

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

**POLICY ON REPORTING CONCERNS AND COMPLAINTS  
REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS AND  
AUDITING MATTERS**

**(Whistleblower Policy)**

Adopted as of September 14, 2016

The Board of Directors (the “Board of Directors”) 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 Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters (this “Policy”) as of the date set forth above.

The Company is committed to compliance with applicable securities and other laws, rules and regulations, accounting standards and internal accounting controls. It is the responsibility of each Director, Officer and Employee (as defined below) of the Company and its applicable affiliates and business partners (each, as defined below) promptly to report complaints or concerns regarding accounting, internal accounting controls and auditing matters (“Accounting Issues”) in accordance with this Policy. In order to facilitate such reports, the Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding Accounting Issues, and (2) the confidential, anonymous submission by Directors, Officers and Employees of concerns regarding questionable accounting.

This Policy 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 “Directors, Officers 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.

## Reporting Options

You can report complaints or concerns regarding Accounting Issues or other matters to the Audit Committee on an anonymous and confidential basis by any, or all, of the following options:

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>▪ Write to the Audit Committee</li> </ul>    | Chair, Audit Committee<br>Noble Midstream GP LLC<br>1001 Noble Energy Way<br>Houston, Texas 77070 |
| <ul style="list-style-type: none"> <li>▪ Email the Audit Committee</li> </ul>       | <a href="mailto:auditcommittee@nblmidstream.com">auditcommittee@nblmidstream.com</a>              |
| <ul style="list-style-type: none"> <li>▪ Email the Compliance Helpline</li> </ul>   | <a href="mailto:helpline@nblmidstream.com">helpline@nblmidstream.com</a>                          |
| <ul style="list-style-type: none"> <li>▪ Contact the Noble Talk Helpline</li> </ul> | 1-866-311-4219<br><a href="http://NobleTalk.ethicspoint.com">NobleTalk.ethicspoint.com</a>        |

In addition to the options outlined above, you can also directly contact the Legal Department at (832) 639-7007 or [legal@nblmidstream.com](mailto:legal@nblmidstream.com), to report complaints or concerns regarding Accounting Issues or other matters.

## **The Noble Talk Helpline**

We have a 24-hour third-party compliance helpline (“Noble Talk”), 1-866-311-4219 or NobleTalk.ethicspoint.com, which you can use to report complaints or concerns regarding Accounting Issues, or to report any suspected violation of law or Company policy or to seek guidance. You may report to or ask questions of Noble Talk anonymously. However, providing your name allows the Company to contact you if necessary during any investigation or other follow-up to your inquiry. Either way, you should treat the information that you provide as confidential.

When you call Noble Talk, an independent third-party specialist will take your call and listen to your concern. The specialist may ask you questions in order to gather additional information. If you wish to remain anonymous, you will be provided with a specific date and time to call back for a status report. The calls are not recorded and there is no caller ID on the phone lines.

## **Confidentiality**

Those reporting complaints or concerns by means of any of the options outlined in this Policy need not provide their names or other personal information. With respect to those individuals who provide their names when reporting complaints or concerns, the Company will take reasonable efforts to conduct the investigation that follows in a manner that protects the confidentiality and anonymity of the person making the report. However, identities may be revealed during any investigation.

## **Scope of Accounting Issues Covered by These Reporting Procedures**

These reporting procedures relate to complaints relating to any questionable accounting, auditing or internal control matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;

- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition; or
- improper destruction of documents.

### **Protection Against Reprisals**

*No one will be subject to retaliation because of a good faith report of a concern or complaint regarding Accounting Issues or suspected misconduct.*

So long as reports are made in good faith, the law prohibits discrimination against Directors, Officers and Employees (for making those reports) in any of the terms and conditions of their employment, including but not limited to job assignment, promotion, compensation, training, discipline and termination. Any suspected acts of retaliation should be reported immediately to the Legal Department or the Chair of the Audit Committee of the Board of Directors.

### **Treatment of Complaints and Retention of Records**

All complaints regarding Accounting Issues or other matters, however received, will be processed by the Legal Department, unless the Audit Committee directs otherwise.

Once a complaint has been processed, a member of the Legal Department may investigate it himself or herself or may assign another employee, outside counsel, advisor, expert or third-party service provider to investigate, or assist in investigating the complaint. Unless otherwise directed, the person assigned to investigate the complaint will conduct an investigation and report his or her findings or recommendations to the assigning member of the Legal Department.

All complaints will be tracked on a separate Audit Committee complaints docket. The status of the docketed complaints will be reported on a quarterly basis to the Audit Committee and, if the Audit Committee so directs, to the full Board of Directors and any specified members of Company management. Notwithstanding the foregoing, any complaints regarding any executive officer of the Company will be brought to the Audit Committee's attention within two business days.

The Audit Committee may request special treatment, including the retention of outside counsel or other advisors, for any complaint addressed to it. If determined to be necessary by the Legal Department or the Audit Committee, the Company shall provide for appropriate funding, as determined by the Legal Department or the Audit Committee, as applicable, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses or other advisors; provided that funding anticipated to be in excess of \$25,000 with respect to the investigation of any individual complaint must be approved by the Chairman of the Audit Committee.

### **Access to Reports and Records**

All reports and records associated with complaints regarding Accounting Issues or other matters are considered confidential information and access will be restricted to the Legal Department or any employee assigned to investigate the complaint on behalf of the Legal Department, members of the Audit Committee, and any outside counsel, advisor, expert or third-party service provider involved in investigating such complaint, in each case, as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Audit Committee.

Complaints regarding Accounting Issues or other matters and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

## **Retention of Records**

All complaints regarding Accounting Issues or other matters and documents relating to such complaints made through the procedures outlined above shall be retained for at least five years from the date of the complaint, after which the information may be destroyed, unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry, or investigation and thereafter as necessary.

## **Investigations**

Reports of suspected violations of law and Company policies will be investigated. It is imperative that reporting persons not conduct their own investigations. Investigations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

## **Discipline**

Company personnel who violate applicable securities or other laws or Company policies and procedures may be subject to disciplinary action, up to and including discharge.

## **No Rights Created**

This Policy is a statement of certain principles, policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in you nor does it constitute an employment contract.