



GasLog Partners LP
CORPORATE GOVERNANCE GUIDELINES

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CORPORATE GOVERNANCE GUIDELINES

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CORPORATE GOVERNANCE GUIDELINES

1. PURPOSE:

These Corporate Governance Guidelines (the "Guidelines") provide a framework for the corporate governance of GasLog Partners LP (the "Partnership") in conjunction with the charters of the Board committees.

2. OWNERSHIP:

The Guidelines are owned and have been approved by the Board of directors of the Partnership (the "Board").

3. BOARD AND MANAGEMENT:

Employees of the GasLog Group, under the direction of the Chief Executive Officer, conduct the Partnership's business on a day-to-day basis. The Board, which is partly elected by the Partnership's unitholders and partly appointed by the Partnership's General Partner, oversees management and seeks to assure that the interests of the unitholders are served. Both the Board and management recognize that the unitholder's interests may be advanced by responsibly addressing the concerns of other stakeholders including employees, customers, suppliers, partners, government agencies and the public at large.

4. BOARD FUNCTIONS AND RESPONSIBILITIES:

The Board determines the frequency of meetings, taking into consideration the recommendations of management and Board members. The Board and each Committee will meet as frequently as needed for the Directors to properly discharge their responsibilities.

Topics reviewed and discussed at meetings include: management reports on the partnership's performance including health, safety and environmental performance; the Partnership's short and long term strategy; and Board committee or management proposals. The Board may also call special meetings to act on issues requiring immediate attention. Directors are expected to review all meeting materials which are circulated at least seven days prior to the scheduled meeting unless such deadline is waived by the Board or its Chairman.

The Board, determines from time to time the number of directors on the Board.

5. DIRECTOR QUALIFICATIONS AND INDEPENDENCE:

5.1 Director Qualifications

The Board is responsible for evaluating potential director candidates. This includes considering their independence, as well 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.

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The Board does not believe that arbitrary term limits or a mandatory retirement age applicable to directors' service are appropriate, nor does it believe that directors should expect to be renominated or re-appointed until they resign.

5.2 Director Independence

The Partnership qualifies as a Foreign Private Issuer under the rules of the US Securities and Exchange Commission (the "SEC") it is not required to have a board of directors that is composed of a majority of independent directors. The Partnership, however, understands and values the need for Director independence and a number of independent directors. The Board shall have at least three independent directors and will annually review relationships of directors.

5.3 Audit Committee Requirements

All members of the Audit Committee will be independent directors within the meaning of applicable rules of the SEC and the listing standards of the NYSE 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.

6. BOARD COMMITTEES:

The Board currently has two standing committees: the Audit Committee and the Conflicts Committee. The current charter of each committee is available on the Partnership's website at www.gaslogmlp.com. The Committee Chairs report the highlights of their meetings to the full Board meeting following each meeting of the respective committees.

From time to time, the Board may deem it advisable to reconfigure 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 or the GasLog Group 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 these Guidelines.

The Board shall make all committee assignments.

7. 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 management 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 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

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materials, shall be distributed to directors at least seven days before the date of the meeting (unless such deadline is waived by the Board or its chairman), and directors 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.

8. ETHICS AND CONFLICTS OF INTEREST:

The Board expects the Partnership's directors, as well as officers and employees, 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 Audit Committee. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Audit Committee shall resolve any conflict of interest question involving one or more of the Partnership's directors.

9. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS:

The Board is 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 Partnerships 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.

10. 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 directors who qualify as independent directors under the NYSE Rules. In addition, the independent directors will meet at least once a year in an executive session.

11. DIRECTOR COMPENSATION:

Director compensation is set by the full Board, taking into account the recommendation of the GLOG 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 fulfil 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.

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Directors are 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.

12. 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.

A director development session is scheduled as appropriate as part of the in person Board meetings. The director development program is scheduled by the Partnership Secretary in conjunction with management and the Chairman of the Board.

13. MANAGEMENT SUCCESSION:

The Board will consider policies and principles for Chief Executive Officer selection and performance review. The Board is 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.

14. PERFORMANCE EVALUATION OF THE BOARD:

The Board and each of the committees will perform a biennial self-evaluation process. As part of these evaluations, the directors will provide their assessments of the effectiveness of the Board and the committees on which they serve.

15. REVIEW OF SERVICE PROVIDER:

The Conflicts Committee will at least annually review the performance of GLOG and its subsidiaries under the agreements between the Partnership and its subsidiaries and GLOG 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 GLOG 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 GLOG and its subsidiaries have in place appropriate succession plans to ensure the continued level of service required by the Partnership and its subsidiaries.

16. GUIDELINES MAINTENANCE:

The guidelines shall be reviewed by the Board on an annual basis and are subject to modification from time to time. Only the Board may grant waivers of these Guidelines, subject to any applicable law, rules or regulations and the Partnership Agreement.

These Guidelines are available on the Company's website, <http://www.gaslogmlp.com>.

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17. LINKED DOCUMENTS:

- Code of Business Conducts and Ethics.