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## RELATED PERSON TRANSACTIONS

### GENERAL PURPOSE

To establish procedures for monitoring, reviewing and approving or ratifying Related Person Transactions (as defined below) by the Board of Directors (the “Board”) of MPLX GP LLC (the “General Partner”), the general partner of MPLX LP (the “Partnership,” and together with its subsidiaries, the “Partnership Group”).

### POLICY STATEMENT

It is the Partnership’s Policy to enter into Related Person Transactions only when the Board determines in accordance with the procedures set forth in this Policy that the Related Person Transaction is in, or is not inconsistent with, the best interests of the Partnership.

#### Related Person Transactions

For the purposes of this Policy, a "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which any member of the Partnership Group was, is or will be a participant, the amount involved exceeds \$120,000, and any Related Person had, has or will have a direct or indirect material interest (other than where the interest arises only from (a) the Related Person’s position as a director of another entity, (b) the direct or indirect ownership by the Related Person and any other Related Person, in the aggregate, of less than a 10% equity interest in another entity (other than a partnership) or (c) both such position and ownership). For purposes of this Policy, the amount involved with respect to any contract or agreement to which a member of the Partnership Group is a party is the amount reasonably expected to be paid or received by such member of the Partnership Group over the entire term or duration of such contract or agreement.

For purposes of this Policy, a “Related Person” means:

1. any person who is, or at any time since the beginning of the Partnership’s last fiscal year was, a Director or Executive Officer of the General Partner or a nominee to become a Director of the General Partner (a “Nominee”);
2. any person who is known to be the beneficial owner of more than 5% of any class of the Partnership’s voting securities other than Marathon Petroleum Corporation (“MPC”) or its affiliates;
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the Director, Executive Officer, Nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such Director, Executive Officer, Nominee or more than 5% beneficial owner; and
4. any firm, corporation or other entity in which any of the foregoing persons is employed or is a director, executive officer, partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.



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## Identification of Related Persons

1. Directors, Executive Officers and Nominees. In conjunction with an annual Directors' and Officers' Questionnaire, each Director and Executive Officer of the General Partner shall submit to the Office of the Corporate Secretary the following information: (a) a list of his or her immediate family members (as defined above); (b) for each person listed and for the Director or Executive Officer, the person's employer and job title or brief job description; (c) for each person listed and for the Director or Executive Officer, each firm, corporation or other entity in which such person is a director, executive officer, partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest; and (d) for each person listed and for the Director or Executive Officer, each charitable or non-profit organization for which the person is actively involved in fundraising or otherwise serves as a director, trustee or in a similar capacity.

Any person nominated to stand for election as a Director of the General Partner shall submit the information described above to the Office of the Corporate Secretary no later than the date of his or her nomination.

Any person who is appointed as a Director or an Executive Officer of the General Partner shall submit to the Office of the Corporate Secretary the information described above prior to such person's appointment as a Director or Executive Officer, except in the case of an Executive Officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

Each Director and Executive Officer of the General Partner is expected to timely notify the Office of the Corporate Secretary of any updates to the list of Related Persons, their employment and their relationships with other entities or charitable organizations, in each case, as set forth in such Director's or Executive Officer's most recent responses to the Directors' and Executive Officers' Questionnaire. This includes notification of the marriage of the Director or Executive Officer, or the marriage of his or her sibling or child.

The Office of the Corporate Secretary, by examining Securities and Exchange Commission ("SEC") filings and through the use of Internet search engines and a review of applicable websites, publications, and other relevant resources shall, if necessary, expand the lists provided by Directors, Executive Officers and Nominees by adding parent companies, subsidiaries and affiliated companies, as applicable, to the firms, companies or entities set forth on the lists.

2. Five Percent Owners. At the time the Partnership becomes aware of a person's status as a beneficial owner of more than 5% of any class of the Partnership's voting securities (other than MPC or its affiliates), the Office of the Corporate Secretary, by examining SEC filings and through the use of Internet search engines and a review of applicable websites, publications, and other relevant resources, shall create a list, to the extent such information is publicly available, of (a) if the person is an individual, the same information as is requested of Directors and Executive Officers under this Policy, and (b) if the person is a firm, corporation or other entity, a list of principals or executive officers of the firm, corporation or entity.



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## Dissemination of Related Person Master List

The Office of the Corporate Secretary shall compile the information collected pursuant to the procedures described in Section B above and create a master list of Related Persons. The Office of the Corporate Secretary shall distribute the master list and any updates thereof to employees of MPC or its affiliates such as: (a) the department leaders responsible for purchasing goods or services for the Partnership or selling the Partnership's goods or services; and (b) the supervisor of accounts payable and the supervisor of accounts receivable. In addition, the Office of the Corporate Secretary shall distribute the portion of the master list containing the names of immediate family members of Directors, Executive Officers and Nominees to the MPC Chief Human Resources Officer and the portion of the master list containing the names of charitable and non-profit organizations to the Officers or their designees responsible for charitable contributions. The recipients of the master list shall utilize the information to effectuate this Policy within their respective areas of responsibility.

## Approval Procedures

A Related Person Transaction identified as such prior to its consummation or amendment shall be consummated or amended only if the following steps are taken:

1. Prior to entering into the Related Person Transaction (a) the Related Person, (b) the Director, Executive Officer, Nominee or beneficial owner who is an immediate family member of the Related Person, or (c) the business unit or department leader responsible for the potential Related Person Transaction shall provide notice to the Office of the Corporate Secretary of the facts and circumstances of the proposed Related Person Transaction, including: (i) the Related Person's relationship to the Partnership and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Partnership of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed Related Person Transaction is on terms comparable to terms available to an unrelated third party or to employees generally. In the event the notice is provided to the Office of the Corporate Secretary by someone other than the business unit or department leader responsible for the potential Related Person Transaction, a member of the Office of the Corporate Secretary shall meet with the relevant business unit or department leader to confirm and supplement the information provided in the original notice. The Office of the Corporate Secretary will assess whether the proposed transaction is a Related Person Transaction for purposes of this Policy.
2. If the Office of the Corporate Secretary determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Board for consideration at the next Board meeting or, in those instances in which the Office of the Corporate Secretary, in consultation with the Executive Vice President and Chief Financial Officer of the General Partner, determines that it is not practicable or desirable for the Partnership to wait until the next Board meeting, to the Chairman and Chief Executive Officer of the General Partner (or by any uninterested member of the Board, if the Related Person Transaction involves the Chairman and Chief Executive Officer of the General Partner).
3. The Board, or where submitted to the Chairman and Chief Executive Officer of the General Partner or other member of the Board, the Chairman and Chief Executive Officer of the General Partner or such other Board member, shall consider all of the relevant facts and circumstances including, but not limited to: (a) the benefits to the Partnership including the business



justification; (b) the impact on a Director's independence in the event the Related Person is a Director, an immediate family member of a Director or an entity in which a Director is a partner, shareholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the transaction; and (e) the terms available to unrelated third parties or to employees generally; and (f) whether the transaction is consistent with the Code of Business Conduct. No member of the Board shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Board or where submitted to the Chairman and Chief Executive Officer of the General Partner or other member of the Board, the Chairman and Chief Executive Officer of the General Partner or such other Board member, shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Partnership and its unitholders, as the Board (or the Chairman and Chief Executive Officer of the General Partner or such other member of the Board, as the case may be) determines in good faith. The Board or Chairman and Chief Executive Officer of the General Partner or such other member of the Board, as applicable, shall convey the decision to the Vice President, Chief Securities, Governance and Compliance Officer and Corporate Secretary, who shall convey the decision to the appropriate persons within the Partnership or the General Partner.

4. The Chairman and Chief Executive Officer of the General Partner or such other member of the Board, as the case may be, shall report to the Board at the next Board meeting any approval under this Policy pursuant to the authority delegated herein.

#### **Ratification Procedures**

As and when requested by the Office of the Corporate Secretary, the supervisors of accounts payable, accounts receivable and payroll shall produce reports of any amounts paid or payable to, or received or receivable from, any Related Person, and those reports shall be provided to the Office of the Corporate Secretary to determine if there are any Related Person Transactions that were not previously approved or previously ratified under this Policy.

In the event the Chairman and Chief Executive Officer of the General Partner, President of the General Partner, Executive Vice President and Chief Financial Officer of the General Partner or Vice President, Chief Securities, Governance and Compliance Officer and Corporate Secretary becomes aware, as a result of the accounts payable, accounts receivable or payroll reports described above or otherwise, of a Related Person Transaction that has not been previously approved or previously ratified under this Policy:

1. If the transaction is pending or ongoing, it will be submitted to the Board or Chairman and Chief Executive Officer of the General Partner promptly, and the Board or Chairman and Chief Executive Officer of the General Partner shall consider all of the relevant facts and circumstances available to the Board or the Chairman and Chief Executive Officer of the General Partner including, but not limited to: (a) the benefits to the Partnership including the business justification; (b) the impact on a Director's independence in the event the Related Person is a Director, an immediate family member of a Director or an entity in which a Director is a partner, shareholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the transaction; and (e) the terms available to unrelated third parties or to employees generally; and (f) whether the transaction is consistent with the Code of Business Conduct. Based on the conclusions reached, the Board or the Chairman and Chief Executive



Officer of the General Partner shall evaluate all options including, but not limited to, ratification, amendment or termination of the Related Person Transaction; and

2. If the transaction is completed, the Board or Chairman and Chief Executive Officer of the General Partner shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction is appropriate, and shall request that the General Partner evaluate the Partnership's controls and procedures to ascertain the reason the transaction was not submitted to the Board or Chairman and Chief Executive Officer of the General Partner for prior approval and whether any changes to these procedures are recommended.

### **Standing Pre-Approval for Certain Related Person Transactions**

Notwithstanding anything to the contrary in this Policy, the following Related Person Transactions described below shall be deemed to have been approved by the Board, even if the aggregate amount involved exceeds \$120,000:

1. Any compensation paid to an Executive Officer of the General Partner if the compensation is or would be required to be disclosed pursuant to Item 402 of Regulation S-K (or any successor rule or regulation) if such Executive Officer were a "named executive officer";
2. Any compensation paid to a Director of the General Partner if the compensation is or would be required to be disclosed in the pursuant to Item 402 of Regulation S-K (or any successor rule or regulation);
3. Any transaction where the Related Person's interest arises solely from the ownership of the Partnership's securities; and
4. Any ongoing employment relationship; *provided, however*, that such employment relationship will be subject to initial review and approval as provided herein; and
5. Any transaction between the Partnership or any of its subsidiaries, on the one hand, and the General Partner or any of its affiliates, on the other hand; *provided, however*, that such transaction is approved pursuant to the otherwise applicable policies and practices of the Partnership and consistent with the Third Amended and Restated Agreement of Limited Partnership of MPLX LP, as may be amended from time to time.

### **Review of Ongoing Transactions**

At the Board's meeting in January or February of each fiscal year, the Board shall review all previously approved or ratified Related Person Transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from the Partnership of more than \$120,000. Based on all relevant facts and circumstances, taking into consideration the Partnership's contractual obligations, the Board shall determine if it is in the best interests of the Partnership and its unitholders to continue, modify or terminate the Related Person Transaction; *provided, however*, that ongoing employment relationships will be subject to review and approval only initially and upon a material change.



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## Charitable Contributions

Proposed charitable contributions or pledges of charitable contributions by the Partnership to a charitable or non-profit organization identified on the roster of Related Persons shall be subject to prior review and approval by the Board at the next Board meeting or, in those instances in which the Office of the Corporate Secretary, in consultation with the Executive Vice President and Chief Financial Officer of the General Partner, determines that it is not practicable or desirable for the Partnership to wait until the next Board meeting, by the Chairman and Chief Executive Officer of the General Partner. Notwithstanding the foregoing, the following charitable contributions need not be approved by the Board or the Chairman and Chief Executive Officer of the General Partner: (i) contributions not to exceed \$5,000 annually to any charitable or non-profit organization for which a Director or Executive Officer of the General Partner is actively involved in fundraising or otherwise serves as a director, trustee or in a similar capacity, provided that the aggregate contributions by the Partnership Group to all charitable or non-profit organizations for which such Director or Executive Officer is actively involved in fundraising or otherwise serves as a director, trustee or in a similar capacity may not exceed \$10,000 annually without prior approval in accordance with this Section H; or (ii) contributions to any charitable or non-profit organization for which any Director or Executive Officer of the General Partner is actively involved in fundraising or otherwise serves as a director, trustee or in a similar capacity at the request of the Partnership. In addition, each “named executive officer” (as defined by SEC rules) shall report to the Office of the Corporate Secretary, and the Office of the Corporate Secretary shall consolidate the information and report to the Board, on an annual basis, charitable contributions in excess of \$120,000 by the Partnership’s named executive officers and their spouses to charitable or non-profit organizations identified on the roster of Related Persons.

## Disclosure

All Related Person Transactions that are required to be disclosed in the Partnership’s filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy shall be disclosed in the Partnership’s annual report on Form 10-K, as required by applicable laws, rules and regulations.

## POLICY APPLICATION

This Policy applies to MPLX LP. Further, the substance of this Policy, appropriately adapted for the conditions involved, is recommended for adoption by the Partnership’s consolidated subsidiaries and, if permitted and appropriate under applicable agreements, Partnership-operated joint venture entities.

## POLICY ADMINISTRATION

The administration of this Policy is the responsibility of the Vice President, Chief Securities, Governance and Compliance Officer and Corporate Secretary.

## POLICY REVIEW

This Policy shall be reviewed at least once every five years, or more frequently as stipulated by the approver, or when a significant change occurs, including any change in law, that impacts the content or the substance of this Policy.



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## **POLICY EXCEPTIONS**

None

## **REFERENCES**

Code of Business Conduct