

## **ALTERA INFRASTRUCTURE L.P. Corporate Governance Guidelines**

The following guidelines have been approved by the Board of Directors (the “**Board**”) of Altera Infrastructure GP L.L.C., a Marshall Islands limited liability company and the general partner (the “**General Partner**”) of Altera Infrastructure L.P., a Marshall Islands limited partnership (the “**Partnership**”). The General Partner is owned by affiliates of Brookfield Business Partners L.P. (the “**GP Owner**”).

These guidelines, together with the charters of the Board committees and applicable provisions of the Partnership's partnership agreement, provide the framework for the Partnership's corporate governance. The Board of the Board will review these guidelines and other aspects of the Partnership's corporate governance annually or more often if deemed necessary.

### **Board and Management Roles**

The Board oversees the General Partner's management and the Partnership's business. The day-to-day affairs of the Partnership's business are managed by the officer of the General Partner and key employees of certain of the Partnership's subsidiaries.

Both the Board and management recognize the overarching importance of ensuring the Partnership conducts its business sustainably and in full compliance with health, safety and environmental (“**HSE**”) regulations, and that unitholders' long-term interests are advanced by responsibly addressing the concerns of other stakeholders and interested parties, including employees, customers, suppliers, partners, government agencies and the public at large.

### **Board Functions and Responsibilities**

The Board meets quarterly, or otherwise as determined by the Board.. At these meetings, the Board reviews and discusses, among other things: management reports on the Partnership's performance, including the Partnership's sustainability and HSE performance, and the Partnership's plans, objectives and prospects; Board committee or management proposals; and immediate issues facing the Partnership. The Board may also call other meetings to act on important matters as needed. Directors are expected to review in advance all meeting materials and to attend all scheduled Board and committee meetings. In addition to its general oversight of management, the Board or designated Board committees also perform a number of specific functions. Some of these functions include:

- reviewing and approving policies and overseeing the Partnership's reporting regarding, and compliance with, sustainability and HSE matters;
- reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- overseeing the assessment of major risks facing the Partnership and available options to address those risks;
- reviewing the Partnership's whistleblower policy;

- reviewing financial reporting of the Partnership to its unit holders;
- reviewing sustainability reports released by the Partnership;
- reviewing specific material matters that may involve conflicts of interest, including certain conflicts of interest that may arise between the Partnership and the GP Owners or their affiliates (other than the Partnership and its subsidiaries);
- evaluating compliance with the Partnership's corporate governance policies and practices; and
- ensuring that processes are in place for maintaining the Partnership's integrity, including oversight of financial statement integrity, compliance with law and ethics, and the integrity of relationships with customers and other stakeholders.

The Board recognizes that its actions set the tone for ethical business conduct by officers and employees of the General Partner and the Partnership.

### **Director Appointment and Qualifications**

The General Partner's limited liability company agreement (LLC agreement) authorizes the General Partner's members to appoint, remove and replace the directors on the Board and to fill any vacancies arising on the Board, subject to the terms and conditions of the LLC agreement. The Partnership's common units do not entitle the holders thereof to vote to elect the directors of the General Partner.

### **Director Independence**

While the Partnership is no longer subject to regulation by the New York Stock Exchange (NYSE) or the Securities & Exchange Commission (SEC), the Board has determined that it will continue to comply with the independence rules that would be applicable for those organization. As such, at least two of the directors on the Board shall be independent directors under the corporate governance rules of the NYSE. Directors who do not meet the NYSE independence standards also make valuable contributions to the Board and the Partnership by reason of their abilities and experience.

The Partnership will therefore continue to solicit from Board members information necessary to determine the independence status of each Director.

To be considered independent under the NYSE standards, the Board must determine that a director does not have any direct or indirect material relationship with the General Partner or the Partnership or any parent or subsidiary in a consolidated group with the Partnership (each a "**Covered Entity**"), other than as a director of the General Partner. The Board has established the following guidelines to assist it in determining director independence in accordance with the NYSE rules:

A director will not be independent if:

1. The director is, or has been within the preceding three years, employed by a Covered Entity;
2. An immediate family member of the director is, or has been within the preceding three years, employed as an executive officer of a Covered Entity;

3. During any 12-month period within the preceding three years, the director, or an immediate family member of the director, has received more than \$120,000 in direct compensation from Covered Entities, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
4. The director, or an immediate family member of the director, is a current partner of a firm that is the internal or external auditor of a Covered Entity (each a “**Covered Auditor**”);
5. The director is a current employee of a Covered Auditor;
6. An immediate family member of the director is a current employee of a Covered Auditor and personally works on a Covered Entity’s audit.
7. The director, or an immediate family member of the director, (a) was within the preceding three years (but is no longer) a partner or employee of a Covered Auditor and (b) personally worked on a Covered Entity’s audit within that time;
8. The director, or an immediate family member of the director, is, or has been within the preceding three years, employed as an executive officer of another company where any present executive officer of a Covered Entity at the same time serves or served on that company’s compensation committee; or
9. The director is a current employee, or an immediate family member of the director is a current executive officer, of a company (other than any tax exempt organization) that, during any of the three preceding fiscal years, made payments to, or received payments from, the Covered Entities for property or services in an amount which exceeds the greater of \$1 million or 2% of such other company’s consolidated gross revenues.

NYSE has indicated that its independence standards are based on a concern with independence from management, and that it does not view ownership of even a significant amount of equity, by itself, as disqualifying a director from being independent. Accordingly, the direct or beneficial ownership by a director, or an immediate family member, affiliate or employer of a director, of a significant amount of units of the Partnership or interests in the General Partner will not, by itself, be considered a material relationship that would impair the director’s independence.

For relationships not covered by the guidelines outlined above, the determination of whether the relationship is material, and therefore whether the director would be independent, will be made by the directors who satisfy the independence guidelines set forth above.

The Board will review the independence of directors when it determines it to be relevant.

### **Audit Committee Member Independence**

In addition to the general independence standards discussed above, members of the Board’s Audit Committee the Board has determined that it will continue to apply the NYSE and SEC independence requirements for Audit Committee members. Specifically, members of the Audit Committee may not receive, directly or indirectly, any compensation from any Covered

Entity other than their directors' compensation, and they may not be an "affiliated person" of a Covered Entity (as set forth in applicable SEC rules and subject to SEC-permitted exceptions). In addition, members of the Conflicts Committee may not be (a) security holders, officers or employees of the General Partner, (b) officers, directors or employees of any affiliate of the General Partner or (c) holders of any ownership interest in the Partnership group other than Partnership common units. These requirements do not apply to anyone which the Board designates as an observer to, rather than a member of, the Audit Committee.

### **Size of Board**

Pursuant to the General Partner's LLC agreement, the General Partner's members shall, from time to time, establish the size of the board.

### **Board Committees**

The Board has established the following committees to assist the Board in discharging its responsibilities and to function more effectively:

- Audit Committee; and
- Executive Oversight Committee.

The Board as a whole functions as the Compensation Committee and Corporate Governance Committee of the Board.

The Executive Oversight Committee acts on behalf of the Board on routine matters during intervals between the quarterly scheduled meetings of the Board, in order to provide a degree of flexibility and the ability to respond to time-sensitive matters. The Board established this committee in furtherance of good governance objectives.

The current charters of the Audit Committee and the Executive Oversight Committee are available on the Partnership's website at [www.alterainfra.com](http://www.alterainfra.com), and will be mailed to unitholders on written request. The committee Chairs report the highlights of their meetings to the full Board following each meeting of the respective committees.

### **Directors' Executive Sessions**

Except where the Board determines that it is unnecessary, at each Board meeting, there will be an Executive Session of the Board without management present.

### **Board and Committee Self-Evaluations**

The Board and each of the committees will perform an annual self-evaluation, as indicated in the Board committee charters. As part of these evaluations, the directors will provide their assessments of the effectiveness of the Board and the committees on which they serve.

### **Setting Board Agenda**

The Board is responsible for its agenda. Prior to each Board or committee meeting, the Chair of the Board or committee Chair, in consultation with management, other directors or appropriate advisors, will discuss specific agenda items for the meeting. The Chair of the Board or committee Chair will determine the nature and extent of information that will be provided regularly to the directors before each scheduled Board or committee meeting.

Directors are encouraged to suggest agenda items or additional pre-meeting materials to the Chair of the Board or appropriate committee Chair.

### **Ethics and Conflicts of Interest**

The Board expects its directors, as well as officers and employees of the General Partner and the Partnership and its subsidiaries, to act ethically at all times and to adhere to the Partnership's Code of Conduct and applicable related policies. If an actual, potential or apparent conflict of interest arises for a director, the director is expected to promptly inform the Chair of the Board. If a significant conflict exists and cannot be resolved to the satisfaction of the Board, the director should offer to resign. The Non-Brookfield affiliated directors will resolve any conflict of interest question involving any director or executive officer, and the Chief Compliance Officer will resolve any conflict of interest issue involving any non-executive officer.

### **Board Compensation**

The Board will annually review the General Partner's director compensation practices in relation to comparable entities, and recommend to the Board, as appropriate, (a) the form and amount of compensation and benefits for non-employee directors and (b) revisions to director compensation practices.

### **Management Succession Plans**

The Board will be responsible for long-range succession planning for members of the senior management team, and for executive officers of key subsidiaries of the Partnership. The Board will also develop and maintain a short-term succession plan for unexpected situations affecting members of such senior management team or executive officers.

### **Annual Compensation Review of Executive Officers**

The Board will annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer. The Board will evaluate the Chief Executive Officer's performance in light of these goals and objectives and set the Chief Executive Officer's total compensation based on this evaluation. The Board will also annually review and approve the evaluation process and compensation structure for executive officers other than the Chief Executive Officer, oversee and approve the Chief Executive Officer's decisions on the performance of these other executive officers, and approve the total compensation for these other executive officers based on this evaluation.

### **Director Access to Senior Management**

Non-employee directors are encouraged to contact directly members of the senior management teams of the General Partner, the Partnership, or its key subsidiaries, either alone or with other members of senior management present. Members of such senior management teams, as invited, are encouraged to attend Board meetings when practical.

### **Board and Committee Access to independent Advisors**

In fulfilling their duties, the Board and its committees have the right at any time to retain independent outside financial, legal or other advisors at the Partnership's expense.

### **Director Orientation and Continuing Education**

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The Board will be responsible for ensuring that an orientation program is provided for new directors, and that, periodically, materials or briefing sessions are provided to all directors on subjects that would assist them in discharging their duties. Directors are also encouraged to participate in continuing education programs at the Partnership's expense.

Last Amended: January 2025