

STOCK OWNERSHIP GUIDELINES



Following are Exterran's current Stock Ownership Guidelines, which are reviewed annually by the Committee. We are proposing to add text to clarify the share price used in determining compliance with the Guidelines.

Guideline	Present	Proposed
Coverage	<ul style="list-style-type: none"> • Directors • CEO • Employees who are covered by an SBA or COC agreement 	
Multiple	<ul style="list-style-type: none"> • Directors: 5 times annual cash retainer (excludes retainers earned for Committee service or leadership roles. Any temporary adjustment is not considered). • CEO: 6 times base salary • All others: 3 times base salary 	
Equity Included	Shares owned directly, deferred and unvested restricted stock / RSUs count towards ownership requirements. Performance units are not counted during performance period.	
Calculations	<p>The following will be used to calculate ownership:</p> <ul style="list-style-type: none"> • In-the-money value of stock options already vested or vesting within 60 days; • Restricted stock (unvested); • Shares beneficially held in registered or street name; • Shares directly held; and • Shares held in trust for the benefit of the executive officer or director or his or her immediate family members for which he or she directly or indirectly exercises voting and investment control. 	
Time to Meet Requirements	<ul style="list-style-type: none"> • Directors: 3 years • CEO: 5 years • All others: 5 years 	
Change in Market Values	Once a person has met their stock ownership guidelines, a decrease in stock price will not trigger the need to purchase additional stock in the market; Executive will have up to 5 years to achieve requirements.	
Transaction Impact	Once a person has met the stock ownership guidelines, a decrease in stock ownership due to a transaction will not trigger the need to purchase additional stock in the market; Executive will have up to 5 years to achieve requirements.	
Timing of Valuation	Review annually in October. Average closing share price for the month of September shall be used in determining compliance with Guidelines. (Outcomes are used to inform disclosure in Compensation Discussion & Analysis.)	
Restrictions	Unable to sell equity until ownership requirements are met.	