

GOVERNANCE COMMITTEE CHARTER

Plains GP Holdings, L.P.¹

Plains All American Pipeline, L.P.¹

(PAA GP Holdings LLC)

Purpose

The Governance Committee is appointed by the Board of Directors (the “Board”) of the Company to (1) consider, develop and recommend to the Board corporate governance principles applicable to the Company; (2) lead the Board in the Board’s annual review of the Board’s performance; and (3) assist in identifying and screening potential candidates to fill any vacancy on the Board with respect to an “Independent Director,” as defined in the Third Amended and Restated Limited Liability Company Agreement of the Company (as the same may be amended or restated from time to time, the “Company LLC Agreement”). Capitalized terms used but not defined herein shall have the meaning given such terms in the Company LLC Agreement.

Committee Membership

The Governance Committee will consist of no fewer than three members. The members of the Governance Committee will be appointed and replaced by the Board. The Governance Committee shall meet as often as necessary to carry out its responsibilities.

Committee Authority and Responsibilities

1. The Governance Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates under paragraph 2 below, and will have sole authority to approve the search firm’s fees and other retention terms. The Governance Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. PAGP will provide for appropriate funding, as determined by the Governance Committee, for payment of compensation to any advisors retained by the Governance Committee and for ordinary administrative expenses necessary or appropriate for the Governance Committee to carry out its duties.
2. With respect to any director nominations to be made by the Board in connection with annual director elections, or if at any time a vacancy exists on the Board with respect to a seat that must be filled by an Independent Director, in each case to the extent requested by the Chairman of the Board, the Governance Committee will assist in identifying and screening potential candidates. Upon request of the Chairman of the

¹ Plains GP Holdings, L.P. (“PAGP”) is a limited partnership managed by its general partner, PAA GP Holdings LLC (the “Company”). Plains All American Pipeline, L.P. (“PAA”) is a limited partnership indirectly managed by the Company, through the Company’s ownership of the general partner interest of PAGP, which is the sole member of Plains All American GP LLC (“GP LLC”), which is the general partner of Plains AAP, L.P., which is the sole member of PAA GP LLC, which is the general partner of PAA. The officers and other personnel necessary for PAGP’s and PAA’s respective businesses to function (to the extent not outsourced) are employed by GP LLC. Neither PAGP nor PAA has a board of directors, but under the Second Amended and Restated Agreement of Limited Partnership of PAGP and the Seventh Amended and Restated Agreement of Limited Partnership of PAA, “Board of Directors” or “Board” is defined to mean the Board of Directors of the Company.

Board, the Governance Committee will also be available to assist in identifying and screening potential candidates for any vacancy with respect to Directors other than Independent Directors or Directors designated by a Designating Member. The Governance Committee will base any recommendations on an assessment of the skills, experience and characteristics of such individuals in the context of the needs of the Board.

3. The Governance Committee will annually coordinate and oversee, together with the Lead Director, if any, a Board self-assessment of the Board's performance.
4. Recognizing the importance of the continuing education of Board members, the Governance Committee will, as and to the extent requested by the Board, (i) assess the continuing education of the members of the Board with respect to governance issues and Company policies and procedures, (ii) review the adequacy of the continuing education programs made available to and participated in by the Board, and (iii) make recommendations to management and the Board with respect thereto.
5. The Governance Committee will periodically review and reassess the adequacy of the Governance Guidelines of the Company and this Charter and recommend any proposed changes to the Board for approval.
6. The Governance Committee may form, and delegate authority to, subcommittees when appropriate.
7. The Governance Committee will periodically provide reports (which may be oral or written) to the Board with respect to the discharge of its functions under this Charter.
8. The Governance Committee will review the Code of Ethics for Senior Financial Officers and Code of Business Conduct for each of the Company and GP LLC periodically and recommend any changes to the Board.
9. The Governance Committee may, from time to time, also review other Board-approved policies of the Company and GP LLC, such as the Policy on Insider Trading and the Policy Regarding Special Trading Procedures, and recommend any changes to the Board.

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