

STOCK OWNERSHIP GUIDELINES

Following are Exterran's current Stock Ownership Guidelines ("Guidelines"), which are reviewed annually by the Compensation Committee.

Guideline	
Coverage	<ul style="list-style-type: none"> • Directors • CEO • Executives covered by an SBA or COC agreement
Ownership Requirement	<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 annual base salary in effect at the time executive became subject to the Guidelines. • CFO and COO: 3 times annual base salary in effect at the time executive became subject to the Guidelines. • Other Executives: 2 times annual base salary in effect at the time executive became subject to the Guidelines.
Ownership Calculation	<p>The following shall be included in calculating ownership:</p> <ul style="list-style-type: none"> • In-the-money value of stock options already vested or vesting within 60 days; • Unvested restricted stock and RSUs; • 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. <p>Performance units shall not be included in calculating ownership during the performance period.</p>
Time to Meet Requirement	<ul style="list-style-type: none"> • Directors: 5 years • CEO: 5 years • COO, CFO and other Executives: 5 years
Change in Market Values	Once a person has met their stock ownership guidelines, a decrease in stock price will not result in non-compliance with the Guidelines, however executive will not be able to sell equity until ownership requirements are achieved.
Transaction Impact	Once a person has met the stock ownership guidelines, a decrease in stock ownership due to a transaction will not result in non-compliance with the Guidelines, however executive will not be able to sell equity until ownership requirements are achieved.
Timing of Valuation	Review annually in October. (Outcomes are used to inform disclosure in Compensation Discussion & Analysis.) Average of the closing share price for each trading day during the month of September shall be used in determining compliance with Guidelines.
Restrictions	Unable to sell equity until ownership requirements are met.