



## **GASLOG PARTNERS LP**

### **CORPORATE GOVERNANCE GUIDELINES (Adopted as of 22 APRIL 2014)**

These Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors (the “Board”) of GasLog Partners LP (the “Partnership”). They shall be reviewed by the Board on an annual basis and are subject to modification by the Board from time to time. Only the Board may grant waivers of these Guidelines, subject to any applicable law, rules or regulations and the Partnership’s Agreement of Limited Partnership (the “Partnership Agreement”).

#### **I. Director Qualification Standards**

At least three directors of the Partnership will be independent under the rules of the New York Stock Exchange as interpreted by the Board and any other applicable regulatory requirements.

The Board is responsible for assessing and annually reviewing the requisite skills and characteristics of potential new Board members as well as the composition of the Board as a whole. This assessment should consider potential Board members’ independence, as well as factors such as integrity, skills, expertise, breadth of experience, knowledge about the Partnership’s business or industry, ownership interest in the Partnership and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees. The Board will be assisted in carrying out this responsibility by the Corporate Governance and Nominating Committee of GasLog Ltd. (“GasLog”).

#### **II. Director Responsibilities**

Directors should act honestly and in good faith with a view to the best interests of the Partnership. In discharging that obligation, directors may rely in good faith on the honesty and integrity of the Partnership’s senior executives and its independent registered public accounting firm. Directors are expected to regularly attend Board meetings and meetings of committees on which they serve and to devote the time necessary to discharge their duties and responsibilities diligently and responsibly. In all circumstances, information and documents that are important to the Board’s understanding of issues to be discussed at meetings, including board presentation materials, shall be distributed to directors at least five business days before the date of the meeting (unless such deadline is waived by the Board or its chairman), and directors will have the right to revise or make additions to the materials prior to the meeting. Directors are expected to review and become familiar with such materials prior to such meeting.

### **III. Director Conflicts of Interest**

Directors are expected to act ethically at all times and comply with the Partnership's Code of Business Conduct and Ethics. If a director believes that a situation may arise that involves, or may reasonably be expected to involve, a conflict of interest with the Partnership, the director should disclose the conflict or potential conflict promptly to the chairman of the Board or the chairman of the Conflicts Committee. If a significant conflict exists and cannot be resolved, the director should resign. All directors will excuse themselves from any discussion or decision affecting their personal, business or professional interests. The Conflicts Committee shall resolve any conflict of interest question involving one or more of the Partnership's directors.

### **IV. Director Access to Management and Independent Advisors**

The Board will be entitled to receive such updates and information from management as the directors may from time to time request. Directors will also have access to the Partnership's independent registered public accounting firm, outside legal counsel and any other outside advisors to the Partnership.

The Board has the authority to engage, at the Partnership's expense, independent legal, financial or other advisors as it may deem advisable in fulfilling its obligations and responsibilities, without consulting, or obtaining the approval of, any officer of the Partnership. Each committee of the Board shall also have such power, to the extent provided in its charter.

### **V. Executive Sessions**

The non-management members of the Board will meet at regularly scheduled executive sessions. "Non-management" directors includes those directors who are not executive officers, and includes directors who qualify as independent directors under the New York Stock Exchange Rules. In addition, the independent directors will meet at least once a year in an executive session.

### **VI. Director Compensation**

Director compensation will be set by the full Board, taking into account the recommendation of the GasLog Compensation Committee. Director compensation (including perquisites and other benefits) should take into account information available to the Board regarding practices at comparable companies and the time required for directors to fulfill their responsibilities as members of the Board and the Board's committees, along with any other factors the Board deems appropriate that are consistent with the policies and principles set forth in the Partnership Agreement and these Guidelines. A director who is also an officer of the Partnership shall not receive additional compensation for his or her service as a director.

Directors shall also be entitled to have the Partnership purchase reasonable directors' liability insurance on their behalf and to be indemnified to the fullest extent permitted by law and the Partnership Agreement.

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

The Partnership will assist directors who are newly appointed to the Board in acquainting themselves with the Partnership's business and its policies. The Partnership will make reasonable efforts to provide continuing education materials or other information as needed to assist directors in fulfilling their duties. If such materials are to be presented or discussed at a Board or committee meeting, they will be provided to directors at least five business days before the date of the meeting (unless such deadline is waived by the Board or its chairman or the committee or its chair, as applicable).

## **VIII. Management Succession**

The Board will consider policies and principles for Chief Executive Officer selection and performance review. The Board is also responsible for putting in place and reviewing at least annually the short- and long-term succession plans (including in the event of an emergency) for the Chief Executive Officer and other executive officers.

## **IV. Board Committees**

The Board currently has two standing committees: an Audit Committee and a Conflicts Committee. From time to time, the Board may deem it advisable to reconfigure these committees or establish subcommittees. The Board may also appoint additional permanent or provisional Board committees from among its members with such powers and authority in the management of the Partnership as the Board so delegates. In addition, the Board may appoint other committees to consist of such number of members as may be fixed by the Board, none of whom need be a member of the Board, and may proscribe the powers and authority of such committees. All committees formed by the Board are subject to all guidelines set forth herein.

The Board shall make all committee assignments. All members of the Audit Committee will be independent directors within the meaning of applicable rules of the U.S. Securities and Exchange Commission and the listing standards of the New York Stock Exchange, unless the Board shall determine otherwise, and will satisfy the other requirements set out in the Audit Committee charter. A member of the Audit Committee will not serve on more than three audit committees of publicly traded companies unless the Board determines that such simultaneous service does not impair the ability of the director to serve on the Partnership's Audit Committee.

Each standing or permanent committee shall have its own written charter, adopted by the Board, setting forth the purposes, duties and responsibilities of the committee as well as qualifications for committee membership and procedures for committee member appointment and committee operations. The charters shall also provide that each committee will annually evaluate its own performance and report its conclusions to the Board.

The chair of each committee, in consultation with the committee members, shall determine the scheduling and duration of committee meetings consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the other members of the committee and, where appropriate, members of management and outside advisors, shall develop the committee's agenda.

## **X. Annual Performance Evaluation of the Board**

The Board will conduct a self-examination at least annually to determine whether it and its committees are functioning effectively.

## **XI. Review of Service Provider**

The Conflicts Committee will at least annually review the performance of GasLog and its subsidiaries under the agreements between the Partnership and its subsidiaries and GasLog and its subsidiaries, including the Administrative Services Agreement, the Commercial Management Agreement and the Ship Management Agreements (collectively, the “Service Agreements”) to ensure the strategic goals and objectives of the Partnership are being met, that GasLog and its subsidiaries have sufficient resources to meet the present and future requirements of the Partnership and its subsidiaries under the Service Agreements, and that GasLog and its subsidiaries have in place appropriate succession plans to ensure the continued level of service required by the Partnership and its subsidiaries.

These Guidelines will be available on the Partnership’s website, [www.gaslogmlp.com](http://www.gaslogmlp.com).