

PENNTEx MIDSTREAM PARTNERS, LP CONFLICTS COMMITTEE CHARTER

The Conflicts Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of PennTex Midstream GP, LLC (the “General Partner”), the general partner of PennTex Midstream Partners, LP (the “Partnership”). The Committee is established to carry out such duties as are delegated to the Committee by the Board from time to time, including matters that the Board believes may present potential conflicts of interest between the General Partner and its affiliates (other than the Partnership), on the one hand, and the Partnership Group, on the other hand, that are referred by the Board to the Committee. Capitalized terms not otherwise defined herein shall have the meaning as set forth in the Partnership’s First Amended & Restated Agreement of Limited Partnership dated June 9, 2015 (the “Partnership Agreement”).

COMMITTEE MEMBERSHIP

The Committee may be a standing committee of the Board or may be constituted on a transactional or other basis as determined by the Board in its sole discretion. The Committee shall consist exclusively of two or more members of the Board who meet the requirements set forth in the definition of “Conflicts Committee” in the Partnership Agreement. The members of the Committee shall be appointed by the Board. The Board shall have the authority at any time to remove, with or without cause, one or more members of the Committee. If a chairman is not designated by the Board or present at a meeting, the Committee may designate a chairman by majority vote of the Committee members then in office.

MEETINGS

The Committee shall meet as circumstances dictate. The chairman of the Committee or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. A majority of Committee members then in office may act on behalf of the Committee. The Committee may meet in person, by telephone or videoconference (or similar electronic means), and may act by unanimous written consent.

COMMITTEE RESPONSIBILITIES

The Committee has the authority to engage its own legal counsel, financial advisors and other experts or consultants as it deems necessary or appropriate to assist in the full performance of its functions. The Committee shall have sole authority to retain and terminate any such consultants, including sole authority to approve the consultants’ fees and other retention terms. The Board shall authorize appropriate funding, as determined by the Committee, for the payment of any reasonable costs incurred by the Committee. The members of the Committee shall be entitled to such additional compensation as determined by the Board.

Without limiting the generality of the preceding statements, and subject to the applicable provisions of the Partnership Agreement and proper delegation to the Committee by the Board, the Committee may be responsible for:

- reviewing proposed amendments to the Partnership Agreement;
- upon the request of the Board, making a recommendation to the Board regarding specific proposed transactions between the General Partner or any of its affiliates (other than the Partnership, on the one hand, and the Partnership, on the other hand);
- upon the request of the Board, reviewing specific matters requiring action of the Committee pursuant to any agreement to which the Partnership is a party;
- carrying out any other duties properly delegated to the Committee by the Board from time to time.

MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings that will be filed with the minutes of the meetings of the Board.

At the request of the Board, the Committee will report periodically to the Board regarding the Committee's activities, which reports will be incorporated as a part of the minutes of the Board at which those reports are presented.