**ARIS WATER SOLUTIONS, INC. COMPENSATION COMMITTEE CHARTER**

Effective Date: August 5, 2022

1. Members. The Board of Directors (the “Board”) of Aris Water Solutions, Inc. (the “Company”) appoints a Compensation Committee of the Board (the “Compensation Committee”) of at least two members, subject to the transition rules and exceptions applicable to a company listed on the New York Stock Exchange (“NYSE”), shall be independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Compensation Committee. Members of the Compensation Committee are appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board. For purposes hereof, an “independent” director is a director who meets the NYSE standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, at least two members of the Compensation Committee must qualify as “non- employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”). A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.
2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company’s executive officers and directors. Among its specific duties and responsibilities, the Compensation Committee will:
	1. Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
	2. Assess the results of the Company’s most recent advisory vote on executive compensation.
	3. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation.
	4. In conjunction with the CEO, review and approve corporate goals and objectives relevant to the compensation of other executive officers, evaluate the performance of other executive officers in light of those goals and objectives, and set the compensation levels of other executive officers based on this evaluation and upon the recommendation of the CEO.
	5. Approve the terms and grants of equity awards for executive officers, including the CEO; provided, however, that if at any time the Compensation Committee does not consist entirely of “non-employee directors” for purposes of Rule 16b-3, then the Compensation Committee shall recommend such grants of equity awards for executive

officers, including the CEO, (i) to the full Board for approval or (ii) if at least two members of the Compensation Committee are “non-employee directors” for purposes of Rule 16b-3, to a subcommittee of the Compensation Committee made up exclusively of “non-employee directors” for purposes of Rule 16b-3.

* 1. Administer and make recommendations to the Board with respect to the Company’s incentive compensation and equity-based compensation plans that are subject to Board approval.
	2. Review and approve the design of other benefit plans pertaining to executive officers.
	3. Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate.
	4. Review and recommend to the Board employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.
	5. Review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures that Securities and Exchange Commission (“SEC”) rules require be included in the Company’s annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report to the extent required by SEC rules for inclusion in the Company’s annual report and proxy statement.
	6. Annually review compliance by officers and directors with the Company’s stock ownership guidelines and review and recommend any changes to the Board, as appropriate.
	7. Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
	8. Oversee the assessment of the risks related to the Company’s compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
	9. At least annually, assess whether the work of any compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company’s annual report and proxy statement.
	10. Review and oversee the Company’s human capital management policies and practices, including the Company’s policies, objectives and programs related to leadership development, diversity and employment practices.
	11. Annually evaluate the performance of the Compensation Committee and the adequacy of the Compensation Committee’s charter.
1. Subcommittees. The Compensation Committee may delegate its authority to one or more subcommittees, members of the Board, the chairperson of the Compensation Committee or officers of the Company, to the extent permitted by law, when it deems appropriate and in the best interests of the Company.
2. Outside advisers. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisers. The Compensation Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.
3. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Compensation Committee or its chairperson determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.