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WESTERN GAS ANNOUNCES SIMPLIFICATION TRANSACTION AND STRATEGIC ACQUISITION

PROVIDES 2019 OUTLOOK

November 8, 2018

Cautionary Language Regarding Forward Looking Statements

Important Information for Investors and Unitholders

This presentation does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval.

In connection with the proposed transaction discussed herein, Western Gas Equity Partners, LP (“WGP”) will file with the Securities and Exchange Commission (the “Commission”) a registration statement on Form S-4, which will include a prospectus of WGP and a proxy statement of Western Gas Partners, LP (“WES”). WES and WGP also plan to file other documents with the Commission regarding the proposed transaction. After the registration statement has been declared effective by the Commission, a definitive proxy statement/prospectus will be mailed to the unitholders of WES. INVESTORS AND UNITHOLDERS OF WES ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER DOCUMENTS RELATING TO THE PROPOSED TRANSACTION THAT WILL BE FILED WITH THE COMMISSION CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and unitholders will be able to obtain free copies of the proxy statement/prospectus and other documents containing important information about WES and WGP once such documents are filed with the Commission, through the website maintained by the Commission at <http://www.sec.gov>. Copies of the documents filed with the Commission by WES and WGP will be available free of charge on their internet website at www.westerngas.com or by contacting their Investor Relations Department at 832-636-6000.

Participants in the Solicitation

WES, WGP, their respective general partners and their respective general partners’ directors and executive officers may be deemed to be participants in the solicitation of proxies from the unitholders of WES in connection with the proposed transaction. Information about the directors and executive officers of WES is set forth in WES’s Annual Report on Form 10-K which was filed with the Commission on February 16, 2018. Information about the directors and executive officers of WGP is set forth in WGP’s Annual Report on Form 10-K which was filed with the Commission on February 16, 2018. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the Commission when they become available. Free copies of these documents can be obtained using the contact information above.

Cautionary Statement Regarding Forward-Looking Statements

This presentation contains forward-looking statements. For example, statements regarding future financial performance, future competitive positioning, future market demand, future benefits to unitholders, future economic and industry conditions, the proposed transaction (including its benefits, results, effects and timing) and whether and when the transaction will be consummated, are forward-looking statements within the meaning of federal securities laws. WES, WGP and their respective general partners believe that their expectations are based on reasonable assumptions. No assurance, however, can be given that such expectations will prove to have been correct.

A number of factors could cause actual results to differ materially from the projections, anticipated results or other expectations expressed in this presentation. Such factors include, but are not limited to: the failure of the unitholders of WES to approve the proposed transaction; the risk that the conditions to the closing of the proposed transaction are not satisfied; the risk that regulatory approvals required for the proposed transaction are not obtained or are obtained subject to conditions that are not anticipated; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed transaction; uncertainties as to the timing of the proposed transaction; competitive responses to the proposed transaction; unexpected costs, charges or expenses resulting from the proposed transaction; the outcome of pending or potential litigation; the inability to retain key personnel; uncertainty of the expected financial performance of the pro-forma partnership, following completion of the proposed transaction; and any changes in general economic and/or industry specific conditions.

WES and WGP caution that the foregoing list of factors is not exclusive. Additional information concerning these and other risk factors is contained in WES’s and WGP’s most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Commission filings, which are available at the Commission’s website, <http://www.sec.gov>. All subsequent written and oral forward-looking statements concerning WES, WGP, the proposed transaction or other matters attributable to WES and WGP or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Each forward looking statement speaks only as of the date of the particular statement. Except as required by law, WES, WGP and their respective general partners undertake no obligation to publicly update or revise any forward-looking statements.

A reconciliation of any forecasted Adjusted EBITDA to net cash provided by operating activities and net income, or forecasted Adjusted gross margin to operating income, is not provided because the items necessary to estimate such amounts are not reasonably accessible or estimable at this time.



Transaction Benefits



Simplified Structure

- Elimination of IDRs reduces cost of capital and supports long-term sustainable growth
- Tax-free transaction for both WES and WGP unitholders; results in clean, simple structure



Immediate Accretion

- Immediately accretive acquisition of high-growth, complementary assets
- 10% - 20% DCF per unit accretion for WES and WGP through 2021



Robust 2019 Outlook

- Adjusted EBITDA growth of over 50%, including organic growth of over 20%
- Capital requirements on pre-transaction assets expected to decline ~40% from 2018



Distribution Growth

- Full-year 2019 distribution growth expected for current WES and WGP unitholders
- 2019 coverage of no less than 1.2x
- Ability to provide 6% - 8% distribution growth in 2020 - 2021 with coverage of over 1.3x



Investment Grade Metrics

- Expect to maintain current investment grade ratings and outlooks
- Post-2019 leverage ratio between 3.5x and 4.0x

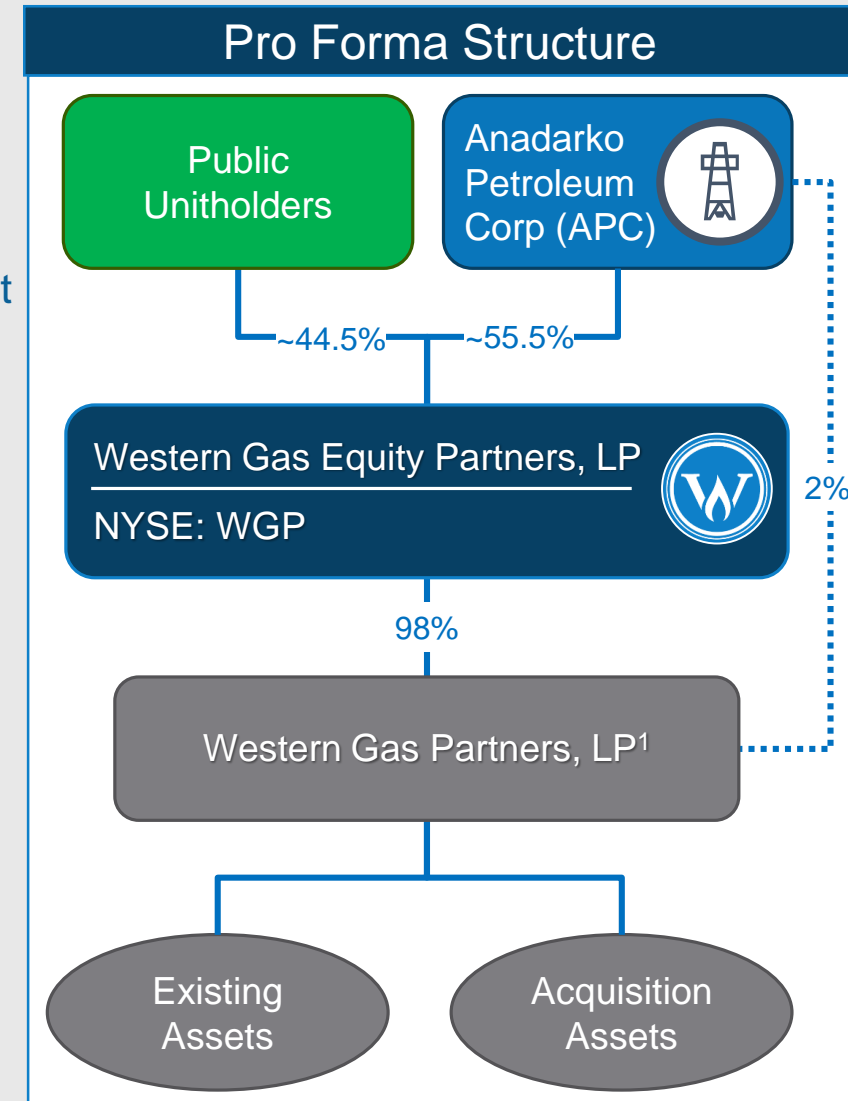


Improved Liquidity

- Significantly improved public float and trading liquidity
- Removal of structural overhangs and expanded investor base

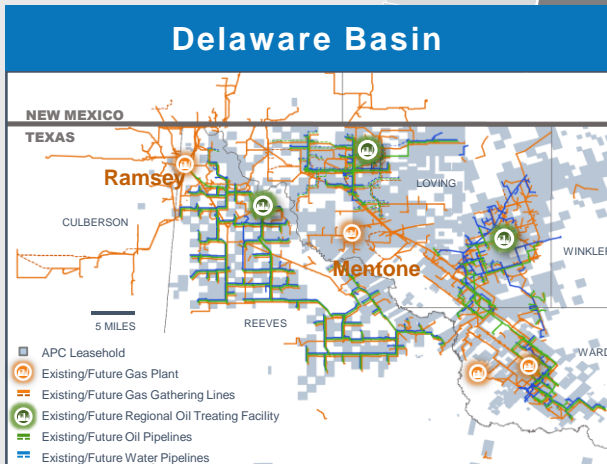
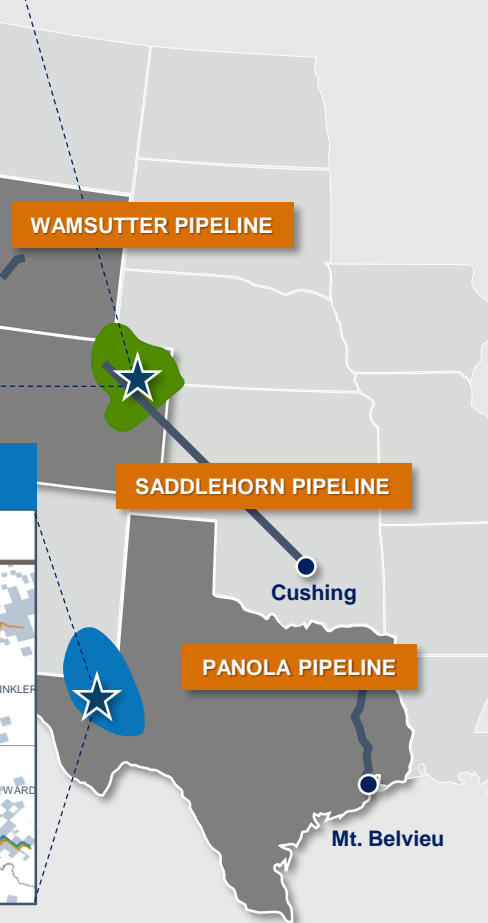
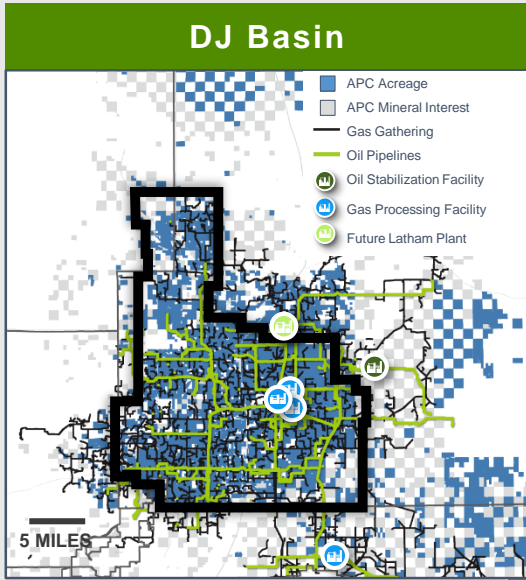
Transaction Overview and Structure

- ▶ **WGP will acquire WES in a unit-for-unit, tax-free exchange**
 - Incentive distribution rights (IDRs) and WES general partner units eliminated
 - Each publicly traded WES common unit exchanged for 1.525 WGP common units
 - WES common units currently owned by APC (including Class C units) exchanged at same ratio
 - WES survives as a private partnership and APC retains a 2% ownership
- ▶ **WES will acquire substantially all APC Midstream assets for ~\$4.0B**
 - 2019E Adjusted EBITDA of ~\$420 million including \$40 million of incremental G&A
 - Acquisition financed with 50% cash and 50% new units issued to APC
 - \$2.0 billion term loan commitment to finance cash consideration
- ▶ **Transaction expected to close 1Q19**
 - Subject to WES unitholder vote



1) WES will remain the borrower for all existing and future indebtedness and owner of all operating assets and equity interests.

High-Growth, Complementary Acquisition



Asset Overview

	Asset	Ownership	Description ¹	Contract / Term
Delaware Basin	DBM Oil Services	100%	<ul style="list-style-type: none"> ~530 miles oil gathering pipelines ~190 MBbls/d crude treating capacity 	COS & MVC / 2033
	APC Water Holdings	100%	<ul style="list-style-type: none"> ~620 miles water gathering pipelines 17 SWD wells with 505 MBbls/d capacity 	COS & MVC / 2033
	Bone Spring Gas Plant²	50%	<ul style="list-style-type: none"> 125 MMcf/d processing 	COS / 2022
	Mi Vida Gas Plant²	50%	<ul style="list-style-type: none"> 200 MMcf/d processing 	MVC / 2025
DJ Basin	Wattenberg Oil Complex	100%	<ul style="list-style-type: none"> ~280 miles crude gathering pipelines ~155 MBbls/d total stabilization capacity 	COS & MVC / 2028
	Wattenberg Plant	100%	<ul style="list-style-type: none"> 290 MMcf/d processing 	Life of Lease
Other	Saddlehorn Pipeline²	20%	<ul style="list-style-type: none"> ~600 mile FERC regulated crude pipeline 340 MBbls/d capacity 	MVC
	Panola Pipeline²	15%	<ul style="list-style-type: none"> ~250 mile FERC regulated NGL pipeline 100 MBbls/d capacity 	Dedication
	Wamsutter Pipeline	100%	<ul style="list-style-type: none"> ~50 miles of crude gathering pipelines 13 MBbls/d capacity 	IT Shippers

Acquisition of high-growth assets at attractive multiple of ~9.5x 2019E Adjusted EBITDA of ~\$420 million

1) All statistics as of September 30, 2018.

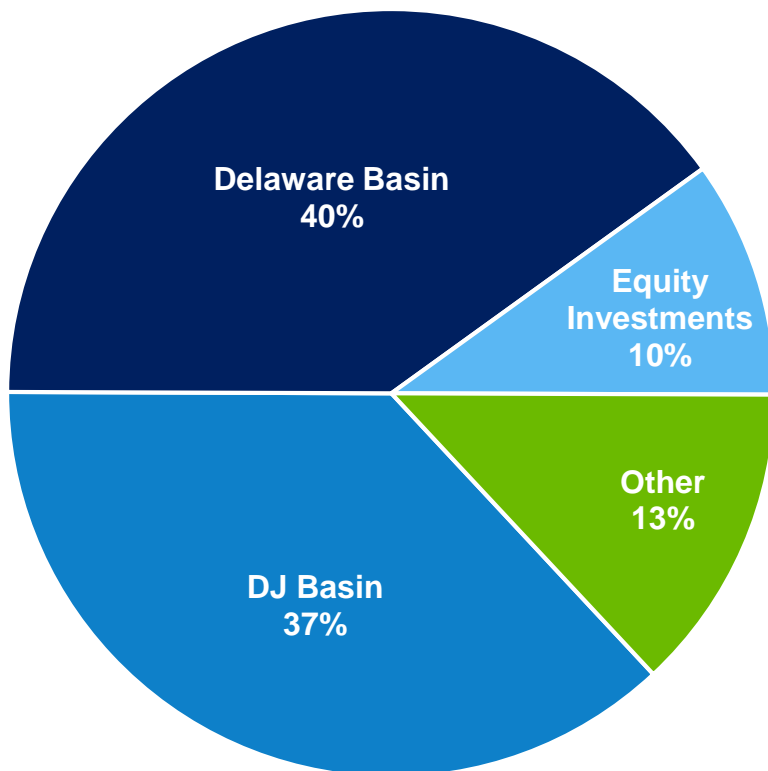
2) Non-operated equity interest.

Note: MVCs: Minimum Volume Commitments, COS: Cost-of-Service, Dedication: Acreage dedication, SWD: Salt Water Disposal

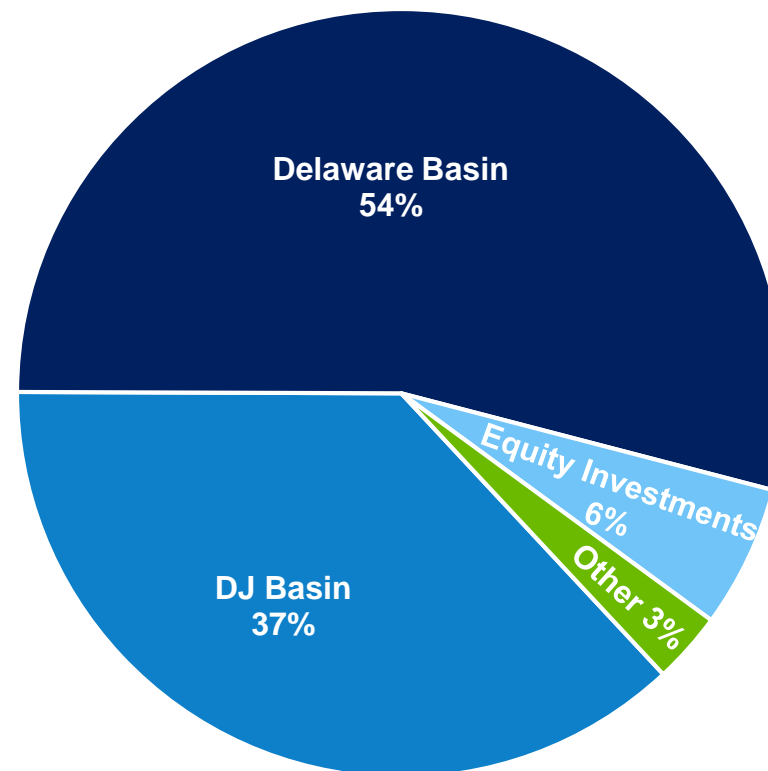


Significant Exposure to Growing Basins

**2019E Adjusted EBITDA:
\$1.8 to \$1.9 Billion**



**2019E Total Capital Expenditures:
\$1.3 to \$1.4 Billion**



Note: Delaware Basin Adjusted EBITDA includes distributions from, and Total Capital Expenditures includes contributions to, the following equity investments: Red Bluff Express Pipeline, Mi Vida and Bone Spring gas processing plants.

Transaction Beneficial to Both Parties

WGP Unitholder

WES Unitholder

Growth

Approximately 10% - 20% DCF per unit accretion and ability to generate distribution growth of 6% - 8% each year through 2021

Approximately 10% - 20% DCF per unit accretion each year through 2021, 2019 distribution growth (no cut versus 2018) plus increased longer-term growth profile

Coverage

Expected coverage expansion to over 1.2x in 2019 including the (0.10x) impact of the Class C conversion

Expected coverage of over 1.3x in 2020 - 2021

Liquidity

Over 4x public float increase

~1.5x public float increase



Robust 2019 Outlook

(\$ in millions, includes full-year effect of assets to be acquired)

Adjusted EBITDA ¹	\$1,800 - \$1,900
Total Capital Expenditures ^{2,3}	\$1,300 - \$1,400
Maintenance Capital Expenditures	\$110 - \$120
2019 Distribution Growth to Existing WES Unitholders	1% - 2%
2019 Distribution Growth to Existing WGP Unitholders	6% - 8%
2019 Distribution Coverage	Minimum 1.2x

1) A reconciliation of the Adjusted EBITDA range to net cash provided by operating activities and net income is not provided because the items necessary to estimate such amounts are not reasonably accessible or estimable at this time.

2) Includes equity investments.

3) Includes the assumed exercise of a 30% interest in Red Bluff Express Pipeline for an estimated total cost of \$110 million.

