or appropriate, shall:

## Governance Functions

1. Develop and recommend to the Board a set of governance guidelines applicable to the Partnership, review and assess the adequacy of such governance guidelines annually (and at any other time that the Committee feels is appropriate), and recommend any proposed changes to the Board for approval.
2. Monitor the size and composition of the Board. Subject to actions by the Board, the Committee shall assure that the composition of the Board and any committees thereof comply with applicable NYSE rules and other applicable laws and regulations.
3. Maintain awareness of, and/or direct management of the Company to provide, updates to the Board with respect to, current trends, developments, research and other emerging issues relating to governance, including trends in legislation, proposed regulations and industry best practices, which affect or could affect the Partnership.
4. If and to the extent requested by the Board or the Chairman of the Board, (i) review qualifications of candidates for Board membership recommended by directors, officers, employees and others in accordance with procedures established by the Committee, applicable NYSE rules and other applicable laws and regulations, (ii) screen and interview possible qualified candidates for Board membership and (iii) aid the Chairman of the Board in attracting qualified candidates.
5. Monitor and report to the Board whether there is (i) any current relationship between any non-management director and the Partnership that may adversely affect the independent judgment of the director and/or (ii) any potential conflict of interest that a non-management director may have with the Company and/or the Partnership based on such director's interest in (including ownership of, employment with or services to) another entity that competes, proposes to compete, or could reasonably be expected to compete, with a business of the Company and/or the Partnership.
6. Communicate, from time to time, with the Board (in executive session) regarding Board meeting format and procedures.
7. Review the need for any changes in the number, charters or titles of Board committees and committee composition and provide resulting recommendations to the Board for consideration.
8. Review and discuss with management a plan for the development and succession of executive officers of the Partnership's general partner, including the office of Chief Executive Officer and/or Co-Chief Executive Officer.
9. Periodically review the Company's program for director orientation and education.

10. Take such other actions necessary or appropriate to assure that other activities prescribed by the governance guidelines are carried out.

#### Environmental, Safety, and Transportation Compliance Functions

11. Review the overall adequacy of, and provide oversight with respect to, environmental, safety, and transportation compliance policies, programs, procedures and initiatives of the Partnership.
12. Review with management the Partnership's areas of material exposure to risks associated with environmental, safety and transportation compliance matters and the Partnership's policies and processes with respect to assessment and management of such risks. The Committee may, in its discretion, request the assistance of the Audit and Conflicts Committee in fulfilling its oversight responsibilities with respect to any such significant risk exposure.
13. Review and discuss with management appropriate key statistical indicators of environmental, safety and transportation compliance performance as well as the Partnership's programs and initiatives in addressing trends identified in said indicators.
14. Review and discuss with management the status of environmental, safety, and transportation compliance issues, including compliance with applicable laws and regulations, results of internal compliance reviews, industry best practices, remediation projects, and mitigating actions taken by management relative to significant incidents.
15. Report periodically to the Board on environmental, safety, and transportation compliance matters affecting the Partnership and recommend to the Board any action with respect to environmental, safety, and transportation compliance matters that may be necessary or appropriate.
16. Review with management of the Company, and/or direct such management to provide, updates to the Board with respect to, current trends, developments, research and other emerging issues relating to the environment, safety, and transportation compliance, including trends in legislation, proposed regulations and industry best practices, which affect or could affect the Partnership.
17. Review significant recommendations resulting from periodic environmental, safety, and transportation compliance audits.
18. Conduct field trips as appropriate to review environmental, safety, and transportation compliance activities and performance.
19. Periodically meet in executive session with the senior management representative(s) of environmental, safety, and transportation compliance.

In conjunction with the Committee's environmental, safety, and transportation compliance functions, management will provide the Committee with information and reports on various matters regarding environmental and safety-related issues, including the Partnership's safety goals, the Partnership's compliance with its environmental, safety, and transportation compliance policies, programs and procedures as well as applicable laws, rules and regulations, industry best practices, the occurrence of major operational or environmental events, including significant product releases, explosions, fires, deaths, major injuries, any ongoing remediation projects and any material environmental, safety, or transportation compliance litigation, regulatory proceedings, claims or other contingencies.

#### General

20. Review and assess the adequacy of this Charter annually, and at any other time that the Committee feels is appropriate, and recommend any proposed changes to the Board of Directors for approval.
21. Review annually the Committee's own performance.
22. Make regular reports to the Board.
23. Have and exercise such other powers, authority and responsibilities as may be determined by the Board.

#### **Limitation of Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to ensure compliance with environmental safety or other applicable laws, rules and regulations. These are the responsibilities of management. In carrying out its oversight responsibilities set forth in this Charter, members of the Committee are not providing expert or special assurance with respect to the Partnership's compliance with environmental, safety, transportation compliance or other applicable laws, rules or regulations.