

STONEPEAK DEA CAYMAN GP LLC

COMPENSATION COMMITTEE CHARTER

January 2021

COMPENSATION COMMITTEE CHARTER

I. Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Managers (the “Board”) of Stonepeak DEA Cayman GP LLC (the “Company”), acting in its capacity as the general partner of DEA TopCo LP (the “Partnership” and, together with its subsidiaries and the Company, the “Partnership Group”) is to discharge the Board’s responsibilities relating to compensation of the Partnership’s executives and to oversee the development and implementation of the Company’s compensation programs. Terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Amended and Restated Agreement Exempted Limited Partnership Agreement (the “Partnership Agreement”), dated January 3, 2020, by and among the Company, Stonepeak DEA Holdings (Cayman) LLC (the “Stonepeak Limited Partner”), and the other parties listed as limited partners on Schedule I thereto (collectively with the Stonepeak Limited Partners, the “Limited Partners”).

II. Committee Membership

The Committee shall be composed of three members of the Board, each of whom is to be appointed in accordance with the terms of the Partnership Agreement. Each Committee member shall be appointed until such time as the member has resigned or has been otherwise removed by the Board.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Unless otherwise allowed under the Partnership Agreement, all actions by the Committee shall be undertaken by unanimous vote.

The Committee shall keep adequate minutes of all of its proceedings and will report its actions to the Board at the next Board meeting. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Company’s Articles of Formation, (c) the Amended and Restated Limited Liability Company Agreement of the Company, (d) Partnership Agreement or (e) any applicable law, rule or regulation.

The Committee may invite such members of management to its meetings, as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company’s Chief Executive Officer (the “CEO”) should not attend any meeting where the CEO’s performance or compensation are discussed, unless specifically invited by the Committee.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. In consultation with the CEO and senior management team, recommend to the Board for approval the Company's general compensation philosophy and objectives.
2. Review and approve all matters relating to compensation, incentive arrangements and the hiring and termination of employees and officers.
3. Review the Company's goals and objectives relevant to the compensation of the CEO and executive management team, annually evaluate the CEO and executive management team's performance in light of those goals and objectives and based on this evaluation recommend the compensation level, including salary, bonus, incentive and equity compensation.
4. Review and approve compensation programs applicable to the Company's outside directors.
5. Oversee the management of risks relating to the Company's executive compensation plans and arrangements.
6. Periodically, and as and when appropriate, review and make recommendations to the Board with respect to the following as they affect the CEO and other executive officers: (a) any employment agreements and severance arrangements.
7. Make recommendations to the Board with respect to the Company's incentive compensation plans, including the Carried Interest Plan, oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.
8. Develop and periodically review a succession plan for executive management team and the CEO.
9. If so requested by the Board, review and approve the taking of any Board Compensation Action, in each case acting by simple majority of the Committee members in respect thereof.
10. Review and reassess the adequacy of this Charter annually. If any revisions to this Charter are deemed necessary or appropriate, submit such recommended changes to the Board for its consideration and approval.
11. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

V. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

VI. Committee Reports

The Committee shall produce an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. In the discretion of the Committee, the report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VII. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants retained to assist in the determination or evaluation of director, CEO or senior executive compensation, this authority shall be vested solely in the Committee.