

# PENNTEx MIDSTREAM PARTNERS, LP WHISTLEBLOWER POLICY

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The following whistleblower policy (the “Policy”) has been adopted 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” and, together with its subsidiaries and the General Partner, the “Partnership Group”) to govern the receipt, retention and treatment of concerns (collectively, “Concerns”) regarding (i) the accounting practices, internal accounting controls and auditing matters of the Partnership Group, and (ii) violations of the Code of Business Conduct and Ethics of the Partnership Group (the “Code of Conduct”), the employee handbook of the Partnership and any other policy of the Partnership Group in effect from time to time and to protect the confidential, anonymous reporting of Concerns by directors, officers and employees of the Partnership Group (collectively, “Covered Persons”) and other stakeholders of the Partnership Group.

## 1. POLICY

It is the policy of the Partnership Group to treat Concerns seriously and expeditiously. Covered Persons may confidentially and anonymously submit Concerns for review by the Partnership Group, including:

- A. Concerns regarding the Partnership Group's compliance with accounting and auditing standards, including:
  1. Financial disclosure regarding the Partnership Group;
  2. Fraud or deliberate misstatement in the preparation, evaluation, review or audit of any financial statement of the Partnership Group;
  3. Fraud or deliberate misstatement in the recording and maintaining of financial records of the Partnership Group;
  4. Deficiencies in or non-compliance with the Partnership Group's internal policies and controls;
  5. Misrepresentation or a false statement by or to a Covered Person respecting a matter contained in the financial records or audit reports of the Partnership Group; or
  6. Deviation from full and fair reporting of the Partnership Group's financial condition; or

- B. Concerns regarding the violation of or non-compliance with the Code of Conduct or other policies of the Partnership Group in effect from time to time, including health and safety, environmental, anti-discrimination and insider trading policies.

## **2. COMMUNICATION OF THIS WHISTLEBLOWER POLICY**

To ensure that all Covered Persons are aware of this Policy, a copy of this Policy will be distributed to all Covered Persons at the time this Policy is adopted and to any Covered Persons who subsequently join the Partnership Group, and the Policy will be posted on the Partnership's website. All Covered Persons will be informed whenever significant changes are made to this Policy. Any other stakeholders of the Partnership Group can refer to Partnership's website for the most current version of the Policy.

## **3. CHIEF COMPLIANCE OFFICER**

Stephen Moore, Vice President and General Counsel has been assigned to serve as the Chief Compliance Officer of the Partnership Group and is responsible for overseeing the receipt, investigation, resolution and retention of all Concerns submitted pursuant to this Policy.

## **4. PROCEDURES REGARDING REPORTING**

Covered Persons should report any violations of the Code of Conduct and other policies of the Partnership Group as set forth in the Code of Conduct. Additionally, any person may submit a Concern using any of the methods described below.

Regardless of manner which a Concern is submitted to the Partnership Group, a person submitting a concern should include the following information to enable the Partnership Group to verify and investigate such Concern:

1. If a Covered Person, the division of the Partnership Group in which such Covered Person works and, if a non-employee stakeholder, where such person is employed or such person's relationship to the Partnership Group;
2. Any relevant information regarding the subject Concern and the circumstances giving rise to the Concern; and
3. Name of the caller (unless the caller wishes to remain anonymous).

Concerns may be submitted to the Partnership Group using any of the following methods:

- a. Telephone Hotline: Any person may submit a Concern by calling the Partnership Ethics Hotline at **1-866-822-6506**. The hotline is operated by Dialogue, a service provided by NASDAQ OMX Global Corporate Solutions to the Partnership Group.

Information from the call will be documented by Dialogue and forwarded to the Chief Compliance Officer, and will include at a minimum a written description of the information received regarding the Concern.

- b. Email or Website: Any person may submit a Concern by emailing [PTXP@openboard.info](mailto:PTXP@openboard.info) or by using an internet-based message interface accessed via <http://www.openboard.info/PTXP/>. Any emails or submissions via the website will be forwarded to the Chief Compliance Officer.
- c. Written Concerns: Written communications may also be submitted confidentially and anonymously, at the election of the submitting party, to the Chief Compliance Officer via email at [smoore@penntex.com](mailto:smoore@penntex.com) or in writing to the following mailing address:

Stephen Moore  
Chief Compliance Officer  
11931 Wickchester Lane  
Suite 300  
Houston, TX 77043

Concerns submitted to Dialogue using the hotline, email or website will also be provided to the Partnership Group's Vice President, Administration. If so requested by a Covered Person, the Partnership Group will protect the confidential and anonymous submission of a Concern to the fullest extent practical, consistent with the need to conduct an adequate review of the Concern and any related matters. Vendors, customers, business partners and other stakeholders external to the Partnership Group may also confidentially and/or anonymously submit Concerns as described above.

## **5. NO RETALIATION OR ADVERSE CONSEQUENCES**

The Partnership Group will abide by all applicable laws and stock exchange rules that prohibit retaliation against Covered Persons who lawfully submit Concerns under these procedures. No Covered Person who in good faith (a) reports a Concern under this Policy or (b) provides assistance to the Chief Compliance Officer, the Audit Committee, or any other person investigating such Concern shall suffer harassment, retaliation or adverse employment consequence as a result of such report or assistance. All other stakeholders of the Partnership Group who act in good faith in submitting a Concern shall also suffer no consequences for bringing about legitimate matters to the Chief Compliance Officer or the Audit Committee for consideration. An employee of the Partnership Group who retaliates against someone who has reported a concern or a violation in good faith is subject to discipline up to and including termination of employment.

## **6. ACTING IN GOOD FAITH**

This Policy is intended to encourage and enable Covered Persons and other stakeholders of the Partnership Group to raise serious and substantive Concerns within the Partnership Group rather than seeking resolution outside the Partnership Group. Anyone submitting a Concern must act in good faith and have reasonable grounds for submitting such Concern.

## **7. PROCEDURES FOR HANDLING CONCERNS**

- a. Investigation of Financial Reporting Concerns: Concerns regarding the accounting practices, internal accounting controls and auditing matters of the Partnership Group (collectively, “Financial Reporting”) will be reviewed under the direction of the Audit Committee. Upon receipt of a Concern, the Chief Compliance Officer will determine if the Concern pertains to Financial Reporting and, if so, will promptly provide such Concern to the Audit Committee of the Board (the “Audit Committee”). The Audit Committee may, in its discretion, investigate such Concerns itself or may seek the assistance of management of the Partnership Group, outside counsel or other third party advisors to investigate or assist in investigating any such Concerns regarding Financial Reporting.
- b. Investigation of Other Concerns: All Concerns other than those regarding Financial Reporting will be reviewed under the direction of the Chief Compliance Officer, and the Chief Compliance Officer will take or cause to be taken such investigative, remedial or other actions in response to any such Concern as the Chief Compliance Officer, in the exercise of his or her business judgment, deems appropriate. The Chief Compliance Office may investigate the matter himself or herself or may seek the assistance of management of the Partnership Group, the Partnership’s internal auditor, outside counsel or other third party advisors to investigate or assist in investigating any such Concerns.
- c. Third Party Investigations: In the event that the Audit Committee or the Chief Compliance Officer contracts with a third party to investigate or assist in investigating Concerns, the third party will comply with the policies and procedures set forth in this Policy.
- d. Human Resources Concerns: Any Concerns submitted by a Covered Person and relating to human resources matters will be forwarded directly to the Partnership Group’s human resources department and will be dealt with in a sensitive manner, consistent with the need to conduct an adequate review of the Concern and any related matters.

## **8. ACCESS TO REPORTS; RETENTION OF RECORDS**

- a. Investigation Results: All reports and records associated with Concerns are considered confidential information and access will be restricted to members of the Audit Committee, the Partnership Group’s legal department, employees of the Partnership Group or outside advisors involved in investigating a Concern as

contemplated by these procedures.

- b. Retention of Records: The Chief Compliance Officer shall retain or cause to be retained any communication regarding Concerns, together with such related materials as the Chief Compliance Office may deem appropriate but in no event less than required by any applicable law, rule or regulation.

**As adopted June 3, 2015**