

MARKWEST ENERGY GP, L.L.C.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

There shall be a standing committee of the Board of Directors (the "Board") of MarkWest Energy GP, L.L.C. (the "Company") to be known as the compensation committee (the "Compensation Committee"). The Compensation Committee shall assist the Board in discharging its responsibilities relating to overall compensation matters and relating to compensation programs for directors and executive officers.

The Company, as general partner of MarkWest Energy Partners, L.P. (the "Partnership"), is responsible for conducting, directing and managing all activities of the Partnership. However, neither the Company nor the Partnership have any direct employees. To fulfill its responsibilities of managing the affairs of the Partnership, the Company has entered into a Services Agreement with MarkWest Hydrocarbon, Inc. ("MarkWest Hydrocarbon"), a separate Partnership subsidiary and which is also the Company's parent company, for MarkWest Hydrocarbon to provide the day to day operational, management, accounting, personnel and related administrative services to the Partnership through MarkWest Hydrocarbon employees and management. Employment related costs, including compensation for executive officers are paid directly by MarkWest Hydrocarbon, under the Services Agreement, and the Partnership is responsible for reimbursing MarkWest Hydrocarbon for the employment related costs it incurs, including executive compensation, based on the time and services devoted by MarkWest Hydrocarbon's individual employees or executives to the Partnership's business and affairs during the year, provided that such expenses are reasonable. Accordingly, the Compensation Committee shall, on behalf of the Company and the Partnership, evaluate and participate with MarkWest Hydrocarbon in the review and determination of compensation related issues which may be subject to reimbursement under the Services Agreement, including the review and determination of executive compensation. References herein to the Partnership's executives and employees shall mean those Hydrocarbon employees providing services to the Partnership pursuant to the Services Agreement.

The Compensation Committee shall establish compensation practices and programs that are: designed to attract, retain and motivate exceptional leaders; structured to align compensation with the Partnership's overall performance and growth in distributions to unitholders; implemented to promote achievement of short-term and long-term business objectives consistent with the Partnership's strategic plans; and applied to reward performance.

II. COMMITTEE MEMBERSHIP, ORGANIZATION

The Compensation Committee shall be composed of three or more members of the Board. A majority of members shall constitute a quorum. Members of the Compensation Committee shall be appointed by the Board and may be removed by the Board, in each instance acting by a majority vote. All members of the Compensation Committee shall meet all applicable independence requirements. To be considered "independent," the member must satisfy, as affirmatively determined by the Board, the requirements of all applicable laws and regulations relative to the independence of directors and compensation committee members, including without limitation the requirements of the Securities and Exchange Commission, and the independence requirements of the applicable stock exchange, and any other legal requirements relevant to the proper administration of the Partnership's compensation plans and programs, including requirements under the Internal Revenue Code of 1986, as amended.

The Board, or in its absence, the members of the Compensation Committee shall appoint one of the members as the Chairman of the Committee, to serve until his/her replacement is appointed. The Chairman shall be responsible for leadership of the Compensation Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Compensation Committee to the Board at its regularly scheduled quarterly meetings. Minutes for all meetings of the Committee shall be prepared and submitted for approval at a subsequent meeting of the Committee.

The Committee shall meet at least once each year. Additional meetings may be scheduled as required. A quorum at any Committee meeting shall be a majority of its members, but not fewer than two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where the Committee consists of only two members, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Compensation Committee may delegate its authority to its members or to a subcommittee of its designation as the Compensation Committee deems appropriate; provided that any delegate or subcommittee shall report any actions taken by him, her or it to the whole Compensation Committee at its next regularly scheduled meeting.

III. COMMITTEE POWERS, AUTHORITY, DUTIES AND RESPONSIBILITIES

The Compensation Committee's powers, authority, duties and responsibilities include the following:

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of directors' and executive officers' compensation and shall have the sole authority to approve the consultant's fees and other retention terms. The Compensation Committee also shall have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties.
2. The Compensation Committee shall annually review the philosophy regarding executive compensation and the Partnership goals and objectives, review market and industry data to assess the Partnership's competitive position, and discuss with the Chief Executive Officer different compensation approaches.
3. The Compensation Committee shall annually review and approve the Partnership goals and objectives relevant to compensation of the Partnership's Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and as a committee or together with the other independent directors (as directed by the Board) determine and approve, in executive session, the Chief Executive Officer's applicable compensation levels based on this evaluation and in accordance with any applicable employment agreement. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee should consider the Partnership's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, the type and number of long term incentive awards given to the Chief Executive Officer in past years and such other matters as it deems relevant. To the extent any such compensation is set forth in existing employment agreements, such compensation shall be calculated in accordance with such

Chief Executive Officer's employment agreement. Entry into any executive employment agreement by the Company shall be subject to the review and approval of the Compensation Committee and the Board.

4. The Compensation Committee shall consider the judgment and recommendation of the Chief Executive Officer for the compensation of the Partnership's principal executives and officers, and other key employees, and annually review and make recommendations to the Board to approve, for all principal executives and officers of the Partnership, (a) if applicable, the annual base salary amount, (b) the annual short term incentive compensation (bonus) payment, (c) any long-term incentive compensation, (d) any amendments to any employment agreements, any proposed severance arrangements or change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable, and (e) any perquisites, special or supplemental benefits, all in accordance with applicable law, rules and regulations, and to the extent appropriate or necessary to comply with any federal securities or tax law requirements, such as Rule 16b-3 of the Securities Exchange Act of 1934, as amended, or Section 162(m) of the Internal Revenue Code of 1986, as amended. To the extent any such compensation is set forth in existing employment agreements, such compensation shall be calculated in accordance with each such executive's employment agreement, subject to compliance with all applicable laws, rules and regulations.. Entry into any executive employment agreement by the Company shall be subject to the review and approval of the Compensation Committee and the Board.
5. The Compensation Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Compensation Committee may consider appropriate.
6. The Compensation Committee shall administer and annually review the Partnership's incentive compensation plans and equity-based plans, including, but not limited to, (a) approving restricted unit or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Compensation Committee deems necessary or advisable.
7. The Compensation Committee shall annually assess the desirability of proposing and make recommendations to the Board with respect to any new incentive-compensation plans and equity-based plans and any increase in shares reserved for issuance under existing plans.
8. The Compensation Committee shall review and discuss with the Partnership's management the Compensation Disclosure and Analysis (CD&A), and determine the Committee's recommendation for the CD&A's inclusion in the Partnership's annual report filed on Form 10-K with the SEC. The Committee shall also produce an annual report on executive compensation for inclusion in the Partnership's annual meeting proxy statement, or, if the Partnership does not file a proxy statement, in the Partnership's annual report filed on Form 10-K with the SEC, in accordance with applicable rules and regulations.
9. The Compensation Committee shall review, administer and recommend other benefit plans on an as needed basis.
10. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

11. The Compensation Committee shall annually review its own performance as compared to the requirements of this Charter.
12. The Committee shall regularly, but no less than annually, identify any risks created by the Partnership's compensation policies and practices, determine whether the Partnership has in place mitigating steps or controls designed to limit the risks of its compensation arrangements, and evaluate whether the risks presented by the Partnership's compensation policies and practices are reasonably likely to have a material adverse effect on the Partnership.
13. The Committee shall determine whether disclosure of the Partnership's compensation policies and practices in light of such risks, if any, is required to be included in the Partnership's proxy statement under Item 402(s) of Regulation S-K of the Exchange Act, and, if such disclosure is required, shall review and discuss with management such disclosure and shall make a recommendation to the Board as to whether such disclosure should be included in the Partnership's proxy statement. The Partnership shall report to the Board the results of such evaluation and determination.
14. The Compensation Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Approved July 2011