

BP MIDSTREAM PARTNERS GP LLC
CODE OF BUSINESS CONDUCT AND ETHICS
(Adopted as of October 16, 2017)

The Board of Directors (the “Board” of BP Midstream Partners GP LLC (the “Company”), acting in its capacity as the general partner of BP Midstream Partners LP (the “Partnership” and together with its subsidiaries and the Company, the “Partnership Group”), has adopted this Code of Business Conduct and Ethics (this “Code”), which provides basic principles and guidelines to assist the Company’s directors and officers, and any employees of the Partnership Group or any of its affiliates who are working on behalf of the Partnership Group (collectively, “covered employees”), in complying with the legal and ethical requirements governing the Partnership Group’s business conduct. This Code covers a wide range of business practices and procedures but does not cover every issue that may arise.

The Company reserves the right to add to, modify and rescind this Code or any portion of it at any time. This Code governs in the event of any conflict or inconsistency between this Code and any other materials distributed by the Partnership Group. If a law conflicts with a policy in this Code, you must comply with the law.

You should read this Code carefully, ask questions of the Company’s Chief Legal Counsel, and promptly sign and return the certification attached as **Annex A**, acknowledging receipt of this Code to:

BP Midstream Partners GP LLC
501 Westlake Park Boulevard
Houston, Texas 77079
(281) 366-2000

Attention: Chief Legal Counsel

The Company’s Chief Legal Counsel is responsible for ensuring that all of the Partnership Group’s directors and officers and any covered employees promptly sign and return the attached certification acknowledging receipt of this Code.

I. Statement of Principles

A. Basic Standards

The Partnership Group’s fundamental policy is to conduct its business with honesty and integrity in accordance with the highest legal and ethical standards. The Partnership Group, its directors and officers and covered employees must comply with all applicable legal requirements of the United States and each other country in which the Partnership Group conducts business.

B. Individual Responsibility and Compliance

This Code provides guidance for specific situations that may arise. However, each director, officer and covered employee has the responsibility to exercise good judgment

so as to act in a manner that will reflect favorably upon the Partnership Group and the individual.

The Partnership Group's directors and officers and covered employees must comply with the spirit as well as the letter of this Code. Directors, officers and covered employees must not attempt to achieve indirectly, through the use of agents or other intermediaries, what is prohibited directly by this Code.

II. Implementation

A. Condition of Employment

Each officer and covered employee must become familiar with and agree to comply with this Code as a condition of such officer or covered employee's employment. All officers and covered employees, regardless of level, must be provided with a copy of this Code at the time their employment commences; provided, however, that individuals already employed at the time of the adoption of this Code, which in many respects is a restatement of existing policy, must be provided with a copy of this Code shortly after its adoption. All managers are responsible for promoting compliance with this Code by all covered employees under their supervision, regardless of level, and for ensuring that those employees are familiar with this Code and understand their responsibility for full compliance with this Code.

B. Condition of Director Appointment

Each director must become familiar with and agree to comply with this Code. All directors must be provided with a copy of this Code at the time of their appointment to serve on the Board.

C. Compliance Certificate

The following persons must execute compliance certificates substantially in the form of **Annex A** to this Code:

- Directors, officers and covered employees in managerial or supervisory positions;
- Covered employees who, in the ordinary conduct of their duties, have regular or significant contact with government(s) or any department, agency, instrumentality or employee thereof;
- Facility managers or other covered employees who are in charge of a significant sales office or other significant facility;
- Covered employees whose regular responsibilities include the selection of contractors for the provision of significant goods or services to the Partnership Group;

- Covered employees whose regular responsibilities include the review, approval or payment of invoices for significant goods and services supplied to the Partnership Group; and
- Any other covered employees requested by the Partnership Group or any other officer of the Company to give a Periodic Compliance Certificate.

As provided above, each officer and covered employee must become familiar with and agree to comply with this Code as a condition of such person's employment. Therefore, each new officer and covered employee must execute the Periodic Compliance Certificate upon employment and on an annual basis thereafter. In addition, each newly appointed director must execute the Periodic Compliance Certificate upon appointment to serve on the Board and annually thereafter as set forth above.

The Company's Chief Legal Counsel is responsible for ensuring that all directors, officers and covered employees execute and return the Periodic Compliance Certificate to the Company's Chief Legal Counsel or another officer designated by the Company's Chief Legal Counsel.

D. Association with Enterprises not Controlled by the Partnership Group

Covered employees associated with enterprises not controlled by a member of the Partnership Group (including vendors, suppliers, contractors, lawyers and accountants) must be guided in their conduct by this Code's provisions. Such persons must attempt to influence those enterprises to conduct their activities in conformity with all applicable laws and this Code and must report violations of this Code to the Company's Chief Legal Counsel.

E. Letter to Vendors, Suppliers and Contractors

The Partnership Group may periodically send to its significant vendors, suppliers and contractors a letter that addresses the Partnership's policy against the acceptance of gifts or entertainment of more than nominal value by any director, officer or covered employee from any entity that does, or is seeking to do, business with the Partnership Group.

F. Interpretation Questions

Directors, officers or covered employees who have questions on how to proceed or interpret this Code should consult their supervisor, the Company's Chief Legal Counsel or any other person(s) designated by the Board to supervise the application of this Code. In addition, please see **Annex B** for a listing of compliance procedures.

G. Violation of Policy

Compliance with this Code is essential. Violations will result in disciplinary action, up to and including dismissal of any officer or covered employee where warranted.

III. Conflicts of Interest

A. General

Conflicts of interest are prohibited as a matter of Partnership Group policy, unless (1) specifically permitted under the Company's Amended and Restated Limited Liability Company Agreement, as may be amended from time to time (the "LLC Agreement"), (2) specifically permitted under the Amended and Restated Agreement of Limited Partnership of the Partnership, as may be amended from time to time (the "Partnership Agreement"), (3) reviewed and approved by the Board or (4) set forth under guidelines adopted by the Board. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Partnership Group as a whole. This situation can arise when a director, officer or covered employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when a director, officer or covered employee, or a member of such person's family or household, receives improper personal benefits as a result of the director's, officer's or covered employee's position or relationship with the Partnership Group. A conflict of interest is deemed to exist whenever, as a result of the nature or responsibilities of his or her relationship with the Partnership Group, a director, officer or covered employee is in a position to further any personal financial interest or the financial interest of any member of such person's family.

Other than as permitted in the first sentence of this section, no director, officer or covered employee, regardless of level, is permitted to engage in any business or conduct or enter into any agreement or arrangement that would give rise to actual or potential conflicts of interest, and each director, officer and covered employee should avoid situations that could give the appearance of a conflict of interest, even if the situation does not ultimately give rise to an actual or potential conflict of interest. Directors, officers and covered employees should not permit themselves to be placed in a position that might give rise to the appearance that a conflict of interest has arisen.

While it is not possible to describe all circumstances where a conflict of interest involving a director, officer or covered employee exists or may exist, the following situations may involve actual or potential conflicts of interest:

- A director's, officer's or covered employee's interest in, or position with, any supplier, customer or competitor of the Partnership Group (except for an investment in publicly traded securities as described below).
- The acceptance of anything of value, including gifts or favors, worth more than nominal value by a director, officer or covered employee (or a member of such person's immediate family) from an actual or prospective customer, supplier or competitor of the Partnership Group or any governmental official or other employee. This does not preclude the acceptance by a director, officer or covered employee of reasonable business entertainment (such as a lunch or dinner or events involving normal sales promotion, advertising or publicity).

- The disclosure or use of confidential information gained by reason of employment with the Partnership Group (or, in the case of a director, appointment to the Board) for profit or advantage by a director, officer or covered employee or anyone else.
- Personal business or financial interests or activities of the covered employees or any of their immediate family members that compete or interfere—or even appear to compete or interfere—with the Partnership Group’s interests. Ordinary employment by family members (other than in their capacity as a director, officer or trustee) is unlikely to give rise to actual or potential conflicts of interest, provided no other facts surrounding such employment give rise to an actual or potential conflict of interest.
- Competition with the Partnership Group in the acquisition or disposition of rights or property, or other business opportunity.

The following situations likely do not give rise to conflicts of interest:

- Ownership of publicly traded securities of a supplier, customer or competitor of the Partnership Group that do not confer upon the holder any ability to influence or direct the policies or management of the supplier, customer or competitor.
- A transaction with one of the Partnership Group’s banks, where the transaction is customary and conducted on standard commercially available terms (such as a home mortgage or bank loan).
- A transaction or relationship disclosed in accordance with this Code and determined by outside legal counsel and the Board not to be a prohibited conflict of interest.

These examples are given only to guide directors, officers and covered employees in making judgments about conflicts of interest. If any director, officer or covered employee finds himself or herself in a situation where a conflict of interest exists or may exist, he or she should immediately report the matter as provided below.

B. Reporting Conflicts of Interest Involving Non-Officer Employees

Actual or potential conflicts of interest involving a non-officer covered employee, or a member of such person’s immediate family, must be reported in writing by the affected person (or by others having knowledge of the existence of the actual or potential conflicts of interest) to the covered employee’s immediate supervisor, who shall consult with the Company’s Chief Legal Counsel to determine whether a conflict of interest actually exists and to recommend measures to be taken to neutralize the adverse effect of the conflict of interest reported, if such measures are available or appropriate under the circumstances. This procedure will be applied so as to minimize its effect on the personal affairs of covered employees consistent with the protection of the Partnership Group’s interests. The matter may also be referred to the Board for its approval or rejection.

C. *Reporting Conflicts of Interest Involving Directors or Officers*

An actual or potential conflict of interest involving a director or officer, or a member of such person's immediate family, must be reported by the affected person (or by others having knowledge of the existence of the actual or potential conflict of interest) to the Company's Chief Legal Counsel, who shall promptly disclose the possible conflict of interest to the Board at the earliest time practicable under the circumstances. The Board will determine whether the possible conflict of interest indeed constitutes a conflict of interest. The Board's approval will be required prior to the consummation of any proposed transaction or arrangement that is determined by the Board to constitute a conflict of interest.

Any member of the Board or any officer having a possible conflict of interest, either directly or indirectly, in any proposed transaction or arrangement is not permitted to vote (in the case of a member of the Board) or use his or her personal influence on the matter being considered by the Board. Finally, any member of the Board or any officer having a possible conflict of interest, either directly or indirectly, must be excused from any meeting of the Board during discussion (subject to the exception set forth in the paragraph below) and vote on the particular matter (in the case of an interested director). The minutes of the Board meeting should reflect the disclosure, the absence from the meeting of the interested director or officer and the abstention from voting (in the case of an interested director).

The foregoing requirements do not prohibit the interested director or officer from briefly stating his or her position on the matter or from answering pertinent questions of the disinterested members of the Board, as the interested director's knowledge may be of assistance to the other Board members in their consideration of the matter.

IV. Record Keeping

A. *Partnership Books and Records*

1. *Books and Records.* The Partnership Group requires honest and accurate recording and reporting of information in order to make responsible business decisions. As such, the Partnership's books, records, disclosures and accounts must accurately and fairly reflect the Partnership's transactions in reasonable detail and in accordance with applicable accounting practices and policies. The following examples are given for purposes of illustration and are not intended to limit the generality of the foregoing in any way:
 - No false or deliberately inaccurate entries (such as overbilling or advance billing) are permitted. Discounts, rebates, credits and allowances do not constitute overbilling when lawfully granted. The reasons for the grant should generally be set forth in the Partnership's records, including the party requesting the treatment.

- No payment shall be made with the intention or understanding that all or any part of it is to be used for any person other than that described by the documents supporting the payment.
 - No undisclosed, unrecorded or “off-book” funds or assets are permitted.
 - No false or misleading statements, written or oral, shall be intentionally made to any internal accountant or auditor or the Partnership’s independent registered public accounting firm with respect to the Partnership’s financial statements or documents to be filed with the Securities and Exchange Commission (the “SEC”) or other governmental or regulatory authority.
2. *Internal Accounting and Disclosure Controls.* The Company’s principal executive officer and principal financial officer are responsible for implementing and maintaining a system of internal accounting and disclosure controls sufficient to provide reasonable assurances that:
- Transactions are executed in accordance with management’s general or specific authorization;
 - Transactions are recorded as necessary to (a) permit the preparation of financial statements in conformity with generally accepted accounting principles or any other applicable criteria and (b) maintain accountability for assets;
 - Access to assets is permitted only in accordance with management’s general or specific authorization;
 - The recorded accountability of assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences; and
 - The Partnership’s public disclosures timely and accurately reflect known material matters required to be disclosed by applicable regulations and guidance.
3. *Employee Conduct.* No director, officer or covered employee is permitted to willfully, directly or indirectly:
- Falsify or cause to be falsified, any book, record or account of the Partnership;
 - Make, or cause to be made, any materially false or misleading statement or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in

light of the circumstances under which the statements were made, not misleading to an accountant in connection with (a) any audit or examination of the Partnership's financial statements or (b) the preparation or filing of any document or report required to be filed by the Partnership with the SEC or other governmental agency; or

- Take any action to fraudulently influence, coerce, manipulate or mislead the Partnership's independent registered public accounting firm.

Directors, officers and covered employees must exercise reasonable due diligence in order to avoid the events described above. If a covered employee believes that the Partnership's books and records are not being maintained in accordance with these requirements, the employee should notify the Chairman of the Company's Audit Committee.

B. *Payments of Amounts Due to Customers, Agents or Distributors*

1. *Payments for Third Party Services.* All commission, distributor or agency arrangements shall be in writing and provide for the services to be performed and for a fee that is reasonable in amount and reasonably related to the services to be rendered.
2. *Manner of Payment.* All payments for commissions, discounts or rebates should be made by check or draft (not by cashier's check or in currency) in the name of the agent, distributor or customer and should be (a) personally delivered to the payee in the country in which the business was transacted or (b) sent to the payee's business address or designated bank in the country in which the business was transacted.
3. *Payments Outside the United States.* When the payee represents in writing or presents a written opinion from a reputable local counsel that a payment outside the country in which the business was transacted does not violate any law of that country, that payment may be permitted upon approval from the Company's principal financial officer or other applicable officer.
4. *Credit Memoranda.* Credit memoranda are the preferred method of effecting a rebate and generally should be issued to the customer unless check or draft (not a cashier's check or currency) is necessary due to the nature of the transaction. Any check or draft should refer to the sales invoices involved and indicate the amount of discount or rebate and number of units.
5. *Accounting Records.* All payments or discounts, rebates and commissions shall be disclosed in the Partnership's accounting records. Proper documentation of contracts and agreements shall be maintained.

C. Foreign Payments

The Partnership Group, its directors and officers and covered employees must comply with the United States Foreign Corrupt Practices Act, which makes it illegal for U.S. companies to win, retain or direct business by offering, paying or approving payments to foreign government workers, political parties or their officials. For additional information, please contact the Company's Chief Legal Counsel.

V. Use of Partnership Group Property and Resources

A. Protection and Proper Use of Company Assets

The use of any Partnership Group funds or assets for any unlawful or improper purpose is prohibited. All covered employees should endeavor to protect the Partnership Group's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Partnership's profitability. Any suspected incident of fraud or theft should be reported immediately for investigation.

Partnership Group equipment should not be used for non-business related purposes, though incidental personal use may be permitted (such as occasional use of the Partnership Group's stationery, supplies, copying facilities or telephone, when the cost to the Partnership Group is insignificant).

The obligation of covered employees to protect the Partnership Group's assets includes an obligation to protect the Partnership Group's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Partnership Group policy and could also be illegal and result in civil or criminal penalties.

B. Questionable or Improper Payments and Gifts

1. *Payments or Gifts Made.* No payments or gifts from the Partnership Group's funds or assets shall be made to or for the benefit of a representative of any domestic or foreign government (or subdivision thereof), including any government-controlled entity, labor union or any current or prospective customer or supplier for the purpose of improperly obtaining a desired government action or any sale, purchase, contract or other commercial benefit. This prohibition applies to direct or indirect payments made through third parties and employees and is also intended to prevent bribes, kickbacks or any other form of payoff.
2. *Payments or Gifts Received.* Directors, officers and covered employees shall not accept payments or gifts of the kinds described in this Section V.
3. *Gifts to Government Personnel.* In the United States, nothing of value (for example, gifts or entertainment) may be provided to government personnel

unless permitted by law and any applicable regulation. Commercial business entertainment and transportation that is reasonable in nature, frequency and cost is permitted. Reasonable business entertainment or transportation includes, without limitation, a lunch, dinner or occasional athletic or cultural event; gifts of nominal value (approximately \$100 or less per year); entertainment at the Partnership Group's facilities or other authorized facilities; or authorized and reasonable transportation in the Partnership Group's vehicles. In addition, reasonable business entertainment covers traditional promotional events sponsored by the Partnership Group.

4. *Proper Documentation.* All arrangements with third parties (such as distributors or agents) should be evidenced or memorialized in a written contract, order or other document that describes the goods or services that are in fact to be performed or provided and should be for reasonable fees or costs.
5. *Extension of Credit by the Partnership Group.* No director, officer or covered employee may seek or accept from the Partnership Group credit, an extension of credit or the arrangement of an extension of credit in the form of a personal loan. Any personal loan existing at the time of adoption of this Code shall not be materially modified, extended or renewed.

C. *Corporate Opportunities*

Unless specifically permitted under the LLC Agreement or the Partnership Agreement, without the written consent of the Board, directors, officers and covered employees are prohibited from taking for themselves an opportunity (or helping others do so) that is (1) a potential transaction or matter that may be an investment or business opportunity or prospective economic or competitive advantage in which the Partnership Group could reasonably have an interest or expectancy or (2) discovered through the use of corporate property, information or position. In addition, directors, officers and covered employees are prohibited from using corporate property, information or position for personal gain and competing with the Partnership Group directly or indirectly. Directors, officers and covered employees owe a primary duty to the Partnership Group to advance its legitimate interests when the opportunity to do so arises.

VI. Business and Trade Practices

A. *Compliance with Laws, Rules and Regulations (Including Insider Trading Laws)*

1. *Compliance with Laws.* Obeying the law, both in letter and in spirit, is the foundation upon which the Partnership Group's ethical standards are built. All directors, officers and covered employees must respect and obey the laws of the cities, states and countries in which the Partnership Group operates. Although directors, officers and covered employees may not

know every law that is applicable to the Partnership Group, it is important that directors, officers and covered employees know enough to ask questions and seek advice from supervisors, managers, lawyers or other appropriate personnel if they have any doubt regarding the legality or compliance with this Code of an action taken, or not taken, on behalf of the Partnership Group. For this reason, the Partnership Group periodically organizes information and training sessions (which may be given either live or electronically) to promote compliance with laws, rules and regulations applicable to the Partnership Group and all invited covered employees are expected to attend these information and training sessions.

2. *Insider Trading.* Purchasing or selling, whether directly or indirectly, the Partnership's securities while in possession of material non-public information is both unethical and illegal. Directors, officers and covered employees are also prohibited by law from disclosing material non-public information to others who might use the information to directly or indirectly place trades in the Partnership's securities. Directors, officers and covered employees also shall not recommend the purchase or sale of the Partnership's securities. All directors, officers and covered employees shall comply with the Insider Trading Policy. Material non-public information includes any information that has not been widely publicly disseminated and which may affect the investment decision of a reasonable investor. Directors, officers and covered employees should be aware that violation of insider trading regulations may lead to significant civil and criminal penalties against individuals and the Partnership.
3. *Section 16 Reporting.* Pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, most purchases or sales of the Partnership's securities by directors, executive officers and 10% unitholders must be disclosed within two business days of the transaction. Directors, officers and employees who are subject to these reporting requirements must comply with the Partnership's Short-Swing Trading and Reporting Policy.

B. Fair Dealing

Directors, officers and covered employees should endeavor to deal fairly with the Partnership Group's customers, suppliers, competitors and affiliated employees. No director, officer or covered employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other practice involving unfair dealing.

C. Confidentiality

Directors, officers and covered employees shall maintain the confidentiality of information entrusted to them by the Partnership Group or its customers, except when disclosure is authorized and legally mandated. Confidential information includes all non-public information. Confidential information also includes written material provided and

information discussed at all meetings of the Board or any committee thereof and all information that is learned about the Partnership Group's suppliers and customers that is not in the public domain. Covered employees should not access supplier or customer information or use such information except for appropriate business purposes. The obligation to preserve confidential information continues even after employment or agency with the Partnership Group ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the Partnership Group's property.

D. Health, Safety and Environmental Policy

The Partnership Group is committed to conducting its business in compliance with applicable health, safety and environmental laws, rules and regulations in a manner that has the highest regard for the health and safety of human life and the environment. Each covered employee has the responsibility for maintaining a healthy, safe and environmentally-friendly workplace by following health, safety and environmental laws, rules and regulations and reporting accidents, injuries and unsafe equipment, practices or conditions.

Directors, officers and covered employees should be aware that health and safety laws may provide for significant civil and criminal penalties against individuals and the Partnership Group for the failure to comply with applicable requirements. Accordingly, each director, officer and covered employee must comply with all applicable safety and health laws, rules and regulations, including occupational safety and health standards.

Directors, officers and covered employees should be aware that environmental laws may provide for significant civil and criminal penalties against individuals and/or the Partnership Group for failure to comply with applicable requirements. Accordingly, each director, officer and covered employee must comply with all applicable environmental laws, rules and regulations.

Covered employees should report to work in a condition allowing them to perform their duties free from the influence of drugs, alcohol or other controlled substances. The use of illegal drugs in the workplace will not be tolerated.

Violence and threatening behavior are not permitted.

E. Retention of Documents and Records

It is the Partnership Group's policy to cooperate with all governmental investigative authorities. Each director, officer and covered employee shall retain any record, document or tangible object of the Partnership Group that is known to be the subject of an investigation or litigation.

It is a violation of this Code for any director, officer or covered employee to knowingly alter, destroy, mutilate, conceal, cover up, falsify or make a false entry in any record, document or tangible object with the intent to impede, obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any state,

federal department or agency or any bankruptcy, or in relation to or contemplation of any such matter or case.

VII. Preparation and Certification of 1934 Act Reports

A. Internal Control Report

The Partnership's Annual Report on Form 10-K shall contain an internal control report that (1) states the responsibility of management for establishing and maintaining an adequate internal control structure and procedures for financial reporting; (2) contains an assessment, as of the end of the Partnership's most recent fiscal year, of the effectiveness of the Partnership's internal control structure and procedures for financial reporting; (3) includes a statement that the Partnership's independent registered public accounting firm has issued a report on the Partnership's internal controls and procedures for financial reporting, if required; (4) includes the report of the Partnership's independent registered public accounting firm, if required; and (5) otherwise complies with Section 404 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC.

B. Disclosure Controls

It is the Partnership Group's policy to promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Partnership files with, or submits to, the SEC and in other public communications made by the Partnership Group. In furtherance of that policy, the Partnership Group may establish a disclosure committee (the "Disclosure Committee"), which, if established, shall oversee the Partnership's internal controls and will take the actions that are necessary and appropriate to fulfill the Partnership's disclosure requirements.

C. Certifications

The Company's principal executive officer and principal financial officer shall make the certifications required by Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, the text of which are set forth in Item 601(b)(31) and (32) of Regulation S-K promulgated by the SEC.

VIII. Employment Practices and Work Environment

A. Employee Relations

All directors, officers and covered employees, regardless of position, shall do their best to work together to meet the following objectives:

- Respect each employee, worker and representative of customers, suppliers and contractors as an individual, showing courtesy and consideration and fostering personal dignity;

- Make a commitment to and demonstrate equal treatment of all employees, workers, customers, suppliers and contractors of the Partnership Group without regard to race, color, gender, religion, age, national origin, pregnancy, family status, genetic information, citizenship status, military service or reserve or veteran status, sexual orientation or disability;
- Provide a workplace free of harassment of any kind, including on the basis of race, color, gender, religion, age, national origin, pregnancy, family status, genetic information, citizenship status, military service or reserve or veteran status, sexual orientation or disability;
- Provide and maintain a safe, healthy and orderly workplace; and
- Assure uniformly fair compensation and benefit practices that will attract, reward and retain quality employees.

In addition to the objectives set forth above, members of the management team are expected to:

- Use good judgment and exercise appropriate use of their influence and authority in their interactions with employees, customers, suppliers, contractors and partners of the Partnership Group; and
- Keep other employees generally informed of the Partnership Group's policies, plans and progress through regular communications.

B. Non-Discrimination Policy

The Partnership Group values the diversity of its employees and is committed to providing an equal opportunity in all aspects of employment to all employees without regard to race, color, gender, religion, age, national origin, pregnancy, family status, genetic information, citizenship status, military service or reserve or veteran status, sexual orientation or disability. Directors, officers and covered employees should use reasonable efforts to seek business partners for the Partnership Group that do not discriminate in hiring or in their employment practices, and who make decisions about hiring, salary, benefits, training opportunities, work assignments, advancement, discipline, termination and retirement solely on the basis of a person's ability to perform the tasks required by their position.

C. Freedom of Association

The Partnership Group recognizes and respects the right of covered employees to exercise their lawful rights of free association, including joining or electing not to join any association. The Partnership Group expects its business partners to also adhere to these principles.

D. Disciplinary Practices

The Partnership Group will not condone any type of harassment, abuse or punishment, whether corporal, mental or physical, of an employee by a director, officer or covered employee or any partner, customer or supplier of the Partnership Group. The Partnership Group will not retaliate, and prohibits all retaliation, against any employee who in good faith reports suspected unethical conduct, or violations of laws, regulations or Partnership Group policies. Claims of retaliation will be taken seriously and investigated. Anyone found responsible for retaliating against an employee who reported suspected unethical conduct, or a violation of law, regulation or Partnership Group policy will be subject to disciplinary action, up to and including dismissal.

IX. Political Contributions

A. Federal Elections

The Partnership Group encourages the personal and financial participation of its directors and officers and covered employees in federal, state and local elective processes. Due to federal election law restrictions, the Partnership does not make any direct contribution or expenditure to a candidate or a candidate's campaign in any federal election. Although there are exceptions, most states also impose similar restrictions on the use of partnership funds to influence state elections.

B. Political Contributions in U.S. Elections

It is the Partnership Group's policy not to make direct or indirect political contributions in support of any party or candidate in any U.S. election, whether federal, state or local, except as stated above. For the purposes of this policy, the purchase of tickets for dinners, advertising in political program booklets, use of the Partnership Group's duplicating facilities, compensated covered employee activity, covered employee contributions reimbursed through expense accounts and similar donations in kind are considered political contributions. These are merely examples of political contributions, and the preceding list is not intended to be exhaustive.

C. Political Contributions in State and Local Elections

The Partnership Group may on occasion contribute to state and local office candidate committees and to state and local initiatives or referendum campaigns where the Partnership Group's interests are directly involved and where permitted by state and local law. Proposed political contributions require a brief description of the purpose of the proposed contribution and a written legal opinion that confirms that the proposed contribution is lawful under all applicable laws. The documentation for proposed contributions shall be approved in advance by the Company's principal executive officer and the Chairman of the Board to ensure full compliance with applicable state and local regulations and reporting requirements.

D. Political Action Committees

To the extent permitted by law, the Partnership Group’s resources may be used to establish and administer a political action committee or separate segregated fund. All proposed activities shall be submitted for review and approval by the Board prior to their implementation.

E. Foreign Elections

Even in countries where partnership political contributions are permitted by law and encouraged by local custom, contributions are not permitted.

X. Reporting Violations

The Partnership Group proactively promotes ethical behavior.

Directors, officers and covered employees should report any known or suspected unethical conduct or violations of applicable laws, rules and regulations (including, without limitation, the listing requirements of the New York Stock Exchange (“NYSE”)), this Code or any other code, policy or procedure of the Partnership Group (including, without limitation, the Financial Code of Ethics) to appropriate personnel.

When not satisfied or comfortable with the above stated escalation policy, employees should report complaints to the Audit Committee directly through an anonymous compliance hotline. The hotline number is 1-800-225-6141, and can be reached 24 hours a day, seven days a week. Additionally, employees can access the hotline online at <https://secure.ethicspoint.com/domain/media/en/gui/41794/index.html>.

Directors, officers and covered employees are expected to cooperate in internal and governmental investigations of misconduct.

XI. Waivers of this Code

Any waiver of a provision of this Code may be made only by the Board. Any waiver for directors or executive officers will be disclosed, within four business days, by the distribution of a press release, website disclosure or by the filing of a current report on Form 8-K with the SEC, and, if applicable, as otherwise required by law or the listing standards.

XII. Amendments to this Code

Any amendment to this Code shall be made only by the Board. If an amendment to this Code is made, appropriate disclosure will be made within the shorter of four business days or any other required applicable time period, after the amendment has been made in accordance with legal requirements and the listing requirements of the NYSE.

XIII. Posting Requirement

The Partnership shall post this Code on its 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, which address the Partnership shall provide.

This document states a policy of the Partnership Group and is not intended to be regarded as the rendering of legal advice.

ANNEX A
CODE OF BUSINESS CONDUCT AND ETHICS
CERTIFICATION

I have read and understand the Code of Business Conduct and Ethics (the “**Code**”) adopted by the Board of Directors (“the **Board**”) of BP Midstream Partners GP LLC (the “**Company**”), acting in its capacity as the general partner of BP Midstream Partners LP (the “**Partnership**” and together with its subsidiaries and the Company, the “**Partnership Group**”). I agree that I will comply with the policies and procedures set forth in the Code. I understand and agree that, if I am an employee of any affiliate of the Partnership Group who works on behalf of the Partnership Group, my failure to comply in all respects with the Partnership Group’s policies, including the Code, is a basis for termination for cause of my employment or service with the Partnership Group to which my employment or service now relates or may in the future relate, including termination of my employment from such affiliate of the Partnership Group.

In addition, I agree to promptly submit a written report to the Company’s Chief Legal Counsel describing any circumstances in which:

1. I have reasonable basis for belief that a violation of the Code by any person has occurred;
2. I have, or, to my knowledge, any member of my family has, or may have engaged in any activity that violates the letter or the spirit of the Code;
3. I have, or, to my knowledge, any member of my family has, or may have an interest that violates the letter or the spirit of the Code; or
4. I or, to my knowledge, any member of my family may be contemplating an activity or acquisition that could be in violation of the Code.

I am unaware of any violations or suspected violations of the Code by any employee of any affiliate of the Partnership Group who works on behalf of the Partnership Group except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

_____ No exceptions

To the best of my knowledge and belief, neither I nor any member of my family has any interest or affiliation or has engaged in any activity that might conflict with the Partnership Group’s interest, except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

_____ No exceptions

I am aware that this signed Certification will be retained by the Chief Legal Counsel.

Signature

Type or Print Name

Date

ANNEX B
CODE OF BUSINESS CONDUCT AND ETHICS
COMPLIANCE PROCEDURES

Directors, officers and employees must work together to ensure prompt and consistent action against violations of the Code. However, a director, officer or employee may encounter a situation in which it is difficult to determine how to proceed while also complying with the Code. Since not every situation that will arise can be anticipated, it is important to have a way to approach a new question or problem. When considering these situations, a director, officer or employee should:

1. ***Consider what he or she specifically is being asked to do and whether it seems unethical or improper.*** This will enable the individual to focus on the specific question and the alternatives he or she has. If something seems unethical or improper, it probably is.
2. ***Understand his or her individual responsibility and role.*** In most situations, there is shared responsibility. Are other colleagues informed or involved?
3. ***Discuss the problem with a supervisor.*** In many cases, supervisors will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Employees should remember that it is the responsibility of supervisors to help solve problems and ensure that the Partnership Group complies with this Code.
4. ***Seek help from Partnership Group resources.*** In the rare case in which it may not be appropriate to discuss an issue with a supervisor, or where a supervisor is not available to answer a question, employees should discuss it locally with the office manager. If that is not appropriate or if a satisfactory resolution is not obtained, call or send concerns to the Company's Chief Legal Counsel.
5. ***Report ethical violations in confidence and without fear of retaliation.*** If the situation so requires, anonymity will be protected whenever possible. The Partnership Group does not permit retaliation of any kind for good faith reports of ethical violations. You will not be retaliated against for reporting information, in good faith, that you reasonably believe relates to possible misconduct, unethical acts and/or securities law or accounting violations. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed in connection with such reporting. The Partnership Group takes claims of retaliation seriously. We will investigate allegations of retaliation, and anyone found responsible for retaliating against an employee who made a good faith report will be subject to disciplinary action, up to and including termination of employment and possible legal action.
6. ***Always ask first, act later.*** When unsure of what to do in any situation, the individual should seek guidance and ask questions before the action in question is taken.

7. ***Report early; you do not need to have all the facts to report.*** If you are unsure whether to report or not, you should report out of an abundance of caution. You do not need to have all the facts to report; it is the Company's responsibility to investigate.