

**NOBLE MIDSTREAM GP LLC
NOBLE MIDSTREAM PARTNERS LP**

CODE OF CONDUCT

Adopted as of September 14, 2016

The Board of Directors (the “**Board**”) of Noble Midstream GP LLC, a Delaware limited liability company (the “**General Partner**”), acting in its capacity as the general partner of Noble Midstream Partners LP, a Delaware limited partnership (the “**Partnership**,” and together with the General Partner and the Partnership’s subsidiaries, the “**Company**”), has adopted this Code of Conduct (the “**Code**”) as of the date set forth above.

This Code sets forth the Company’s policy with respect to business ethics and conflicts of interest, and is intended to ensure that Directors, Officers and Employees (as defined below) of the Company and its applicable affiliates and business partners (each, as defined below) conduct business with the highest standards of integrity and in compliance with all applicable laws and regulations. Although this Code provides only a brief description of the potential problems that may arise, a familiarity with the basic principles of this Code should assist Directors, Officers and Employees in avoiding illegal or unethical behavior.

This Code applies to:

- Directors, officers and employees of the Company.
- Officers and employees of the Company’s applicable affiliates (as defined below).
- Contract staff, vendors, service providers and agents working for or providing services to or on behalf of the Company (collectively, “business partners”).

As used herein, references to “applicable affiliates” includes affiliates of the Company working for or providing services to, or on behalf of, the Company, and

references to “Officers, Directors and/or Employees” refer not only to directors, officers and employees of the Company, but also to officers and employees of the Company’s applicable affiliates and business partners, as described above.

1. Code of Ethics Contact Person

For purposes of this Code, the “**Code of Ethics Contact Person**” shall be different for various Directors, Officers and Employees. For the principal executive officer(s) and directors of the General Partner, the Code of Ethics Contact Person is any member of the Audit Committee of the Board. For any other person, the Code of Ethics Contact Person is such person’s immediate supervisor.

2. Compliance with Laws

All Directors, Officers and Employees should respect and comply with all of the laws, rules and regulations of the jurisdictions in which the Company conducts its business, and all other laws, rules and regulations that are applicable to the Company.

Compliance with legal requirements should include, without limitation, compliance with insider trading laws and the Company’s prohibitions on “insider trading.” Generally, no Director, Officer or Employee may buy, sell or otherwise trade in the stock or other securities of a company at any time when the person has access to or knowledge of confidential or material, non-public information about such company, whether or not they are using or relying upon that information. This restriction on “insider trading” is not limited to trading in the Partnership’s securities. It includes trading in the securities of other companies, particularly companies that are current or prospective customers or suppliers or affiliates of the Company. The restriction extends to sharing information or tipping others about such information, especially since the individuals receiving such information might utilize such information to trade in the securities. In addition, the Company has implemented separate trading restrictions to reduce the risk or appearance of insider trading.

This Code does not summarize all laws, rules and regulations applicable to the Company and its Directors, Officers and Employees. Although not all Directors, Officers and Employees are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel.

For additional information regarding the Company's prohibitions on "insider trading," please see the Company's Insider Trading Policy and Compliance Program. For information on other laws, rules and regulations that are applicable to the Company, or if you have questions or concerns regarding compliance with the Company's Insider Trading Policy and Compliance Program or to report potential violations of the Policy, please contact any of the following:

- Contact the Legal Department (832) 639-7007
legal@nblmidstream.com
- Email the Compliance Helpline helpline@nblmidstream.com
- Contact the Noble Talk Helpline 1-866-311-4219
NobleTalk.ethicspoint.com

3. Conflicts of Interest

All Directors, Officers and Employees should be scrupulous in avoiding a conflict of interest or the appearance of a conflict of interest with regard to the Company's interests. A conflict situation may arise when a Director, Officer or Employee takes actions or has private commercial or financial interests that interfere with his or her objectivity in performing his or her duties and responsibilities for the Company. Conflicts of interest may also arise when a Director, Officer or Employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in or with the Company, whether received from the Company or a third party. It is almost always a conflict of interest for a Director, Officer or Employee of the Company or an applicable affiliate of the Company to work simultaneously for a supplier, customer, partner, subcontractor or competitor of the Company, and as such, such Directors,

Officers and Employees should avoid any direct or indirect business connection with the Company's suppliers, customers, partners, subcontractors or competitors, except with respect to his or her employment as an officer or employee of an affiliate of the Company, any connection made on the Company's behalf or as otherwise approved by the Board or the appropriate Code of Ethics Contact Person.

Furthermore, such Directors, Officers and Employees should consult with the appropriate Code of Ethics Contact Person before accepting any position as an officer or director of any outside business concern; *provided*, that independent directors of the General Partner shall advise the Chairman of the Board prior to accepting any new position in accordance with the Company's Corporate Governance Guidelines. Loans to, or guarantees of obligations of, employees and their respective family members may also create impermissible conflicts of interest. Federal law prohibits loans by the Company to executive officers and directors of the Company.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board or its authorized committee. Conflicts of interest may not always be clear-cut, so persons with questions should consult with the Code of Ethics Contact Person. Any Director, Officer or Employee who becomes aware of a material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should bring it to the attention of the Code or Ethics Contact Person or consult the procedures described in Section 15 ("Reporting Any Illegal or Unethical Behavior") of this Code.

If a conflict arises between the General Partner on the one hand and the Partnership on the other hand, the Partnership's First Amended and Restated Agreement of Limited Partnership (the "**Partnership Agreement**") specifies a process for resolution of such conflict of interest. Proper resolution of conflicts of interest or potential conflicts of interest in accordance with the process described in the Partnership Agreement is consistent with the requirements of this Code.

4. Related Person Transactions

The Company recognizes that related person transactions present a heightened risk of conflicts of interest, and therefore, all such transactions that are required to be disclosed under the rules of the Securities and Exchange Commission (the “**SEC**”) shall be subject to approval or ratification by the Board or its authorized committee. In the event that the Board or its authorized committee considers ratification of a related person transaction and determines not to so ratify such transaction, the officers of the Company shall make all reasonable efforts to cancel or annul the transaction.

In determining whether or not to recommend the initial approval or ratification of a related person transaction, the Board or its authorized committee should consider all of the relevant facts and circumstances available, including (if applicable) but not limited to (a) whether there is an appropriate business justification for such transaction; (b) the benefits that accrue to the Partnership as a result of such transaction; (c) the terms available to unrelated third parties entering into similar transactions; (d) the impact of such transaction on a director’s independence (in the event the related person is a director of the Company, an immediate family member of a director of the Company or an entity in which a director of the Company is a partner, member, shareholder or executive officer); (e) the availability of other sources for comparable products or services; (f) whether it is a single transaction or a series of ongoing, related transactions; and (g) whether entering into such transaction would be consistent with this Code.

5. Corporate Opportunity

Any business opportunity that is discovered through or arises from the use of property, information or position of the Company belongs to the Company. Any Director, Officer or Employee who becomes aware of such an opportunity must first bring it to the attention of the Code of Ethics Contact Person before being pursued in an individual capacity. No Director, Officer or Employee may take personal advantage of such an opportunity without first receiving specific written approval from, (a) with respect to any employee of the Company or any of its applicable affiliates or business partners, the

Chief Executive Officer or the Board, or (b) with respect to any director or executive officer of the Company or its applicable affiliates (an officer subject to the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended), the Board. In the absence of pre-approval, a Director, Officer or Employee must abandon or forfeit such opportunity, or seek a waiver under Section 18 (“Amendment, Modification and Waiver”) of this Code.

6. Confidentiality

Directors, Officers and Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its suppliers or customers, except when disclosure is authorized by the Code of Ethics Contact Person or required by applicable laws, regulations or legal proceedings. Whenever feasible, Directors, Officers and Employees should consult the Code of Ethics Contact Person if they believe they have a legal obligation to disclose confidential information. Generally, confidential information includes all information, whether oral or in writing, that has not been disclosed to the public and that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

7. Fair Dealing

Each Director, Officer or Employee should endeavor to deal fairly with the Company’s customers, suppliers, competitors, officers and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. However, nothing in this Code alters the existing legal rights and obligations of the Company, its applicable affiliates and its and their respective employees (such as those relating to “at will” employment).

8. Protection and Proper Use of Company Assets

All Directors, Officers and Employees should protect the Company’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the

Company's profitability. All assets of the Company should be used only for legitimate business purposes.

9. Accounting Complaints

The Company's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Company. If any Director, Officer or Employee has concerns or complaints regarding questionable accounting, internal accounting controls or auditing matters of the Company, then he or she is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) to the Audit Committee of the Board (which will, subject to its duties arising under applicable law, regulations and legal proceedings, treat such submission confidentially) in accordance with the procedures outlined in the Company's Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters (the "Whistleblower Policy").

As further described in the Whistleblower Policy, you can report complaints or concerns regarding accounting, internal accounting controls and auditing matters or other matters to the Audit Committee on an anonymous and confidential basis by any, or all, of the following options:

- Write to the Audit Committee Chair, Audit Committee
Noble Midstream GP LLC
1001 Noble Energy Way
Houston, Texas 77070
- Email the Audit Committee auditcommittee@nblmidstream.com
- Email the Compliance Helpline helpline@nblmidstream.com
- Contact the Noble Talk Helpline 1-866-311-4219
NobleTalk.ethicspoint.com

In addition to the options outlined above, you can also directly contact the Legal Department at (832) 639-7007 or legal@nblmidstream.com, to report complaints or

concerns regarding accounting, internal accounting controls and auditing matters or other matters.

10. Safety; Prohibited Substances

The Company strives to provide each Director, Officer and Employee with a safe work environment. Each Director, Officer and Employee has responsibility for maintaining a safe workplace for all Directors, Officers and Employees by following safety and health rules and practices, and by reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Directors, Officers and Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol, or any other substance that may impair his or her ability to perform the essential functions of his or her job or create an unsafe work environment. The use of illegal drugs in the workplace shall not be tolerated.

11. Employment Practices

The Company is committed to maintaining a work place free from illegal discrimination, intimidation and harassment. Threats, intimidation, harassment or acts of physical violence in the workplace are prohibited and should be reported. Directors, Officers and Employees shown to be involved in such activities are subject to disciplinary action, up to and including discharge.

12. Business Entertainment, Gifts and Courtesies

The purpose of business entertainment, gifts and courtesies in a commercial setting is to create goodwill and sound working relationships, and not to gain unfair advantage with customers. Directors, Officers and Employees must act in a fair and impartial manner in all business dealings. No entertainment, gift or courtesy should be offered, given, provided or accepted by any Director, Officer or Employee, or any of their family members or agents, unless it: (a) is not a cash gift, (b) is consistent with customary business practices, (c) cannot be construed as a bribe or payoff and (d) does

not violate any laws or regulations. Persons should contact the Code of Ethics Contact Person if they are not certain that any entertainment, gift or courtesy is appropriate.

13. Books and Records

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Directors, Officers and Employees shall follow the record retention policies followed by the Company. Directors, Officers and Employees shall not destroy, shred or alter records that are in any way related to a threatened, imminent or pending legal or administrative proceeding, litigation, audit or investigation.

14. Public Company Reporting and Other Government Filings

It is the Company's policy that the information in its public communications, including the Partnership's periodic reports and other filings with the SEC, be timely and understandable and fair, complete and accurate in all material respects. Depending on his or her position with the Company, a Director, Officer or Employee may be called upon to provide necessary information in furtherance of this policy. The Company expects Directors, Officers and Employees to take this responsibility very seriously and to provide prompt, accurate and complete answers to inquiries related to the Company's public disclosure requirements.

All Directors, Officers and Employees are prohibited from knowingly misrepresenting or omitting, or causing others to misrepresent or omit, material facts about the Company to anyone having a role in the Company's financial reporting and disclosure processes. No Director, Officer or Employee shall directly or indirectly take any action to fraudulently induce, coerce, manipulate or mislead the Company's independent registered public accounting firm for the purpose of rendering the financial

statements of the Company misleading, or direct anyone else to do so. If a Director, Officer or Employee believes that any of the Company's periodic reports contain any materially false or misleading information or omit material information, such person is encouraged to follow the procedures described in Section 15 ("Reporting Any Illegal or Unethical Behavior") of this Code or the procedures outlined in the Company's Whistleblower Policy.

Employees and officers of the Company and its applicable affiliates responsible for preparing reports and filings with agencies other than the SEC, whether in the United States or other jurisdictions, should take care to see that they are prepared accurately and in compliance with applicable requirements.

15. Communications: Investor and Media Relations

The Company provides information to investors, analysts, unitholders and the media in an accurate, timely and professional manner. It is critical that the information conveyed is reliable and consistent. No Director, Officer or Employee shall discuss any matters, including acquisitions, divestitures, employment issues, and lawsuits until the appropriate time, and then only the Company's designated spokespeople should provide information. Serious civil and criminal penalties can be associated with making false, fraudulent or misleading statements to the government and others.

If you're contacted by a member of the press, the investment community or by anyone else seeking information or opinions about the Company, you must notify the Corporate Communications and Media Department and let them respond.

To protect the integrity of Company information:

- only those Directors, Officers and Employees specifically authorized to do so may respond to inquiries from members of the investment community (e.g. unitholders, brokers, investment analysts, etc.). All such inquiries must be forwarded promptly to the Corporate Communications and Media Department.

- media or press calls require careful consideration. No Director, Officer or Employee should talk about Company matters with a reporter, either on or off the record, without first contacting the Corporate Communications and Media Department.

If you are approached by the media or the press to comment on any Partnership or other Company matter, contact our Corporate Communications and Media Department at 281-876-8873 or media@nblmidstream.com; if you are approached by an investor or an analyst to comment on any Partnership matter, contact investors@nblmidstream.com.

16. Reporting Any Illegal or Unethical Behavior

If you believe that you have violated the policies of this Code, then you should promptly advise the Code of Ethics Contact Person. You are also encouraged to notify promptly the Code of Ethics Contact Person about observed illegal or unethical behavior and to discuss, when in doubt, the best course of action in a particular situation. If you are concerned that violations of this Code or laws, rules or regulations have occurred or may occur, or that other illegal or unethical conduct has occurred or may occur, then you should promptly contact the Code of Ethics Contact Person, or other appropriate person as indicated below, or follow the procedures outlined in the Company's Whistleblower Policy. If you do not believe it is appropriate or are not comfortable approaching the Code of Ethics Contact Person about your concerns or complaints, then you may directly contact the Legal Department at (832) 639-7007 or legal@nblmidstream.com. In addition, you may contact the Audit Committee on an anonymous and confidential basis by any, or all, of the options outlined under "Accounting Complaints" above.

17. Accountability for Actions

Those persons who are not in compliance with the policies of this Code shall be held accountable for their actions and shall, to the extent possible, be required to take such action as necessary to become compliant. The failure to observe the terms of this

Code may result in disciplinary action, up to and including termination of employment or membership on the Board or any committee thereof. Violations of this Code may also constitute violations of law that may result in civil and criminal penalties.

18. No Retaliation

The Company will not permit retaliation of any kind by or on behalf of the Company and any Officer, Director or Employee against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

19. Amendment, Modification and Waiver

This Code may be amended or modified by the Board and the provisions hereof may be waived by the Board or its authorized committee, in each case subject to the provisions of the Securities Exchange Act of 1934, as amended, and the rules thereunder and the applicable rules of the New York Stock Exchange (the “**NYSE**”). Any waiver of this Code for executive officers or directors shall be promptly disclosed to unitholders to the extent required by applicable law or the NYSE listing requirements.

20. Certifications

Each director and officer of the Company shall execute a certificate, the form of which is attached as Annex A hereto, acknowledging that he or she has read and understands this Code within four weeks of the later of the adoption of this Code and such directors or officers commencement of service to the Company.

21. Posting Requirement

The Company shall post this Code on the Partnership’s website as required by applicable rules and regulations. In addition, the Partnership shall disclose in its Annual Report on Form 10-K that a copy of this Code is available on the Partnership’s website.

Note

The requirements in this Code may be more restrictive than the requirements of law and industry practice. Nothing contained in this Code should be construed or applied as a binding interpretation or definition of law or industry practice. Any violation of law is strictly prohibited and is beyond the scope of authority of all Directors, Officers and Employees.

CODE OF CONDUCT CERTIFICATION STATEMENT

I hereby acknowledge receipt of a copy of the Code of Conduct of Noble Midstream GP LLC, the general partner of Noble Midstream Partners LP, which applies to my business conduct. By executing this Certification Statement, I acknowledge that I have received, understand and agree to be bound by, and comply in full with, the Code of Conduct.

Acknowledged and Agreed:

(Signature)

(Date)

(Printed Name)