

## **MPLX LP**

### **MPLX GP LLC GOVERNANCE PRINCIPLES**

(Amended and Restated effective April 29, 2015)

The Board of Directors (the “Board”) of MPLX GP LLC (the “Company”), acting on behalf of the Company in its capacity as general partner of MPLX LP (the “Partnership,” and together with its subsidiaries, the “Partnership Group”), has adopted these Governance Principles as of the date set forth above.

#### **Definitions**

Capitalized terms used but not defined herein shall have the meanings set forth in the Third Amended and Restated Agreement of Limited Partnership of the Partnership (as may be amended from time to time, the “Partnership Agreement”).

#### **I. BOARD OF DIRECTORS**

##### *A. Role of the Board*

The management and control of the business and affairs of the Partnership shall be carried out under the direction of the Board. The Partnership is a master limited partnership, and, as such, is governed by a limited partnership agreement under Delaware law. The Partnership Agreement sets forth the rights of the limited partners (the “Unitholders”). Except as expressly permitted by the Partnership Agreement, the Unitholders will not participate in the management of the Partnership, nor in the selection or election of any members of the Board (each, a “Director”). The basic charter document of the Company is its Second Amended and Restated Limited Liability Company Agreement (as may be amended from time to time, the “LLC Agreement”). Subject to certain exceptions set forth in the LLC Agreement, the sole member of the Company has delegated to the Board all of the Company’s power and authority to manage and control the business and affairs of the Partnership. Pursuant to the Partnership Agreement and the LLC Agreement, the governance of the Company is, in effect, the governance of the Partnership.

##### *B. Size and Composition of the Board*

The size of the Board shall be fixed from time to time by the member or members of the Company pursuant to the LLC Agreement. Such members of the Company shall periodically evaluate the advisability of any change in the number of Directors and composition of the Board.

The Board may have Directors who are also employees of any entity within the Partnership Group or of Marathon Petroleum Corporation or its affiliates (each a “Management Director”). The Board shall ultimately have at least three Directors who are not employees of any entity within the Partnership Group or of Marathon Petroleum Corporation or its affiliates (each a “Non-Management Director”) who are also affirmatively determined “independent” as defined by the rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock

Exchange (the “NYSE”) (each an “Independent Director”).

### *C. Board Membership Criteria*

The member or members of the Company shall be responsible for reviewing the skills and characteristics required of Directors in the context of the composition of the Board. Director candidates should have the background and experience sufficient to demonstrate an understanding of the financial and operational aspects of the businesses of the Partnership Group. The Board, as a whole, should possess a combination of skills, professional experience and diversity of backgrounds to ensure a range of perspectives on issues faced by public companies.

### *D. Chairman of the Board and Lead Director*

The Board does not have a policy requiring the role of the Chairman of the Board and Chief Executive Officer (“CEO”) to be filled by separate persons or a policy requiring the Chairman of the Board to be a Non-Management Director. The Board shall make a determination regarding this issue each time the Board elects a new CEO or at such other times as consideration of the matter is warranted under the circumstances. The Chairman of the Board shall preside at regular meetings of the Board. At times when the role of Chairman of the Board is filled by the CEO, the Board may appoint an Independent Director as a “Lead Director” to preside over executive sessions of the Board or other Board meetings when the Chairman of the Board is absent. The name of any Lead Director shall be disclosed in the Partnership’s annual report.

### *E. Director Orientation and Continuing Education*

The Company shall conduct an orientation program for new Directors, which shall include presentations by appropriate Company executive officers. Continuing education programs may be recommended to the Directors by the Board, the CEO or the executive officers of the Company, and Directors will be encouraged to attend such enrichment programs.

## **II. COMMITTEES OF THE BOARD**

### *A. Number of Committees*

The standing committees of the Board shall be the Audit Committee and the Conflicts Committee. The Board, from time to time, may form one or more other standing or *ad hoc* committees, or disband any such other committees. Each standing committee shall have a written charter adopted by the Board, and each committee will perform its duties as assigned by the Board in compliance with the committee’s charter.

### *B. Assignment of Committee Members and Chairs*

The membership and chairs of each committee shall be appointed by the Board. The Board shall also make all determinations regarding committee membership qualifications.

### *C. Committee Meetings*

The chair of each committee, in consultation with committee members, shall determine the frequency and length of meetings of the committee.

### *D. Committee Agendas*

The chair of each committee, in consultation with the appropriate executive officers and staff, shall develop committee meeting agendas.

## **III. DIRECTOR QUALIFICATION STANDARDS**

### *A. Director Independence*

Each member of the Audit Committee shall be an Independent Director who is financially literate as determined by the Board and who also meets the additional, heightened independence criteria applicable to audit committee members as set forth in the listing standards of the NYSE. In addition, at least one member of the Audit Committee shall be an “audit committee financial expert” as such term is defined in the rules of the SEC.

Each member of the Conflicts Committee shall be an Independent Director who also: (i) meets the additional, heightened independence criteria applicable to audit committee members as set forth in the listing standards of the NYSE; and (ii) meets the requirements set forth in the definition of “Conflicts Committee” in the Partnership Agreement.

### *B. Director Capacity*

Each Director shall be actively engaged in his or her profession or otherwise regularly involved in business, professional or academic communities, and normally available for meetings of the Board and its committees. Not every change in the primary professional affiliation or health condition of a Director shall necessarily result in the Director’s resignation from the Board; however, a Director should apprise the Board of such developments. Any Director who undergoes a significant change in his or her professional affiliations or experiences a health condition that adversely affects his or her ability to perform the essential functions and responsibilities of a Director, shall promptly tender a written resignation to the Board for its consideration.

Any Management Director whose employment with such entity terminates after election to the Board shall promptly tender a written resignation to the Board for its consideration.

### *C. Conflicts Of Interest*

If an actual or potential conflict of interest develops between the Company and/or the Partnership Group, on the one hand, and a Director, on the other hand, the Director shall disclose the matter promptly to the Board and shall consider whether it is appropriate to excuse himself or herself from participation in the discussion and from any vote on the matter. Any conflict involving the Partnership Group shall be resolved as set forth in the Partnership Agreement.

#### *D. Service on Other Boards*

The Company believes that service on the boards of directors of other companies often broadens and deepens the knowledge and experience of directors. However, service on too many boards may interfere with an individual's ability to perform his or her responsibilities as a Director. Accordingly, before accepting an additional directorship with another company, a Director shall consider whether the new directorship will compromise the Director's ability to perform his or her responsibilities to the Company. A Director shall consult with the Board before accepting a new directorship to ensure that it is permissible under applicable law and governance policies and principles. Because time demands from board to board and capacities of individual Directors vary, the Company does not endorse a specific limitation on the number of directorships a Non-Management Director may hold. The Management Directors shall be subject to any applicable directorship limitations imposed by Marathon Petroleum Corporation or its affiliates.

#### *E. Term Limits and Retirement*

The Company does not favor the establishment of term limits for Directors. Such limits may result in the loss of Directors who have gained valuable knowledge concerning the Company and its operations and who have an important perspective on long-term strategies and initiatives of the Company.

No person shall serve as a Director if such person has attained the age of 73; *provided, however*, that any Director who also serves on the board of directors of Marathon Petroleum Corporation or any of its affiliates (other than an entity within the Partnership Group) may serve on the Board through the later of the date that such Director attains the age of 73 and the retirement date imposed by Marathon Petroleum Corporation or such affiliate.

### **IV. DIRECTOR RESPONSIBILITIES**

#### *A. Attendance at Board Meetings and Advance Review of Board Materials*

Directors are expected to attend and actively participate in Board meetings and meetings of committees on which they serve and to devote the time necessary to properly discharge their responsibilities. Directors are also expected to review in advance the meeting materials sent to them.

#### *B. General Responsibilities*

The Board should exercise vigorous and diligent oversight of the affairs of the Company and the Partnership Group, but it should not perform or duplicate the role of the Company's management. In discharging these responsibilities, Directors may rely on the honesty and integrity of the Company's executive officers and the employees of any entity within the Partnership Group or of Marathon Petroleum Corporation or its affiliates, and its auditors and advisors, to the extent permitted by Delaware law.

*C. Election of Executive Officers*

The Board shall elect the CEO and the other executive officers of the Company.

*D. Selection of Agenda Items for Board Meetings*

The Chairman of the Board, assisted by the Company's executive officers, shall prepare and distribute to the Directors, schedules and agenda materials for Board and committee meetings. The Chairman of the Board shall establish the agenda for each Board meeting, and may adjust agendas to include special items and additional unforeseen topics. Directors who wish to include a major agenda item on the agenda for a Board meeting should notify the Chairman of the Board.

*E. Board Materials Distributed In Advance*

The Board shall be informed in advance of all major proposals to ensure Directors an opportunity to make meaningful and deliberate contributions to the decision-making process. Information within the control of the Company deemed pertinent to the understanding of a matter shall be distributed to the Board in advance of the Board meeting at which such matter is to be considered, except in cases involving extreme urgency or confidentiality.

*F. Executive Sessions of Non-Management Directors*

The Non-Management Directors shall meet at regularly scheduled executive sessions without management participation. The Directors who meet in executive session shall not constitute a committee of the Board and shall not take action at such sessions. If the Non-Management Directors include Directors who are not Independent Directors, the Independent Directors shall meet separately in executive session at least once each year. If the Chairman of the Board is a Management Director, then executive sessions of the Non-Management Directors and the Independent Directors shall be chaired by the Lead Director or, if no Lead Director has been appointed, then by the chair of the Audit Committee.

*G. Communications with Stakeholders*

The Chairman of the Board and the CEO shall be responsible for establishing effective communications with the Unitholders and other stakeholder groups. Interested parties may communicate directly with the Independent Directors by submitting a communication in an envelope marked "Confidential" addressed to the "Independent Members of the Board of Directors," in care of the Secretary of the Company at:

MPLX GP LLC  
200 E. Hardin Street  
Findlay, Ohio 45840

The Partnership shall disclose in its annual report the method by which interested parties may communicate with the Independent Directors.

#### *H. Board's Performance Evaluation*

The Board and each of the standing committees of the Board shall engage in an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Board shall also engage in an annual evaluation of the effectiveness of the Audit Committee to ensure the existence of adequate controls over the financial reporting and risk mitigation strategies of the Company and the Partnership. These evaluations are intended to be of the Board and its committees as collective bodies and not of Directors on an individual basis, and will include a review of these Governance Principles.

#### *I. Director Compensation*

Only Non-Management Directors shall be compensated for their service as Directors. Non-Management Director compensation is intended to be sufficient to attract the most-qualified candidates available. The Board shall engage in an annual evaluation of the form and amount of Non-Management Director compensation. Management Directors shall not receive compensation for their service on the Board.

#### *J. Executive Officer Compensation*

The Board shall be responsible for reviewing the executive compensation program of the Partnership Group to ensure that it is adequate to attract, motivate and retain high performing executive personnel and that it directly and materially aligns with the short-term and long-term objectives of the Partnership. The Board shall also approve grant awards to officers of the Partnership Group under any Plan.

### **V. BOARD OVERSIGHT OF MANAGEMENT**

#### *A. Succession Planning and Management Development*

The Board shall review succession plans for senior management at least annually. As part of the succession planning process, the CEO shall report to the Board on succession planning no less frequently than annually. This report shall include the CEO's recommendation as to his or her own successor in the event the CEO is unable to function as CEO.

#### *B. Strategic Planning*

The Board shall review the Partnership's long-term strategic plan and business initiatives at least annually.

#### *C. Board Access to Senior Management and Independent Advisors*

Directors shall have complete access to the Company's senior management. The Directors may seek at any time, as necessary and appropriate and at the expense of the Company, legal or other expert advice from sources independent of management.

#### *D. Evaluation of CEO Performance*

The Board shall annually review the performance of the CEO in light of the Partnership's long-term strategic plan and other goals and objectives established by the Board.