

**Tallgrass Energy GP, LP**  
**Corporate Governance Guidelines**

**Adopted as of April 23, 2015**

Tallgrass Energy GP, LP (the “Partnership”) is a limited partnership governed by the laws of the State of Delaware and its First Amended & Restated Agreement of Limited Partnership (as may be amended from time to time, the “Partnership Agreement”). The Partnership Agreement sets forth the rights of the shareholders of the Partnership and vests management in the Partnership’s general partner, TEGP Management, LLC (the “General Partner” and, together with the Partnership, the “Company”). The Board of Directors (the “Board”) of the General Partner has been delegated the power and authority to manage the business and affairs of the Partnership, and has adopted these Corporate Governance Guidelines (these “Guidelines”) as of the date first set forth above. These Guidelines will be reviewed periodically by the Board and, together with the committee charters and the Partnership’s Code of Business Conduct and Ethics, will be posted on the Partnership’s website.

## **Composition of the Board**

### **I. Director Qualifications**

The Board shall assess, on an annual basis, the skills and characteristics that candidates for election to the Board should possess, as well as the composition of the Board as a whole. The Board seeks members who have appropriate skills, professional experience, a reputation for integrity, and other qualities, such as industry knowledge and expertise, determined in the context of the needs of the Board. Directors should, among other things: (i) have experience in positions with a high degree of responsibility; (ii) have the time, energy and willingness to serve as a member of the Board; (iii) be leaders in the organizations with which they are affiliated; (iv) have current knowledge and contacts in the communities in which the Partnership does business and in the Partnership’s industry; and (v) have a diversity of viewpoints, backgrounds and experience.

No member of the Board shall serve on so many other public or private company boards that his or her ability to devote the necessary time and attention to his or her duties to the Board or to the Company’s affairs would be compromised.

### **II. Director Independence**

The Board will consist of at least the number of required “independent” directors as defined by the rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”) as set forth in the NYSE Listed Company Manual. However, in accordance with the phase-in provisions of the NYSE, the Board shall have at least one independent member by the date the Partnership’s securities first trade on the NYSE (the “Listing Date”), at least two independent members within 90 days of the Listing Date and three independent members within one year of the Listing Date. For a director to be considered “independent,” the Board must affirmatively determine annually that he or she meets the applicable requirements of the NYSE or the SEC.

### **III. Size of the Board**

The number of directors that constitutes the Board shall be fixed from time to time pursuant to the Limited Liability Company Agreement of the General Partner (as may be amended from time to time, the “General Partner Agreement”). The members of the General Partner are responsible for reviewing, on an annual basis, the advisability or need for any changes in the number and composition of the Board.

#### **IV. Chairman and Chief Executive Officer**

The Board does not have a policy regarding whether the role of the General Partner's Chief Executive Officer ("CEO") and Chairman of the Board should be separate. The Board believes that it should be free to make this choice in any way that seems best for the Company at a given point in time.

#### **V. Selection of New Board Members**

Members of the Board are selected by the sole member of the General Partner in accordance with the General Partner Agreement.

### **Board Duties and Responsibilities**

#### **I. General**

In discharging their duties, members of the Board shall be entitled to rely reasonably on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The basic responsibility of the Board is to oversee the management and business of the Company and, when acting on behalf of the General Partner in its capacity as such, to exercise their good faith business judgment to act in what they subjectively believe to be the best interests of the Partnership and its shareholders. The Board shall perform specific functions, including, but not limited to:

- assessing major risks facing the Partnership and reviewing options to avoid such risks;
- evaluating and determining the CEO's compensation;
- reviewing and approving fundamental financial and business strategies and transactions; and
- ensuring that appropriate processes are in place for maintaining the integrity of the Partnership, including integrity of the books and records and compliance with laws and ethics.

#### **II. CEO Evaluation/Management Succession**

The Board shall conduct an annual review of the CEO's performance and shall identify and periodically update the qualities and characteristics necessary for an effective CEO. The Board recognizes that planning for contingencies such as departure, death or disability of the CEO or other top executives is critical.

#### **III. Self Evaluation by the Board**

The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively.

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

Each new non-management director will participate in the Company's orientation program, which is to be conducted as soon as practicable after the new Board member is elected. This orientation will include presentations by senior management to familiarize new directors with the Company's operations and the strategic plans of the Company; significant financial, accounting and

risk management issues; compliance programs; corporate governance policies; principal officers; and independent auditors. The Board believes it is appropriate for directors, at their discretion, to have access to educational programs related to their duties as directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. The Company will make continuing education opportunities available from time to time for the Board in the areas of corporate governance, financial reporting, executive compensation and other areas of interest or concern to the Board.

## **Board Meetings**

### **I. General**

Members of the Board are expected to attend Board meetings and meetings of committees of the Board on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Members of the Board or any committee of the Board may participate in meetings by means of conference telephone or similar communications equipment or by such other means by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

### **II. Number of Meetings**

There shall be at least four regularly scheduled meetings of the Board each year. Additional special meetings may be called as necessary to consider significant transactions or events occurring throughout the year. The agenda for each meeting shall be provided to the members of the Board in advance of the meeting together with written materials on certain matters to be presented for consideration. The material should be concise and informative. Members of the Board are expected to review these materials before the meeting.

### **III. Executive Sessions**

The non-management members of the Board shall, at the request of any non-management member, meet in executive session without management participation at each meeting. The members of the Board who so meet in executive session shall not constitute a committee of the Board and therefore shall not take action at such sessions, although the participating members of the Board may make recommendations for consideration by the full Board. If the non-management members of the Board include members of the Board who are not independent, the independent directors shall meet separately in executive session at least once a year. These executive sessions shall be chaired by the chairman of the Audit Committee of the Board (the "Lead Board Member"). The Lead Board Member is responsible for preparing an agenda for the meetings of the independent Board members in executive session. The name of the Lead Board Member shall be disclosed in the Partnership's Annual Report on Form 10-K.

### **IV. Communication with the Board**

Interested parties may communicate directly with the independent Board members by submitting in an envelope marked "Confidential" addressed to the "Independent Members of the Board" in care of the Secretary of the General Partner at:

Tallgrass Energy GP, LP  
4200 W. 115th Street, Suite 350  
Leawood, Kansas 66211

The Partnership shall disclose in its Annual Report on Form 10-K the method by which interested parties may communicate with the independent Board members.

## **V. Attendance of Management at Board Meetings**

The Board normally invites the Company's executive officers to attend the regular session of the Board. Additional Company personnel may be invited to attend as deemed appropriate.

### **Board Access to Senior Management**

Members of the Board have complete access to the General Partner's and its affiliates' management, employees and independent advisers for purposes of discharging their duties and responsibilities as Board members. Any meetings or contacts that a Board member wishes to initiate should be arranged through the CEO or any other executive officer of the General Partner if coordination through the CEO is either imprudent or impractical. Board members should use their judgment to ensure that any such contact is not disruptive to the business operations of the General Partner or the Partnership and will, to the extent appropriate, copy the CEO on any written communications between a Board member and any officer or employee of the General Partner or its affiliates.

### **Committees of the Board**

#### **I. General**

The Board may from time to time establish one or more standing committees or ad hoc committees, or disband any such committee, as it deems necessary or appropriate. The Board will appoint annually the chairman and members of the committees. The Board shall have a standing Audit Committee, and shall from time to time have a Conflicts Committee which may be asked to review specific matters that the Board believes may involve conflicts of interest between the Partnership, its limited partners and its affiliates. Each committee of the Board shall have its own charter in compliance with NYSE requirements. These charters will set forth the purpose, composition and responsibilities of each committee.

#### **II. Committee Agendas**

The chair of each committee, in consultation with committee members and appropriate members of management, establishes the preliminary agendas for the committee meetings which are distributed, along with related materials, in advance of the meetings. Committee members are encouraged to suggest agenda items.

#### **III. Membership of Board Committees**

Subject to the NYSE's phase-in provisions, each member of the Audit and Conflicts Committee shall be an independent board member. Additionally, Board members who serve on the Audit Committee must meet additional, heightened independence criteria applicable to audit committee members in the NYSE Listing Company Manual.

### **Director Compensation**

The Board shall determine its compensation. Members of the Board who are employees of the Company (or an affiliate of the Company) shall not be separately compensated for their service on the Board. The Board shall consider that Board members' independence may be jeopardized if compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with or provides other indirect forms of compensation to a Board member or an organization with which a Board member is affiliated.

### **Other Key Policies**

The Board and its committees will have the right at any time, at the expense of the Company, to retain independent outside financial, legal or other advisors.

The Company will not make any personal loans or extensions of credit, or arrangements for the extension of credit, to or for any Board member or executive officer.

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