

REFINITIV

## DELTA REPORT

### 10-K

MPLX - MPLX LP

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

**TOTAL DELTAS** 4586

█ **CHANGES** 551

█ **DELETIONS** 2088

█ **ADDITIONS** 1947

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2022** **December 31, 2023**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-35714

**MPLX LP**

(Exact name of registrant as specified in its charter)

**Delaware**

**27-0005456**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**200 E. Hardin Street, Findlay, OH 45840-3229**

(Address of principal executive offices) (Zip code)

**(419) 421-2414 422-2121**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Units Representing Limited Partnership Interests	MPLX	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to **§ 240.10D-1(b)** **§240.10D-1(b)**.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of common units held by non-affiliates as of **June 30, 2022** **June 30, 2023** was approximately **\$10.6 billion** **\$12.0 billion**. This amount is based on the closing price of the registrant's common units on the New York Stock Exchange on **June 30, 2022** **June 30, 2023**. Common units held by executive officers and directors of the registrant and its affiliates are not included in the computation. The registrant, solely for the purpose of this required presentation, has deemed its directors and executive officers and those of its affiliates to be affiliates.

MPLX LP had **1,001,043,931** **1,010,717,254** common units outstanding at **February 16, 2023** **February 23, 2024**.

Documents Incorporated By Reference: None

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Unless otherwise stated or the context otherwise indicates, all references in this **report** Annual Report on Form 10-K to "MPLX LP," "MPLX," "the Partnership," "we," "our," "us," or like terms refer to MPLX LP and its **consolidated** subsidiaries. References to our sponsor and customer, "MPC," "MPC," refer collectively to Marathon Petroleum Corporation and its subsidiaries, other than the Partnership. Additionally, throughout this Annual Report on Form 10-K, we have used terms in our discussion of the business and operating results that have been defined in our Glossary of Terms.

## Glossary of Terms

The abbreviations, acronyms and industry terminology used in this report are defined as follows:

ARO	Asset retirement obligation
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
Barrel (Bbl)	One stock tank barrel, or 42 United States gallons of liquid volume, used in reference to crude oil or other liquid hydrocarbons.
Bcf/d	One billion cubic feet per day
Btu	One British thermal unit, an energy measurement
DCF (a non-GAAP financial measure)	Distributable Cash Flow
DOT	United States Department of Transportation
EBITDA (a non-GAAP financial measure)	Earnings Before Interest, Taxes, Depreciation and Amortization
EPA	United States Environmental Protection Agency
FASB	Financial Accounting Standards Board
FCF (a non-GAAP financial measure)	Free Cash Flow
FERC	Federal Energy Regulatory Commission
GAAP	Accounting principles generally accepted in the United States of America
G&P	Gathering and Processing segment
IRS	Internal Revenue Service
L&S	Logistics and Storage segment
mbbls	Thousands of barrels
mbpd	Thousand barrels per day
MMBtu	One million British thermal units, an energy measurement
MMcf/d	One million cubic feet per day
NGL	Natural gas liquids, such as ethane, propane, butanes and natural gasoline
NYSE	New York Stock Exchange
PHMSA	Pipeline and Hazardous Materials Safety Administration
SEC	United States Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate
USCG	United States Coast Guard
VIE	Variable interest entity

#### Disclosures Regarding Forward-Looking Statements

This Annual Report on Form 10-K, particularly Item 1. Business, Item 1A. Risk Factors, Item 3. Legal Proceedings, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 7A. Quantitative and Qualitative Disclosures about Market Risk, includes forward-looking statements that are subject to risks, contingencies or uncertainties. You can identify forward-looking statements by words such as "anticipate," "believe," "commitment," "could," "design," "estimate," "expect," "forecast," "goal," "guidance," "intend," "may," "objective," "opportunity," "outlook," "plan," "policy," "position," "potential," "predict," "priority," "project," "prospective," "pursue," "seek," "should," "strategy," "target," "will," "would" or other similar expressions that convey the uncertainty of future events or outcomes.

Forward-looking statements include, among other things, statements regarding:

- future financial and operating results;
- environmental, social and governance, ("ESG") which we refer to as "ESG," plans and goals, and targets, including those related to greenhouse gas, ("GHG") which we refer to as "GHG," emissions and intensity, biodiversity, diversity and inclusion and ESG reporting;
- future levels of capital, environmental or maintenance expenditures, general and administrative and other expenses;
- our plans to achieve our ESG goals and targets and to monitor and report progress thereon;
- the success or timing of completion of ongoing or anticipated capital or maintenance projects;
- business strategies, growth opportunities and expected investments; investments, including plans to grow stable cash flows, lower costs and return capital to unitholders;
- the timing and amount of future distributions or unit repurchases; and
- the anticipated effects of actions of third parties such as competitors, activist investors, federal, foreign, state or local regulatory authorities, or plaintiffs in litigation.

Our forward-looking statements are not guarantees of future performance and you should not rely unduly on them, as they involve risks, uncertainties and assumptions, assumptions that we cannot predict. Forward-looking and other statements regarding our ESG plans and goals are not an indication that these statements are material to investors or required to be disclosed in our filings with the SEC. In addition, historical, current, and forward-looking ESG-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future. Material differences between actual results and any future performance suggested in our forward-looking statements could result from a variety of factors, including the following:

- general economic, political or regulatory developments, including inflation, interest rates, changes in governmental policies relating to refined petroleum products, crude oil, natural gas, NGLs, or natural gas liquids, such as ethane, propane, butanes and natural gasoline, which we refer to as "NGLs," renewables, or taxation;
- the ability of MPC to achieve its strategic objectives and the effects of those strategic decisions on us;
- further impairments;
- negative capital market conditions, including an increase of the current yield on common units;
- the ability to achieve strategic and financial objectives, including with respect to distribution coverage, future distribution levels, proposed projects and completed transactions;
- the success of MPC's portfolio optimization, including the ability to complete any divestitures on commercially reasonable terms and/or within the expected timeframe, and the effects of any such divestitures on our business, financial condition, results of operations and cash flows;
- consumer demand for refined products, natural gas, renewables and NGLs;
- the adequacy of capital resources and liquidity, including the availability of sufficient cash flow to pay distributions and access to debt on commercially reasonable terms, and the ability to successfully execute business plans, growth strategies and self-funding models;
- the timing and extent of changes in commodity prices and demand for crude oil, refined products, feedstocks or other hydrocarbon-based products, or renewables;
- volatility in or degradation of general economic, market, industry or business conditions, including as a result of the COVID-19 pandemic, pandemics, other infectious disease outbreaks, natural hazards, extreme weather events, regional conflicts such as hostilities in the military conflict between Russia Middle East and Ukraine, other conflicts, inflation, or rising interest rates or otherwise; rates;
- changes to the expected construction costs and timing of projects and planned investments, and the ability to obtain regulatory and other approvals with respect thereto;
- the availability of desirable strategic alternatives to optimize portfolio assets and our ability to obtain regulatory and other approvals with respect thereto;

- completion of midstream infrastructure by competitors;
- disruptions due to equipment interruption or failure, including electrical shortages and power grid failures;
- the suspension, reduction or termination of MPC's obligations under MPLX's commercial agreements;
- modifications to financial policies, capital budgets, and earnings and distributions;
- the ability to manage disruptions in credit markets or changes to credit ratings;

- compliance our ability to comply with federal and state environmental, economic, health and safety, energy and other policies and regulations or enforcement actions initiated thereunder;
- adverse results in litigation;
- the effect of restructuring or reorganization of business components;
- the potential effects of changes in tariff rates on our business, financial condition, results of operations and cash flows;
- foreign imports and exports of crude oil, refined products, natural gas and NGLs;
- changes in producer customers' drilling plans or in volumes of throughput of crude oil, natural gas, NGLs, refined products, other hydrocarbon-based products, or renewables;
- changes in the cost or availability of third-party vessels, pipelines, railcars and other means of transportation for crude oil, natural gas, NGLs, feedstocks, refined products, and renewables;
- the price, availability and acceptance of alternative fuels and alternative-fuel vehicles and laws mandating such fuels or vehicles;
- actions taken by our competitors, including pricing adjustments and the expansion and retirement of pipeline capacity, processing, fractionation and treating facilities in response to market conditions;
- expectations regarding joint venture arrangements and other acquisitions or divestitures of assets;
- midstream and refining industry overcapacity or undercapacity;
- accidents industrial incidents or other unscheduled shutdowns affecting our machinery, pipelines, processing, fractionation and treating facilities or equipment, means of transportation, or those of our suppliers or customers;

- acts of war, terrorism or civil unrest that could impair our ability to gather, process, fractionate or transport crude oil, natural gas, NGLs, refined products, or renewables;
- political pressure and influence of environmental groups **upon policies and decisions related that are adverse** to the production, gathering, refining, processing, fractionation, transportation and marketing of crude oil or other feedstocks, refined products, natural gas, NGLs, other hydrocarbon-based products, or renewables;
- **the imposition of windfall profit taxes or maximum refining margin penalties on companies operating in the energy industry in California or other jurisdictions;**
- our ability to successfully **implement our sustainable energy strategy and principles** and achieve our ESG goals and targets within the expected timeframe, if at all; and
- the other factors described in Item 1A. Risk Factors.

We undertake no obligation to update any forward-looking statements except to the extent required by applicable law.

## Part I

### Item 1. Business

#### OVERVIEW

We are a diversified, large-cap master limited partnership formed by MPC in 2012 (as our sponsor) that owns and operates midstream energy infrastructure and logistics assets, and provides fuels distribution services. Our assets include a network of crude oil and refined product pipelines; an inland marine business; light-product, asphalt, heavy oil and marine terminals; storage caverns; refinery tanks, docks, loading racks, and associated piping; crude oil and natural gas gathering systems and pipelines; as well as natural gas and NGL processing and fractionation facilities. **Our assets are positioned throughout the United States.** The business consists of two segments based on the nature of services it offers: Logistics and Storage ("L&S") and Gathering and Processing ("G&P"). **Our assets are positioned throughout the United States.** The L&S segment primarily engages in the gathering, transportation, storage and distribution of crude oil, refined products, other hydrocarbon-based products, and renewables. The L&S segment also includes the operation of our refining logistics, fuels distribution and inland marine businesses, terminals, rail facilities and storage caverns. The G&P segment provides gathering, processing and transportation of natural gas as well as the transportation, fractionation, storage and marketing of NGLs. For more information on these segments, see Our Operating Segments discussion below. The map below and Item 2. Properties provide information about our assets as of **December 31, 2022** **December 31, 2023**:



We continue to have a strategic relationship with MPC, which is a large source of our revenues. We have executed numerous long-term, fee-based agreements with minimum volume commitments with MPC which provide us with a stable and predictable revenue stream and source of cash flows. As of **December 31, 2022** **December 31, 2023**, MPC owned our general partner and approximately 65 percent of our outstanding common units. In **2022**, **2023**, MPC accounted for **47.50** percent of our total revenues and other income, primarily within our L&S segment, and will continue to be an important source of our revenues and cash flows for the foreseeable future. We also have long-term relationships with a diverse set of producer customers in many crude oil and natural gas resource plays, including the Marcellus Shale, Permian Basin, Utica Shale, STACK Shale and Bakken Shale, among others.

MPLX remains guided by its strategic priorities of strict capital discipline, fostering a low-cost culture, and optimizing our asset portfolio. We continuously evaluate our portfolio to identify opportunities to develop, expand, debottleneck and participate in projects that complement our existing assets, assess strategic acquisitions, and ensure we are optimizing all assets in the portfolio. This includes positioning the MPLX portfolio and capabilities to be successful through the energy evolution.

#### 2022 2023 RESULTS

The following table summarizes the operating performance for each segment for the year ended **December 31, 2022** **December 31, 2023**. For further discussion of our segments and a reconciliation of Non-GAAP measures to our Consolidated Statements of Income, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations as well as Item 8. Financial Statements and Supplementary Data – Note 10.



(1) Includes non-cash gain on a lease reclassification of \$509 million. See Item 8. Financial Statements and Supplementary Data - Note 20 in the consolidated financial statements for additional information.

#### RECENT DEVELOPMENTS

- On **January 25, 2023** **January 24, 2024**, we announced the board of directors of our general partner declared a distribution of **\$0.7750** **\$0.85** per common unit that was paid on **February 14, 2023** **February 14, 2024** to common unitholders of record on **February 6, 2023** **February 5, 2024**.
- On February 9, 2023, we issued \$1.1 billion aggregate principal amount of 5.00 percent senior notes due 2033 and \$500 million aggregate principal amount of 5.65 percent senior notes due 2053 in an underwritten public offering.
- On February 15, 2023, we redeemed all of the 600,000 outstanding Series B preferred units at the redemption price of \$1,000 per unit. The semi-annual distribution due to Series B unitholders on February 15, 2023, was also paid on that date, in the usual manner. We also provided notice to redeem all of MPLX's and MarkWest's \$1.0 billion aggregate principal amount of 4.50 percent senior notes due July 2023.

#### BUSINESS STRATEGIES

*Maintain Safe and Reliable Operations:* We are committed to maintaining and improving the safety, reliability and efficiency of our operations and promoting high standards for safety and environmental stewardship. Providing safe, reliable and efficient services is also a key component in generating stable cash flows.

**Grow Stable Cash Flows While Maintaining Strict Capital Discipline:** We are focused on growing our **feed-based** **fee-based** services through long-term contracts, which provide through-cycle cash flow stability. We also challenge ourselves to be disciplined in our capital spending as we look to effectively deploy capital to grow our business and its cash flows.

**Focus on Low-Cost Culture:** We are committed to achieving operational excellence by reducing costs, improving efficiency, and driving operational improvements. This means lowering our costs in all aspects of our business and challenging ourselves to be disciplined in every dollar we spend across our organization.

**Commitment to Return Capital to Unitholders:** We are committed to generating cash flows in excess of both our capital spending and our distributions, while maintaining a strong balance sheet. With our commitment to strict-capital discipline and **adoption of fostering** a low-cost culture, we expect to continue generating strong cash flow, enhancing our financial flexibility to invest in and grow the business, while also supporting the return of capital to MPLX unitholders.

**Commitment to Sustainability:** Our approach to sustainability spans the environmental, social and governance dimensions of our business. That means strengthening resiliency by lowering carbon intensity and conserving natural resources; innovating for the future by investing in renewables and emerging technologies; and embedding sustainability in decision-making and in how we engage our people and many stakeholders. We are progressing towards meeting our 2025 and 2030 methane intensity reduction goals, as well as our biodiversity target, by applying sustainable landscapes to our compatible right of ways.

#### ORGANIZATIONAL STRUCTURE

The following diagram depicts our organizational structure and MPC's ownership interest in us as of **February 16, 2023** **February 23, 2024**.



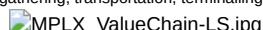
We are an MLP with outstanding common units held by MPC and public unitholders as well as preferred units. Our common units are publicly traded on the NYSE under the symbol "MPLX." Our Series A preferred units rank senior to all common units. The holders of the Series A preferred units are entitled to receive a quarterly distribution equal to the greater of \$0.528125 per unit or the amount of distributions they would have received on an as converted basis. Our **Series 6.875 percent Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units** (the "Series B preferred units") were redeemed on February 15, 2023 and are no longer outstanding.

#### INDUSTRY OVERVIEW

As of **December 31, 2022** **December 31, 2023**, our diversified services in the midstream sector broken down by our segments are as follows:

##### L&S:

The midstream sector plays a crucial role in the oil and gas industry by providing gathering, transportation, terminalling, storage and marketing services as depicted below.



Crude oil is the primary raw material for transportation fuels and the basis for many products, including plastics, petrochemicals and heating oil for homes. Pipelines bring advantaged North American crude oil from the upper Great Plains, Louisiana, Texas, Canada and West Coast to numerous refineries throughout the United States. Terminals provide for the receipt, storage, blending, additization, handling and redelivery of refined products via pipeline, rail, marine and over-the-road modes of transportation. This network of logistics infrastructure also allows for export opportunities by connecting supply to global demand markets. The hydrocarbon market is often volatile and the ability to take advantage of fast-moving market conditions is enhanced by the ability to store crude oil, refined products, other hydrocarbon-based products, and renewables at tank farms, caverns, and tanks at refineries and terminals. The ability to store various products provides flexibility and logistics optionality which allows participants within the industry to take advantage of changing market conditions.

##### G&P:

The midstream natural gas industry is the link between the exploration for, and production of, natural gas and the delivery of its hydrocarbon components to end-use markets, as graphically depicted and further described below:



- **Gathering.** The natural gas production process begins with the drilling of wells into gas-bearing rock formations. At the initial stages of the midstream value chain, our network of pipelines known as gathering systems directly connect to wellheads in the production area. Our gathering systems then transport raw, or untreated, natural gas to a central location for treating and processing.

- *Processing.* Natural gas has a widely varying composition depending on the field, formation reservoir or facility from which it is produced. Our natural gas processing complexes remove the heavier and more valuable hydrocarbon components, which are extracted as a mixed NGL stream that includes ethane, propane, butanes and natural gasoline (also referred to as "y-grade"). Processing aids in allowing the residue gas remaining after extraction of NGLs to meet the quality specifications for long-haul pipeline transportation and commercial use.
- *Fractionation.* Fractionation is the further separation of the mixture of extracted NGLs into individual components for end-use sale. Fractionation systems typically exist either as an integral part of a gas processing plant or as a central fractionator.
- *Storage, transportation and marketing.* Once the raw natural gas has been treated or processed and the raw NGL mix has been fractionated into individual NGL components, the natural gas is delivered to downstream transmission pipelines and NGL components are stored, transported and marketed to end-use markets.

Due to advances in well completion technology and horizontal drilling techniques, unconventional sources, such as shale and tight sand formations, have become a source of current and expected future natural gas production. The industry as a whole is characterized by regional competition, based on the proximity of gathering systems and processing/fractionation plants to producing natural gas wells, or to facilities that produce natural gas as a byproduct of refining crude oil. Due to the shift in the source of natural gas production, midstream providers with a significant presence in the shale plays will likely have a competitive advantage. Well-positioned operations allow access to all major NGL markets and provide for the development of export solutions for producers. This proximity is enhanced by infrastructure build-out and pipeline projects.

#### OUR OPERATING SEGMENTS

We conduct our operations in two reportable segments, which include L&S and G&P. Each of these segments is organized and managed based upon the nature of the products and services it offers.

**L&S:**

The L&S segment includes gathering, transportation, storage and distribution of crude oil, refined products, other hydrocarbon-based products and renewables. These assets consist of a network of 15,105 15,361 miles of wholly and jointly-owned common carrier pipelines and associated storage assets, refining logistics assets at 13 refineries, 89 88 terminals including one export terminal, storage caverns, tank farm assets including rail and truck racks, an inland marine business and a fuels distribution business. For information related to our L&S assets, please see Item 2. Properties - Logistics and Storage. Our L&S assets are integral to the success of MPC's operations. We continue to evaluate projects and opportunities that will further enhance our existing operations and provide valuable services to MPC and third parties.

We generate revenue in the L&S segment primarily by charging tariffs for gathering and transporting crude oil, refined products, other hydrocarbon-based products and renewables through our pipelines and at our barge docks delivering to domestic and international destinations, and fees for storing crude oil, refined products and renewables at our storage facilities. Our marine business generates revenue under a fee-for-capacity contract with MPC. Our fuels distribution business provides services related to the scheduling and marketing of products on behalf of MPC, for which it generates revenue based on the volume of MPC's products sold each month. We are also the operator of additional crude oil and refined product pipelines either owned by MPC, and third parties or in which MPLX or MPC has an ownership interest, for which we are paid operating fees. For the year ended December 31, 2022 December 31, 2023, approximately 88 87 percent of L&S segment revenues and other income was generated from MPC.

**G&P:**

The G&P segment gathers, processes and transports natural gas; and transports, fractionates, stores and markets NGLs. As of December 31, 2022 December 31, 2023, gathering and processing assets available to MPLX included approximately 10.4 9.7 Bcf/d of gathering capacity, 12.0 Bcf/d of natural gas processing capacity and 829 mbpd of fractionation and de-ethanization capacity. For a summary of our gas processing facilities, fractionation facilities, natural gas gathering systems, NGL pipelines and natural gas pipelines see Item 2. Properties - Gathering and Processing.

Revenue from the sale of products purchased after services are provided is reported as Product sales on the Consolidated Statements of Income and recognized on a gross basis, as MPLX takes control of the product and is the principal in the transaction. For the year ended December 31, 2022 December 31, 2023, revenues with one customer primarily related to these NGL transactions in the Southwest region accounted for approximately 21 percent of G&P segment revenues. Revenues earned from two customers within the Marcellus region were also significant to the segment, segment; however, neither of these customers represented more than 15 percent of G&P segment revenues. Neither of these customers was significant to MPLX consolidated revenues.

For further financial information regarding our segments, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data included in this Annual Report on Form 10-K.

#### OUR RELATIONSHIP WITH MPC

One of our competitive strengths is our strategic relationship with MPC, which is operates one of the largest crude oil refiner refining systems in the United States in terms of refining capacity. MPC owns and operates 13 refineries in the Gulf Coast, Mid-Continent and West Coast regions of the United States and distributes refined products, including renewable diesel, through transportation, storage, distribution and marketing services provided primarily by its midstream segment, which primarily consists of MPLX. MPLX, through its fuels distribution services, distributes refined products under the Marathon brand through an extensive network of retail locations owned or operated by independent entrepreneurs across the United States.

MPC retains a significant interest in us through its non-economic ownership of our general partner and holding held approximately 65 percent of the outstanding common units of MPLX as of December 31, 2022 December 31, 2023. Given MPC's significant interest in us, we believe MPC will promote and support the successful execution of our business strategies. We have implemented and continue to pursue growth and integration opportunities along existing value chains that benefit both MPC and MPLX.

#### OUR L&S CONTRACTS WITH MPC AND THIRD PARTIES

##### Transportation Services Agreements, Storage Services Agreements, Terminal Services Agreements and Fuels Distribution Services Agreement with MPC

Our L&S assets are strategically located within, and integral to, MPC's operations. We have entered into multiple transportation, terminal and storage services agreements with MPC. Under these long-term, fee-based agreements, we provide transportation, terminal and storage services to MPC and, other than under our marine transportation services agreement, most of these agreements include minimum committed volumes from MPC. MPC has also committed to pay a fixed fee for 100 percent of available capacity for boats, barges and third-party chartered equipment under the marine transportation services agreement. agreements. We also have a fuels distribution agreement with MPC under which we provide scheduling and other services of for MPC's products.

The following table sets forth additional information regarding our transportation, storage, terminal, and fuels distribution services agreements with MPC as expected to be in effect throughout 2023, 2024:

Agreement	Agreement	Initial	MPC	MPC minimum commitment		
		Initiation Date	Term (years)			
<b>Agreement</b>						
<b>Agreement</b>			Initial Term (years)			
<b>Transportation Services (mbpd):</b>						
<b>Crude pipelines<sup>(1)</sup></b>						
Crude pipelines <sup>(1)</sup>						
Crude pipelines <sup>(1)</sup>	Crude pipelines <sup>(1)</sup>	Various	4-10	2,023		
Refined product pipelines <sup>(2)</sup>	Refined product pipelines <sup>(2)</sup>	Various	1-15	1,756		
Marine <sup>(3)</sup>	Marine <sup>(3)</sup>	January 2015	6	N/A		
Marine <sup>(3)</sup>	Marine <sup>(3)</sup>			5 - 6		
<b>Storage Services (mbbls):</b>						
<b>Tank Farms<sup>(4)</sup></b>						
Tank Farms <sup>(4)</sup>						
Caverns <sup>(5)</sup>	Caverns <sup>(5)</sup>	Various	10-17	4,209		
<b>Terminal Services<sup>(6)</sup> (mbpd)</b>						
<b>Terminal Services<sup>(6)</sup> (mbpd)</b>						
Fuels Distribution Services <sup>(7)</sup> (millions of gallons per year)	Fuels Distribution Services <sup>(7)</sup> (millions of gallons per year)	February 2018	10	23,449		

(1) Commitments are adjusted for crude viscosity. Renewal terms include multiple two to five-year terms.

(2) Renewal terms include multiple one to five-year terms.

(3) MPC has committed to utilize 100 percent of our available capacity of boats and barges. Renewal terms include two additional five-year terms. The contract is currently within the first **one** remaining renewal period, **period of five years**.

(4) Volume shown represents total shell capacity available for MPC's use and includes refining logistics tanks. Renewal terms vary and range from year-to-year to multiple additional five-year terms.

(5) Renewal terms vary and range from zero to 10 years. Volume shown represents total shell capacity.

(6) Renewal terms vary and range from month-to-month to two additional five-year terms.

(7) **Includes** The contract initiated in February 2018 and includes one additional five-year renewal term.

Under transportation services agreements containing minimum volume commitments, if MPC fails to transport its minimum throughput volumes during any period, then MPC will pay us a deficiency payment equal to the volume of the deficiency multiplied by the tariff rate then in effect. Under certain transportation services agreements, the amount of any deficiency payment paid by MPC may be applied as a credit for any volumes transported on the applicable pipeline in excess of MPC's minimum volume commitment during a limited number of succeeding periods, after which time any unused credits will expire.

We have a trucking transportation services agreement with MPC. Under this trucking transportation services agreement, we receive a service fee per barrel for gathering barrels and providing trucking, dispatch, delivery and data services.

Under most of our terminal services agreements, if MPC fails to meet its minimum volume commitment during any period, then MPC will pay us a deficiency payment equal to the volume of the deficiency multiplied by the contractual fee then in effect. Some of our terminal services agreements contain minimum commitments for various additional services such as storage and blending.

We have numerous storage services agreements governing storage services at various types of facilities including terminals, pipeline tank farms, caverns and refineries, under which MPC pays MPLX per-barrel fees for providing storage services. Some of these agreements provide MPC with exclusive access to storage at certain locations, such as storage located at MPC's refineries or storage in certain caverns. Under these agreements, MPC pays MPLX a per-barrel fee for such storage capacity, regardless of whether MPC fully utilizes the available capacity.

Through our fuels distribution services, we distribute refined products through an extensive network of retail locations owned or operated by independent entrepreneurs. We have a fuels distribution service agreement with MPC in under which MPC pays MPLX a tiered monthly fee based on the volume of MPC's products marketed by MPLX each month, subject to a maximum annual volume. MPLX has agreed to use commercially reasonable efforts to sell not less than a minimum quarterly volume of MPC's products during each calendar quarter. If MPLX sells less than the minimum quarterly volume of MPC's products during any calendar quarter despite its commercially reasonable efforts, MPC will pay MPLX a deficiency payment equal to the volume deficiency multiplied by the applicable tiered fee. The dollar amount of actual sales volume of MPC's products that exceeds the minimum quarterly volume (an "Excess Sale") for a particular quarter will be applied as a credit, on a first-in-first-out basis, against any future deficiency payment owed by MPC to MPLX during the four calendar quarters immediately following the calendar quarter in which the Excess Sale occurs.

Our agreements with MPC provide for annual escalations that are either fixed or based on a variety of factors including the FERC index and various other inflation-based indexes depending on the nature and geography of the services provided.

#### **Pipeline Operating Agreements with MPC**

We operate various pipelines owned by MPC, under operating services agreements. Under these operating services agreements, we receive an operating fee for operating the assets, which include certain MPC wholly owned or partially owned crude oil, natural gas, and refined product pipelines, and for providing various operational services with respect to those assets. We are generally reimbursed for all direct and indirect costs associated with operating the assets and providing such operational services. These agreements vary in length and automatically renew with most agreements being indexed for inflation.

#### **Pipeline Operating Agreements with Third Parties**

We maintain and operate six pipelines in which either MPC or MPLX has a joint interest. We receive an operating fee for each of these pipelines, which is subject to adjustment for inflation. In addition, we are reimbursed for specific costs associated with operating each pipeline. The length and renewal terms for each agreement vary.

#### **Transportation, Terminal and Storage Services Agreements with Third Parties**

We have multiple transportation and terminal services agreements with third parties under which we provide use of pipelines and tank storage, and provide services, facilities and other infrastructure related to the receipt, storage, throughput, blending and delivery of commodities. Some of these agreements are subject to prepaid throughput volumes contain minimum volume commitments under which we agree to handle a certain amount of product throughput each month in exchange for a predetermined fixed fee, with any excess throughput or ancillary services subject to additional charges. Under the remaining agreements, we receive an agreed upon fee based on actual product throughput following the completion of services.

#### **Marine Management Services Agreements with MPC**

MPLX has an agreement with MPC under which it provides management services to assist MPC in the oversight and management of the marine business. MPLX receives fixed annual fees for providing the required services, which are subject to predetermined annual escalation rates. This agreement is subject to an initial term of five years and automatically renews for one additional five-year renewal period unless terminated by either party.

#### **Other Agreements with MPC**

We have omnibus agreements with MPC that address our payment of a fixed annual fee to MPC for the provision of executive management services by certain executive officers of our general partner and our reimbursement to MPC for the provision of certain services to us, as well as MPC's indemnification of us for certain matters, including certain environmental, title and tax matters. In addition, we indemnify MPC for certain matters under these agreements.

We also have various employee services agreements and a secondment agreement under which we reimburse MPC for the provision of certain operational and management services to us. All of the employees that conduct our business are directly employed by affiliates of our general partner.

Additionally, we have certain indemnification agreements with MPC under which MPC retains responsibility for remediation of known environmental liabilities due to the use or operation of the assets prior to our ownership, and indemnifies us for any losses we incurred arising out of those remediation obligations. The indemnification for unknown pre-closing remediation liabilities is generally limited to five years.

### **OUR G&P CONTRACTS WITH MPC AND THIRD PARTIES**

The majority of our revenues in the G&P segment are generated from natural gas gathering, transportation and processing; and NGL transportation, fractionation, exchange, marketing and storage. MPLX enters into a variety of contract types including fee-based, percent-of-proceeds, keep-whole and purchase arrangements in order to generate revenues. See Item 8. Financial Statements and Supplementary Data - Note 2 for a further description of these different types of arrangements.

In many cases, MPLX provides services under contracts that contain a combination of more than one of the arrangements described above. The terms of MPLX's contracts vary based on gas quality conditions, the competitive environment when the contracts are signed and customer requirements. In addition, minimum volume commitments may create contract liabilities or deferred credits if current period payments can be used for future services. These are recognized into service revenue in instances where it is probable the customer will not use the credit in future periods.

MPLX's contract mix and exposure to natural gas and NGL prices may change as a result of changes in producer preferences, MPLX expansion in regions where some types of contracts are more common and other market factors, including current market and financial conditions which have increased the risk of volatility in oil, natural gas and NGL prices. Any change in mix may influence our long-term financial results.

#### **Keep-whole agreement with MPC**

MPLX has a keep-whole commodity agreement related to our Rockies operations with MPC. Under the agreement, MPC pays us a processing fee for NGLs related to keep-whole agreements and delivers shrink gas to the producers on our behalf. We pay MPC a marketing fee in exchange for assuming the commodity risk. The pricing structure under this agreement provides for a base volume subject to a base rate and incremental volumes subject to variable rates, which are calculated with reference to certain of our costs incurred as processor of the volumes. The pricing for both the base and incremental volumes are subject to revision each year.

## COMPETITION

Within our L&S segment, our competition primarily comes from independent terminal and pipeline companies, integrated petroleum companies, refining and marketing companies, distribution companies with marketing and trading arms and from other wholesale petroleum products distributors. Competition in any particular geographic area is affected significantly by the volume of products produced by refineries in the area, and in areas where no refinery is present, by the availability of products and the cost of transportation to the area from other locations. Competition for oil supplies is based primarily on the price and scope of services, location of the facility and connectivity to the best priced markets.

As a result of our contractual relationship with MPC under our transportation and storage services agreements, our terminal services agreement, our fuels distribution agreement and our physical asset connections to MPC's refineries and terminals, we believe that MPC will continue to utilize our assets for transportation, storage, distribution and marketing services. If MPC's customers reduced their purchases of refined products from MPC due to increased availability of less expensive refined product from other suppliers or for other reasons, MPC may only receive or deliver the minimum volumes through our terminals (or pay the shortfall payment if it does not deliver the minimum volumes), which could decrease our revenues.

In our G&P segment, we face competition for natural gas gathering and in obtaining natural gas supplies for our processing and related services; in obtaining unprocessed NGLs for transportation and fractionation; and in marketing our products and services. Competition for natural gas supplies is based primarily on the location of gas gathering systems and gas processing plants, operating efficiency and reliability, residue gas and NGL market connectivity, the ability to obtain a satisfactory price for products recovered and the fees charged for services supplied to the customer. Competitive factors affecting our fractionation services include availability of fractionation capacity, proximity to supply and industry marketing centers, the fees charged for fractionation services and operating efficiency and reliability of service. Competition for customers to purchase our natural gas and NGLs is based primarily on price, credit and market connectivity.

Our G&P competitors include:

- natural gas midstream providers, of varying financial resources and experience, that gather, transport, process, fractionate, store and market natural gas and NGLs;
- major integrated oil companies and refineries;
- independent exploration and production companies;
- interstate and intrastate pipelines; and
- other marine and land-based transporters of natural gas and NGLs.

Certain competitors, such as major oil and gas and pipeline companies, may have capital resources and contracted supplies of natural gas substantially greater than ours. Smaller local distributors may have a marketing advantage in their immediate service areas.

We believe that our customer focus, demonstrated by our ability to offer an integrated package of services and our flexibility in considering various types of contractual arrangements, allows us to compete more effectively. This includes having access to both NGL and natural gas markets to allow for flexibility in our gathering and processing in addition to having critical connections to a strong sponsor and key market outlets for NGLs and natural gas. Our strategic gathering and processing agreements with key producers enhances our competitive position to participate in the further development of our resource plays. The strategic location of our assets, including those connected to MPC, and the long-term nature of many of our contracts also provide a significant competitive advantage.

## INSURANCE

Our assets may experience physical damage as a result of an accident or natural disaster. These hazards can also cause personal injury and loss of life, severe damage to and destruction of property and equipment, pollution or environmental damage and business interruption. We are insured under MPC and other third-party insurance policies. The MPC policies are subject to shared deductibles.

## SEASONALITY

The volume of crude oil and refined products transported and stored utilizing our assets is affected by the level of supply and demand for crude oil and refined products in the markets served directly or indirectly by our assets. The majority of effects of seasonality on the L&S segment's revenues will be mitigated through the use of fee-based transportation and storage services agreements with MPC that include minimum volume commitments.

In our G&P segment, we experience minimal impacts from seasonal fluctuations which impact the demand for natural gas and NGLs and the related commodity prices caused by various factors including variations in weather patterns from year to year. We are able to manage the seasonality impacts through the execution of our marketing strategy. Overall, our exposure to the seasonality fluctuations is limited due to the nature of our fee-based business.

## REGULATORY MATTERS

Our operations are subject to numerous laws and regulations, including those relating to the protection of the environment. Such laws and regulations include, among others, the Interstate Commerce Act ("ICA"), the Natural Gas Act ("NGA"), the Clean Water Act ("CWA") with respect to water discharges, the Clean Air Act ("CAA") with respect to air emissions, the Resource Conservation and Recovery Act ("RCRA") with respect to solid and hazardous waste treatment, storage and disposal, the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") with respect to releases and remediation of hazardous substances and the Oil Pollution Act of 1990 ("OPA-90") with respect to oil pollution and response. In addition, many states where we operate have similar laws. New laws are being enacted and regulations are being adopted on a continuing basis, and the costs of compliance with such new laws and regulations are very difficult to estimate until finalized.

For a discussion of environmental capital expenditures and costs of compliance, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Environmental Matters and Compliance Costs. For additional information regarding regulatory risks, see Item 1A. Risk Factors.

### Pipeline Regulations

#### Liquids Pipelines

Some of our existing pipelines are considered interstate common carrier pipelines subject to regulation by the Federal Energy Regulatory Commission ("FERC") under the ICA, Energy Policy Act of 1992 ("EPAct 1992") and the rules and regulations promulgated under those laws. The ICA and FERC regulations require that tariff rates for oil pipelines, a category that includes crude oil and petroleum product pipelines, be just and reasonable and the terms and conditions of service must not be unduly discriminatory. The ICA permits interested persons to challenge newly proposed tariff rates or terms and conditions of service, or any change to tariff rates or terms and conditions of service, and authorizes FERC to suspend the effectiveness of such proposal or change for a period of time to investigate. If, upon completion of an investigation, FERC finds that the new or changed service or rate is unlawful, it is authorized to require the carrier to refund the revenues in excess of the prior tariff collected during the pendency of the investigation. An interested person may also challenge existing terms and conditions of service or rates and FERC may order a carrier to change its terms and conditions of service or rates prospectively. Upon an appropriate showing, a shipper may also obtain reparations, from a pipeline, for damages sustained as a result of rates or terms which FERC deemed were not just and reasonable. Such reparation damages may accrue from the complaint through the final order and during the two years prior to the filing of a complaint.

EPAct 1992 deemed certain interstate petroleum pipeline rates then in effect to be just and reasonable under the ICA. These rates are commonly referred to as "grandfathered rates." Our rates for interstate transportation service in effect for the 365-day period ending on the date of the passage of EPAct 1992 were deemed just and reasonable and therefore are grandfathered. Subsequent changes to those rates are not grandfathered. New rates have since been established after EPAct 1992 for certain pipelines, and certain of our pipelines have subsequently been approved to charge market-based rates.

FERC permits regulated oil pipelines to change their rates within prescribed ceiling levels that are tied to an inflation index. A carrier must, as a general rule, utilize the indexing methodology to change its rates. Cost-of-service ratemaking, market-based rates and settlement rates are alternatives to the indexing approach and may be used in certain specified circumstances to change rates.

Intrastate services provided by certain of our liquids pipelines are subject to regulation by state regulatory authorities. Much of the state regulation is complaint-based, both as to rates and priority of access. Not all state regulatory bodies allow for changes based on an index method similar to that used by FERC. In those instances, rates are generally changed only through a rate case process. The state regulators could limit our ability to increase our rates or to set rates based on our costs or could order us to reduce our rates and could, if permitted under state law, require the payment of refunds to shippers.

FERC and state regulatory agencies generally have not investigated rates on their own initiative when those rates are not the subject of a protest or a complaint by a shipper. FERC or a state commission could investigate our rates on its own initiative or at the urging of a third party if the third party is either a current shipper or is able to show that it has a substantial economic interest in our tariff rate level.

#### *Natural Gas Pipelines*

Our natural gas pipeline operations are subject to federal, state and local regulatory authorities. Under the NGA, FERC has authority to regulate natural gas companies that provide natural gas pipeline transportation services in interstate commerce. FERC's authority to regulate those services includes the rates charged for the services, terms and conditions of service, certification and construction of new facilities, the extension or abandonment of services and facilities, the maintenance of accounts and records, the acquisition and disposition of facilities, the initiation and discontinuation of services and various other matters. Natural gas companies may not charge rates that have been determined to be unjust and unreasonable, or unduly discriminatory by FERC. In addition, FERC prohibits FERC-regulated natural gas companies from unduly preferring, or unduly discriminating against, any person with respect to pipeline rates or terms and conditions of service or other matters. Pursuant to FERC's jurisdiction, existing rates and/or other tariff provisions may be challenged (e.g., by complaint) and rate increases proposed by the pipeline or other tariff changes may be challenged (e.g., by protest). Any successful complaint or protest related to our services or facilities could have an adverse impact on our revenues.

Some of our intrastate gas pipeline facilities are subject to various state laws and regulations that affect the rates we charge and terms of service. Although state regulation is typically less onerous than FERC, state regulation typically requires pipelines to charge just and reasonable rates and to provide service on a non-discriminatory basis. The rates and service of an intrastate pipeline generally are subject to challenge by complaint. Additionally, FERC has adopted certain regulations and reporting requirements applicable to intrastate natural gas pipelines (and Hinshaw natural gas pipelines) that provide certain interstate services subject to FERC's jurisdiction. We are subject to such regulations and reporting requirements to the extent that any of our intrastate pipelines provide, or are found to provide, such interstate services.

#### *Natural Gas Gathering*

Section 1(b) of the NGA exempts natural gas production and gathering from the jurisdiction of FERC. There is, however, no bright-line test for determining the jurisdictional status of pipeline facilities. We own a number of facilities that we believe qualify as production and gathering facilities not subject to FERC jurisdiction. The distinction between FERC-regulated transmission services and federally unregulated gathering services is the subject of litigation from time to time, so we cannot provide assurance that FERC will not at some point assert that these facilities are within its jurisdiction or that such an assertion would not adversely affect our results of operations and revenues. In such a case, we would possibly be required to file a tariff with FERC, potentially provide a cost justification for the transportation charge and obtain certificate(s) of public convenience and necessity for the FERC-regulated pipelines, and comply with additional FERC reporting requirements.

In the states in which we operate, regulation of gathering facilities and intrastate pipeline facilities generally includes various safety, environmental and, in some circumstances, open access, non-discriminatory take requirement and complaint-based rate regulation. For example, some of our natural gas gathering facilities are subject to state ratable take and common purchaser statutes and regulations. Ratable take statutes and regulations generally require gatherers to take, without undue discrimination, natural gas production that may be tendered to the gatherer for handling. Similarly, common purchaser statutes and regulations generally require gatherers to purchase gas without undue discrimination as to source of supply or producer. These statutes are designed to prohibit discrimination in favor of one producer over another producer or one source of supply over another source of supply. Although state regulation is typically less onerous than at FERC, these statutes and regulations have the effect of restricting our right as an owner of gathering facilities to decide with whom we contract to purchase or gather natural gas.

Our gathering operations could be adversely affected should they be subject in the future to the application of state or federal regulation of rates and services or regulated as a public utility. Our gathering operations also may be or become subject to safety and operational regulations and permitting requirements relating to the design, siting, installation, testing, construction, operation, replacement and management of gathering facilities. Additional rules and legislation pertaining to these matters are considered or adopted from time to time. We cannot predict what effect, if any, such changes might have on our operations, but the industry could be required to incur additional capital expenditures and increased costs depending on future legislative and regulatory changes.

#### *Energy Policy Act of 2005*

Under the Domenici-Barton Energy Policy Act of 2005 ("EPAct 2005") and related regulations, it is unlawful for gas pipelines and storage companies that provide interstate services to: (i) directly or indirectly, use or employ any device, scheme or artifice to defraud in connection with the purchase or sale of natural gas subject to the jurisdiction of FERC, or the purchase or sale of transportation services subject to the jurisdiction of FERC; (ii) make any untrue statement of material fact or omit to make any such statement necessary to make the statements made not misleading; or (iii) engage in any act or practice that operates as a fraud or deceit upon any person. EPAct 2005 gives the FERC civil penalty authority to impose penalties for certain violations of up to approximately **\$1.3 million** **\$1.5 million** per day for each violation, subject to FERC's annual inflation adjustment. FERC also has the authority to order disgorgement of profits from transactions deemed to violate the NGA and the EPAct 2005.

#### *Standards of Conduct*

FERC has adopted affiliate standards of conduct applicable to interstate natural gas pipelines and certain other regulated entities, defined as "Transmission Providers." Under these rules, a Transmission Provider becomes subject to the standards of conduct if it provides service to affiliates that engage in marketing functions (as defined in the standards). If a Transmission Provider is subject to the standards of conduct, the Transmission Provider's transmission function employees (including the transmission function employees of any of its affiliates) must function independently from the Transmission Provider's marketing function employees (including the marketing function employees of any of its affiliates). The Transmission Provider must also comply with certain posting and other requirements.

#### *PHMSA Regulation*

We are subject to regulation by the DOT under the Hazardous Liquid Pipeline Safety Act of 1979 ("HLPSA"). The HLPSA delegated to the DOT the authority to develop, prescribe and enforce minimum federal safety standards for the transportation of hazardous liquids by pipeline. Congress also enacted the Pipeline Safety Act of 1992, also known as the PSA, which added the environment to the list of statutory factors that must be considered in establishing safety standards for hazardous liquid pipelines, required regulations be issued to define the term "gathering line" and establish safety standards for certain "regulated gathering lines," and mandated that regulations be issued to establish criteria for operators to use in identifying and inspecting pipelines located in High Consequence Areas ("HCAs"), defined as those areas that are unusually sensitive to environmental damage, that cross a navigable waterway, or that have a high population density. In 1996, Congress enacted the Accountable Pipeline Safety and Partnership Act, which limited the operator identification requirement mandate to pipelines that cross a waterway where a substantial likelihood of commercial navigation exists, required that certain areas where a pipeline rupture would likely cause permanent or long-term environmental damage be considered in determining whether an area is unusually sensitive to environmental damage, and mandated that regulations be issued for the qualification and testing of certain pipeline personnel. In the Pipeline Inspection, Protection, Enforcement, and Safety Act of 2006, Congress required mandatory inspections for certain U.S. crude oil and natural gas transmission pipelines in HCAs and mandated that regulations be issued for low-stress hazardous liquid pipelines and pipeline control room management. We are also subject to the Pipeline Safety, Regulatory Certainty and Job Creation Act of 2011, which increased penalties for safety violations, established additional safety requirements for newly constructed pipelines and required studies of certain safety issues that could result in the adoption of new regulatory requirements for existing pipelines. Additionally, we are subject to the Protecting our Infrastructure of Pipelines and Enhancing Safety Act of 2016, which required PHMSA to develop underground gas storage standards within two years and provided PHMSA with significant new authority to issue industry-wide emergency orders if an unsafe condition or practices results in an imminent hazard.

The DOT has delegated its authority under these statutes to the PHMSA, which administers compliance with these statutes and has promulgated comprehensive safety standards and regulations for the transportation of natural gas by pipeline (49 C.F.R. Part 192), as well as hazardous liquids by pipeline (49 C.F.R. Part 195), including regulations for the design and construction of new pipelines or those that have been relocated, replaced or otherwise changed (Subparts C and D of 49 C.F.R., Part 195); pressure testing of new pipelines (Subpart E of 49 C.F.R. Part 195); operation and maintenance of pipelines, including inspecting and reburying pipelines in the Gulf of Mexico and its inlets, establishing programs for public awareness and damage prevention, managing the integrity of pipelines in HCAs and managing the operation of pipeline control rooms (Subpart F of 49 C.F.R. Part 195); protecting steel pipelines from the adverse effects of internal and external corrosion (Subpart H of 49 C.F.R. Part 195); and integrity management requirements for pipelines in HCAs (49 C.F.R. 195.452). PHMSA has undertaken a number of initiatives to reevaluate its pipeline safety regulations. We do not anticipate that we would be impacted by these regulatory initiatives to any greater degree than other similarly situated competitors.

Notwithstanding the foregoing, PHMSA and one or more state regulators have, in isolated circumstances in the past, sought to expand the scope of their regulatory inspections to include certain in-plant equipment and pipelines found within NGL fractionation facilities and associated storage facilities in order to assess compliance with hazardous liquids pipeline safety requirements. If any of these actions were made broadly enforceable as part of a rule-making process or codified into law, they could result in additional capital costs, possible operational delays and increased costs of operation.

#### **Environmental and Other Regulations**

##### *General*

Our processing and fractionation plants, storage facilities, pipelines and associated facilities are subject to multiple obligations and potential liabilities under a variety of federal, regional, state and local laws and regulations relating to environmental protection. Such environmental laws and regulations may affect many aspects of our present and future operations, including for example, requiring the acquisition of permits or other approvals to conduct regulated activities that may impose burdensome conditions or potentially cause delays, restricting the manner in which we handle or dispose of our wastes, limiting or prohibiting construction or other activities in environmentally sensitive areas such as wetlands or areas inhabited by threatened or endangered species, requiring us to incur capital costs to construct, maintain and/or upgrade processes, equipment and/or facilities, restricting the locations in which we may construct our compressor stations and other facilities and/or requiring the relocation of existing stations and facilities, and requiring remedial actions to mitigate any pollution that might be caused by our operations or attributable to former operations. Spills, releases or other incidents may occur in connection with our active operations or as a result of events outside of our reasonable control, which incidents may result in non-compliance with such laws and regulations. Any failure to comply with these legal requirements may expose us to the assessment of sanctions, including administrative, civil and criminal penalties, the imposition of remedial or corrective actions and the issuance of orders enjoining or limiting some or all of our operations.

We believe that our operations and facilities are in substantial compliance with applicable environmental laws and regulations and the cost of continued compliance with such laws and regulations will not have a material adverse effect on our results of operations or financial condition. Generally speaking, however, the trend in environmental law is to place more restrictions and limitations on activities that may be perceived to adversely affect the environment, which may cause significant delays in obtaining permitting approvals for our facilities, result in the denial of our permitting applications, or cause us to become involved in time consuming and costly litigation. Thus, there can be no assurance as to the amount or timing of future expenditures for compliance with environmental laws and regulations, permits and permitting requirements or remedial actions pursuant to such laws and regulations, and actual future expenditures may be different from the amounts we currently anticipate. Revised or additional environmental requirements may result in increased compliance and mitigation costs or additional operating restrictions, particularly if those costs are not fully recoverable from our customers, and could have a material adverse effect on our business, financial condition, results of operations and cash flow. We may not be able to recover some or any of these costs from insurance. Such revised or additional environmental requirements may also result in substantially increased costs and material delays in the construction of new facilities or expansion of our existing facilities, which may materially impact our ability to meet our construction obligations with our producer customers.

##### *Remediation*

A comprehensive framework of environmental laws and regulations governs our operations as they relate to the possible release of hazardous substances or non-hazardous or hazardous wastes into soils, groundwater and surface water and measures taken to mitigate pollution into the environment. CERCLA, also known as the "Superfund" law, as well as comparable state laws, impose liability without regard to fault or the legality of the original conduct on certain classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. These persons include current and prior owners or operators of a site where a release occurred and companies that transported or disposed or arranged for the transport or disposal of the hazardous substances released from the site. Under CERCLA, these persons may be subject to strict joint and several liability for the costs of removing or remediating hazardous substances that have been released into the environment and for restoration costs and damages to natural resources. RCRA and similar state laws may also impose liability for removing or remediating releases of hazardous or non-hazardous wastes from impacted properties.

We currently own or lease, and have in the past owned or leased, properties that have been used over the years for natural gas gathering, processing and transportation, for NGL fractionation, for the storage, gathering and transportation of crude oil, or for the storage and transportation of refined products. During the normal course of operation, whether by us or prior owners or operators, releases of petroleum hydrocarbons or other non-hazardous or hazardous wastes have or may have occurred. We could be required to remove or remediate previously disposed wastes or property contamination, including groundwater contamination, or to perform remedial operations to prevent future contamination. We do not believe that we have any current material liability for cleanup costs under such laws or for third-party claims.

On September 6, 2022, EPA issued a notice of proposed rulemaking that would designate Perfluorooctanoic Acid ("PFOA") and Perfluorooctane Sulfonate ("PFOS") as hazardous substances under CERCLA Section 102(a). Additional EPA indicates it will issue a final action during the first quarter of 2024. In addition, EPA has received three petitions requesting regulatory action on per- and polyfluoroalkyl substances ("PFAS") regulation could include under RCRA and in February 2024, proposed two regulations that would add nine PFAS, including PFOA and PFOS, to the designation list of PFAS as a RCRA hazardous waste. constituents and broaden the definition of hazardous waste applicable to corrective action requirements at hazardous waste treatment, storage, and disposal facilities. We cannot currently predict the impact of potential statutes or regulations related to PFAS on our remediation costs.

#### Hazardous and Solid Wastes

We may incur liability under RCRA, and comparable or more stringent state statutes, which impose requirements relating to the handling and disposal of non-hazardous and hazardous wastes. In the course of our operations, we generate some amount of ordinary industrial wastes, such as paint wastes, waste solvents and waste oils that may be regulated as hazardous wastes. It is possible that some wastes generated by us that are currently classified as non-hazardous wastes may in the future be designated as hazardous wastes, resulting in the wastes being subject to more rigorous and costly transportation, storage, treatment and disposal requirements.

#### Water

We maintain numerous discharge permits as required under the National Pollutant Discharge Elimination System program of the CWA and have implemented systems to oversee our compliance with these permits. In addition, we are regulated under OPA-90, which, among other things, requires the owner or operator of a tank vessel or a facility to maintain an emergency plan to respond to releases of oil or hazardous substances. OPA-90 also requires the responsible company to pay resulting removal costs and damages and provides for civil penalties and criminal sanctions for violations of its provisions. We operate tank vessels and facilities from which spills of oil and hazardous substances could occur. We have implemented emergency oil response plans for all of our components and facilities covered by OPA-90 and we have established Spill Prevention, Control and Countermeasures plans for all facilities subject to such requirements. Some coastal states in which we operate have passed state laws similar to OPA-90, but with expanded liability provisions, that include provisions for cargo owner responsibility as well as ship owner and operator responsibility.

Construction or maintenance of our plants, compressor stations, pipelines, barge docks and storage facilities may impact wetlands or other surface water bodies, which are also regulated under the CWA by the EPA, the United States Army Corps of Engineers ("Army Corps") and state water quality agencies. Regulatory requirements governing wetlands and other surface water bodies (including associated mitigation projects) may result in the delay of our projects while we obtain necessary permits and may increase the cost of new projects and maintenance activities. We believe that we are in substantial compliance with the CWA and analogous state laws. However, there is no assurance that we will not incur material increases in our operating costs or delays in the construction or expansion of our facilities because of future developments, the implementation of new laws and regulations, the reinterpretation of existing laws and regulations, or otherwise, including, for example, increased construction activities, potential inadvertent releases arising from pursuing borings for pipelines, and earth slips due to heavy rain and/or other causes.

On October 22, 2019, EPA and the United States Army Corps of Engineers ("Army Corps") published a final rule to repeal the 2015 "Clean Water Rule: Definition of Waters of the United States" ("2015 Rule"), which amended portions of the Code of Federal Regulations to restore the regulatory text that existed prior to the 2015 Rule, effective December 23, 2019. The rule repealing the 2015 Rule has been challenged in multiple federal courts. On April 21, 2020, EPA and the Army Corps promulgated the Navigable Waters Protection Rule ("2020 Rule") to define "waters of the United States." The 2020 Rule has been vacated by a federal court. On December 7, 2021 January 18, 2023, EPA and the Army Corps issued published a notice of proposed rulemaking with the stated purpose of final rule ("2023 Rule") repealing the 2020 Rule defining "waters of the United States" and adopting a rule largely based upon the definition adopted in 1986 with some revisions based upon subsequent U.S. United States Supreme Court rulings, in particular Rapanos v. United States (2006) which produced two different tests for determining "waters of the United States", States, the relatively permanent waters and significant nexus tests. A broader The 2023 Rule has been challenged in multiple federal courts and has been enjoined from applying in 27 states where the pre-2015 "waters of the United States" definition and guidance applies. On May 25, 2023, the United States Supreme Court issued its decision in Sackett v. EPA rejecting the significant nexus test in favor of the relatively permanent waters test, thereby narrowing the scope of wetlands and other water bodies regulated as "waters of the United States." On September 8, 2023, EPA and the Army Corps revised the 2023 Rule to conform to the Sackett decision ("Revised 2023 Rule"). The Revised 2023 Rule applies in only 23 states and has also been challenged in multiple federal courts. The regulatory uncertainty could result in increased cost of compliance or increased capital costs for delays in permitting and impact pipeline construction of new facilities or expansion of existing facilities, and maintenance activities.

In April 2020, the U.S. District Court in Montana vacated Nationwide Permit 12 ("NWP 12"), which authorizes the placement of fill material in "waters of the United States" for utility line activities as long as certain best management practices are implemented. The decision was ultimately appealed to the United States Supreme Court, which partially reversed the district court's decision, temporarily reinstating NWP 12 for all projects except the Keystone XL oil pipeline. The Army Corps subsequently reissued its nationwide permit authorizations on January 13, 2021, by dividing the NWP that authorizes utility line activities (NWP 12) into three separate NWPs that address the differences in how different utility line projects are constructed, the substances they convey, and the different standards and best management practices that help ensure those NWPs authorize only those activities that have no more than minimal adverse environmental effects. A challenge of the 2021 authorization is currently pending before the U.S. District Court for the District of Columbia ("D.D.C."), after being transferred from the U.S. District Court for the District of Montana in August 2022 and the plaintiffs request the court vacate and remand the 2021 authorization. Also, a petition has been filed with the Army Corps asking it to revoke the 2021 authorization. The Biden Administration Army Corps could repeal or replace the 2021 authorization in a subsequent rulemaking. Repeal, vacation, rulemaking, and proposed modifications to NWP 12 are expected to be published for notice and comment in early 2024. The repeal, vacatur, revocation or replacement modification of the 2021 authorization could impact pipeline construction and maintenance activities.

As part of our emergency response activities, we have used aqueous film forming foam ("AFFF") containing PFAS chemicals as a vapor and fire suppressant. At this time, AFFFs containing PFAS are the **only proven** most effective foams that can to prevent and control a flammable petroleum-based liquid fire involving a large storage tank or tank containment area. Fluorine-free firefighting foams are currently under development but have not yet proven to be as effective as AFFFs containing PFAS.

In May 2016, the EPA issued lifetime health advisory levels ("HALs") and health effects support documents for two PFAS substances - PFOA and PFOS. These HALs were updated in June 2022, when EPA also issued HALs for two additional PFAS substances. In February 2019, EPA issued a PFAS Action Plan identifying actions the EPA it is planning to take to study and regulate various PFAS chemicals. The EPA identified that it would evaluate, among other actions, (1) proposing national drinking water standards for PFOA and PFOS, (2) develop cleanup recommendations for PFOA and PFOS, (3) evaluate listing PFOA and PFOS as hazardous substances under CERCLA, and (4) conduct toxicity assessments for other PFAS chemicals. In October 2021, EPA updated the 2019 PFAS Action Plan. On December 5, 2022, EPA issued to states and EPA regional offices a memorandum providing guidance for addressing PFAS discharges in wastewater and stormwater. Also, on March 29, 2023, EPA has indicated it intends to issue a notice of proposed rulemaking in 2023 that will to establish national drinking water standards for PFOS, PFOA, perfluorohexane sulfonic acid, perfluoronanoic acid, PFBS, and PFOA, hexafluoropropylene oxide dimer acid and its ammonium salt (also known as "GenX"). EPA indicates it will issue a final rule in late 2024. Congress may also take further action to regulate PFAS. We cannot currently predict the impact of potential statutes or regulations on our operations. In addition, many states are actively proposing and adopting legislation and regulations relating to the use of AFFFs containing PFAS. Additionally, many states are using the EPA HALs for PFOS and PFOA and some states are adopting and proposing state-specific drinking water and cleanup standards for various PFAS, including but not limited to PFOS and PFOA. We cannot currently predict the impact of these regulations on our liquidity, financial position, or results of operations.

#### Air Emissions

The Clean Air Act ("CAA") and comparable state laws restrict the emission of air pollutants from many sources, including processing plants and compressor stations, and also impose various monitoring and reporting requirements. These laws and any implementing regulations may require us to obtain pre-approval for the construction or modification of certain projects or facilities expected to produce or significantly increase air emissions, obtain and strictly comply with stringent air permit requirements, utilize specific equipment or technologies to control emissions, or aggregate two or more of our facilities into one application for permitting purposes. We believe that our operations are in substantial compliance with applicable air permitting and control technology requirements. However, we may be required to incur capital expenditures in the future for installation of air pollution control equipment and encounter construction or operational delays while applying for, or awaiting the review, processing and issuance of new or amended permits, and we may be required to modify certain of our operations which could increase our operating costs.

In 2021, the February 2024, EPA announced it is reconsidering the National Ambient Air Quality Standards ("NAAQS") for ozone and fine particulate matter. In January 2023, EPA published its proposal released a final rule to lower the primary fine particulate matter annual standard from its current level of 12.0  $\mu\text{g}/\text{m}^3$  to within the range of 9.0 to 10.0  $\mu\text{g}/\text{m}^3$ . EPA has not yet announced its decision on reconsideration of the ozone NAAQS. Lowering of the NAAQS and subsequent designation as a nonattainment area could result in increased costs associated with, or result in cancellation or delay of, capital projects at our or our customers' facilities, or could require emission reductions that could result in increased costs to us or our customers. We cannot predict the effects of the various state implementation plan requirements at this time.

In 2007, the California Air Resources Board ("CARB") adopted the At-Berth Regulation to control airborne emissions from ocean-going vessels at berth but excluded tanker vessels due to safety and technological challenges for stack emission capture on vessels with hazardous cargo, which challenges still exist today. CARB amended the regulation in August 2020 to include maximum emission rates from auxiliary engines and boilers used to unload tanker vessels at berth. The obligation to meet the emission rates applies to both a vessel and the terminal where it is unloading. The emission rates apply to vessels unloading at terminals at the Port of Long Beach and the Port of Los Angeles beginning January 1, 2025, and at all other terminals beginning January 1, 2027. The amended regulation has been challenged in court and could impact the compliance timeline. Compliance with the regulation is expected to increase our costs at affected facilities.

#### Climate Change

We believe the advancement of public policy intended to address GHG emissions, climate change and climate adaptation will continue, with the potential for further regulations that could affect our operations. Currently, legislative and regulatory measures to address GHG emissions are in various phases of review, discussion or implementation. Reductions in GHG emissions could result in increased costs to (i) operate and maintain our facilities, (ii) install new emission controls at our facilities, (iii) capture the emissions from our facilities and (iv) administer and manage any GHG emissions programs, including acquiring emission credits or allotments.

Congress has from time to time considered legislation to reduce emissions of GHGs, and it is possible that such legislation could be enacted in the future. In the absence of federal climate legislation in the United States, a number of state and regional efforts have emerged that are aimed at tracking and/or reducing GHG emissions by means of cap and trade programs that typically require major sources of GHG emissions, such as electric power plants, to acquire and surrender emission allowances in return for emitting those GHGs. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address GHG emissions would impact our business, any such future laws and regulations could require us to incur increased operating costs, such as costs to purchase and operate emissions control systems, to acquire emission allowances or comply with new regulatory or reporting requirements including the imposition of a carbon tax. In November 2021, the EPA proposed regulations that would expand and strengthen methane emission reductions from new, modified and reconstructed oil and natural gas sources. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for, oil and natural gas produced by our exploration and production customers that, in turn, could reduce the demand for our services and thus adversely affect our cash available for distribution to our unitholders.

Under the National Environmental Policy Act, environmental assessments must be performed for certain projects, including construction of certain new pipelines. The Council on Environmental Quality has sought comment on the extent to which an environmental assessment must consider direct and indirect GHG emissions from a new project and is undergoing a two phase process for updating its regulations for implementing the National Environmental Policy Act. Uncertainty related to the environmental assessment can result in delay and increased costs in completing new projects.

On December 6, 2022 December 2, 2023, EPA issued a proposed its final rule to regulate methane emissions from the Oil and Natural Gas Sector. The proposed rule titled "Standards of Performance for New, Reconstructed, and Modified Sources and Emissions Guidelines for Existing Sources: Oil and Gas Sector Climate Review" would require requires MPLX to control and reduce methane emissions within its natural gas gathering and boosting operations and gas processing facilities. The proposed rule is consistent with the voluntary methane reduction programs that MPLX has been implementing through its Focus on Methane Program. As a result, although the rule requires MPLX to make additional investments to further reduce methane emissions, we do not believe the proposed rule as written, if adopted, will have a material impact to our operations.

The Inflation Reduction Act of 2022 includes a charge on methane emissions above a certain threshold for facilities that report their GHG emissions under the EPA's Greenhouse Gas Emissions Reporting Program Part 98 regulations. The charge starts at \$900 per metric ton of methane in 2024, \$1,200 per metric ton in 2025, and increasing to \$1,500 per metric ton in 2026 and beyond. At this time, we do not expect it to have a material adverse effect on our operations, financial condition or results of operations.

#### Endangered Species Act and Migratory Bird Treaty Act Considerations

The federal Endangered Species Act ("ESA") and analogous state laws regulate activities that may affect endangered or threatened species, including their habitats. If protected species are located in areas where we propose to construct new gathering or transportation pipelines, processing or fractionation facilities, or other infrastructure, such work could be prohibited or delayed in certain of those locations or during certain times, when our operations could result in a taking of the species or destroy or adversely modify critical habitat that has been designated for the species. We also may be obligated to develop plans to avoid potential takings of protected species and provide mitigation to offset the effects of any unavoidable impacts, the implementation of which could materially increase our operating and capital costs. Existing laws, regulations, policies and guidance relating to protected species may also be revised or reinterpreted in a manner that further increases our construction and mitigation costs or restricts our construction activities. Additionally, construction and operational activities could result in inadvertent impact to a listed species and could result in alleged takings under the ESA, exposing MPLX to civil or criminal enforcement actions and fines or penalties. The existence of threatened or endangered species in areas where we conduct operations or plan to construct pipelines or facilities may cause us to incur increased costs arising from species protection measures or could result in delays in, or prohibit, the construction of our facilities or limit our customer's exploration and production activities, which could have an adverse impact on demand for our midstream operations.

The Migratory Bird Treaty Act implements various treaties and conventions between the United States and certain other nations for the protection of migratory birds. In accordance with this law, the taking, killing or possessing of migratory birds covered under this act is unlawful without authorization. If there is the potential to adversely affect migratory birds as a result of our operations or construction activities, we may be required to seek authorization to conduct those operations or construction activities, which may result in specified operating or construction restrictions on a temporary, seasonal, or permanent basis in affected areas and thus have an adverse impact on our ability to provide timely gathering, processing or fractionation services to our exploration and production customers.

#### *Safety Matters*

We are subject to oversight pursuant to the federal Occupational Safety and Health Act, as amended ("OSH Act"), as amended, as well as comparable state statutes that regulate the protection of the health and safety of workers. We believe that we have conducted our operations in substantial compliance with regulations promulgated pursuant to the OSH Act, including general industry standards, record-keeping requirements and monitoring of occupational exposure to regulated substances.

We are also subject at regulated facilities to the Occupational Safety and Health Administration's Process Safety Management and the EPA's Risk Management Program requirements, which are intended to prevent or minimize the consequences of catastrophic releases of toxic, reactive, flammable or explosive chemicals. The application of these regulations can result in increased compliance expenditures.

In general, we expect industry and regulatory safety standards to become more stringent over time, resulting in increased compliance expenditures. While these expenditures cannot be accurately estimated at this time, we do not expect such expenditures will have a material adverse effect on our results of operations.

The DOT has adopted safety regulations with respect to the design, construction, operation, maintenance, inspection and management of our pipeline assets. These regulations contain requirements for the development and implementation of pipeline integrity management programs, which include the inspection and testing of pipelines and the correction of anomalies. These regulations also require that pipeline operation and maintenance personnel meet certain qualifications and that pipeline operators develop comprehensive spill response plans.

#### *Product Quality Standards*

Refined products and other hydrocarbon-based products that we transport are generally sold by us or our customers for consumption by the public. Various federal, state and local agencies have the authority to prescribe product quality specifications for products. Changes in product quality specifications or blending requirements could reduce our throughput volumes, require us to incur additional handling costs or require capital expenditures. For example, different product specifications for different markets affect the fungibility of the products in our system and could require the construction of additional storage. In addition, changes in the product quality of the products we receive on our product pipelines could reduce or eliminate our ability to blend products.

#### *Marine Transportation*

Our marine transportation business is subject to regulation by the USCG, federal laws, including the Jones Act, state laws and certain international conventions, as well as numerous environmental regulations. The majority of our vessels are subject to inspection by the USCG and carry certificates of inspection. The crews employed aboard the vessels are licensed or certified by the USCG. We are required by various governmental agencies to obtain licenses, certificates and permits for our vessels.

Our marine transportation business competes principally in markets subject to the Jones Act, a federal cabotage law that restricts domestic marine transportation in the United States to vessels built and registered in the United States, and manned and owned by United States citizens. We presently meet all of the requirements of the Jones Act for our vessels. The loss of Jones Act status could have a significant negative effect on our marine transportation business. The requirements that our vessels be United States built and manned by United States citizens, the crewing requirements and material requirements of the USCG, and the application of United States labor and tax laws increases the cost of United States flag vessels when compared with comparable foreign flag vessels. Our marine transportation business could be adversely affected if the Jones Act were to be modified so as to permit foreign competition that is not subject to the same United States government-imposed burdens.

The Secretary of Homeland Security is vested with the authority and discretion to waive the Jones Act to such extent and upon such terms as the Secretary may prescribe whenever the Secretary deems that such action is necessary in the interest of national defense. For example, the Secretary has waived the Jones Act for limited periods of time and in limited areas following the occurrence of certain natural disasters such as hurricanes. Waivers of the Jones Act can result in increased competition from foreign tank vessel operators, which could negatively impact our marine transportation business.

#### *Security*

Certain of our facilities are subject to the Department of Homeland Security Chemical Facility Anti-Terrorism Standards. In addition, we have Standards, which expired on July 28, 2023. Congress has introduced bills that, if passed, would extend the program. We also have several facilities that are subject to the United States Coast Guard's Maritime Transportation Security Act, and a number of other facilities that are subject to the Transportation Security Administration's Pipeline Security Guidelines and are designated as "Critical Facilities." We have an internal inspection program designed to monitor and ensure compliance with all of these requirements. We believe that we are in material compliance with all applicable laws and regulations regarding the security of our facilities.

#### *Tribal Lands*

Various federal agencies, including the EPA and the Department of the Interior, along with certain Native American tribes, promulgate and enforce regulations pertaining to oil and gas operations on Native American tribal lands where we operate. These regulations include such matters as lease provisions, drilling and production requirements, and standards to protect environmental quality and cultural resources. In addition, each Native American tribe is a sovereign nation having the right to enforce certain laws and regulations and to grant approvals independent from federal, state and local statutes and regulations. These laws and regulations may increase our costs of doing business on Native American tribal lands and impact the viability of, or prevent or delay our ability to conduct, our operations on such lands.

## HUMAN CAPITAL

We are managed and operated by the board of directors and executive officers of MPLX GP LLC ("MPLX GP"), our general partner and a wholly owned subsidiary of MPC. Our general partner has the sole responsibility for providing the employees and other personnel necessary to conduct our operations. All of the employees that conduct our business are directly employed by affiliates of our general partner. We believe that our general partner and its affiliates have a satisfactory relationship with those employees.

MPC believes its employees are its greatest asset of strength, and the culture reflects the quality of individuals across its workforce. Its collaborative efforts, which include fostering an inclusive environment, providing broad-based development and mentorship opportunities, recognizing and rewarding accomplishments and offering benefits that support the well-being of its employees and their families, contribute to increased engagement and fulfilling careers. Empowering people and prioritizing accountability are also key components for developing a high-performing culture, which is critical to achieving our MPC's strategic vision.

### *Employee Profile*

As of December 31, 2022 December 31, 2023, our general partner and its affiliates, have had approximately 5,811 5,810 full-time employees that provide services to us under our employee services agreements.

### *Safety*

MPC is committed to safe operations to protect the health and safety of its employees, contractors and communities. MPC's commitment to safe operations is reflected in its safety systems design, its well-maintained equipment and by learning from its incidents. Part of MPC's effort to promote safety includes the Operational Excellence Management System, which expands on the RC14001® scope, incorporates a Plan-Do-Check-Act continual improvement cycle, and aligns with ISO 9001, incorporating quality and an increased stakeholder and process focus. Together, these components of MPC's safety management system provide it with a comprehensive approach to managing risks and preventing incidents, illnesses and fatalities. Additionally, MPC's annual cash bonus program metrics include several employee, process and environmental safety metrics.

In 2022, MPC rolled back a majority of its COVID protocols which included the return of all employees to their respective work locations. MPC continues to monitor the situation and adapt their COVID protocols as appropriate.

### *Talent Management*

MPC's People Strategy holistically addresses the dynamic business environment it operates in. It enables MPC to be an employer of choice with the best people and the right capabilities supporting its inclusive culture. Executing MPC's strategic vision this People Strategy requires that it attracts and retains the best talent. Recruiting Attracting and retention retaining top talent involves presenting new employees with the tools for success requires that it effectively nurtures new employees, and providing opportunities for long-term engagement and career advancement. MPC also appropriately rewards high-performers and offers competitive benefits. MPC's Its Talent Acquisition team consists of three segments: Executive Recruiting, Experienced Recruiting and University Recruiting. The specialization within each group allows MPC it to specifically address its MPC's broad range of current and future talent needs, as well as devote time and attention to candidates during the hiring process. MPC values believes each diverse perspectives in the candidate brings a new perspective to its workforce, and accordingly it actively seeks candidates with a variety of backgrounds and experience. MPC's primary source of full-time, entry-level new hires is its intern/co-op program. Through its university recruiters, MPC offers college students who have completed their freshman year the opportunity to participate in its hands-on programs focused in areas of finance and accounting, marketing, engineering and IT.

MPC provides equips its employees at every level with classroom training, online courses and on the job activities that provide the knowledge and skills necessary to perform their daily job functions safely and successfully. Simultaneously, it supports its employees with a broad wide range of leadership training opportunities career development programs, tools, and key talent processes to support the development of leaders at all levels. Those programs, which are offered across the organization, are a blended approach of business help them advance and leadership content, with many featuring external faculty. MPC utilizes various learning modalities, such as visual, audio, print, tactile, interactive, kinesthetic, experiential and leader-teaching-leader to address and engage different learning styles. MPC believes networking and access to executives are key leadership success factors, and MPC incorporates these opportunities into all of its programs, grow their careers within MPC.

### *Compensation and Benefits*

To ensure MPC is offering competitive pay packages, in its recruitment and retention efforts, it annually benchmarks compensation, including base salaries, bonus levels and long-term incentive targets. MPC's annual bonus program, for which all employees are eligible, is a critical component of its compensation as it provides individual rewards employees for MPC's achievement against preset financial and ESG goals, encouraging a sense employee commitment and ownership of employee ownership. results. Employees in the senior leader pay grades, as well as most other leaders, receive long-term incentive awards annually to align their compensation to the interests of MPC shareholders and MPLX unitholders.

MPC offers comprehensive benefits that are also benchmarked annually, including medical, dental and vision insurance for employees, their spouses or domestic partners, and their dependents. MPC also provides retirement programs, life insurance, family building and support programs, sick and disability benefits, education assistance, family assistance, short-term disability as well as supports the well-being of employees and paid vacation their families through a comprehensive Employee Assistance Program and sick time, financial wellness tools. In addition, MPC provides generous encourages employees to refresh and recharge by providing competitive vacation programs and paid parental leave benefits for birth mothers and nonbirth parents; and, parents who both work for MPC are each eligible for the benefit. parents. Further, MPC has a substantial accrual cap for vacation banks and also award awards a significant number of college and trade school scholarships to the high school senior children of employees through the Marathon Petroleum Scholars Program. Both full-time and part-time employees are eligible for these benefits.

MPC's company-wide MPC's People Strategy also includes its Diversity, Equity and Inclusion ("DE&I") program is guided by a dedicated DE&I team led by our Vice President Talent Acquisition and Diversity, Equity & Inclusion of subject matter experts and supported by leadership company-wide. The leadership Its program is based on a four-pillar its three-pillar DE&I strategy of building awareness, increasing representation, ensuring success, and measurement and accountability. To execute MPC's strategy, the near-term action plans are focused on building a diverse workforce, creating a more an inclusive culture, and contributing to our thriving communities.

MPC has promotes cultural inclusivity and respect among its employees. It recognizes that when employees feel valued, it shows in their performance. MPC's employee networks focusing on are fundamental to achieving this goal and connect employees with others who have a shared identity and life experiences. These seven populations: groups use a member and ally model to promote inclusion—Asian, Black, Disability, Hispanic, LGBTQ+, Veterans, Women and Women. People with Disabilities. Led by employees with involvement and support from executive sponsors, MPC's employee networks have approximately 60 chapters connect colleagues from across the company and all networks encourage ally membership. This broad support extends also to leaders throughout MPC, with each employee network represented by two active executive sponsors. The sponsors form several counsels that meet regularly to share updates, gain alignment, build deeper connections across networks and pursue collaboration ideas. The employee networks not only provide opportunities for employees to make meaningful development, networking, and supportive connections, but they also serve a significant role in MPC's DE&I strategy, community involvement.

#### AVAILABLE INFORMATION

General information about MPLX LP and its general partner, MPLX GP LLC, including Governance Principles, Audit Committee Charter, Conflicts Committee Charter and Certificate of Limited Partnership, can be found at [www.mplx.com](http://www.mplx.com). In addition, our Code of Business Conduct and Code of Ethics for Senior Financial Officers are available in this same location.

MPLX LP uses its website, [www.mplx.com](http://www.mplx.com), as a channel for routine distribution of important information, including news releases, analyst presentations and financial information. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as any amendments and exhibits to those reports, are available free of charge through our website as soon as reasonably practicable after the reports are filed or furnished with the SEC, or on the SEC's website at [www.sec.gov](http://www.sec.gov). These documents are also available in hard copy, free of charge, by contacting our Investor Relations office. In addition, our website allows investors and other interested persons to sign up to automatically receive email alerts when we post news releases and financial information on our website. Information contained on our website is not incorporated into this Annual Report on Form 10-K or other securities filings.

#### Item 1A. Risk Factors

*You should carefully consider each of the following risks and all the other information contained in this Annual Report on Form 10-K in evaluating us and our common units. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. Our business, financial condition, results of operations and cash flows could be materially and adversely affected by these risks, and, as a result, the trading price of our common units could decline. We have in the past been adversely affected by certain of, and may in the future be affected by, these risks. You should not interpret the disclosure of any risk factor to imply that the risk has not already materialized.*

#### Summary of Risk Factors

We have in the past been adversely affected by certain of, and may in the future be adversely affected by, the following:

- a significant decrease in oil and natural gas production in our areas of operation;
- challenges in accurately estimating expected production volumes of our producer customers;
- our dependence on third parties for the oil, natural gas and refined products we gather, transport and store, the natural gas we process, and the NGLs we fractionate and stabilize at our facilities;
- our ability to retain existing customers or acquire new customers;
- our ability to increase fees enough to cover costs incurred under our gathering, processing, transmission, transportation, fractionation, stabilization and storage agreements;
- unplanned maintenance of the United States ("U.S.") inland waterway infrastructure;
- interruptions in operations at any of our facilities or those of our customers, including MPC;
- the COVID-19 pandemic;
- inflation;
- problems affecting our information technology systems and those of our third-party business partners and service providers;
- in our joint ventures, our lack of sole decision-making authority, our reliance on our joint venture partners' financial condition and disputes between us and our joint venture partners;
- terrorist attacks or other targeted operational disruptions aimed at our facilities or that impact our customers or the markets we serve;
- increases to our maintenance or repair costs;

- severe weather events, other climate conditions and earth movement and other geological hazards;
- insufficient cash from operations after the establishment of cash reserves and payment of our expenses to enable us to pay the intended quarterly distribution to our unitholders;
- our substantial debt and other financial obligations;

- increases in interest rates;
- our exposure to the credit risks of our key customers and derivative counterparties;
- negative effects of our commodity derivative activities;
- uninsured losses;
- future costs relating to evolving environmental or other laws or regulations;
- increased regulation of hydraulic fracturing;
- climate-related and GHG emission regulation;
- climate-related litigation;

- societal and political pressures and other forms of opposition to the future development, transportation and use of carbon-based fuels;
- market deterioration prior to the completion of large capital projects;
- increasing attention to ESG matters;
- goals, targets and disclosures related to ESG matters;
- federal and tribal approvals, regulations and lawsuits relating to our facilities that are located on Native American tribal lands;
- our ability to maintain or obtain real property rights required for our business;
- the consequences resulting from foreign investment in us or our general partner exceeding certain levels;
- federal or state rate and service regulation or rate-making policies;
- costs and liabilities resulting from performance of pipeline integrity programs and related repairs;
- future impairments;
- difficulties in making strategic acquisitions on economically acceptable terms from MPC or third parties;
- integration risks from significant future acquisitions;
- the failure by MPC to satisfy its obligations to us, or a significant reduction in volumes transported through our facilities or stored at our storage assets;
- MPC materially suspending, reducing or terminating its obligations under its agreements with us;
- MPC's level of indebtedness or credit ratings;
- various tax risks inherent in our master limited partnership structure, including the potential for unexpected tax liabilities for us or our unitholders, more burdensome tax filing requirements and future legislative changes to the expected tax treatment of an investment in us;
- MPC's conflicts of interest with us, its limited duties to us and our unitholders, and its potential favoring of its interests over our interests and the interests of our unitholders;
- the requirements and restrictions arising under our Sixth Amended and Restated Agreement of Limited Partnership, dated as of February 1, 2021 ("Partnership Agreement"), including the requirement that we distribute all of our available cash, limitations on our general partner's duties, limited unitholder voting rights, and limited unitholder recourse in the event unitholders are dissatisfied with our operations;
- cost reimbursements and fees paid to our general partner and its affiliates, which in certain circumstances are subject to our general partner's sole discretion;
- control of our general partner being transferred to a third party without unitholder consent;
- the issuance of additional units resulting in the dilution of limited unitholder interests, which issuances may be made without unitholder approval;
- the sale of units - and the adverse impact on the trading price of the common units which might result from such sale - by MPC of the units it holds in public or private markets, and such sales could have an adverse impact on the trading price of the common units;

- affiliates of our general partner, including MPC, competing with us, and neither our general partner nor its affiliates having any obligation to present business opportunities to us;
- our general partner having a limited call right that may require unitholders to sell common units at an undesirable time or price;
- a unitholder's liability not being limited if a court finds that unitholder action constitutes control of our business;
- unitholders may have to repay distributions that were wrongfully distributed to them;
- the NYSE not requiring a publicly traded limited partnership like us to comply with certain of its corporate governance requirements; and
- the Court of Chancery of the State of Delaware being, to the extent permitted by law, the sole and exclusive forum for substantially all disputes between us and our limited partners.

## Business and Operational Risks

**A significant decrease in oil and natural gas production in our areas of operation may adversely affect our business, financial condition, results of operation and cash available for distribution.**

A significant portion of our operations is dependent on the continued availability of natural gas and crude oil production. The production from oil and natural gas reserves and wells owned by our producer customers will naturally decline over time, which means that our cash flows associated with these wells will also decline over time. To maintain or increase throughput levels and the utilization rate of our facilities, we must continually obtain new oil, natural gas, NGL and refined product supplies, which depend in part on the level of successful drilling activity near our facilities, our ability to compete for volumes from successful new wells and our ability to expand our system capacity as needed.

We have no control over the level of drilling activity in the areas of our operations, the amount of reserves associated with the wells or the rate at which production from a well will decline. In addition, we have no control over producers or their production decisions, which are affected by demand, prevailing and projected energy prices, drilling costs, operational challenges, access to downstream markets, the level of reserves, geological considerations, governmental regulations and the availability and cost of capital. Reductions or changes in exploration or production activity in our areas of operations could lead to reduced throughput on our pipelines and utilization rates of our facilities.

**Decreases** Fluctuations in energy prices can decrease negatively affect drilling activity, production rates and investments by third parties in the development of new oil and natural gas reserves. The prices for oil, natural gas and NGLs depend upon factors beyond our control, including global and local demand, production levels, changes in interstate pipeline gas quality specifications, imports and exports, seasonality and weather conditions, alternative energy sources such as wind, solar and other renewable energy technologies, economic and political conditions domestically and internationally and governmental regulations. Sustained periods of low prices could result in producers deciding to limit their oil and gas drilling operations, which could substantially delay the production and delivery of volumes of oil, natural gas and NGLs to our facilities and adversely affect our revenues and cash available for distribution.

This impact may also be exacerbated due to the extent of in circumstances where our compensation for services is commodity-based, contracts, which are more directly impacted by changes in natural gas and NGL prices than our fee-based contracts due to frac spread exposure and may result in operating losses when natural gas becomes more expensive on a Btu equivalent basis than NGL products. In addition, our purchase and resale of gas and NGLs in the ordinary course exposes us to significant risk of volatility in natural gas or NGL prices due to the potential difference in price at the time of the purchases and sales and then the potential difference in the price associated with each transaction, and direct exposure may also occur naturally as a result of our production processes. subsequent sales. The significant volatility in natural gas, NGL and oil prices could adversely impact our unit price, thereby increasing our distribution yield and cost of capital. Such impacts could adversely impact our ability to execute our long-term organic growth projects, satisfy our obligations to our customers, and make distributions to unitholders at intended levels, and may also result in non-cash impairments of long-lived assets or goodwill or other-than-temporary non-cash impairments of our equity method investments.

**We may not always be able to accurately estimate expected production volumes of our producer customers; therefore, volumes we service in the future could be less than we anticipate.**

We may not be able to accurately estimate expected production volumes of our producer customers. Furthermore, we may have only limited oil, natural gas, NGL or refined product supplies committed to any new facility prior to its construction. We may construct facilities to capture anticipated future growth in production or satisfy anticipated market demand which does not materialize, the facilities may not operate as planned, or the facilities may not be used at all, underutilized. In order to attract additional oil, natural gas, NGL or refined product supplies from a customer, we may be required to order equipment and facilities, obtain rights of way or other land rights or otherwise commence construction activities for facilities that will be required to serve such customer's additional supplies prior to executing agreements with the customer. If such agreements are not executed, we may be unable to recover such costs and expenses. Additionally, new facilities may not be able to attract enough oil, natural gas, NGLs or refined products to achieve our expected investment return. Alternatively, oil, natural gas, NGL or refined product supplies committed to facilities under construction may be delivered prior to completion of such facilities, or we may otherwise have unexpected increases in volumes that could adversely affect our ability to expand our facilities. In such event, we may be required to temporarily utilize third-party facilities for such to offload oil, natural gas, NGLs or refined products, which may increase our operating costs and reduce our cash available for distribution.

**We depend on third parties for the oil, natural gas and refined products we gather, transport and store, the natural gas we process, and the NGLs we fractionate and stabilize at our facilities, and a reduction in these quantities could reduce our revenues and cash flow.**

A significant portion of our supply of oil, natural gas, NGLs and refined products comes from a limited number of key producers/suppliers, who may be under no obligation to deliver a specific volume to our facilities. If any of these significant suppliers, or a significant number of smaller producers, were to decrease the supply of oil, natural gas, NGLs or refined products to our systems and facilities for any reason, we could experience difficulty in replacing those lost volumes. In some cases, the producers or suppliers are responsible for gathering or delivering oil, natural gas, NGLs or refined products to our facilities or we rely on other third parties to deliver volumes to us on behalf of the producers or suppliers. If such producers, suppliers or other third parties are unable, or otherwise fail to, deliver the volumes to our facilities, or if our agreements with any of these third parties terminate or expire such that our facilities are no longer connected to their gathering or transportation systems or the third parties modify the flow of natural gas or NGLs on those systems away from our facilities, the throughput on and utilization of our facilities may be reduced, or we may be required to incur significant capital expenditures to construct and install gathering pipelines or other facilities to be able to receive such volumes. Because our operating costs are primarily fixed, a reduction in the volumes delivered to us would result not only in a reduction of revenues, but also a decline in net income and cash flow.

**We may not be able to retain existing customers, or acquire new customers, which would reduce our revenues and limit our future profitability.**

A significant portion of our business comes from a limited number of key customers. The renewal or replacement of existing contracts with our customers at rates sufficient to maintain current revenues and cash flows depends on a number of factors beyond our control, including competition from other gatherers, processors, pipelines and fractionators, and the price of, and demand for, natural gas, NGLs, crude oil and refined products in the markets we serve. Our competitors include large oil, natural gas, refining and petrochemical companies, some of which have greater financial resources, more numerous or greater capacity pipelines, processing and other facilities, greater access to natural gas, crude oil and NGL supplies than we do or other synergies with existing or new customers that we cannot provide. Our competitors may also include our joint venture partners, who in some cases are permitted to compete with us and may have a competitive advantage due to their familiarity with our business arising from our joint venture arrangements, as well as third parties on whom we rely to deliver natural gas, NGLs, crude oil and refined products to our facilities, who may have a competitive advantage due to their ability to modify the flow of natural gas, NGLs, crude oil and refined products on their systems away from our facilities. Additionally, our customers that gather gas through facilities that are not otherwise dedicated to us may develop their own processing and fractionation facilities in lieu of using our services.

As a consequence of the increase in competition in the industry, and as well as the volatility of natural gas prices, end-users and utilities are reluctant to enter into long-term purchase contracts. Many end-users purchase natural gas from more than one natural gas company and have the ability to change providers at any time. Some of these end-users also have the ability to switch between gas and alternative fuels in response to relative price fluctuations in the market. Because there are numerous companies of greatly varying size and financial capacity that compete with us in the marketing of natural gas, we often compete in the end-user and utilities markets primarily on the basis of price. The inability of our management to renew or replace our current contracts as they expire and to respond appropriately to changing market conditions could affect our profitability.

**The fees charged to third parties under our gathering, processing, transmission, transportation, fractionation, stabilization and storage agreements may not escalate sufficiently to cover increases in costs, or the agreements may not be renewed or may be suspended in some circumstances.**

Our costs may increase at a rate greater than the fees we charge to third parties. Furthermore, third parties may not renew their contracts with us. Additionally, some third parties' obligations under their agreements with us may be permanently or temporarily reduced due to certain events, some of which are beyond our control, including force majeure events wherein the supply of natural gas, NGLs, crude oil or refined products are curtailed or cut-off due to events outside our control, and in some cases, certain of those agreements may be terminated in their entirety if the duration of such events exceeds a specified period of time. If the escalation of fees is insufficient to cover increased costs, or if third parties do not renew or extend their contracts with us, or if third parties suspend or terminate their contracts with us, our financial results would suffer.

**The U.S. inland waterway infrastructure is aging and may result in increased costs and disruptions to our operations.**

Maintenance of the U.S. inland waterway system is vital to our marine transportation operations. The system is composed of over 12,000 miles of commercially navigable waterway, supported by approximately 240 locks and dams designed to provide flood control, maintain pool levels of water in certain areas of the country and facilitate navigation on the inland river system. The U.S. inland waterway infrastructure is aging, with more than half of the locks over 50 years old. As a result, due to the age of the locks, planned and unplanned maintenance may create more frequent outages, resulting in delays and additional operating expenses. Part of the costs for new construction and major rehabilitation of locks and dams is funded by marine transportation companies through taxes and the other portion is funded by general federal tax revenues. Failure of the federal government to adequately fund infrastructure maintenance and improvements in the future would have a negative impact on our ability to deliver products to our customers on a timely basis. Furthermore, any additional user taxes that may be imposed in the future to fund infrastructure improvements would increase our operating expenses.

**Our operations are subject to business interruptions and casualty losses, present inherent hazards and risks, which could adversely impact our results of operations and financial conditions.**

Our operations are subject to business interruptions, such as unplanned maintenance, explosions, fires, pipeline releases, product quality incidents, power outages, severe weather, labor disputes, acts of terrorism or other natural or man-made disasters. These types of incidents adversely affect us. Our customers' operations, including MPC's refining operations, are subject to similar risks.

These types of incidents adversely affect our operations and may result in serious personal injury or loss of human life, significant damage to property and equipment, environmental pollution, impairment of operations and substantial losses. We and our customers have experienced certain of these incidents in the past. For assets located near populated areas, the level of damage resulting from these risks could be greater. Due to the nature of our operations, certain interruptions could impact operations in other regions.

Our marine transportation business, in particular, is subject to weather conditions. Adverse weather conditions such as high or low water on the inland waterway systems, fog and ice, tropical storms, hurricanes and tsunamis on both the inland waterway systems and throughout the U.S. coastal waters can impair the operating efficiencies of the marine fleet. Such adverse weather conditions can cause a delay, diversion or postponement of shipments of products and are beyond our control.

In addition, we operate in and adjacent to environmentally sensitive waters where tanker, pipeline, rail car and refined product transportation and storage operations are closely regulated by federal, state and local agencies and monitored by environmental interest groups. Transportation and storage of crude oil, other feedstocks and refined products over and adjacent to water involves inherent risk and subjects us to the provisions of the OPA-90 and state laws in U.S. coastal and Great Lakes states and states bordering inland waterways on which we operate. If we are unable to promptly and adequately contain any accident or discharge involving tankers, pipelines, rail cars or above ground storage tanks transporting or storing crude oil, other feedstocks or refined products, we may be subject to substantial liability. In addition, the service providers contracted to aid us in a discharge response may be unavailable due to weather conditions, governmental regulations or other local or global events.

The construction and operation of certain of our facilities may be impacted by surface or subsurface mining operations by one or more third parties, which could adversely impact our construction activities or cause subsidence or other damage to our facilities. In such event, our construction may be prevented or delayed, or the costs and time increased, or our operations at such facilities may be impaired or interrupted, and we may not be able to recover the costs incurred for delays or to relocate or repair our facilities from such third parties.

**The COVID-19 pandemic has had, and may continue to have, a material and adverse effect on our and our customers' business and on general economic, financial and business conditions.**

The COVID-19 pandemic and existing COVID-19 mitigation measures have had adverse effects on global travel and economic activity and, consequently, demand for the petroleum products that we transport and store. While demand for the petroleum products that we transport and store witnessed a substantial recovery in 2022, significant uncertainty remains as to the extent to which further resurgences in the virus, the emergence of new variants and waning vaccine effectiveness may spur future actions by individuals, governments and the private sector to stem the spread of the virus.

The extent to which the COVID-19 pandemic continues to impact global economic conditions, our business and the business of our customers, suppliers and other counterparties, will depend largely on future developments that remain uncertain and cannot be predicted, such as the length and severity of the pandemic; the social, economic and epidemiological effects of COVID-19 mitigation measures; the extent to which individuals acquire and retain immunity; emerging virus variants and how those new variants of the disease affect the human body; the stress on access to materials, supplies and contract labor; and general economic conditions.

Additionally, the continuation of the pandemic could precipitate or aggravate the other risks identified in this Form 10-K, which in turn could further materially and adversely affect our business, financial condition and results of operations, including in ways not currently known or considered by us to present significant risks.

**We may be negatively impacted by inflation.**

Increases in inflation may have an adverse effect on us. Current and future inflationary effects may be driven by, among other things, supply chain disruptions and governmental stimulus or fiscal policies. Continuing increases in inflation could impact the commodity markets generally, the overall demand for our products and services, our costs for labor, material and services and the margins we are able to realize on our products and services, all of which could have an adverse impact on our business, financial position, results of operations and cash flows. Inflation may also result in higher interest rates, which in turn would result in higher interest expense related to our variable rate indebtedness and any borrowings we undertake to refinance existing fixed rate indebtedness.

**We are increasingly dependent on the performance of our information technology systems and those of our third-party business partners and service providers.**

We are increasingly dependent on our information technology systems and those of our third-party business partners and service providers for the safe and effective operation of our business. We rely on such systems to process, transmit and store electronic information, including financial records and personally identifiable information such as employee, customer and investor data, and to manage or support a variety of business processes, including our supply chain, pipeline operations, gathering and processing operations, financial transactions, banking and numerous other processes and transactions.

Our **information systems** (and those of our third-party business partners and service providers), **including our cloud computing environments and operational technology environments**, are subject to numerous and evolving cybersecurity threats and attacks, including ransomware and other malware, and phishing and social engineering schemes, **supply chain attacks**, and **advanced artificial intelligence cyberattacks**, which can compromise our ability to operate, and the confidentiality, availability, and integrity of data in our systems or those of our third-party business partners and service providers. These and other cybersecurity threats may originate with criminal attackers, **advanced persistent threats and nation-state actors**, state-sponsored actors, or employee error or malfeasance. Because the techniques used to obtain unauthorized access, or to disable or degrade systems continuously evolve and have become increasingly complex and sophisticated, and can remain undetected for a period of time despite efforts to detect and respond in a timely manner, we (and our third-party business partners and service providers) are subject to the risk of cyberattacks.

Our cybersecurity and infrastructure protection technologies, disaster recovery plans and systems, employee training and vendor risk management may not be sufficient to defend us against all unauthorized attempts to access our information or impact our systems. We and our third-party vendors and service providers have been and may in the future be subject to cybersecurity events of varying degrees. To date, the impacts of prior events have not had a material adverse effect on us.

Cybersecurity events involving our information technology systems or those of our third-party business partners and service providers can result in theft, destruction, loss, misappropriation or release of confidential financial data, regulated personally identifiable information, intellectual property and other information; give rise to remediation or other expenses; result in litigation, claims and increased regulatory review or scrutiny; reduce our customers' willingness to do business with us; disrupt our operations and the services we provide to customers; and subject us to litigation and legal liability under international, U.S. federal and state laws. Any of such results could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.

***Our investments in joint ventures could be adversely affected by our reliance on our joint venture partners and their financial condition, and our joint venture partners may have interests or goals that are inconsistent with ours.***

We conduct some of our operations through joint ventures in which we share control over certain economic and business interests with our joint venture partners. Our joint venture partners may have economic, business or legal interests or goals that are inconsistent with our goals and interests or may be unable to meet their obligations. Failure by us, or an entity in which we have an interest, to adequately manage the risks associated with any acquisitions or joint ventures could have a material adverse effect on the financial condition or results of operations of our joint ventures and adversely affect our reputation, business, financial condition, results of operations and cash flows.

***Terrorist attacks or other targeted operational disruptions may affect our facilities or those of our customers and suppliers.***

Refining, gathering and processing, pipeline and terminal infrastructure, and other energy assets, may be the subject of terrorist attacks or other targeted operational disruptions. Any terrorist attack or targeted disruption of our operations, those of our customers or, in some cases, those of other energy industry participants, could have a material and adverse effect on our business. Similarly, any similar event that severely disrupts the markets we serve could materially and adversely affect our results of operations, financial position and cash flows.

***Many of our assets have been in service for many years and, as a result, our maintenance or repair costs may increase in the future.***

Our pipelines, terminals, fractionator and storage assets are generally long-lived assets, and many of them have been in service for many years. The age and condition of our assets could result in increased maintenance or repair expenditures in the future. Any significant increase in these expenditures could adversely affect our results of operations, financial position or cash flows, as well as our ability to make cash distributions to our unitholders.

***Severe weather events, other climate conditions and earth movement and other geological hazards may adversely affect our and our customers' assets and ongoing operations.***

Our and our customers' assets are subject to acute physical risks, such as floods, hurricane-force winds, wildfires, winter storms, and earth movement in variable, steep and rugged terrain and terrain with varied or changing subsurface conditions, and chronic physical risks, such as sea-level rise or water shortages. For example, in 2021, MPC's Galveston Bay refinery was adversely affected by Winter Storm Uri and MPC's Garyville refinery was adversely affected by Hurricane Ida. The occurrence of these and similar events have had, and may in the future have, an adverse effect on our assets and operations. We have incurred and will continue to incur additional costs to protect our assets and operations from such physical risks and employ the evolving technologies and processes available to mitigate such risks. To the extent such severe weather events or other climate conditions increase in frequency and severity, we may be required to modify operations and incur costs that could materially and adversely affect our business, financial condition, results of operations and cash flows.

## Financial Risks

***We may not have sufficient cash from operations after the establishment of cash reserves and payment of our expenses, including cost reimbursements to MPC and its affiliates, to enable us to pay the intended quarterly distribution to our unitholders.***

The amount of cash we can distribute to our common unitholders principally depends on the amount of cash we generate from our operations, which fluctuates from quarter to quarter based on, among other things:

- the volumes of natural gas, crude oil, NGLs and refined products we gather, process, store, transport and fractionate;
- the fees and tariff rates we charge and the margins we realize for our services and sales;
- the prices of, level of production of and demand for oil, natural gas, NGLs and refined products;
- the level of our operating costs including repairs and maintenance;

- the relative prices of NGLs and crude oil, which impact the effectiveness of our hedging program; and
- prevailing economic conditions.

In addition, the actual amount of cash available for distribution also depends on other factors, some of which are beyond our control, including:

- the amount of our operating expenses and general and administrative expenses, including cost reimbursements to MPC;
- our debt service requirements and other liabilities;
- fluctuations in our working capital needs;
- our ability to borrow funds and access capital markets;
- restrictions in our joint venture agreements or agreements governing our debt;
- the level and timing of capital expenditures we make, including capital expenditures incurred in connection with our enhancement projects;
- the cost of acquisitions, if any; and
- the amount of cash reserves established by our general partner in its discretion, which may increase in the future and which may in turn further reduce the amount of cash available for distribution.

Furthermore, the amount of cash we have available for distribution depends primarily on our cash flow and not solely on profitability, which is affected by non-cash items. As a result, we may make distributions during periods when we record net losses and may not make distributions during periods when we record net income.

***Our substantial debt and other financial obligations could impair our financial condition, results of operations and cash flow, and our ability to fulfill our debt obligations.***

We have significant debt obligations, which totaled **\$20.1 billion** **\$20.7 billion** as of **December 31, 2022** **December 31, 2023**, including amounts, if any, outstanding under our loan agreement with a wholly owned subsidiary of MPC. We may incur significant debt obligations in the future. Our indebtedness may impose various restrictions and covenants on us that could have, or the incurrence of such debt could otherwise result in, material adverse consequences, including:

- We may have difficulties obtaining additional financing for working capital, capital expenditures, acquisitions, or general business purposes on favorable terms, if at all, or our cost of borrowing may increase.
- We may be at a competitive disadvantage compared to our competitors who have proportionately less debt, or we may be more vulnerable to, and have limited flexibility to respond to, competitive pressures or a downturn in our business or the economy generally.
- If our operating results are not sufficient to service our indebtedness, we may be required to reduce our distributions, reduce or delay our business activities, investments or capital expenditures, sell assets or issue equity, which could materially and adversely affect our financial condition, results of operations, cash flows and ability to make distributions to unitholders, as well as the trading price of our common units.
- The operating and financial restrictions and covenants in our revolving credit facility and any future financing agreements could restrict our ability to finance our operations or capital needs or to expand or pursue our business activities, which may, in turn, limit our ability to make distributions to our unitholders. Our ability to comply with these covenants may be impaired from time to time if the fluctuations in our working capital needs are not consistent with the timing for our receipt of funds from our operations.
- If we fail to comply with our debt obligations and an event of default occurs, our lenders could declare the outstanding principal of that debt, together with accrued interest, to be immediately due and payable, which may trigger defaults under our other debt instruments or other contracts. Our assets may be insufficient to repay such debt in full, and the holders of our units could experience a partial or total loss of their investment.

***Increases in interest rates could adversely impact our unit price, our ability to issue equity or incur debt for acquisitions or other purposes or refinance existing debt and our ability to make distributions at our intended levels.***

Our revolving credit facility and our loan agreement with a wholly owned subsidiary of MPC have variable interest rates. As a result, future interest rates on our debt could be higher than current levels, causing our financing costs to increase accordingly. In addition, we may in the future refinance outstanding borrowings under our revolving credit facility with fixed-rate indebtedness. Interest rates payable on fixed-rate indebtedness typically are higher than the short-term variable interest rates that we pay on borrowings under our revolving credit facility. We also have other fixed-rate indebtedness that we may need or desire to refinance in the future at or prior to the applicable stated maturity.

As with other yield-oriented securities, our unit price will be impacted by our cash distributions and the implied distribution yield. The distribution yield is often used by investors to compare and rank yield-oriented securities for investment decision-making purposes. Therefore, changes in interest rates, either positive or negative, may affect the yield requirements of investors who invest in our units, and a rising interest rate environment could have an adverse impact on our unit price and our ability to issue equity or incur debt for acquisitions or other purposes and to make distributions at our intended levels.

***We are exposed to the credit risks of our key customers, and any material non-payment or non-performance by our key customers could reduce our ability to make distributions to our unitholders.***

We are subject to risks of loss resulting from non-payment or non-performance by our customers, which risks may increase during periods of economic uncertainty. Furthermore, some of our customers may be highly leveraged and subject to their own operating and regulatory risks, which increases the risk that they may default on their obligations to us. This risk is further heightened during sustained periods of declines of natural gas, NGL and oil prices. To the extent any of our customers are in financial distress or commence bankruptcy proceedings, our contracts with them, including provisions relating to dedications of production, may be subject to renegotiation or rejection under applicable provisions of the United States Bankruptcy Code. If a contract with a customer is altered or rejected in bankruptcy proceedings, we could lose some or all of the expected revenues associated with that contract. Any such material non-payment or non-performance could reduce our ability to make distributions to our unitholders.

**We do not insure against all potential losses, and, therefore, our business, financial condition, results of operations and cash flows could be adversely affected by unexpected liabilities and increased costs.**

We maintain insurance coverage in amounts we believe to be prudent against many, but not all, potential liabilities arising from operating hazards. Uninsured liabilities arising from operating hazards such as explosions, fires, pipeline releases, cybersecurity breaches or other incidents involving our assets or operations can reduce the funds available to us for capital and investment spending and could have a material adverse effect on our business, financial condition, results of operations and cash flows. Historically, we also have maintained insurance coverage for physical damage and resulting business interruption to our major facilities, with significant self-insured retentions. In the future, we may not be able to maintain insurance of the types and amounts we desire at reasonable rates.

**We have recorded goodwill and other intangible assets that could become further impaired and result in material non-cash charges to our results of operations.**

We accounted for certain acquisitions using the acquisition method of accounting, which requires that the assets and liabilities of the acquired business be recorded to our balance sheet at their respective fair values as of the acquisition date. Any excess of the purchase consideration over the fair value of the acquired net assets is recognized as goodwill.

As of December 31, 2023, our balance sheet reflected \$7.6 billion and \$654 million of goodwill and other intangible assets, respectively. We have in the past recorded significant impairments of our goodwill. To the extent the value of goodwill or intangible assets becomes further impaired, we may be required to incur additional material non-cash charges relating to such impairment. Our operating results may be significantly impacted from both the impairment and the underlying trends in the business that triggered the impairment.

#### **Legal and Regulatory Risks**

**We expect to continue to incur substantial capital expenditures and operating costs to meet the requirements of evolving environmental or other laws or regulations. Future environmental laws and regulations may impact our current business plans and reduce demand for our products and services.**

Our business is subject to numerous environmental laws and regulations. These laws and regulations continue to increase in both number and complexity and affect our business. Laws and regulations expected to become more stringent relate to the following:

- the emission or discharge of materials into the environment;
- solid and hazardous waste management;
- the regulatory classification of materials currently or formerly used in our business;
- pollution prevention;
- GHG emissions;
- climate change;
- public and employee safety and health;
- permitting;
- inherently safer technology; and
- facility security.

The specific impact of laws and regulations, and their enforcement, on us and our competitors may vary depending on a number of factors, including the age and location of operating facilities, marketing areas and production processes and subsequent judicial interpretation of such laws and regulations. We have incurred and will continue to incur substantial capital, operating and maintenance, and remediation expenditures to modify operations, install pollution control equipment, perform site cleanups or curtail operations. We may also face liability for personal injury, property damage, natural resource damage or clean-up costs due to alleged contamination and/or exposure to chemicals such as benzene and MTBE. There is also increased regulatory interest in PFAS, which we expect will lead to increased monitoring obligations and potential liability related thereto. Such expenditures could materially and adversely affect our business, financial condition, results of operations and cash flows.

**Increased regulation of hydraulic fracturing and other oil and gas production activities could result in reductions or delays in U.S. production of crude oil and natural gas, which could adversely affect our results of operations and financial condition.**

While we do not conduct hydraulic fracturing operations, we do provide gathering, processing and fractionation services with respect to natural gas and natural gas liquids produced by our customers as a result of such operations. A range of federal, state and local laws and regulations currently govern or, in some cases, prohibit, hydraulic fracturing in some jurisdictions. Stricter laws, regulations and permitting processes may be enacted in the future. If federal, state and local legislation and regulatory initiatives relating to hydraulic fracturing or other oil and gas production activities are enacted or expanded, such efforts could impede oil and gas production, increase producers' cost of compliance, and result in reduced volumes available for our midstream assets to gather, process and fractionate.

**Climate change and GHG emission regulation could affect our operations, energy consumption patterns and regulatory obligations, any of which could affect adversely impact our results of operations and financial condition.**

Currently, multiple legislative and regulatory measures to address GHG (including carbon dioxide, methane and nitrous oxides) and other emissions are in various phases of consideration, promulgation or implementation. These include actions to develop international, federal, regional or statewide programs, which could require reductions in our GHG or other emissions, establish a

carbon tax and decrease the demand for refined products. Requiring reductions in these emissions could result in increased costs to (i) operate and maintain our facilities, (ii) install new emission controls at our facilities and (iii) administer and manage any emissions programs, including acquiring emission credits or allotments.

Certain municipalities have also proposed or enacted restrictions on the installation of natural gas appliances and infrastructure in new residential or commercial construction, which could affect demand for the natural gas that we transport and store. **Certain jurisdictions are also considering ordinances that would prohibit construction or expansion of terminals.**

Regional and state climate change and air emissions goals and regulatory programs are complex, subject to change and considerable uncertainty due to a number of factors including technological feasibility, legal challenges and potential changes in federal policy. Increasing concerns about climate change and carbon intensity have also resulted in societal concerns and a number of international and national measures to limit GHG emissions. Additional stricter measures and investor pressure can be expected in the future and any of these changes may have a material adverse impact on our business or financial condition.

International climate change-related efforts, such as the 2015 United Nations Conference on Climate Change, which led to the creation of the Paris Agreement, may impact the regulatory framework of states whose policies directly influence our present and future operations. **Though in the United States, had withdrawn from the Paris Agreement, President Biden issued an executive order recommitting the United States to the Paris Agreement on January 20, 2021. President Biden also issued an Executive Order on climate change in which he issued January 27, 2021, announced putting the U.S. on a path to achieve net-zero carbon emissions, economy-wide, by 2050. In December 2023, EPA completed one provision of the order by promulgating a final rule to reduce methane and volatile organic compounds from oil and gas operations. Concurrently, EPA significantly increased the social cost of greenhouse gases. A higher social cost of greenhouse gases could support more stringent GHG emission regulation.**

The scope and magnitude of the changes to U.S. climate change strategy under the **Biden administration** current and future administrations, however, remain subject to the passage of legislation and interpretation and action of federal and state regulatory bodies; therefore, the impact to our industry and operations due to GHG regulation is unknown at this time.

***Energy companies are subject to increasing environmental and climate-related litigation.***

Governmental and other entities in various U.S. states have filed lawsuits against various energy companies, including MPC, upon which we depend for a substantial portion of our business. The lawsuits allege damages as a result of climate change and the plaintiffs are seeking unspecified damages and abatement under various tort theories. Similar lawsuits may be filed in other jurisdictions. Additionally, private plaintiffs and government parties have undertaken efforts to shut down energy assets by challenging operating permits, the validity of easements or the compliance with easement conditions. For example, the Dakota Access Pipeline, in which we have a minority interest, has been subject to, and may in the future be subject to, litigation seeking a permanent shutdown of the pipeline. There remains a high degree of uncertainty regarding the ultimate outcome of these types of proceedings, as well as their potential effect on our business, financial condition, results of operation and cash flows.

***We are subject to risks associated with societal and political pressures and other forms of opposition to the development, transportation and use of carbon-based fuels. Such risks could adversely impact our business and our ability to continue to operate or realize certain growth strategies.***

We operate and develop our business with the expectation that regulations and societal sentiment will continue to enable the development, transportation and use of carbon-based fuels. However, policy decisions relating to the production, refining, transportation, storage and marketing of carbon-based fuels are subject to political pressures and the influence of public sentiment on GHG emissions, climate change, and climate adaptation. Additionally, societal sentiment regarding carbon-based fuels may adversely impact our reputation and MPC's ability to attract or retain the employees who provide services to us.

The approval process for storage and transportation projects has become increasingly challenging, due in part to state and local concerns related to pipelines, negative public perception regarding the oil and gas industry, and concerns regarding GHG emissions downstream of pipeline operations. Our expansion or construction projects may not be completed on schedule (or at all), or at the budgeted cost. We also may be required to incur additional costs and expenses in connection with the design and installation of our facilities due to their location and the surrounding terrain. We may be required to install additional facilities, incur additional capital and operating expenditures, or experience interruptions in or impairments of our operations to the extent that the facilities are not designed or installed correctly.

***Large capital projects may be subject to delays, can take years to complete, and market conditions could deteriorate significantly between the project approval date and the project startup date, negatively impacting project returns.***

Delays in completing capital projects or making required changes or upgrades to our facilities could subject us to fines or penalties as well as affect our ability to supply certain products we produce. Such delays or cost increases may arise as a result of unpredictable factors, many of which are beyond our control, including:

- denials of, delays in receiving, or revocations of requisite regulatory approvals or permits;
- unplanned increases in the cost of construction materials or labor, whether due to inflation or other factors;
- disruptions in transportation of components or construction materials;
- adverse weather conditions, natural disasters or other events (such as equipment malfunctions, explosions, fires or spills) affecting our facilities, or those of vendors or suppliers;
- shortages of sufficiently skilled labor, or labor disagreements resulting in unplanned work stoppages;
- market-related increases in a project's debt or equity financing costs;
- global supply chain disruptions;
- nonperformance by, or disputes with, vendors, suppliers, contractors or subcontractors; and
- delays due to citizen, state or local political or activist pressure.

Moreover, our revenues may not increase immediately upon the expenditure of funds on a particular project. For instance, if we build a new pipeline, the construction will occur over an extended period of time and we may not receive any material increases in revenues until after completion of the project, if at all.

Any one or more of these factors could have a significant impact on our ongoing capital projects. If we were unable to make up the delays associated with such factors or to recover the related costs, or if market conditions change, it could materially and adversely affect our capital project returns and our business, financial condition, results of operations and cash flows.

***Increasing attention to environmental, social and governance matters may impact our business and financial results.***

In recent years, increasing attention has been given to corporate activities related to environmental, social and governance ("ESG") ESG matters in public discourse and the investment community, including climate change, energy transition matters, and diversity, equity and inclusion. A number of advocacy groups, both domestically and internationally, have campaigned for governmental and private action to promote ESG-related change at public companies, including, but not limited to, through the investment and voting practices of investment advisers, pension funds, universities and other members of the investing community. These activities include increasing attention and demands for action related to climate change and energy transition matters, such as promoting the use of substitutes to fossil fuel products and encouraging the divestment of fossil fuel equities, as well as pressuring lenders and other financial services companies to limit or curtail activities with fossil fuel companies. If this were to continue, it could have a material adverse effect on our access to capital. Members of the investment community have begun to screen companies such as ours for sustainability performance, including practices related to GHG emission reduction and energy transition strategies. If we are unable to find economically viable, as well as publicly acceptable, solutions that reduce our GHG emissions, reduce GHG intensity for new and existing projects, increase our non-fossil fuel product portfolio, and/or address other ESG-related stakeholder concerns, we could experience additional costs or financial penalties, delayed or cancelled projects, or adverse unit price impacts, which could have a material and adverse effect on our business and results of operations. Further, our reputation could be damaged as a result of our support of, association with or lack of support or disapproval of certain social causes, as well as any decisions we make to continue to conduct, or change, certain of our activities in response to such considerations.

***Our goals, targets and disclosures related to ESG matters expose us to numerous risks, including risks to our reputation and unit price.***

Companies across all industries are facing increasing scrutiny from stakeholders related to ESG matters, including practices and disclosures regarding climate-related initiatives. In 2022, MPLX established a target to reduce methane emissions intensity and MPC, MPLX's largest customer, has established a target to reduce GHG emissions. These targets reflect our current plans and aspirations and are not guarantees that we will be able to achieve them. We assess progress with these targets on an annual basis. We may modify, discontinue, update and expand targets or adopt new metrics as new information, opportunities, and technologies become available. Further, there are conflicting expectations and priorities from regulatory authorities, investors, voluntary reporting frameworks, and other stakeholders surrounding accounting and disclosure of ESG matters and climate related initiatives. Our efforts to accomplish and accurately report on these goals and objectives, which may be, in part, dependent on the actions of suppliers and other third parties, present numerous operational, regulatory, reputational, financial, legal, and other risks, any of which could have a material negative impact, including on our reputation and unit price.

Efforts to achieve goals and targets, such as the foregoing and future internal climate-related initiatives, may increase costs, require purchase of carbon credits, or limit or impact our business plans and financial results, potentially resulting in the reduction to the economic end-of-life of certain assets and an impairment of the associated net book value, among other material adverse impacts. Additionally, as the nature, scope and complexity of ESG reporting, calculation methodologies, voluntary reporting standards and disclosure requirements expand, including the SEC's proposed disclosure requirements regarding, among other matters, GHG emissions, we may have to undertake additional costs to control, assess and report on ESG metrics. Our failure or perceived failure to pursue or fulfill such goals and targets or to satisfy various reporting standards within the timelines we announce, or at all, could have a negative impact on investor sentiment, ratings outcomes for evaluating our approach to ESG matters, stock unit price, and cost of capital and expose us to government enforcement actions and private litigation, among other material adverse impacts.

***Certain of our facilities are located on Native American tribal lands and are subject to various federal and tribal approvals and regulations, which can increase our costs and delay or prevent our efforts to conduct operations.***

Various federal agencies within the U.S. Department of the Interior, particularly the Bureau of Indian Affairs, along with each Native American tribe, regulate natural gas and oil operations on Native American tribal lands. In addition, each Native American tribe is a sovereign nation having the right to enforce laws and regulations and to grant approvals independent from federal, state and local statutes and regulations. These tribal laws and regulations include various taxes, fees, requirements to employ Native American tribal members and other conditions that apply to operators and contractors conducting operations on Native American tribal lands. Persons conducting operations on tribal lands are generally subject to the Native American tribal court system. In addition, if our relationships with any of the relevant Native American tribes were to deteriorate, we could face significant risks to our ability to continue operations on Native American tribal lands. One or more of these factors has in the past and may in the future increase our cost of doing business on Native American tribal lands and impact the viability of, or prevent or delay our ability to conduct our operations on such lands. For example, we are subject to ongoing litigation regarding trespass claims relating to a portion of the Tesoro High Plains Pipeline in North Dakota.

***Our operations could be disrupted if we are unable to maintain or obtain real property rights required for our business.***

We do not own all of the land on which our assets are located, but rather obtain the rights to construct and operate such assets on land owned by third parties and governmental agencies for a specific period of time. Therefore, we are subject to the possibility of more burdensome terms and increased costs to obtain and retain necessary land use if our leases, rights-of-way or other property rights lapse, terminate or are reduced or it is determined that we do not have valid leases, rights-of-way or other property rights. For example, a portion of the Tesoro High Plains Pipeline in North Dakota remains shut down following delays in renewing a right-of-way necessary for the operation of a section of the pipeline. Any loss of or reduction in these rights, including loss or reduction due to legal, governmental or other actions or difficulty renewing leases, right-of-way agreements or permits on satisfactory terms or at all, could have a material adverse effect on our business, results of operations, financial condition and ability to make cash distributions to our unitholders.

***If foreign investment in us or our general partner exceeds certain levels, we could be prohibited from operating inland river vessels, which could materially and adversely affect our business, financial condition, results of operations and cash flows.***

The Shipping Act of 1916 and Merchant Marine Act of 1920 (collectively, together, the "Maritime Laws"), generally require that vessels engaged in U.S. coastwise trade be owned by U.S. citizens. Among other requirements to establish citizenship, entities that own such vessels must be owned at least 75 percent by U.S. citizens. If we fail to maintain compliance with the Maritime Laws, we would be prohibited from operating vessels in the U.S. inland waters. Such a prohibition could materially and adversely affect our business, financial condition, results of operations and cash flows.

***Some of our natural gas, NGL, crude oil and refined product pipelines are subject to FERC's rate-making policies that could have an adverse impact on our ability to establish rates that would allow us to recover the full cost of operating our pipelines, including plus a reasonable return.***

A number of our pipelines provide interstate service that is subject to regulation by FERC. FERC prescribes rate methodologies for developing regulated tariff rates for these natural gas, interstate oil and products pipelines. FERC's regulated tariff may not allow us to recover all of our costs of providing services. Changes in FERC's approved rate methodologies, or challenges to our application of an approved methodology, could also adversely affect our rates. Additionally, shippers may protest (and FERC may investigate) the lawfulness of tariff rates. FERC can require refunds of amounts collected pursuant to rates that are ultimately found to be unlawful and prescribe new rates prospectively. Action by FERC could adversely affect our ability to establish reasonable rates that cover

operating costs and allow for a reasonable return. An adverse determination in any future rate proceeding brought by or against us could have a material adverse effect on our business, financial condition and results of operations.

Pipelines and operations not subject to regulation by FERC may still be subject to regulation by various state agencies. The applicable statutes and regulations generally require that our rates and terms and conditions of service provide no more than a fair return on the aggregate value of the facilities used to render services and that we offer service to our shippers on a not unduly discriminatory basis. FERC rate cases can involve complex and expensive proceedings. For more information regarding regulatory matters that could affect our business, please read Item 1. Business – Regulatory Matters as set forth in this Annual Report on Form 10-K.

***We may incur significant costs and liabilities resulting from performance of pipeline integrity programs and related repairs, and the expansion of pipeline safety laws and regulations could require us to use more comprehensive and stringent safety controls and subject us to increased capital and operating costs.***

The DOT through the PHMSA has adopted regulations requiring pipeline operators to develop integrity management programs for gas transmission and hazardous liquids pipelines located where a leak or rupture could do the most harm. The regulations require the following of operators of covered pipelines to:

- perform ongoing assessments of pipeline integrity;
- identify and characterize applicable threats to pipeline segments that could impact a high consequence area;
- improve data collection, integration and analysis;
- repair and remediate the pipeline as necessary; and
- implement preventive and mitigating actions.

Some states have adopted regulations similar to existing PHMSA regulations for intrastate gathering and transmission lines. The adoption of additional laws or regulations that apply more comprehensive or stringent safety standards to gas, NGL, crude oil and refined product lines or other facilities, or the expansion of regulatory inspections by regulators, could require us to install new or modified safety controls, pursue added capital projects, make modifications or operational changes, or conduct maintenance programs on an accelerated basis, all of which could require us to incur increased capital and operational costs or operational delays that could be significant and have a material adverse effect on our financial position or results of operations and ability to make distributions to our unitholders.

#### **Transaction Risks**

***We have recorded goodwill and other intangible assets that could become further impaired and result in material non-cash charges to our results of operations in the future.***

We accounted for our acquisition of Andeavor Logistics LP ("ANDX" and such acquisition, the "Merger") as a reorganization of entities under common control in accordance with accounting principles generally accepted in the United States. Under a reorganization of entities under common control, the assets and liabilities of ANDX transferred between entities under common control were recorded by MPLX based on MPC's historical cost basis resulting from its preliminary purchase price accounting. We recorded ANDX's assets and liabilities at MPC's basis as of October 1, 2018, the date that common control was first established. Under MPC's application of the acquisition method of accounting, a portion of the total purchase price was allocated to ANDX's tangible assets and liabilities and identifiable intangible assets based on their fair values as of October 1, 2018. The excess of the allocated purchase price over those fair values was recorded as goodwill.

In 2020, we recorded approximately \$2.0 billion in impairment expense related to goodwill and intangible assets. As of December 31, 2022, our balance sheet reflected \$7.6 billion and \$705 million of goodwill and intangible assets, respectively. To the extent the value of goodwill or intangible assets becomes further impaired, we may be required to incur additional material non-cash charges relating to such impairment. Our operating results may be significantly impacted from both the impairment and the underlying trends in the business that triggered the impairment.

***If we are unable to make strategic acquisitions on economically acceptable terms from MPC or third parties, our ability to implement our business strategy may be impaired.***

In addition to organic growth, a component of our business strategy can include the expansion of our operations through strategic acquisitions. If we are unable to make accretive strategic acquisitions from MPC or third parties that increase the cash generated from operations per unit, whether due to an inability to identify attractive acquisition candidates, to negotiate acceptable purchase contracts, or to obtain financing for these acquisitions on economically acceptable terms, then our ability to successfully implement our business strategy may be impaired.

***Future acquisitions will involve the integration of new assets or businesses and may present substantial risks that could adversely affect our business, financial conditions, results of operations and cash flows.***

Future transactions involving the addition of new assets or businesses will present potential risks, which may include, among others:

- inaccurate assumptions about future synergies, revenues, capital expenditures and operating costs;
- an inability to successfully integrate, or a delay in the successful integration of, assets or businesses we acquire;
- a decrease in our liquidity resulting from using a portion of our available cash or borrowing capacity under our revolving credit agreement to finance transactions;
- a significant increase in our interest expense or financial leverage if we incur additional debt to finance transactions;
- the assumption of unknown environmental and other liabilities, losses or costs for which we are not indemnified or for which our indemnity is inadequate;
- the diversion of management's attention from other business concerns;
- the loss of customers or key employees from the acquired businesses; and
- the incurrence of other significant charges, such as impairment of goodwill or other intangible assets, asset devaluation or restructuring charges.

#### **Risks Relating to the Business and Operations of MPC**

**MPC accounts for a substantial portion of our revenues. If MPC is unable to satisfy its obligations to us or significantly reduces the volumes transported through our facilities or stored at our storage assets, our revenues would decline and our financial condition, results of operations, cash flows, and ability to make distributions to our unitholders would be materially and adversely affected.**

We derive a substantial portion of our revenues from MPC. Any event that materially and adversely affects MPC's financial condition, results of operations or cash flows may adversely affect our ability to sustain or increase distributions to our unitholders. Accordingly, we are indirectly subject to the operational and business decisions and risks of MPC, which include the following:

- the timing and extent of changes in commodity prices and demand for MPC's products, and the availability and costs of crude oil and other refinery feedstocks;
- a material decrease in the refining margins at MPC's refineries;
- disruptions due to equipment interruption or failure at MPC's facilities or at third-party facilities on which MPC's business is dependent;
- any decision by MPC to temporarily or permanently alter, curtail or shut down operations at one or more of its refineries or other facilities and reduce or terminate its obligations under our transportation and storage or refining logistics and fuels distribution agreements;
- changes to the routing of volumes shipped by MPC on our crude oil and refined product pipelines or the ability of MPC to utilize third-party pipeline connections to access our pipelines;
- MPC's ability to remain in compliance with the terms of its outstanding indebtedness;

- changes in the cost or availability of third-party pipelines, railways, vessels, terminals and other means of delivering and transporting crude oil, feedstocks, refined products, other hydrocarbon-based products and renewables;
- state and federal environmental, economic, health and safety, energy and other policies and regulations, and any changes in those policies and regulations;
- imposition of new economic sanctions against Russia or other countries and the effects of potential responsive countermeasures;
- environmental incidents and violations and related remediation costs, fines and other liabilities;

- operational hazards and other incidents at MPC's refineries and other facilities, such as explosions and fires, that result in temporary or permanent shut downs of those refineries and facilities;
- changes in crude oil and refined product inventory levels and carrying costs; and
- disruptions due to hurricanes, tornadoes or other forces of nature.

MPC is not obligated to use our services with respect to volumes in excess of the minimum volume commitments under its agreements with us. If MPC satisfies only its minimum obligations under, or if we are unable to renew or extend, the transportation, terminal, fuels distribution, marketing and storage services agreements we have with MPC, or if MPC elects to use credits upon the expiration or termination of an agreement, our cash available for distribution will be materially and adversely affected.

In addition, significant stockholders of MPC may attempt to effect changes at MPC or acquire control of the company, which could impact the pursuit of MPC's business strategies. Campaigns by stockholders to effect changes at publicly traded companies are sometimes led by investors seeking to increase short-term stockholder value through actions such as financial restructuring, increased debt, special dividends, stock repurchases or sales of assets or the entire company. As a result, stockholder campaigns at MPC could directly or indirectly adversely affect our results of operations and financial condition and our ability to sustain or increase distributions to our unitholders.

***MPC may suspend, reduce or terminate its obligations under its agreements with us in some circumstances, which could have a material adverse effect on our financial condition, results of operations, cash flows and ability to make distributions to our unitholders.***

Certain of our transportation, terminal, fuels distribution, marketing and storage services agreements with MPC include provisions that permit MPC to suspend, reduce or terminate its obligations under the applicable agreement if certain events occur. These events include a material breach of the applicable agreement by us, MPC being prevented from transporting its full minimum volume commitment because of capacity constraints on our pipelines, certain force majeure events that would prevent us from performing some or all of the required services under the applicable agreement and MPC's determination to suspend refining operations at one of its refineries. MPC has the discretion to make such decisions notwithstanding the fact that they may significantly and adversely affect us. These actions could result in a suspension, reduction or termination of MPC's obligations under one or more transportation and storage services agreements.

Any such reduction, suspension or termination of MPC's obligations could have a material adverse effect on our financial condition, results of operations, cash flows and ability to make distributions to our unitholders.

***MPC's level of indebtedness, the terms of its borrowings and its credit ratings could adversely affect our ability to grow our business and our ability to make distributions to our unitholders. Our ability to obtain credit in the future may also be adversely affected by MPC's credit rating.***

MPC must devote a portion of its cash flows from operating activities to service its indebtedness, and therefore, cash flows may not be available for use in pursuing its growth strategy. Furthermore, a higher level of indebtedness at MPC in the future increases the risk that it may default on its obligations to us under our transportation and storage services agreements. As of **December 31, 2022**, MPC had consolidated long-term indebtedness of approximately **\$27.1** **\$27.6** billion, of which **\$7.0** **\$6.9** billion was a direct obligation of MPC or its subsidiaries other than MPLX or its consolidated subsidiaries. The covenants contained in the agreements governing MPC's outstanding and future indebtedness may limit its ability to borrow additional funds for development and make certain investments and may directly or indirectly impact our operations in a similar manner.

Furthermore, if MPC were to default under certain of its debt obligations, there is a risk that MPC's creditors would attempt to assert claims against our assets during the litigation of their claims against MPC. The defense of any such claims could be costly and could materially impact our financial condition, even absent any adverse determination. If these claims were successful, our ability to meet our obligations to our creditors, make distributions and finance our operations could be materially and adversely affected.

Rating agencies have in the past, and may in the future, change MPLX's credit ratings or credit outlook following developments at MPC. If these ratings are lowered in the future, the interest rate and fees MPC pays on its credit facilities may increase. Credit rating agencies will likely consider MPC's debt ratings when assigning ours because of MPC's ownership interest in us, the significant commercial relationships between MPC and us, and our reliance on MPC for a portion of our revenues. If one or more credit rating agencies were to downgrade the outstanding indebtedness of us or MPC, we could experience an increase in our borrowing costs or difficulty accessing the capital markets. Such a development could adversely affect our ability to grow our business and to make distributions to our unitholders.

#### **Tax Risks**

***Our tax treatment depends on our status as a partnership for federal income tax purposes as well as our not being subject to a material amount of entity level taxation by individual states. If the IRS were to treat us as a corporation for federal income tax purposes, or we become subject to a material amount of entity level taxation for state tax purposes, it would substantially reduce the amount of cash available for distribution to our unitholders.***

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS on this.

A publicly traded partnership such as us may be treated as a corporation for federal income tax purposes unless it satisfies a "qualifying income" requirement. Based on our current operations, we believe that we are treated as a partnership rather than as a corporation for such purposes; however, a change in our business or a change in current law could cause us to be treated as a corporation for federal income tax purposes. The IRS may adopt positions that differ from the ones we take. A successful IRS contest of the federal income tax positions we take may adversely impact the market for our common units, and the costs of any IRS contest will reduce our cash available for distribution to unitholders.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 21 percent, and likely would pay state and local income tax at varying rates. Distributions to unitholders generally would be taxed again as corporate dividends, and no income, gains, losses, deductions, or credits would flow through to our unitholders. Treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to our unitholders, likely causing a substantial reduction in the value of our common units. Changes in current state or local law may subject us to additional entity-level taxation by individual states and localities. For example, we are currently subject to state and local taxes in Texas and Tennessee and certain localities in Kentucky, Michigan and Ohio. Imposition of any such additional taxes on us may substantially reduce the cash available for distribution to unitholders.

Our Partnership Agreement provides that, if a law is enacted or an existing law is modified or interpreted in a manner that subjects us to taxation as a corporation or otherwise subjects us to entity-level taxation for federal, state or local income tax purposes, the minimum quarterly distribution amount and the target distribution amounts may be adjusted to reflect the impact of that law on us.

***If the IRS contests the federal income tax positions we take, the market for our common units may be adversely impacted and the cost of any IRS contest will reduce our cash available for distribution.***

The IRS has made no determination as to our status as a partnership for federal income tax purposes. The IRS may adopt positions that differ from the positions we take. It may be necessary to resort to administrative or court proceedings to sustain some or all the positions we take. A court may not agree with some or all of the positions we take. Any contest with the IRS may materially and adversely impact the market for our common units and the price at which they trade. In addition, our costs of any contest with the IRS will be borne indirectly by our unitholders and our general partner because the costs will reduce our cash available for distribution.

***Our unitholders will be required to pay taxes on their share of income even if they do not receive any distributions from us.***

Because our unitholders will be treated as partners to whom we will allocate taxable income that could be different in amount than the cash we distribute, our unitholders will be required to pay any federal income taxes and, in some cases, state and local income taxes on their share of our taxable income even if they receive no distributions from us. Our unitholders may not receive distributions from us equal to their share of our taxable income or even equal to the actual tax liability that result from that income.

***Tax gain or loss on the disposition of our common units could be more or less than expected.***

If our unitholders sell their common units, they will recognize gain or loss equal to the difference between the amount realized and their tax basis in those common units. Because distributions in excess of a unitholder's allocable share of our net taxable income decrease the unitholder's tax basis in their common units, the amount, if any, of such prior excess distributions with respect to their units will, in effect, increase taxable income to the unitholder. Furthermore, a substantial portion of the amount realized, whether or not representing gain, may be taxed as ordinary income due to potential recapture items, including depreciation recapture. In addition, because the amount realized includes a unitholder's share of our non-recourse liabilities, if a unitholder sells units, the unitholder may incur taxable income in excess of the amount of cash received from the sale.

***Tax-exempt entities face unique tax issues from owning our common units that may result in adverse tax consequences to them.***

Investment in our common units by tax-exempt entities, such as employee benefit plans and individual retirement accounts (known as IRAs), raises issues unique to them. For example, virtually all of our income allocated to organizations that are exempt from federal income tax, including IRAs and other retirement plans, will be unrelated business taxable income and will be taxable to them. Furthermore, a tax-exempt entity's gain on sale of common units may be treated, at least in part, as unrelated business taxable income. Tax-exempt entities should consult their tax advisor before investing in our common units.

***Non-U.S. unitholders will be subject to United States taxes and withholding with respect to their income and gain from owning our units.***

Non-U.S. unitholders are generally taxed and subject to income tax filing requirements by the United States on income effectively connected with a U.S. trade or business. **Income** All income allocated to our unitholders and any gain from the sale of our units will generally be considered to be "effectively connected" with a U.S. trade or business. As a result, **all** distributions to non-U.S. **persons** unitholders will be **reduced by** subject to withholding taxes at the highest applicable effective tax rate, and, **in the event of a sale of our units by a non-U.S. persons** unitholder, such non-U.S. **unitholder** will be subject to withholding taxes on all proceeds attributable to the sale of such units.

Furthermore, while non-U.S. unitholders are subject to additional withholding on distributions in excess of cumulative net income, we do not calculate cumulative net income for withholding purposes. Consequently, all of our distributions to non-U.S. unitholders will be subject to such additional withholding.

Non-U.S. **unitholders** will be required to file U.S. federal tax returns and pay tax on their share of our taxable income. Non-U.S. **persons** **unitholders** will also potentially have tax filings and payment obligations in additional jurisdictions.

***We treat each purchaser of common units as having the same tax benefits without regard to the actual units purchased. The IRS may challenge this treatment, which could adversely affect the value of the common units.***

Because we cannot match transferors and transferees of common units and to enable the uniformity of the economic and tax characteristics of common units, we have adopted depreciation and amortization positions that may not conform to all aspects of existing Treasury Regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to our unitholders. It also could affect the timing of these tax benefits or the amount of gain from the sale of common units and could have a negative impact on the value of our common units or result in audit adjustments to our unitholders' tax returns.

***Our unitholders will likely be subject to state and local taxes and return filing requirements in states where they do not live as a result of investing in our units.***

In addition to federal income taxes, our unitholders will likely be subject to other taxes, including state and local taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by the various jurisdictions in which we do business or own property now or in the future, even if our unitholders do not live in any of those jurisdictions. Our unitholders will likely be required to file state and local income tax returns and pay state and local income taxes in some or all of these various jurisdictions. Further, our unitholders may be subject to penalties for failure to comply with those requirements. We currently conduct business in a substantial number of states, most of which currently impose a personal income tax and many of which impose an income tax on corporations and other entities. As we make acquisitions or expand our business, we may own assets or conduct business in additional states. It is our unitholders' responsibility to file all U.S. federal, state and local tax returns.

***We have adopted certain valuation methodologies that may result in a shift of income, gain, loss and deduction between our general partner and our unitholders. The IRS may challenge this treatment, which could adversely affect the value of the common units.***

When we issue additional units or engage in certain other transactions, we must determine the fair market value of our assets and allocate any unrealized gain or loss attributable to our assets to the capital accounts of our unitholders and our general partner. Our methodology may be viewed as understating the value of our assets. In that case, there may be a shift of income, gain, loss and deduction between certain unitholders and the general partner, which may be unfavorable to such unitholders. Moreover, under our valuation methods, subsequent purchasers of common units may have a greater portion of their Internal Revenue Code Section 743(b) adjustment allocated to our tangible assets and a lesser portion allocated to our intangible assets. The IRS may challenge our valuation methods, our allocation of the Section 743(b) adjustment attributable to our tangible and intangible assets, or our allocations of income, gain, loss and deduction between our general partner and certain of our unitholders.

A successful IRS challenge to these methods or allocations could adversely affect the amount of taxable income or loss being allocated to our unitholders. It also could affect the amount of gain from our unitholders' sale of common units and could have a negative impact on the value of the common units or result in audit adjustments to our unitholders' tax returns without the benefit of additional deductions.

***A unitholder whose common units are the subject of a securities loan (e.g., a loan to a short seller) may be considered as having disposed of those common units. If so, the unitholder would no longer be treated for tax purposes as a partner with respect to those common units during the period of the loan and may recognize gain or loss from the disposition.***

A unitholder whose common units are the subject of a securities loan (i) may be considered as having disposed of the loaned common units, (ii) may no longer be treated for tax purposes as a partner with respect to those common units during the period of the loan to the short seller and (iii) may recognize gain or loss from such disposition.

Moreover, during the period of the loan, any of our income, gain, loss or deduction with respect to those common units may not be reportable by the unitholder and any distributions received by the unitholder as to those common units could be fully taxable as ordinary income. Unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a securities loan are urged to consult a tax adviser to discuss whether it is advisable to modify any applicable brokerage account agreements to prohibit their brokers from borrowing their common units.

***The tax treatment of publicly traded partnerships or an investment in our units could be subject to potential legislative, judicial or administrative changes and differing interpretations, possibly on a retroactive basis.***

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial interpretation at any time. From time to time, the President and members of the U.S. Congress propose and consider substantive changes to the existing U.S. federal income tax laws that would affect publicly traded partnerships, including proposals that would eliminate our ability to qualify for partnership tax treatment.

We are unable to predict whether any such changes will ultimately be enacted. Any modification to the U.S. federal income tax laws and interpretations thereof may or may not be applied retroactively and could make it more difficult or impossible to meet the exception for certain publicly traded partnerships to be treated as partnerships for U.S. federal income tax purposes or increase the amount of taxes payable by unitholders in publicly traded partnerships.

***We generally prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge this treatment, which could change the allocation of items of income, gain, loss and deduction among our unitholders.***

We generally prorate our items of income, gain, loss and deduction between existing unitholders and unitholders who purchase our units based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. Similarly, we generally allocate certain deductions for depreciation of capital additions, gain or loss realized on a sale or other disposition of our assets and, in the discretion of our general partner, any other extraordinary item of income, gain, loss or deduction based upon ownership on the allocation date. Treasury Regulations allow a similar monthly simplifying convention, but such regulations do not specifically authorize all aspects of the proration method we have adopted. If the IRS were to challenge our proration method or new Treasury Regulations were issued, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

***Unitholders may be subject to limitations on their ability to deduct interest expense we incur.***

In general, we are entitled to a deduction for interest paid or accrued on indebtedness properly allocable to our trade or business during our taxable year. However, **subject to the exceptions in the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") discussed below**, under the Tax Cuts and Jobs Act, for taxable years beginning after December 31, 2017, our deduction for "business interest" is generally limited to the sum of our business interest income and **30% 30 percent** of our "adjusted taxable income." For the purposes of this limitation, our adjusted taxable income is computed without regard to any business interest expense or business interest income, and in the case of taxable years beginning before January 1, 2022, **our adjusted taxable income is also computed without regard to any depreciation or amortization.**

If our "business interest" is subject to limitation under these rules, our unitholders will be limited in their ability to deduct their share of any interest expense that has been allocated to them, them in the current taxable year and may be limited in their ability to deduct such interest expense in a future taxable year. As a result, unitholders may be subject to limitation on their ability to deduct interest expense incurred by us.

*If the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it (and some states) may collect any resulting taxes (including any applicable penalties and interest) directly from us, in which case our cash available for distribution to our unitholders might be substantially reduced.*

If the IRS makes audit adjustments to our income tax returns for tax years beginning after December 31, 2017, it (and some states) may collect any resulting taxes (including any applicable penalties and interest) directly from us. We will generally have certain limited rights to shift any such tax liability to our general partner and our unitholders in accordance with their interests in us during the year under audit, but there can be no assurance that we will be able to do so (or choose to do so) under all circumstances. As a result, our current unitholders may bear some or all of the tax liability resulting from such audit adjustment, even if such unitholders did not own units in us during the tax year under audit. If we are required to make payments of taxes, penalties and interest resulting from audit adjustments, our cash available for distribution to our unitholders might be reduced.

#### Common Unit Ownership Risks

*Our general partner and its affiliates, including MPC, have conflicts of interest with us and limited duties to us and our unitholders, and they may favor their own interests to our detriment and that of our unitholders. Additionally, we have no control over MPC's business decisions and operations, and MPC is under no obligation to adopt a business strategy that favors us.*

MPC ~~owns~~ owned our general partner and approximately ~~65~~ 64 percent of our outstanding common units as of ~~February 16, 2023~~ February 23, 2024. Although our general partner has a duty to manage us in a manner that is not adverse to the best interests of our partnership,

conflicts of interest may arise between MPC and its affiliates, including our general partner, on the one hand, and us and our unitholders, on the other hand. In resolving these conflicts, the general partner may favor its own interests and the interests of its affiliates, including MPC, over the interests of our common unitholders, which may occur under our Partnership Agreement without being independently reviewed by the conflicts committee. These conflicts include, among others, the following situations:

- neither our Partnership Agreement nor any other agreement requires MPC to pursue a business strategy that favors us or utilizes our assets, which could involve decisions by MPC to increase or decrease refinery production, shut down or reconfigure a refinery, or pursue and grow particular markets;
- MPC's directors and officers have a fiduciary duty to make decisions in the best interests of the stockholders of MPC;
- disputes may arise under agreements pursuant to which MPC and its affiliates are our customers;
- MPC may be constrained by the terms of its debt instruments from taking actions, or refraining from taking actions, that may be in our best interests;
- except in limited circumstances, our general partner has the power and authority to conduct our business without unitholder approval;
- our general partner will determine the amount and timing of asset purchases and sales, borrowings, issuance of additional partnership securities and the creation, reduction or increase of cash reserves, each of which can affect the amount of cash that is distributed to our unitholders;
- our general partner will determine the amount and timing of many of our cash expenditures and whether a cash expenditure is classified as an expansion capital expenditure, which would not reduce operating surplus, or a maintenance capital expenditure, which would reduce our operating surplus. This determination can affect the amount of cash that is distributed to our unitholders, including MPC, and the amount of adjusted operating surplus generated in any given period;
- our general partner will determine which costs incurred by it are reimbursable by us and may cause us to pay it or its affiliates for any services rendered to us;
- our general partner may cause us to borrow funds in order to permit the payment of distributions;
- our Partnership Agreement permits us to classify up to \$60 million as operating surplus, even if it is generated from asset sales, non-working capital borrowings or other sources that would otherwise constitute capital surplus. This cash may be used to fund distributions to our unitholders, including MPC;
- our Partnership Agreement does not restrict our general partner from entering into additional contractual arrangements with it or its affiliates on our behalf;
- our general partner intends to limit its liability regarding our contractual and other obligations;
- our general partner may exercise its right to call and purchase all of the common units not owned by it and its affiliates if it and its affiliates own more than 85 percent of the common units;
- our general partner controls the enforcement of obligations owed to us by our general partner and its affiliates, including our transportation and storage services agreements with MPC; and
- our general partner decides whether to retain separate counsel, accountants or others to perform services for us.

Under the terms of our Partnership Agreement, the doctrine of corporate opportunity, or any analogous doctrine, does not apply to our general partner or any of its affiliates, including its executive officers, directors and owners.

Any such person or entity that becomes aware of a potential transaction, agreement, arrangement or other matter that may be an opportunity for us will not have any duty to communicate or offer such opportunity to us. Any such person or entity will not be liable to us or to any limited partner for breach of any fiduciary duty or other duty by reason of the fact that such person or entity pursues or

acquires such opportunity for itself, directs such opportunity to another person or entity or does not communicate such opportunity or information to us. This may create actual and potential conflicts of interest between us and affiliates of our general partner and result in less than favorable treatment of us and our unitholders.

***Our Partnership Agreement requires that we distribute all of our available cash, which could limit our ability to grow and make acquisitions.***

Our Partnership Agreement requires that we distribute all of our available cash to our unitholders. As a result, we may require external financing sources, including commercial bank borrowings and the issuance of debt and equity securities, to fund our acquisitions and expansion capital expenditures. Therefore, to the extent we are unable to finance our growth externally, our cash distribution policy will significantly impair our ability to grow. In addition, because we will distribute all of our available cash, our growth may not be as fast as that of businesses that reinvest their available cash to expand ongoing operations. To the extent we issue additional units in connection with any acquisitions or expansion capital expenditures, the payment of distributions on those additional units may increase the risk that we will be unable to maintain or increase our per unit distribution level. The incurrence of additional commercial borrowings or other debt to finance our growth strategy would result in increased interest expense, which, in turn, may reduce the amount of cash available to distribute to our unitholders.

***Our Partnership Agreement replaces our general partner's fiduciary duties to holders of our common units with contractual standards governing its duties and restricts the remedies available to unitholders for actions taken by our general partner.***

Our Partnership Agreement contains provisions that eliminate the fiduciary standards to which our general partner would otherwise be held by state fiduciary duty law and replaces those duties with several different contractual standards. For example, our Partnership Agreement permits our general partner to make a number of decisions in its individual capacity, as opposed to in its capacity as our general partner, free of any duties to us and our unitholders other than the implied contractual covenant of good faith and fair dealing. Our general partner is entitled to consider only the interests and factors that it desires and is relieved of any duty or obligation to give consideration to any interest of, or factors affecting, us, our affiliates or our limited partners.

Our Partnership Agreement contains provisions that restrict the remedies available to unitholders for actions taken by our general partner that might otherwise constitute breaches of fiduciary duty under state fiduciary duty law. For example, our Partnership Agreement:

- provides that whenever our general partner makes a determination or takes, or declines to take, any other action in its capacity as our general partner, our general partner is required to make such determination, or take or decline to take such other action, in good faith and will not be subject to any other or different standard imposed by our Partnership Agreement, Delaware law, or any other law, rule or regulation, or at equity;
- provides that our general partner will not have any liability to us or our unitholders for decisions made in its capacity as a general partner so long as it acted in good faith;
- provides that our general partner and its officers and directors will not be liable for monetary damages to us or our limited partners resulting from any act or omission unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that our general partner or its officers and directors, as the case may be, acted in bad faith or engaged in fraud or willful misconduct or, in the case of a criminal matter, acted with knowledge that the conduct was criminal; and
- provides that our general partner will not be in breach of its obligations under our Partnership Agreement or its fiduciary duties to us or our limited partners if a transaction with an affiliate or the resolution of a conflict of interest is approved in accordance with, or otherwise meets the standards set forth in, our Partnership Agreement.

In connection with a transaction with an affiliate or a conflict of interest, our Partnership Agreement provides that any determination by our general partner must be made in good faith, and that our conflicts committee and the board of directors of our general partner are entitled to a presumption that they acted in good faith. In any proceeding brought by or on behalf of any limited partner or the partnership, the person bringing or prosecuting such proceeding will have the burden of overcoming such presumption. By purchasing a common unit, a unitholder is treated as having consented to the provisions in our Partnership Agreement, including the provisions discussed above.

***Unitholders have very limited voting rights and, even if they are dissatisfied, they have limited ability to remove our general partner without its consent.***

Unlike the holders of common stock in a corporation, unitholders have only limited voting rights on matters affecting our business and, therefore, limited ability to influence management's decisions regarding our business. Unitholders did not elect our general partner or the board of directors of our general partner and will have no right to elect our general partner or the board of directors of our general partner on an annual or other continuing basis. The board of directors of our general partner is chosen by the members of our general partner, which are wholly owned subsidiaries of MPC. Furthermore, if the unitholders are dissatisfied with the performance of our general partner, they will have little ability to remove our general partner. The vote of the holders of at least 66 2/3 percent of all outstanding common units voting together as a single class is required to remove our general partner. As of ~~February 16, 2023~~ February 23, 2024, our general partner and its affiliates owned approximately ~~65~~ 64 percent of the outstanding common units (excluding common units held by officers and directors of our general partner and MPC). As a result of these limitations, the price at which our common units will trade could be diminished because of the absence or reduction of a takeover premium in the trading price.

Furthermore, unitholders' voting rights are further restricted by the Partnership Agreement provision providing that any units held by a person that owns 20 percent or more of any class of units then outstanding, other than our general partner, its affiliates, their transferees, and persons who acquired such units with the prior approval of the board of directors of our general partner, cannot vote on any matter.

Our Partnership Agreement also contains provisions limiting the ability of unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting the unitholders' ability to influence the manner or direction of management.

***If unitholders are not both citizenship-eligible holders and rate-eligible holders, their common units may be subject to redemption.***

In order to avoid (1) any material adverse effect on the maximum applicable rates that can be charged to customers by our subsidiaries on assets that are subject to rate regulation by the FERC or analogous regulatory body and (2) any substantial risk of cancellation or forfeiture of any property, including any governmental permit, endorsement or other authorization, in which we have an interest, we have adopted certain requirements regarding those investors who may own our common units. Citizenship eligible holders are individuals or entities whose nationality, citizenship or other related status does not create a substantial risk of cancellation or forfeiture of any property, including any governmental permit, endorsement or authorization, in which we have an interest, and will generally include individuals and entities who are U.S. citizens. Rate-eligible holders are individuals or entities subject to U.S. federal income taxation on the income generated by us or entities not subject to U.S. federal income taxation on the income generated by us, so long as all of the entity's owners are subject to such taxation. If unitholders are not persons who meet the requirements to be citizenship-eligible holders and rate-eligible holders, they run the risk of having their units redeemed by us at the market price as of the date three days before the date the notice of redemption is mailed. The

redemption price will be paid in cash or by delivery of a promissory note, as determined by our general partner. In addition, if unitholders are not persons who meet the requirements to be citizenship eligible holders, they will not be entitled to voting rights.

***Cost reimbursements, which will be determined in our general partner's sole discretion, and fees due our general partner and its affiliates for services provided will be substantial and will reduce our cash available for distribution.***

Under our Partnership Agreement, we are required to reimburse our general partner and its affiliates for all costs and expenses that they incur on our behalf for managing and controlling our business and operations. Except to the extent specified under our omnibus agreements or our employee services agreements, our general partner determines the amount of these expenses. Under the terms of the omnibus agreements, we will be required to reimburse MPC for the provision of certain general and administrative services to us. Under the terms of our employee services agreements, we have agreed to reimburse MPC or its affiliates for the provision of certain operational and management services to us in support of our facilities. Our general partner and its affiliates also may provide us other services for which we will be charged fees as determined by our general partner. Payments to our general partner and its affiliates are substantial and reduce the amount of cash available for distribution to unitholders.

***The control of our general partner may be transferred to a third party without unitholder consent.***

There is no restriction in our Partnership Agreement on the ability of MPC to transfer its membership interest in our general partner to a third party. The new members of our general partner would then be in a position to replace the board of directors and officers of our general partner with their own choices and to control the decisions taken by our general partner.

***We may issue additional units without unitholder approval, which will dilute limited unitholder interests.***

At any time, we may issue an unlimited number of limited partner interests of any type, including limited partner interests that are convertible into our common units, without the approval of our unitholders and our unitholders will have no preemptive or other rights (solely as a result of their status as unitholders) to purchase any such limited partner interests. Further, neither our

Partnership Agreement nor our bank revolving credit facility prohibits the issuance of additional preferred units, or other equity securities that may effectively rank senior to our common units as to distributions or liquidations. The issuance by us of additional common units, preferred units or other equity securities of equal or senior rank will have the following effects:

- our unitholders' proportionate ownership interest in us will decrease;
- it may be more difficult to maintain or increase our distributions to unitholders, and the amount of cash available for distribution on each unit may decrease;
- the ratio of taxable income to distributions may increase;
- the relative voting strength of each previously outstanding unit may be diminished; and
- the market price of our common units may decline.

***MPC may sell units in the public or private markets, and such sales could have an adverse impact on the trading price of the common units.***

As of **February 16, 2023** **February 23, 2024**, MPC held 647,415,452 common units. Additionally, we have agreed to provide MPC with certain registration rights. The sale of these units in the public or private markets could have an adverse impact on the price of the common units or on any trading market that may develop.

***Affiliates of our general partner, including MPC, may compete with us, and neither our general partner nor its affiliates have any obligation to present business opportunities to us.***

MPC and other affiliates of our general partner are not prohibited from owning assets or engaging in businesses that compete directly or indirectly with us. In addition, MPC and other affiliates of our general partner may acquire, construct or dispose of additional midstream assets in the future without any obligation to offer us the opportunity to purchase any of those assets. As a result, competition from MPC and other affiliates of our general partner could materially and adversely impact our results of operations and cash available for distribution to unitholders.

***Our general partner has a limited call right that may require unitholders to sell common units at an undesirable time or price.***

If at any time our general partner and its affiliates own more than 85 percent of our common units, our general partner will have the right, but not the obligation, which it may assign to any of its affiliates or to us, to acquire all, but not less than all, of the common units held by unaffiliated persons at a price not less than their then current market price. As a result, unitholders may be required to sell their common units at an undesirable time or price and may not receive any return on their investment. Unitholders may also incur a tax liability upon a sale of such units.

***A unitholder's liability may not be limited if a court finds that unitholder action constitutes control of our business.***

A general partner of a partnership generally has unlimited liability for the obligations of the partnership, except for those contractual obligations of the partnership that are expressly made non-recourse to the general partner. Our partnership is organized under Delaware law, and we conduct business in a number of other states. The limitations on the liability of holders of limited partner interests for the obligations of a limited partnership have not been clearly established in some jurisdictions. A unitholder could be liable for our obligations as if they were a general partner if a court or government agency were to determine that:

- we were conducting business in a state but had not complied with that particular state's partnership statute; or
- a unitholder's right to act with other unitholders to remove or replace the general partner, to approve some amendments to our Partnership Agreement or to take other actions under our Partnership Agreement constitute "control" of our business.

***Unitholders may have to repay distributions that were wrongfully distributed to them.***

Under certain circumstances, unitholders may have to repay amounts wrongfully distributed to them. Under Section 17-607 of the Delaware Revised Uniform Limited Partnership Act, we may not make a distribution to unitholders if the distribution would cause our liabilities to exceed the fair value of our assets. Delaware law provides that for a period of three years from the date of the impermissible distribution, limited partners who received the distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the limited partnership for the distribution amount. Transferees of common units are liable for the obligations of the transferor to make contributions to the partnership that are known to the transferee at the time of the transfer and for unknown obligations if the liabilities could be determined from our Partnership Agreement. Liabilities to partners on account of their partnership interest and liabilities that are non-recourse to the partnership are not counted for purposes of determining whether a distribution is permitted.

***The NYSE does not require a publicly traded limited partnership like us to comply with certain of its corporate governance requirements.***

We list our common units on the NYSE. Because we are a publicly traded limited partnership, the NYSE does not require us to have a majority of independent directors on our general partner's board of directors or to establish a compensation committee or a nominating and corporate governance committee. Accordingly, unitholders will not have the same protections afforded to certain corporations that are subject to all of the NYSE corporate governance requirements.

***The Court of Chancery of the State of Delaware will be, to the extent permitted by law, the sole and exclusive forum for substantially all disputes between us and our limited partners.***

Our limited partnership agreement provides that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for any claims, actions or proceedings:

- arising out of or relating in any way to our limited partnership agreement, or the rights or powers of, or restrictions on, our limited partners or the limited partnership;
- brought in a derivative manner on behalf of the limited partnership;
- asserting a claim of breach of a duty owed by any director, officer, or other employee of the limited partnership or the general partner, or owed by the general partner, to the partnership or the limited partners;

- asserting a claim arising pursuant to any provision of the Delaware Revised Uniform Limited Partnership Act; or
- asserting a claim governed by the internal affairs doctrine.

The forum selection provision may restrict a limited partner's ability to bring a claim against us or directors, officers or other employee of ours or our general partner in a forum that it finds favorable, which may discourage limited partners from bringing such claims at all. Alternatively, if a court were to find the forum selection provision contained in our limited partnership agreement to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in another forum, which could materially adversely affect our business, financial condition and results of operations. However, the forum selection provision does not apply to any claims, actions or proceedings arising under the Securities Act or the Exchange Act.

#### **Item 1B. Unresolved Staff Comments**

None None.

#### **Item 1C. Cybersecurity**

We are managed and operated by the board of directors and executive officers of MPLX GP, our general partner and a wholly owned subsidiary of MPC. Our general partner has the sole responsibility for providing the employees and other personnel necessary to conduct our operations, including processes for the assessment, identification and management of material risks from cybersecurity threats.

#### **Risk Management and Strategy**

MPC has processes in place designed to protect our information systems, data, assets, infrastructure and computing environments from cybersecurity threats and risks while maintaining confidentiality, integrity and availability. These enterprise-wide processes are based upon policies, practices and standards that guide MPC on identifying, assessing and managing material cybersecurity risks and include, but are not limited to:

- placing security limits on physical and network access to our information technology ("IT") and operating technology ("OT") systems;
- employing internal IT and OT controls designed to detect cybersecurity threats by collecting and analyzing data in MPC's centralized cybersecurity operations center;
- utilizing layers of defensive methodologies designed to facilitate cyber resilience, minimize attack surfaces and provide flexibility and scalability in MPC's ability to address cybersecurity risks and threats;
- providing cybersecurity threat and awareness training to employees and contractors;
- limiting remote network access to our IT and OT network environments; and
- assessing our cybersecurity resiliency through various methods, including penetration testing, tabletop exercises with varying scenarios and participants ranging from individuals on our operations teams to executive leadership, and analyzing our corporate cybersecurity incident response plan.

MPC applies an enterprise risk management ("ERM") methodology as established and led by the MPC and MPLX GP executive leadership team to identify, assess and manage enterprise-level risks. MPC's cybersecurity risk program directly integrates and is intended to align with MPC's governing ERM program.

MPC engages with external resources to contribute to and provide independent evaluation of MPC's cybersecurity practices, including a periodical assessment of our cybersecurity program performed by a third party. MPC's cybersecurity leadership and operational teams monitor cybersecurity threat intelligence and applicable cybersecurity regulatory requirements in a variety of ways, including by communicating with federal agencies, trade associations, service providers, and other miscellaneous third-party resources. MPLX GP's management team through consultation with MPC's Senior Vice President and Chief Digital Officer ("CDO"), Vice President and Chief Information Security Officer ("CISO") and the MPLX GP Audit Committee of the MPLX GP Board use the information gathered from these sources to inform long-term cybersecurity investments and strategies which seek to identify, protect, detect, respond and recover from cybersecurity incidents.

MPC manages third-party service provider cybersecurity risks through contract management, evaluation of applicable security control assessments, and third party risk assessment processes.

As of February 28, 2024, we do not believe that any past cybersecurity incidents have had, or are reasonably likely to have, a material adverse effect on the company, including our business, operations or financial condition. However, there can be no assurance that MPC's cybersecurity processes will prevent or mitigate cybersecurity incidents or threats and that efforts will always be successful. It is possible that these events may occur and could have a material adverse effect on our business, operations or financial condition. See "Business and Operational Risks—We are increasingly dependent on the performance of our information technology systems and those of our third-party business partners and service providers" in Item 1A. Risk Factors of this Annual Report on Form 10-K.

## Governance

The full Board of Directors of MPLX GP oversees enterprise-level risks and has delegated to the Audit Committee of the MPLX GP Board oversight of risks from cybersecurity threats as informed through MPC's ERM program. MPC's CDO and CISO are standing members of the ERM committee, comprised of members of senior management, and as part of the committee, report on and evaluate cybersecurity threats and risk management efforts, as communicated to them by way of their direct reports and the larger cybersecurity team. The MPC CDO and CISO provides regular cybersecurity briefings to the MPLX GP Board of Directors and the MPLX GP Audit Committee as needed, with a minimum of two briefings per year. The MPLX GP Audit Committee further reviews and provides input on our cybersecurity and information security strategy.

MPC's CISO is responsible for the cybersecurity program which is comprised of Cybersecurity GRC (Governance, Risk & Compliance), Cybersecurity Architecture, Operations & Engineering, and a Cyber Fusion Center that includes Threat Intelligence, Vulnerability Management, & Incident Response. MPC's CISO has 30 years of experience in the oil and gas industry and has held various leadership and strategic roles across IT, software R&D and marketing.

MPC's CISO works at the direction of MPC's CDO, who has more than 20 years of executive IT leadership experience and leads the company's Digital and Information Technology functions that seek to provide innovative, secure, and reliable technology products and services to MPC and its customers.

## Item 2. Properties

### LOGISTICS AND STORAGE

#### Crude Oil and Refined Product Pipelines

The following table sets forth information regarding our crude oil and refined product pipeline systems as of December 31, 2022 December 31, 2023.

	Diameter	Length (miles) <sup>(1)(2)(3)</sup>
Crude Systems <sup>(2)</sup>	2" - 42"	5,135 <sup>(1)</sup> 5,159 <sup>(2)</sup>
Refined Product Systems <sup>(2)</sup>	4" - 36"	3,732 <sup>(1)</sup> 3,788 <sup>(2)</sup>

(1) Includes approximately 16 miles of crude oil pipeline leased from third parties and 1,192 miles of inactive pipeline.

(2) Includes approximately 2 miles of refined product pipeline leased from third parties.

(3) Includes approximately 1,173 miles of inactive crude oil pipeline and 203 parties, 201 miles of inactive refined product pipeline.

(3) Includes approximately pipeline, 87 miles and 17 miles of refined product pipelines in which we have partial ownership of 65% 65 percent and 50%, respectively, 17 miles in which we have partial ownership of 50 percent.

The following table sets forth information regarding the pipeline systems which we have an interest in through ownership of our equity method investments as of December 31, 2022 December 31, 2023.

	Diameter
Crude Systems:	
Crude Systems:	
Crude Systems:	
MarEn Bakken Company LLC <sup>(1)</sup>	
MarEn Bakken Company LLC <sup>(1)</sup>	
MarEn Bakken Company LLC <sup>(1)</sup>	
Minnesota Pipe Line Company LLC	

Minnesota Pipe Line Company LLC				
Minnesota Pipe Line Company LLC		Diameter	Length (miles)	Ownership Percentage
<b>Crude Systems:</b>				
MarEn Bakken Company LLC <sup>(1)</sup>		30"	1,916	25%
Minnesota Pipe Line Company LLC		16"-24"	975	17%
Wink to Webster Holdings LLC		36"	522	11%
W2W Holdings LLC <sup>(2)</sup>				
W2W Holdings LLC <sup>(2)</sup>				
W2W Holdings LLC <sup>(2)</sup>				
Illinois Extension Pipeline Company LLC				
Illinois Extension Pipeline Company LLC	Illinois Extension Pipeline Company LLC	24"	168	35%
Andeavor Logistics Rio Pipeline LLC	Andeavor Logistics Rio Pipeline LLC	12"	119	67%
Andeavor Logistics Rio Pipeline LLC				
Andeavor Logistics Rio Pipeline LLC				
LOCAP LLC	LOCAP LLC	48"	57	59%
LOOP LLC <sup>(2)</sup>		48"	48	41%
<b>Refined Products Systems:</b>				
LOCAP LLC				
LOCAP LLC				
LOOP LLC <sup>(3)</sup>				
LOOP LLC <sup>(3)</sup>				
LOOP LLC <sup>(3)</sup>				
<b>Refined Product Systems:</b>				
Refined Product Systems:				
Refined Product Systems:				
Explorer Pipeline Company				
Explorer Pipeline Company	Explorer Pipeline Company	12" - 28"	1,826	25%
Natural Gas and NGL Systems:	Natural Gas and NGL Systems:			
Whistler Pipeline LLC		36" - 42"	498	38%
BANGL LLC <sup>(3)</sup>		12" - 24"	109	25%
<b>Natural Gas and NGL Systems:</b>				
Natural Gas and NGL Systems:				
Whistler Pipeline LLC <sup>(4)</sup>				
Whistler Pipeline LLC <sup>(4)</sup>				
Whistler Pipeline LLC <sup>(4)</sup>				
BANGL LLC <sup>(5)</sup>				
BANGL LLC <sup>(5)</sup>				
BANGL LLC <sup>(5)</sup>				

(1) The investment in MarEn Bakken Company LLC includes our 9.19 percent indirect interest in a joint venture that owns and operates the Dakota Access Pipeline and Energy Transfer Crude Oil Pipeline projects collectively (collectively referred to as the Bakken "Bakken Pipeline System or DAPL system").

(2) The investment in W2W Holdings LLC includes our 15 percent indirect interest in a joint venture that has partial ownership of the Wink to Webster pipeline system.

(3) LOOP LLC also includes the Louisiana Offshore Oil Port, a deepwater offloading oil port in the Gulf of Mexico, as well as temporary crude oil storage.

(3) (4) Whistler Pipeline LLC also owns a 50 percent interest in a joint venture owning primarily natural gas storage facilities.

(5) BANGL LLC also owns a 30% 42 percent interest in a 323 mile NGL pipeline.

Our crude oil pipeline and related assets are strategically positioned to support diverse and flexible crude oil supply options for MPC's refineries, which receive imported and domestic crude oil through a variety of sources. Imported and domestic crude oil is transported to supply hubs from a variety of regions, including: Cushing, Oklahoma; Western Canada; Wyoming; North Dakota; the Gulf Coast

and Patoka, Illinois. Crude oil pipelines from the Delaware and Midland Basins, as well as from the Bakken region transport crude oil into major regional takeaway pipelines and refining centers. Our major crude oil pipelines are connected to these supply hubs and transport crude oil to refineries owned by MPC and third parties.

Our pipelines are strategically positioned to supply feedstocks to MPC refineries and transport products from certain MPC refineries to MPC and MPLX operations, as well as those of third parties. Our refined product pipelines are integrated with MPC's and MPLX's expansive network of refined product terminals, which support MPC's integrated business.

#### Terminal Assets

The following table sets forth certain information regarding our owned and operated terminals as of December 31, 2022 December 31, 2023.

Owned and Operated Terminals <sup>(1)</sup>	Owned and Operated Terminals <sup>(1)</sup>	Number of Terminals	Tank Capacity (mbbls)	Number of Tanks	Number of Terminals	Tank Shell Capacity (mbbls)	Number of Tanks
Refined Product Terminals:	Refined Product Terminals:						
Alabama	Alabama						
Alabama	Alabama	2	443	16			
Alaska	Alaska	3	1,573	36			
California	California	8	3,483	66			
Florida	Florida	3	2,265	48			
Georgia	Georgia	4	982	30			
Idaho	Idaho	3	999	49			
Illinois	Illinois	2	562	15			
Indiana	Indiana	7	3,812	70			
Kentucky	Kentucky	6	2,587	56			
Louisiana	Louisiana	2	5,404	52			
Michigan	Michigan	8	2,440	73			
Minnesota	Minnesota	1	13	5			
New Mexico	New Mexico	3	471	22			
North Carolina	North Carolina	3	1,356	27			
North Dakota	North Dakota	1	—	—			
Ohio	Ohio	12	3,200	100			
Pennsylvania	Pennsylvania	1	390	12			
South Carolina	South Carolina	1	371	8			
Tennessee	Tennessee	4	1,149	30			
Texas	Texas	1	76	15			
Utah	Utah	1	21	2			
Washington	Washington	4	920	25			
West Virginia	West Virginia	2	1,564	24			
Total Refined Product Terminals	Total Refined Product Terminals	82	34,081	781			
Asphalt Terminals:	Asphalt Terminals:						
Arizona	Arizona	3	554	58			
Arizona	Arizona						
Minnesota	Minnesota	1	—	—			

Nevada <sup>(2)</sup>	Nevada <sup>(2)</sup>	1	283	19
New Mexico	New Mexico	1	38	9
Texas	Texas	1	197	20
Total	Total			
Asphalt	Asphalt			
Terminals	Terminals	7	1,072	106
Total Terminals	Total Terminals	89	35,153	887

Total Terminals

Total Terminals

(1) MPLX also has partial ownership interest in one terminal with a tank shell capacity of 415 mbbls, of which MPLX is not the operator.

(2) This terminal is accounted for as an equity method investment.

#### Marine Assets

The following table sets forth certain information regarding our marine assets in operation as of **December 31, 2022** **December 31, 2023**. The marine business currently has an associated transportation service agreement with MPC.

Marine Vessels	Marine Vessels	Number of Boats and Barges		Capacity (mbbls)
		Boats	Barges	
Inland tank barges	Inland tank barges	296	7,820	
Inland towboats	Inland towboats	23	N/A	Inland towboats

Our fleet of boats and barges transport light products, heavy oils, crude oil, renewable fuels, chemicals and feedstocks to and from refineries and terminals owned by MPC in the Mid-Continent and Gulf Coast regions. We also have a marine repair facility ("MRF"), which is a full-service marine shipyard, located on the Ohio River, adjacent to MPC's Catlettsburg, Kentucky refinery.

The MRF is responsible for the preventive routine and unplanned maintenance of towing vessels, barges and local terminal facilities.

#### Refining Logistics Assets

The following table outlines the tankage owned by us, serving MPC's refineries as of **December 31, 2022** **December 31, 2023**. We also own and operate rail and truck racks and docks at certain of these refineries. Each of the following assets are currently included in storage services agreements with MPC.

MPC Refining Logistics Assets	Tank Capacity (mbbls)
Galveston Bay, Texas City, Texas	18,819 18,977
Garyville, Louisiana	17,320 16,466
Los Angeles, California	14,242
Robinson, Illinois	7,006 6,913
Anacortes, Washington	5,448
Catlettsburg, Kentucky	5,098
Detroit, Michigan	4,991 5,006
El Paso, Texas	5,084
St. Paul Park, Minnesota	3,983
Kenai, Alaska	3,488
Mandan, North Dakota	3,180
Canton, Ohio	2,695
Salt Lake City, Utah	2,139
St. Paul Park, Minnesota	3,983
<b>Total</b>	<b>93,493 92,719</b>

During 2022, MPC formed the Martinez Renewables joint venture and is currently in the process of converting began producing renewable diesel at the Martinez refinery to a renewable diesel facility. facility in 2023. MPLX owns refining logistics assets with 5,809 5,977 mbbls of storage capacity associated with the facility, and has entered into terminalling and storage service agreements with the joint venture and its partners to provide services for the facility.

#### Other L&S Assets

MPLX owns and operates various other midstream assets, including 31 barge docks with a total capacity of 4,834 4,859 mbpd and 128 storage caverns with a storage commitment of 4,209 3,632 mbbls. As of December 31, 2022 December 31, 2023, in addition to the storage tanks at MPC's refineries, we operated 32 tank farms, including one leased tank farm, with total available storage capacity of 33,190 33,452 mbbls. Our operations also include a renewable fuels rail loading hub in North Dakota with 882 180 mbbls of storage capacity, and more than 100 miles of water pipeline systems in North Dakota and Wyoming dedicated to gathering and handling produced water associated with well completion and production activities. These assets each currently have associated service agreements with MPC or third parties.

#### GATHERING AND PROCESSING

The following tables set forth certain information relating to our consolidated and operated joint venture gas processing facilities, fractionation facilities, natural gas gathering systems, NGL pipelines and natural gas pipelines as of and for the year ended December 31, 2022 December 31, 2023. See further discussion about our joint ventures in Item 8. Financial Statements and Supplementary Data - Note 5.

#### Gas Processing Complexes

Region	Region	Design Throughput Capacity (MMcf/d)	Natural Gas Throughput <sup>(1)</sup> (MMcf/d)	Utilization Capacity <sup>(1)</sup> (%)	Region	Design Throughput Capacity (MMcf/d)	Natural Gas Throughput <sup>(1)</sup> (MMcf/d)	Utilization of Design Capacity <sup>(1)</sup> (%)
Marcellus	Marcellus							
Operations	Operations	6,320	5,515	87 %	Marcellus Operations	6,320	5,773	91 %
Utica	Utica							
Operations	Operations	1,325	495	37 %	Utica Operations	1,325	564	43 %
Southwest	Southwest							
Operations <sup>(2)</sup>	Operations <sup>(2)</sup>	2,545	1,637	69 %	Southwest Operations <sup>(2)</sup>	2,545	1,772	70 %
Southern	Southern							
Appalachia	Appalachia							
Operations	Operations	495	217	44 %	Operations	495	216	44 %
Bakken Operations		185	146	79 %				
Bakken								
Operations <sup>(3)</sup>					Bakken Operations <sup>(3)</sup>	185	163	88 %
Rockies	Rockies							
Operations	Operations	1,177	438	37 %	Rockies Operations	1,177	483	41 %
Total Gas Processing	Total Gas Processing	12,047	8,448	71 %	Total Gas Processing	12,047	8,971	74 %

(1) Natural gas throughput is a weighted average for days in operation. The utilization of design capacity has been calculated using the weighted average design throughput capacity.

(2) The capacity presented above includes our proportionate share of Centrahoma Processing LLC's processing capacity of 550 MMcf/d, as we own a non-operating 40 percent interest in this joint venture. Actual throughput of **170 159** MMcf/d representing our share of processed volumes is also included and used to compute the utilization presented above.

(3) Includes volumes processed at third-party facilities in the Bakken.

## Fractionation & Condensate Stabilization Facilities

(1) NGL throughput is a weighted average for days in operation. The utilization of design capacity has been calculated using the weighted average design throughput capacity.

(2) Certain complexes have above-ground NGL storage with a usable capacity of 1,334 thousand barrels, large-scale truck and rail loading. We also have access to up to an additional 800 thousand barrels of propane storage capacity that can be utilized by our assets in the Marcellus, Utica and Appalachia regions under an agreement with a third party. Lastly, we have up to 180 thousand barrels of propane storage with a third party that can be utilized by our assets in the Marcellus Shale and Utica Shale barrels.

(3) The capacity, throughput and utilization of design capacity at the Hopedale fractionation complex is presented in the Marcellus **Shale Operations** totals, however, the Hopedale fractionation complex is jointly owned by MarkWest Ohio Fractionation Company, L.L.C. ("Ohio Fractionation") and MarkWest Utica EMG, L.L.C. ("MarkWest Utica EMG"). Ohio Fractionation is a joint venture between MarkWest Liberty Midstream & Resources, L.L.C. ("MarkWest Liberty Midstream") and Sherwood Midstream (a joint venture between MarkWest Liberty Midstream and Antero Midstream LLC). MarkWest Liberty Midstream and Sherwood Midstream are entities that operate in the Marcellus region, and MarkWest Utica EMG is an entity that operates in the Utica region. During the year ended **December 31, 2022** **December 31, 2023**, the Marcellus Operations and Utica Operations utilized an average of **50.89** percent and **10.11** percent of the Hopedale fractionation complex, respectively. Additionally, Sherwood Midstream has the right to fractionation revenue and the obligation to pay expenses related to 40 mbpd of capacity in the Hopedale 3 and 4 fractionators.

(4) We have access to 100 operate a condensate stabilization facility with a capacity of 23 mbpd and 77 thousand barrels of condensate storage that is owned by a joint venture in which we have a 62 percent ownership interest. Actual NGL throughput at this region facility was 13 mbpd for the year ended December 31, 2023.

(5) This region includes complexes with both above-ground, pressurized NGL storage facilities, with usable capacity of 48 thousand barrels, and underground storage facilities, with usable capacity of 238 thousand barrels. Product can be received by truck, pipeline or rail and can be transported from the facility by truck, rail or barge.

## De-ethanization Facilities

		Design Throughput Capacity (mbpd)	NGL Throughput <sup>(1)</sup> (mbpd)	Utilization Capacity <sup>(1)</sup>			Design Throughput Capacity (mbpd)			NGL Throughput <sup>(1)</sup> (mbpd)		
Region	Region			Region								
Marcellus Operations	Marcellus Operations	309	204	72 %	% Marcellus Operations		309	233	233	75	75	%
Utica Operations	Utica Operations	40	5	13 %	% Utica Operations		40	7	7	18	18	%
Rockies Operations	Rockies Operations	5	—	— %			5	—	—	—	—	%
Rockies Operations												
Rockies Operations												
Total De-ethanization	Total De-ethanization	354	209	64 %	% Total De-ethanization		354	240	240	68	68	%

(1) NGL throughput is a weighted average for days in operation. The utilization of design capacity has been calculated using the weighted average design throughput capacity.

#### Natural Gas Gathering Systems

Region	Region	Design Throughput Capacity (MMcf/d)	Natural Gas Throughput <sup>(1)</sup> (MMcf/d)	Utilization of Design Capacity <sup>(1)</sup>	Region	Design Throughput Capacity (MMcf/d)	Natural Gas Throughput <sup>(1)</sup> (MMcf/d)	Utilization of Design Capacity <sup>(1)</sup>
Marcellus Operations	Marcellus Operations	1,547	1,321	85 %	Marcellus Operations	1,622	1,389	88 %
Utica Operations	Utica Operations	3,183	2,134	67 %	Utica Operations	3,183	2,338	73 %
Southwest Operations	Southwest Operations	2,980	1,629	58 %	Southwest Operations	2,980	1,772	59 %
Bakken Operations	Bakken Operations	189	152	80 %	Bakken Operations	239	165	69 %
Rockies Operations <sup>(2)</sup>	Rockies Operations <sup>(2)</sup>	1,486	448	30 %	Rockies Operations <sup>(2)</sup>	1,637	593	36 %
Total Natural Gas Gathering	Total Natural Gas Gathering	9,385	5,684	62 %	Total Natural Gas Gathering	9,661	6,257	65 %

(1) Natural gas throughput is a weighted average for days in operation. The utilization of design capacity has been calculated using the weighted average design throughput capacity.

(2) This region does not include <sup>Includes 102 MMcf/d of volumes gathered for third parties by our operated joint venture Rendezvous Gas Services, L.L.C. ("RGS"), which has a</sup> Excludes RGS gathering capacity of 1,032 MMcf/d; this system supports other systems and volumes gathered by RGS which are included in the generally interconnect with our owned Rockies region and that throughput is presented in the Rockies gathering throughput above. The third-party volumes gathered for RGS during the year ended December 31, 2022 were 110 MMcf/d systems.

#### NGL Pipelines

Region	Diameter	Length (miles)	Design Throughput Capacity (mbpd)
Marcellus Operations	4" - 20"	442	Various
Utica Operations	4" - 12"	119	Various
Southern Appalachia Operations	6" - 8"	138	35
Southwest Operations <sup>(1)</sup>	6"	50	39
Bakken Operations	8" - 12"	84	80
Rockies Operations <sup>(2)</sup>	8"	10	15

(1) Includes 38 miles of inactive pipeline.

(2) Pipeline has been temporarily converted to natural gas service. The conversion back to NGL service is anticipated in the second quarter of 2023.

Region	Diameter	Length (miles)
Marcellus Operations	4" - 20"	448
Utica Operations	4" - 20"	178
Southern Appalachia Operations	6" - 8"	140
Southwest Operations	6" - 10"	28
Bakken Operations	6" - 12"	104
Rockies Operations	4" - 10"	36

#### Title to Properties

We believe that our properties and facilities are adequate for our operations and that our facilities are adequately maintained. Substantially all of our pipelines are constructed on rights-of-way granted by the apparent record owners of the property. In many instances, lands over which pipeline rights-of-way have been obtained may be subject to prior liens that have not been subordinated to the right-of-way grants, as well as potential conflicts with other mineral or surface use owners. We have obtained, where determined necessary, permits, leases, license agreements and franchise ordinances from public authorities to cross over or under, or to lay facilities in or along water courses, county roads, municipal streets and state highways, as applicable. We also have obtained easements and license agreements from railroad companies to cross over or under railroad properties or rights-of-way. Some of the property rights we have obtained are revocable at the election of the grantor. In addition, <sup>our L&S segment leases</sup> we lease vehicles, building spaces, and pipeline equipment under long-term operating leases, most of which include renewal options. Many of our compression, processing, fractionation and other facilities, including certain fractionation plants and certain of our pipelines and other facilities, are on land that we either own in fee or that is held under long-term leases. For any such facilities that are on land that we lease, we could be required to remove our facilities upon the termination or expiration of the leases.

Some of the leases, easements, rights-of-way, permits, licenses and franchise ordinances that were transferred to us required the consent of the then-current landowner to transfer these rights, which in some instances was a governmental entity. We

believe that we have obtained sufficient third-party consents, permits and authorizations for the transfer of the assets necessary for us to operate our business. We also believe we have satisfactory title or other right to our material land assets. Title to these properties is subject to encumbrances in some cases, such as coal, that may require payment to other holders of title in the property at issue; however, we believe that none of these burdens will materially detract from the value of these properties or from our interest in these properties, or will materially interfere with their use in the operation of our business. See Item 8. Financial Statements and Supplementary Data – Note 20, for additional information regarding our leases.

MPC indemnifies us for certain title defects and for failures to obtain certain consents and permits necessary to conduct our business with respect to the assets contributed to us by MPC. Although title to these properties is subject to encumbrances in some cases, such as customary interests generally retained in connection with acquisition of real property, liens that can be imposed in some jurisdictions for government-initiated action to clean up environmental contamination, liens for current taxes and other burdens, and easements, restrictions and other encumbrances to which the underlying properties were subject at the time of acquisition. We believe that none of these burdens should materially detract from the value of these properties or from our interest in these properties or should materially interfere with their use in the operation of our business.

### Item 3. Legal Proceedings

We are the subject of, or a party to, a number of pending or threatened legal actions, contingencies and commitments involving a variety of matters, including laws and regulations relating to the environment. While it is possible that an adverse result in one or more of the lawsuits or proceedings in which we are a defendant could be material to us, based upon current information and our experience as a defendant in other matters, we believe that these lawsuits and proceedings, individually or in the aggregate, will not have a material adverse effect on our consolidated results of operations, financial position or cash flows.

Item 103 of Regulation S-K promulgated by the SEC requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and such proceedings involve potential monetary sanctions, unless we reasonably believe that the matter will result in no monetary sanctions, or in monetary sanctions, exclusive of interest and costs, of less than a specified threshold. We use a threshold of \$1 million for this purpose.

#### Dakota Access Pipeline

We hold a 9.19 percent indirect interest in a joint venture ("Dakota Access") that, which owns and operates the Dakota Access Pipeline and Energy Transfer Crude Oil Pipeline projects, collectively referred to as the Bakken Pipeline system or DAPL system. In 2020, the D.D.C. ordered the United States Army Corps of Engineers ("Army Corps"), which granted permits and an easement for the Bakken Pipeline system, to prepare an environmental impact statement ("EIS") relating to an easement under Lake Oahe in North Dakota. The D.D.C. later vacated the easement. The Army Corps expects to release issued a draft EIS in 2023.

In May 2021, September 2023 detailing various options for the D.D.C. denied easement, including denying the easement, approving the easement with additional measures, rerouting the easement, or approving the easement with no changes. The Army Corps has not selected a renewed request for an injunction to shut down preferred alternative, but will make a decision in its final review, after considering input from the pipeline while the EIS is being prepared. In June 2021, the D.D.C. issued an order dismissing without prejudice the tribes' claims against the Dakota Access Pipeline. The litigation could be reopened or new litigation challenging the EIS, once completed, could be filed, public and other agencies. The pipeline remains operational, operational while the Army Corps finalizes its decision which is expected to be issued by the end of 2024.

We have entered into a Contingent Equity Contribution Agreement whereby MPLX LP, along with the other joint venture owners in the Bakken Pipeline system, has agreed to make equity contributions to the joint venture upon certain events occurring to allow the entities that own and operate the Bakken Pipeline system to satisfy their senior note payment obligations. The senior notes were issued to repay amounts owed by the pipeline companies to fund the cost of construction of the Bakken Pipeline system.

If the vacation of the easement results in a temporary shutdown of the pipeline, were temporarily shut down, MPLX would have to contribute its 9.19 percent pro rata share of funds required to pay interest accruing on the notes and any portion of the principal that matures while the pipeline is shutdown. MPLX also expects to contribute its 9.19 percent pro rata share of any costs to remediate any deficiencies to reinstate the permit easement and/or return the pipeline into operation. If the vacatur vacation of the easement permit results in a permanent shutdown of the pipeline, MPLX would have to contribute its 9.19 percent pro rata share of the cost to redeem the bonds (including the one percent redemption premium required pursuant to the indenture governing the notes) and any accrued and unpaid interest. As of December 31, 2022 December 31, 2023, our maximum potential undiscounted payments under the Contingent Equity Contribution Agreement were approximately \$170 million. \$170 million.

#### Tesoro High Plains Pipeline

In July 2020, Tesoro High Plains Pipeline Company, LLC ("THPP"), a subsidiary of MPLX, received a Notification of Trespass Determination from the Bureau of Indian Affairs ("BIA") relating to a portion of the Tesoro High Plains Pipeline that crosses the Fort Berthold Reservation in North Dakota. The notification demanded the immediate cessation of pipeline operations and assessed trespass damages of approximately \$187 million. After subsequent appeal proceedings and in compliance with a new order issued by the BIA, in December 2020, THPP paid approximately \$4 million in assessed trespass damages and ceased use of the portion of the pipeline that crosses the property at issue. In March 2021, the BIA issued an order purporting to vacate the BIA's prior orders related to THPP's alleged trespass and direct the Regional Director of the BIA to reconsider the issue of

THPP's alleged trespass and issue a new order. In April 2021, THPP filed a lawsuit in the District of North Dakota against the United States of America, the U.S. Department of the Interior and the BIA (together, collectively, the "U.S. Government Parties") challenging the March 2021 order purporting to vacate all previous orders related to THPP's alleged trespass. On February 8, 2022, the U.S. Government Parties filed their answer and counterclaims to THPP's suit claiming THPP is in continued trespass with respect to the pipeline and seek disgorgement of pipeline profits from June 1, 2013 to present, removal of the pipeline and remediation. We intend On November 8, 2023, the Court granted THPP's motion to vigorously defend ourselves against these sever and stay the U.S. Government Parties' counterclaims.

#### Gathering and Processing

We have been negotiating with The case will proceed on the EPA with respect merits of THPP's challenge to multiple the March 2021 order purporting to vacate all previous orders related to THPP's alleged violations trespass. THPP continues not to operate the portion of the National Emission Standards for Hazardous Air Pollutants by pipeline that crosses the Chapita, Coyote Wash, Island, River Bend and Wonsits Valley Compressor Stations in Utah as well as the Robinson Lake Gas Plant in North Dakota. We are in the process of finalizing a settlement with the EPA pursuant to which we

expect to pay a cash penalty of \$2 million, incorporate additional remedial measures, mitigate excess emissions associated with events and enter into a consent decree covering MPLX gas plants and compressor stations located in Utah, North Dakota and Wyoming. We expect to finalize the settlement later in 2023, property at issue.

#### Edwardsville Incident

In March 2022, the State of Illinois brought an action in Madison County Circuit Court in Illinois against Marathon Pipe Line LLC ("MPL"), an indirect wholly owned subsidiary of MPLX LP, asserting various violations and demanding a permanent injunction and civil penalties in connection with a March 2022 release of crude oil on the Wood River to Patoka 22" line near Edwardsville, Illinois. We are negotiating a settlement in September 2023, the U.S. Department of the allegations. Justice and EPA confirmed they will be pursuing federal enforcement for alleged Clean Water Act violations arising from this incident as well as three pipeline incidents in Illinois and Indiana in 2018, 2020, and 2021.

We cannot currently estimate the amount of any civil penalty or the timing of the resolution of this matter but do not believe any civil penalty will have a material adverse effect impact on our consolidated results of operations, financial position or cash flows.

#### Item 4. Mine Safety Disclosure

Not applicable.

#### Part II

#### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common units are listed on the NYSE and traded under the symbol "MPLX." As of February 16, 2023 February 23, 2024, there were 240 approximately 229 registered holders of 353,628,479 our outstanding common units held by the public. In addition, as of February 16, 2023, MPC and its affiliates owned 647,415,452 of our common units, constituting approximately 65 percent of the outstanding common units. In addition, MPC owns our general partner.

##### Issuer Purchases of Equity Securities

The following table sets forth a summary of our purchases during the quarter ended December 31, 2022 December 31, 2023, of equity securities that are registered by MPLX pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

Period	Total Number of Units Purchased	Average Price Paid per Unit <sup>(1)</sup>	Total Number of Units Purchased as Part of Publicly Announced Plans or Programs		Maximum Dollar Value of Units that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>	Millions of Dollars
			Programs	Programs <sup>(2)</sup>		
10/1/2022-10/31/2022	3,132,123	\$ 31.95	3,132,123	\$ 906		
11/1/2022-11/30/2022	—	—	—	—		906
12/1/2022-12/31/2022	1,863,133	31.88	1,863,133	\$ 846		
<b>Total</b>	<b>4,995,256</b>	<b>\$ 31.92</b>	<b>4,995,256</b>			

Period	Total Number of Units Purchased	Average Price Paid per Unit	Total Number of Units Purchased as Part of Publicly Announced Plans or Programs		Maximum Dollar Value of Units that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>	Millions of Dollars
			Programs	Programs <sup>(2)</sup>		
10/1/2023-10/31/2023	—	\$ —	—	\$ 846		
11/1/2023-11/30/2023	—	—	—	—		846
12/1/2023-12/31/2023	—	—	—	\$ 846		
<b>Total</b>	<b>—</b>	<b>\$ —</b>	<b>—</b>	<b>—</b>		

(1) Amounts in this column reflect the weighted average price paid for units purchased under our unit repurchase authorization. The weighted average price includes commissions paid to brokers during the quarter.

(2) On November 2, 2020, we announced the board authorization of a unit repurchase program for the repurchase of up to \$1 billion of MPLX's common units held by the public, which was exhausted during the fourth quarter of 2022. On August 2, 2022, we announced the board authorization for the repurchase of up to an additional \$1 billion of MPLX common units held by the public. This unit repurchase authorization has no expiration date.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section of the Annual Report on Form 10-K does not address certain items regarding the year ended **December 31, 2020** **December 31, 2021**. Discussion and analysis of **2020** **2021** and year-to-year comparisons between **2021** **2022** and **2020** **2021** not included in this Annual Report on Form 10-K can be found in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended **December 31, 2021** **December 31, 2022**.

All statements in this section, other than statements of historical fact, are forward-looking statements that are inherently uncertain. See Disclosures Regarding Forward-Looking Statements and Item 1A. Risk Factors for a discussion of the factors that could cause actual results to differ materially from those projected in these statements. The following information concerning our business, results of operations and financial condition should also be read in conjunction with the information included under Item 1. Business, **Item 1A. Risk Factors** and Item 8. Financial Statements and Supplementary Data.

### MPLX OVERVIEW

We are a diversified, large-cap MLP formed by MPC in 2012 that owns and operates midstream energy infrastructure and logistics assets, and provides fuels distribution services. Our assets include a network of crude oil and refined product pipelines; an inland marine business; light-product, asphalt, heavy oil and marine terminals; storage caverns; refinery tanks, docks, loading racks, and associated piping; crude oil and natural gas gathering systems and pipelines; as well as natural gas and NGL processing and fractionation facilities. The business consists of two segments based on the nature of services it offers: Logistics and Storage ("L&S") and Gathering and Processing ("G&P"). Our assets are positioned throughout the United States. The L&S segment primarily engages in the gathering, transportation, storage and distribution of crude oil, refined products, other hydrocarbon-based products, and renewables. The L&S segment also includes the operation of our refining logistics, fuels distribution and inland marine businesses, terminals, rail facilities and storage caverns. The G&P segment provides gathering, processing and transportation of natural gas as well as the transportation, fractionation, storage and marketing of NGLs.

### SIGNIFICANT FINANCIAL AND OTHER HIGHLIGHTS

Significant financial and other highlights for the **year** **years** ended **December 31, 2022** **December 31, 2023, 2022 and 2021** are shown in the chart below. Refer to the Results of Operations, the Liquidity and Capital Resources, and Non-GAAP Financial Information sections for further information.



- (1) The year ended December 31, 2022 includes a **non-cash** gain on a lease reclassification of \$509 million. See Item 8. Financial Statements and Supplementary Data - Note 20 in the Consolidated Financial Statements for additional information. **These items also include impairment of equity method investments of \$6 million and \$1,264 million in the years ended December 31, 2021 and 2020, respectively.**
- (2) **Includes impairment expense of \$42 million and \$2,165 million in the years ended December 31, 2021 and 2020, respectively. Plant, property and equipment were impaired in the year ended December 31, 2021, and goodwill, intangible assets and property, plant and equipment were impaired in the year ended December 31, 2020.**
- (3) Non-GAAP measure. See reconciliations that follow for the most directly comparable GAAP measures.

### Other Highlights

- Generated **\$5.0 billion** **\$5.4 billion** of net cash provided by operating activities, **\$5.0 billion** **\$5.3 billion** of distributable cash flow attributable to MPLX, and \$4.1 billion of adjusted free cash flow.
- Paid **over \$3.0 billion** **\$3.3 billion** in distributions during the year ended **December 31, 2022** **December 31, 2023**, which includes a 10 percent increase in our quarterly distribution effective for the third quarter of **2022** **2023**, in line with our commitment to return capital to unitholders.
- **During** Issued \$1.6 billion of senior notes and used the **year ended December 31, 2022**, we returned \$491 million **proceeds to unitholders through** **redeem all of the** **repurchase \$0.6 billion outstanding Series B preferred units and \$1.0 billion of over 15 million public common units under our unit repurchase programs. As of December 31, 2022, \$846 million remained available under the unit repurchase authorization.** senior notes due July 2023.
- Renewed pipeline transportation service contracts with MPC, which were set **Acquired the remaining 40 percent interest in a G&P joint venture in the Permian Basin in December 2023.**

### Acquisition of 40 percent Interest in G&P Joint Venture

On December 15, 2023, MPLX used \$303 million of cash on hand to **expire** purchase the remaining 40 percent interest in **2022, extending** **MarkWest Torriado GP, L.L.C. ("Torriado")** for approximately \$270 million, including cash paid for working capital, and to extend the term by **10 years** of a gathering and processing agreement for approximately \$33 million. As a result of this transaction, we now own 100 percent of Torriado and reflect it as a consolidated subsidiary within our consolidated financial results. It was previously accounted for as an equity method investment. Torriado provides natural gas gathering and processing related services in the Permian basin. The results for this business are reported under our G&P segment.

At December 31, 2022 we had approximately **\$20.1 billion** December 15, 2023, the carrying value of **total debt (excluding debt issuance costs)** and our 60 percent equity investment in Torriado was \$311 million. Upon acquisition of the remaining 40 percent member interest, our existing equity investment was remeasured to fair value resulting in the recognition of a **leverage ratio** **\$92 million gain**, which is presented in Other income on the Consolidated Statements of **3.5 to 1.0** Income.

### Current Economic Environment

Throughout 2022, our results were favorably impacted by the continuing recovery in the environment in which our business operates. The increase in global demand for refined products and global commodity supply constraints have contributed **in an effort** to **improved throughputs and higher natural gas and NGL prices**. We are unable to predict the potential effects that resurgences of COVID-19 or the continuance or escalation of the military conflict between Russia and Ukraine, and related sanctions or market disruptions, may have on our financial position and results. It remains uncertain how long these conditions may last or how severe they may become.

In 2022, data indicated a sharp rise in control inflation in pursuit of its monetary policy goals, the U.S. Federal Reserve raised interest rates throughout the past several years and globally. We have observed higher costs for labor and materials used continues to pursue a restrictive monetary policy in our business. 2024. We cannot predict the effect of rising higher interest rates, the concern any effects of a potential recession, and higher or the impact of inflation and fuel prices on demand for our products and services. In response to this business environment, MPLX remains focused on executing its strategic priorities of strict capital discipline, fostering a low-cost culture, and portfolio optimization. To Also, to the extent permitted by competition, regulation regulations and our existing agreements, many we have increased the fees we charge our customers to reflect higher levels of which inflation. Many of our agreements provide for inflation-based adjustments, we have including the FERC index, which increased by 13 percent in 2023 and expect 9 percent in 2022.

#### Succession Planning

As previously disclosed, MPC maintains a mandatory retirement policy that, absent a waiver or extension, requires an executive officer to continue retire from service to pass along the company coincident with, or immediately following, the first of the month after such executive officer reaches age 65 (the "Policy"). Michael J. Hennigan, President and Chief Executive Officer of our general partner, as well as the Chief Executive Officer of MPC, will reach mandatory retirement on August 1, 2024. Accordingly, the MPC Board of Directors, with a portion focus on the long-term strategic direction of increased costs the company, is engaged in appropriate succession planning activities, which are expected to our customers in include, among other customary steps, the form review of higher fees, succession candidates, as well as consideration of any waiver or extension of the Policy respecting Mr. Hennigan.

#### NON-GAAP FINANCIAL INFORMATION

Our management uses a variety of financial and operating metrics to analyze our performance. These metrics are significant factors in assessing our operating results and profitability and include the non-GAAP financial measures of Adjusted EBITDA, DCF, adjusted free cash flow ("Adjusted FCF"), and Adjusted FCF after distributions, and consolidated total debt to last twelve months Adjusted EBITDA, which we refer to as our leverage ratio. distributions. The amount of Adjusted EBITDA and DCF generated is considered by the board of directors of our general partner in approving MPLX's cash distributions.

Adjusted EBITDA is a financial performance measure used by management, industry analysts, investors, lenders, and rating agencies to assess the financial performance and operating results of our ongoing business operations. Additionally, we believe adjusted EBITDA provides useful information to investors for trending, analyzing and benchmarking our operating results from period to period as compared to other companies that may have different financing and capital structures. We define Adjusted EBITDA as net income adjusted for: (i) provision for income taxes; (ii) interest and other financial costs; (iii) depreciation and amortization; (iv) income/(loss) from equity method investments; (v) distributions and adjustments related to equity method investments; (vi) gain on sales-type leases; leases and equity method investments; (vii) impairment expense; (viii) restructuring expenses (ix) noncontrolling interests; and (x) (xi) other adjustments, as deemed necessary, applicable.

DCF is a financial performance measure used by management as a key component in the determination of cash distributions paid to unitholders. We also use believe DCF which we is an important financial measure for unitholders as an indicator of cash return on investment and to evaluate whether the partnership is generating sufficient cash flow to support quarterly distributions. In addition, DCF is commonly used by the investment community because the market value of publicly traded partnerships is based, in part, on DCF and cash distributions paid to unitholders. We define DCF as Adjusted EBITDA adjusted for: (i) deferred revenue impacts; (ii) sales-type lease payments, net of income; (iii) net interest and other financial costs; (iv) net maintenance capital expenditures; (v) equity method investment capital expenditures paid out; (vi) restructuring expenses; and (vii) (vi) other adjustments as deemed necessary.

Adjusted FCF and adjusted free cash flow after distributions are financial performance measures used by management in the allocation of capital and to assess financial performance. We believe that unitholders may use this metric to analyze our ability to manage leverage and return capital. We define Adjusted FCF as net cash provided by operating activities adjusted for: (i) net cash used in investing activities; (ii) cash contributions from MPC; and (iii) cash distributions to noncontrolling interests. We define Adjusted FCF after distributions as Adjusted FCF less base distributions to common and preferred unitholders.

Leverage ratio is a liquidity measure used by management, industry analysts, investors, lenders and rating agencies to analyze our ability to incur and service debt and fund capital expenditures. Leverage ratio is calculated using consolidated total debt which excludes unamortized debt issuance costs and unamortized discount/premium. Consolidated total debt includes long-term debt due within one year and outstanding borrowings under the loan agreement with MPC.

We believe that the presentation of Adjusted EBITDA, DCF, Adjusted FCF and Adjusted FCF after distributions provides useful information to investors in assessing our financial condition and results of operations. The GAAP measures most directly comparable to Adjusted EBITDA and DCF are net income and net cash provided by operating activities while the GAAP measure most directly comparable to Adjusted FCF and Adjusted FCF after distributions is net cash provided by operating activities. These non-GAAP financial measures should not be considered alternatives to GAAP net income or net cash provided by operating activities as they have important limitations as analytical tools because they exclude some but not all items that affect net income and net cash provided by operating activities or any other measure of financial performance or liquidity presented in accordance with GAAP. These non-GAAP financial measures should not be considered in isolation or as substitutes for analysis of our results as reported under GAAP. Additionally, because non-GAAP financial measures may be defined differently by other companies in our industry, our definitions may not be comparable to similarly titled measures of other companies, thereby diminishing their utility. For a reconciliation of Adjusted EBITDA and DCF to their most directly comparable measures calculated and presented in accordance with GAAP, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations. For a reconciliation of Adjusted FCF and Adjusted FCF after distributions to their most directly comparable measure calculated and presented in accordance with GAAP, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources.

#### COMPARABILITY OF OUR FINANCIAL RESULTS

During the normal course of business, we amend or modify our contractual agreements with customers. These amendments or modifications require the agreements to be reassessed under ASU No. 2016-02, Leases ("ASC 842"), which can impact the classification of revenues or costs associated with the agreement. These reassessments may impact the comparability of our financial results.

#### RESULTS OF OPERATIONS

The following table and discussion summarizes our results of operations for the years ended 2023, 2022 2021 and 2020, including a reconciliation of Adjusted EBITDA and DCF from net Net income and net Net cash provided by operating activities, the most directly comparable GAAP financial measures.

(In millions)	(In millions)	2022	2021	Change	2020	Change	(In millions)	2023	2022	\$ Change	2021	\$ Change
Revenues and other income:	Revenues and other income:											

Total revenues and other income <sup>(1)(2)</sup>		\$11,613	\$10,027	\$1,586	\$7,569	\$2,458
Total revenues and other income <sup>(1)</sup>						
Total revenues and other income <sup>(1)</sup>						
Total revenues and other income <sup>(1)</sup>						
<b>Costs and expenses:</b>	<b>Costs and expenses:</b>					
Cost of revenues (excludes items below)						
Cost of revenues (excludes items below)						
Cost of revenues (excludes items below)	Cost of revenues (excludes items below)	1,369	1,184	185	1,326	(142)
Purchased product costs	Purchased product costs	2,063	1,585	478	539	1,046
Rental cost of sales	Rental cost of sales	123	136	(13)	135	1
Rental cost of sales - related parties	Rental cost of sales - related parties	54	109	(55)	160	(51)
Purchases - related parties	Purchases - related parties	1,413	1,219	194	1,116	103
Depreciation and amortization	Depreciation and amortization	1,230	1,287	(57)	1,377	(90)
Impairment expense	Impairment expense	—	42	(42)	2,165	(2,123)
General and administrative expenses	General and administrative expenses	335	353	(18)	378	(25)
Restructuring expenses	Restructuring expenses	—	—	—	37	(37)
Other taxes	Other taxes	115	120	(5)	125	(5)
Total costs and expenses	Total costs and expenses	6,702	6,035	667	7,358	(1,323)
<b>Income from operations</b>	<b>Income from operations</b>	4,911	3,992	919	211	3,781
Related-party interest and other financial costs		5	8	(3)	5	3
Interest and other financial costs						
<b>Income before income taxes</b>						
Provision for income taxes						
<b>Net income</b>						

Less: Net income attributable to noncontrolling interests					
<b>Net income attributable to MPLX LP</b>					
Interest expense, net of amounts capitalized					
	843	785	58	829	(44)
Other financial costs	77	86	(9)	62	24
<b>Income/(loss) before income taxes</b>	<b>3,986</b>	<b>3,113</b>	<b>873</b>	<b>(685)</b>	<b>3,798</b>
Provision for income taxes	8	1	7	2	(1)
<b>Net income/(loss)</b>	<b>3,978</b>	<b>3,112</b>	<b>866</b>	<b>(687)</b>	<b>3,799</b>
Less: Net income attributable to noncontrolling interests	34	35	(1)	33	2
<b>Net income/(loss) attributable to MPLX LP</b>	<b>\$ 3,944</b>	<b>\$ 3,077</b>	<b>\$ 867</b>	<b>\$ (720)</b>	<b>\$ 3,797</b>
<b>Adjusted EBITDA attributable to MPLX LP<sup>(2)</sup></b>					
<b>Adjusted EBITDA attributable to MPLX LP<sup>(2)</sup></b>					
<b>Adjusted EBITDA attributable to MPLX LP<sup>(2)</sup></b>					
<b>Adjusted EBITDA attributable to MPLX LP<sup>(2)</sup></b>					
<b>MPLX LP<sup>(3)</sup></b>					
\$ 5,775					
\$ 5,560					
\$ 215					
\$ 5,211					
\$ 349					
<b>DCF attributable to MPLX<sup>(3)</sup></b>					
\$ 4,981					
\$ 4,785					
\$ 196					
\$ 4,327					
\$ 458					
<b>DCF attributable to MPLX<sup>(2)</sup></b>					
<b>DCF attributable to MPLX<sup>(2)</sup></b>					
<b>DCF attributable to MPLX<sup>(2)</sup></b>					

(1) The years ended December 31, 2021 and 2020 include impairment expense related to various equity method investments of \$6 million and \$1,264 million, respectively.

(2) The year ended December 31, 2022 includes a \$509 million non-cash gain on a lease reclassification. See Item 8. Financial Statements and Supplementary Data - Note 20 for additional information.

(3) (2) Non-GAAP measure. See reconciliation below for the most directly comparable GAAP measures.

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
<b>Reconciliation of Adjusted EBITDA attributable to MPLX LP and DCF attributable to GP and LP unitholders from Net income/(loss):</b>								
<b>Net income/(loss)</b>								
\$ 3,978								
<b>Reconciliation of Adjusted EBITDA attributable to MPLX LP and DCF attributable to GP and LP unitholders from Net income:</b>								
<b>Net income</b>								
<b>Net income</b>								
<b>Net income</b>								
Provision for income taxes	Provision for income taxes	8	1	2				
Interest and other financial costs	Interest and other financial costs	925	879	896				
<b>Income from operations</b>	<b>Income from operations</b>	<b>4,911</b>	<b>3,992</b>	<b>211</b>				

Depreciation and amortization	Depreciation and amortization	1,230	1,287	1,377
(Income)/loss from equity method investments <sup>(1)</sup>		(476)	(321)	936
Income from equity method investments				
Distributions/adjustments related to equity method investments	Distributions/adjustments related to equity method investments	652	537	499
Gain on sales-type leases		(509)	—	—
Gain on sales-type leases and equity method investments				
Impairment expense	Impairment expense	—	42	2,165
Restructuring expenses		—	—	37
Garyville Incident response costs <sup>(1)</sup>				
Other <sup>(2)</sup>	Other <sup>(2)</sup>	5	62	23
<b>Adjusted EBITDA</b>	<b>Adjusted EBITDA</b>	<b>5,813</b>	<b>5,599</b>	<b>5,248</b>
Adjusted EBITDA attributable to noncontrolling interests	Adjusted EBITDA attributable to noncontrolling interests	(38)	(39)	(37)
<b>Adjusted EBITDA attributable to MPLX LP</b>	<b>Adjusted EBITDA attributable to MPLX LP</b>	<b>5,775</b>	<b>5,560</b>	<b>5,211</b>
Deferred revenue impacts	Deferred revenue impacts	158	88	144
Sales-type lease payments, net of income <sup>(3)</sup>	Sales-type lease payments, net of income <sup>(3)</sup>	18	71	—
Net interest and other financial costs <sup>(4)</sup>	Net interest and other financial costs <sup>(4)</sup>	(851)	(819)	(854)
Maintenance capital expenditures, net of reimbursements	Maintenance capital expenditures, net of reimbursements	(144)	(88)	(115)
Equity method investment maintenance capital expenditures paid out	Equity method investment maintenance capital expenditures paid out	(13)	(7)	(23)
Restructuring expenses		—	—	(37)
Other	Other	38	(20)	1
<b>DCF attributable to MPLX LP</b>	<b>DCF attributable to MPLX LP</b>	<b>4,981</b>	<b>4,785</b>	<b>4,327</b>
Preferred unit distributions	Preferred unit distributions	(129)	(141)	(127)
<b>DCF attributable to GP and LP unitholders</b>	<b>DCF attributable to GP and LP unitholders</b>	<b>\$4,852</b>	<b>\$4,644</b>	<b>\$4,200</b>

(1) The years in August 2023, a naphtha release and resulting fire occurred at our Garyville Tank Farm resulting in the loss of four storage tanks with a combined shell capacity of 894 thousand barrels. We incurred \$16 million of incident response costs, net of insurance recoveries, during the year ended December 31, 2021 and 2020 include impairment expense related to various equity method investments of \$6 million and \$1,264 million, respectively, December 31, 2023.

(2) Includes unrealized derivative gain/(loss), non-cash equity-based compensation and other miscellaneous items.

(3) The year ended December 31, 2021 includes a one-time impact from the Refining Logistics harmonization project of \$54 million.

(4) Excludes gain/loss on extinguishment of debt and amortization of deferred financing costs.

(In millions)

2023

2022

2021

Reconciliation of Adjusted EBITDA attributable to MPLX LP and DCF attributable to GP and LP unitholders from Net cash provided by operating activities:					
<b>Net cash provided by operating activities</b>	\$	5,397	\$	5,019	\$
Changes in working capital items		(146)		(121)	
All other, net		16		(34)	
Loss/(gain) on extinguishment of debt		9		1	
Net interest and other financial costs <sup>(1)</sup>		859		851	
Other adjustments to equity method investment distributions		38		74	
Garyville Incident response costs <sup>(2)</sup>		16		—	
Other		122		23	
<b>Adjusted EBITDA</b>		6,311		5,813	
Adjusted EBITDA attributable to noncontrolling interests		(42)		(38)	
<b>Adjusted EBITDA attributable to MPLX LP</b>		6,269		5,775	
Deferred revenue impacts		97		158	
Sales-type lease payments, net of income <sup>(3)</sup>		12		18	
Net interest and other financial costs <sup>(1)</sup>		(859)		(851)	
Maintenance capital expenditures, net of reimbursements		(150)		(144)	
Equity method investment maintenance capital expenditures paid out		(15)		(13)	
Other		(14)		38	
<b>DCF attributable to MPLX LP</b>		5,340		4,981	
Preferred unit distributions		(99)		(129)	
<b>DCF attributable to GP and LP unitholders</b>	\$	5,241	\$	4,852	\$
					4,644

(1) Excludes gain/loss on extinguishment of debt and amortization of deferred financing costs.

(2) In August 2023, a naphtha release and resulting fire occurred at our Garyville Tank Farm resulting in the loss of four storage tanks with a combined shell capacity of 894 thousand barrels. We incurred \$16 million of incident response costs, net of insurance recoveries, during the year ended December 31, 2023.

(3) The year ended December 31, 2021 includes a one-time impact from the Refining Logistics harmonization project of \$54 million.

(4) Excludes gain/loss on extinguishment of debt and amortization of deferred financing costs.

(In millions)	2022	2021	2020
Reconciliation of Adjusted EBITDA attributable to MPLX LP and DCF attributable to GP and LP unitholders from Net cash provided by operating activities:			
<b>Net cash provided by operating activities</b>	\$ 5,019	\$ 4,911	\$ 4,521
Changes in working capital items	(121)	(157)	(201)
All other, net	(34)	(26)	(3)
Loss/(gain) on extinguishment of debt	1	(10)	(19)
Net interest and other financial costs <sup>(1)</sup>	851	819	854
Other adjustments to equity method investment distributions	74	29	40
Restructuring expenses	—	—	37
Other	23	33	19
<b>Adjusted EBITDA</b>	5,813	5,599	5,248
Adjusted EBITDA attributable to noncontrolling interests	(38)	(39)	(37)
<b>Adjusted EBITDA attributable to MPLX LP</b>	5,775	5,560	5,211
Deferred revenue impacts	158	88	144
Sales-type lease payments, net of income <sup>(2)</sup>	18	71	—
Net interest and other financial costs <sup>(1)</sup>	(851)	(819)	(854)
Maintenance capital expenditures, net of reimbursements	(144)	(88)	(115)
Equity method investment maintenance capital expenditures paid out	(13)	(7)	(23)
Restructuring expenses	—	—	(37)
Other	38	(20)	1
<b>DCF attributable to MPLX LP</b>	4,981	4,785	4,327
Preferred unit distributions	(129)	(141)	(127)
<b>DCF attributable to GP and LP unitholders</b>	\$ 4,852	\$ 4,644	\$ 4,200

(1) Excludes gain/loss on extinguishment of debt and amortization of deferred financing costs.

(2) The year ended December 31, 2021 includes a one-time impact from the Refining Logistics harmonization project of \$54 million.

2022 2023 Compared to 2021 2022

Total revenues and other income increased \$1,586 million decreased \$332 million in 2022 2023 compared to 2021. This 2022. The decrease was primarily due to higher NGL prices of \$380 million and product volumes of \$356 million within the G&P segment. The increase also includes driven by a non-cash contract modification that resulted in a gain on sales-type lease of \$509 million in 2022 and lower product sales revenue as a result of the decrease in average NGL prices during 2023 as compared to 2022. The decrease was partially offset by rate escalations and higher throughput across the business, a contract modification in the third quarter of 2022, as well as a \$155 million \$124 million increase in income from equity method investments in 2022. Higher service revenue within our L&S segment of \$139 million, driven primarily by due to higher pipeline throughput, and terminal blending services, also contributed to a \$92 million gain on remeasurement of our existing equity investment in Torrido in conjunction with the increase purchase of the remaining joint venture interest in 2022, 2023.

Cost of revenues increased \$185 million \$32 million and rental cost of sales (including related party) decreased \$62 million in 2022 2023 compared to 2021. This 2022. These offsetting variances reflect the modification of a gathering and compression agreement in the third quarter of 2022 ("Third-Party Lease Modification"), which resulted in a change in the presentation of expenses from rental cost of sales to cost of revenues. The increase in cost of revenues was primarily due to partially offset by \$24 million higher expenses related to repairs and maintenance, project spend, and energy costs. Higher environmental response and remediation costs in 2022 associated with a release of crude oil on our pipeline near Edwardsville, Illinois in early 2022 also contributed to the increase, Illinois.

Purchased product costs increased \$478 million decreased \$465 million in 2022 2023 compared to 2021, 2022. This was primarily due to lower NGL prices of \$917 million, partially offset by higher volumes of \$255 million \$405 million and higher prices an increase of \$315 million, primarily in the G&P segment, partially offset by a decrease of \$92 million \$47 million due to changes in the fair value of an embedded derivative in a natural gas purchase commitment.

Rental cost of sales and rental cost of sales-related Purchases-related parties decreased \$68 million increased \$131 million in 2022 2023 compared to 2021. This 2022. The increase is primarily attributable to higher processing fees and transportation costs of \$76 million. The increase in 2023 was primarily also driven by Garyville Incident response costs of \$16 million, net of insurance proceeds, as well as \$16 million of higher employee costs from MPC.

General and administrative expenses increased \$44 million in 2023 compared to 2022 due to modifications to lease contracts which resulted increased costs from MPC, primarily higher employee costs, as well as an increase in costs now being recorded to purchases - related parties, as noted below, as opposed to rental cost of sales - related parties. The decreases were partially offset by higher operating costs and repairs and maintenance contractor service costs.

Purchases-related parties increased \$194 million Interest and other financial costs decreased \$2 million in 2022 2023 compared to 2021. This was primarily due to modifications to lease contracts which resulted 2022. The decrease reflects the benefit of a \$39 million increase in costs now being recorded to purchases - related parties as opposed to rental cost of sales - related parties, as noted above. There were also increased transportation costs in 2022.

Depreciation and amortization expense decreased \$57 million in 2022 compared to 2021. This was primarily due to accelerated depreciation on idled assets recorded during 2021, and lower depreciation interest income earned as a result of the derecognition of fixed assets resulting from the modification of certain lease contracts resulting higher interest rates in sales-type lease accounting treatment.

Interest 2023. This decrease was offset by higher interest expense net of amounts capitalized increased \$58 million in 2022 compared to 2021. This was primarily due to 2023 associated with refinancing debt with fixed rate debt at higher interest rates in 2022. These increases were partially offset by lower variable rate interest incurred 2022 and 2023 in 2022. addition to taking on incremental debt in order to finance the redemption of the 6.875 percent Fixed-to-Floating Rate Cumulative

Redeemable Perpetual Preferred Units (the "Series B preferred units") in the first quarter of 2023. Refer to the Liquidity and Capital Resources section for further information.

## SEGMENT REPORTING

We classify our business in the following reportable segments: L&S and G&P. We evaluate the performance of our segments using Segment Adjusted EBITDA. Segment Adjusted EBITDA represents Adjusted EBITDA attributable to the reportable segments. Amounts included in net income from operations and excluded from Segment Adjusted EBITDA include: (i) depreciation and amortization; (ii) interest and other financial costs; (iii) income/(loss) from equity method investments; (iv) distributions and adjustments related to equity method investments; (v) gain on sales-type leases; (vi) leases and equity method investments; (vii) impairment expense; (viii) restructuring expenses; (ix) noncontrolling interests; and (x) other adjustments, as deemed necessary, applicable. These items are either: (i) believed to be non-recurring in nature; (ii) not believed to be allocable or controlled by the segment; or (iii) are not tied to the operational performance of the segment.

The tables below present information about Segment Adjusted EBITDA for the reported segments for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021.

### L&S Segment

L&S Segment Financial Highlights (in millions)										
Revenue and other income Segment Adjusted EBITDA										
(In millions)	(In millions)	2022	2021	\$ Change	2020	\$ Change	(In millions)	2023	2022	\$ Change
Service revenue	Service revenue	\$ 4,057	\$ 3,918	\$ 139	\$ 3,889	\$ 29				
Rental income	Rental income	803	772	31	985	(213)				
Product related revenue	Product related revenue	19	14	5	51	(37)				

	Sales-type lease revenue	465	435	30	152	283
Income from equity method investments	Income from equity method investments	267	153	114	154	(1)
Other income	Other income	57	61	(4)	54	7
Total segment revenues and other income	Total segment revenues and other income	5,668	5,353	315	5,285	68
Cost of revenues	Cost of revenues	645	630	15	782	(152)
Purchases - related parties	Purchases - related parties	1,042	913	129	824	89
Depreciation and amortization	Depreciation and amortization	515	546	(31)	633	(87)
General and administrative expenses	General and administrative expenses	182	180	2	203	(23)
Restructuring expenses		—	—	—	29	(29)
Other taxes	Other taxes	68	72	(4)	71	1
Segment income from operations		3,216	3,012	204	2,743	269
Depreciation and amortization		515	546	(31)	633	(87)
Income from equity method investments		(267)	(153)	(114)	(154)	1
Distributions/adjustments related to equity method investments		329	262	67	221	41
Restructuring expenses		—	—	—	29	(29)
Total costs and expenses						
Other		25	14	11	16	(2)
Segment Adjusted EBITDA						
Segment Adjusted EBITDA						

Capital expenditures	Capital expenditures	\$ 325	\$ 316	\$ 9	\$ 498	\$ (182)
Investments in unconsolidated affiliates		\$ 97	\$ 33	\$ 64	\$ 141	\$ (108)
Investments in unconsolidated affiliates <sup>(1)</sup>						

(1) The year ended December 31, 2022 includes a contribution of \$60 million to a joint venture ("Dakota Access") that owns and operates the Dakota Access Pipeline and Energy Transfer Crude Oil Pipeline projects (collectively referred to as the "Bakken Pipeline system"), to fund our share of a debt repayment by the joint venture.

## 2022 Compared to 2021

Service revenue increased \$139 million \$278 million in 2022 compared to 2021. This was primarily due to an increase of \$84 million, from higher pipeline tariff rates and increased crude oil and refined product pipeline throughput outweighing lower average tariff rates. The lower average tariff rate of approximately \$228 million, and \$43 million from refining logistics fee escalations. There was a result of changes in the mix of throughputs on various pipeline systems, which more than offset tariff rate increases effective in 2022. There were also increased revenue from higher terminal blending services throughput and additional marine rate escalations of \$54 million, which was equipment. These increases were partially offset by terminals sold during the year. An increase of \$4 million resulted \$42 million from changes in the presentation of revenue between service revenue, rental income and sales-type lease revenue driven by modifications to agreements with MPC.

Rental income increased \$31 million \$54 million in 2022 compared to 2021. This was primarily due to increased storage fees and fee escalations. The increase was partially offset by \$32 million from changes in the presentation of lease income between service revenue, rental income and sales-type lease revenue as a result of modifications to lease contracts.

Sales-type lease revenue increased \$30 million in 2022 compared to 2021. This was primarily due to an increase of \$28 million \$31 million from storage fee escalations and \$18 million from changes in the presentation of lease income revenue between service revenue, rental income and sales-type lease revenue driven by modifications to agreements with MPC.

Sales-type lease revenue increased \$35 million in 2023 compared to 2022. This was primarily due to an increase of \$24 million from changes in the presentation of revenue between service revenue, rental income and sales-type lease revenue as a result of modifications to agreements with MPC, as well as an increase of \$20 million from refining logistics due to fee escalations.

Income from equity method investments increased \$114 million \$78 million in 2022 compared to 2021. This was primarily due to driven by increased throughput on equity method investment pipeline systems including the Whistler pipeline which was placed into service in the third quarter of 2021, from recent expansions.

Cost of revenues increased \$15 million decreased \$21 million in 2023 compared to 2022. This was primarily due to higher environmental and remediation costs in 2022 associated with a release of crude oil on our pipeline near Edwardsville, Illinois, as well as lower energy costs in 2023.

Purchases - related parties increased \$129 million \$33 million in 2022 compared to 2021. Modifications to lease contracts with MPC resulted in a greater portion of costs being recorded to purchases - related parties as opposed to rental cost of sales - related parties, which is included in cost of revenues, causing a \$79 million increase in Purchases - related parties and a corresponding decrease to cost of revenues. The overall increase in the accounts was driven by higher maintenance-related project expenses and higher energy and remediation costs as compared to 2021.

Depreciation and amortization decreased \$31 million in 2022, compared to 2021. This was primarily due to the derecognition \$16 million of fixed assets Garyville Incident response costs, net of insurance proceeds, as well as increased employee costs from MPC.

General and administrative expenses increased \$35 million in 2023 compared to 2022, due to the modification of certain lease contracts increased costs from MPC, primarily higher employee costs, as well as increased contractor services costs.

Other taxes increased \$22 million in 2023 compared to 2022, primarily due to higher property taxes in 2023 and accelerated depreciation on refining logistics assets at MPC's idled Gallup refinery, a tax credit in 2022 resulting from a favorable state tax settlement.

## L&S Operating Data

		2022	2021	2020
	2023			
	2023			
	2023			
<b>L&amp;S</b>				
<b>L&amp;S</b>	<b>L&amp;S</b>			
Crude oil transported for (mbpd):	Crude oil transported for (mbpd):			
Crude oil transported for (mbpd):				
Crude oil transported for (mbpd):				
MPC				
MPC	MPC	2,908	2,810	2,465
Third parties	Third parties	641	570	533
Third parties				
Third parties				
Total				
Total	Total	3,549	3,380	2,998
% MPC	% MPC	82%	83%	82%
% MPC				
% MPC				
Refined products transported for (mbpd):				

Refined products transported for (mbpd):							
Refined products transported for (mbpd):	Refined products transported for (mbpd):						
MPC	MPC						
		2,016		1,982		1,477	
MPC							
MPC							
Third parties							
Third parties							
Third parties	Third parties		95		91		237
Total	Total		2,111		2,073		1,714
Total							
Total							
% MPC							
% MPC							
% MPC	% MPC		95%		96%		86%
Average tariff rates (\$ per Bbl) <sup>(1)</sup> :	Average tariff rates (\$ per Bbl) <sup>(1)</sup> :						
Average tariff rates (\$ per Bbl) <sup>(1)</sup> :							
Average tariff rates (\$ per Bbl) <sup>(1)</sup> :							
Crude oil pipelines							
Crude oil pipelines							
Crude oil pipelines	Crude oil pipelines	\$	0.91	\$	0.95	\$	0.96
Refined product pipelines	Refined product pipelines		0.81		0.78		0.81
Refined product pipelines							
Refined product pipelines							
Total pipelines							
Total pipelines							
Total pipelines	Total pipelines	\$	0.87	\$	0.89	\$	0.91
Terminal throughput (mbpd)	Terminal throughput (mbpd)		3,022		2,886		2,673
Terminal throughput (mbpd)							
Terminal throughput (mbpd)							
Marine Assets (number in operation) <sup>(2)</sup>							
Marine Assets (number in operation) <sup>(2)</sup>							
Marine Assets (number in operation) <sup>(2)</sup>	Marine Assets (number in operation) <sup>(2)</sup>						
Barges	Barges		296		297		300
Barges							
Barges							
Towboats	Towboats		23		23		23
Towboats							
Towboats							

(1) Average tariff rates calculated using pipeline transportation revenues divided by pipeline throughput barrels. Transportation revenues include tariff and other fees, which may vary by region and nature of services provided.

(2) Represents total at end of period.

#### G&P Segment

##### G&P Segment Financial Highlights (in millions)

64 76

(1) 2022 includes non-cash gain on a lease reclassification of \$509 million. See Item 8. Financial statements and Supplementary Data - Note 20 for additional information.

(2) Includes impairment expense related to various equity method investments of \$6 million and \$1,264 million in 2021 and 2020, respectively.

(In millions)	(In millions)	2022	2021	\$ Change	2020	\$ Change	(In millions)	2023	2022	\$ Change	2021	\$ Change
Service revenue	Service revenue	\$2,056	\$2,023	\$ 33	\$2,088	\$ (65)						
Rental income	Rental income	287	347	(60)	365	(18)						
Product related revenue	Product related revenue	2,792	2,066	726	868	1,198						
Sales-type lease revenue	Sales-type lease revenue	62	—	62	—	—						
Income/(loss) from equity method investments <sup>(1)</sup>		209	168	41	(1,090)	1,258						
Other income <sup>(2)</sup>		539	70	469	53	17						
Income from equity method investments												
Other income <sup>(1)</sup>												
Total segment revenues and other income	Total segment revenues and other income	5,945	4,674	1,271	2,284	2,390						
Cost of revenues	Cost of revenues	901	799	102	839	(40)						
Purchased product costs	Purchased product costs	2,063	1,585	478	539	1,046						
Purchases - related parties	Purchases - related parties	371	306	65	292	14						
Depreciation and amortization	Depreciation and amortization	715	741	(26)	744	(3)						
Impairment expense	Impairment expense	—	42	(42)	2,165	(2,123)						
General and administrative expenses	General and administrative expenses	153	173	(20)	175	(2)						
Restructuring expenses		—	—	—	8	(8)						
Other taxes	Other taxes	47	48	(1)	54	(6)						
Segment income/(loss) from operations		1,695	980	715	(2,532)	3,512						
Depreciation and amortization		715	741	(26)	744	(3)						
(Income)/loss from equity method investments <sup>(1)</sup>		(209)	(168)	(41)	1,090	(1,258)						
Distributions/adjustments related to equity method investments		323	275	48	278	(3)						
Gain on sales-type leases		(509)	—	(509)	\$ —	—						
Impairment expense		—	42	(42)	2,165	(2,123)						
Restructuring expenses		—	—	—	8	(8)						
Adjusted EBITDA attributable to noncontrolling interests		(38)	(39)	1	(37)	(2)						

Other <sup>(3)</sup>	(20)	48	(68)	7	41
Total costs and expenses					
Segment Adjusted EBITDA	Segment Adjusted EBITDA	\$ 1,957	\$ 1,879	\$ 78	\$ 1,723
		\$ 156			\$ 156
Segment Adjusted EBITDA					
Capital expenditures	Capital expenditures	\$ 528	\$ 224	\$ 304	\$ 441
Investments in unconsolidated affiliates	Investments in unconsolidated affiliates	\$ 120	\$ 118	\$ 2	\$ 125
					\$ (7)

(1) Includes impairment expense related to various equity method investments of \$6 million and \$1,264 million for the years ended December 31, 2021 and 2020, respectively.

(2) The year ended December 31, 2022 includes a \$509 million non-cash gain on a lease reclassification. See Item 8. Financial Statements and Supplementary Data - Note 20 for additional information.

(3) Includes unrealized derivative gain/(loss), non-cash equity-based compensation and other miscellaneous items.

#### 2022 2023 Compared to 2021 2022

Service revenue increased \$33 million \$133 million in 2022 2023 compared to 2021 2022. This was primarily due to higher fees from higher volumes in the Southwest of \$76 million and Marcellus higher throughput fee rates of \$42 million and an increase in revenue from cost reimbursements \$57 million in the Marcellus of \$13 million. The increases were partially offset by a \$30 million decrease in revenue related to lower cost reimbursements and volumes in the Rockies.

Rental income decreased \$60 million offset by an increase of \$62 million in Sales-type \$79 million and sales-type lease revenue increased \$74 million in 2022 2023 compared to 2021. These offsetting variances reflect the modification of a gathering and compression agreement in the third quarter of 2022 that resulted in a change 2022. This was primarily due to changes in the presentation of revenue between rental income and sales-type lease revenue as a result of the Third-Party Lease Modification in the third quarter of 2022.

Product related revenue increased \$726 million decreased \$601 million in 2022 2023 compared to 2021 2022. This was primarily due to higher NGL lower prices in the Southwest, Marcellus, Southern Appalachia, Rockies and Bakken across all regions of approximately \$380 million and \$1,059 million, partially offset by fees from higher volumes in the Southwest Rockies and Bakken \$356 million. \$451 million.

Income from equity method investments increased \$41 million \$46 million in 2022 2023 compared to 2021 2022 primarily due to higher volumes and rates associated with several of our joint ventures in the Utica, Marcellus and Southwest regions, partially offset by increased facility expenses from a Utica. Additionally, our recently acquired joint venture in the Southwest. Southwest region added processing capacity in the fourth quarter of 2022 driving higher volumes over the prior period.

Other income increased \$469 million decreased \$360 million in 2022 2023 compared to 2021 2022 due primarily due to a non-cash gain on lease reclassification of \$509 million as a result of a contract modification in the third quarter of 2022. The gain was 2022 partially offset by the impact of a loss \$92 million gain on disposal remeasurement of assets during 2022, our existing equity investment in Torriado in conjunction with the purchase of the remaining joint venture interest in 2023, as well as the impact of asset disposals year over year.

Cost of revenues increased \$102 million decreased \$9 million in 2022 2023 compared to 2021 2022. This increase decrease is attributable to higher operating lower energy costs which were primarily driven partially offset by higher energy costs, and repairs and maintenance costs in the Marcellus, Rockies, Southern Appalachia and Southwest project costs.

Purchased product costs increased \$478 million decreased \$465 million in 2022 2023 compared to 2021 2022. This was primarily due to higher lower NGL prices of \$315 million \$917 million in the Southwest and Southern Appalachia, and partially offset by higher volumes in the Southwest of \$405 million and Rockies of \$255 million, partially offset by a decrease of \$92 million \$47 million increase due to changes in the fair value of an embedded derivative in a natural gas purchase commitment.

Purchases - related parties increased \$65 million \$98 million in 2022 2023 compared to 2021. This 2022. The increase is attributable to higher volumes processing fees and transportation costs of \$76 million in the Rockies, which drove higher related-party purchased-product Southwest in addition to increased employee costs and transportation costs, from MPC.

Depreciation and amortization decreased \$26 million \$32 million in 2022 2023 compared to 2021 2022. This was primarily due to lower depreciation as a result of the derecognition of fixed assets as a result of a lease reclassification in connection with the third quarter of Third-Party Lease Modification in 2022.

Impairment expense decreased \$42 million This decrease was partially offset by depreciation on new assets placed in service in 2022 compared to 2021 due to impairments recorded in the 2021 period related to our continued emphasis on portfolio optimization with the closure of certain non-core assets, and 2023.

#### G&P Operating Data



(1) Other includes Southern Appalachia, Bakken and Rockies Operations

		MPLX LP <sup>(1)</sup>			MPLX LP Operated <sup>(2)</sup>		
		2022	2021	2020	2022	2021	2020
		MPLX LP <sup>(1)</sup>					
		MPLX LP <sup>(1)</sup>					
		MPLX LP <sup>(1)</sup>					
		2023					
		2023					
		2023					
<b>G&amp;P</b>							
<b>G&amp;P</b>							
<b>G&amp;P</b>	<b>G&amp;P</b>						
Gathering Throughput	Gathering Throughput						
(MMcf/d)	(MMcf/d)						
Gathering Throughput (MMcf/d)							
Gathering Throughput (MMcf/d)							
Marcellus Operations							
Marcellus Operations							
Marcellus Operations	Marcellus Operations	1,321	1,336	1,349	1,321	1,336	1,349
Utica Operations	Utica Operations	—	—	—	2,134	1,690	1,818
Utica Operations							
Utica Operations							
Southwest Operations							
Southwest Operations							
Southwest Operations	Southwest Operations	1,374	1,346	1,430	1,629	1,494	1,483
Bakken Operations	Bakken Operations	152	150	137	152	150	137
Bakken Operations							
Bakken Operations							
Rockies Operations							
Rockies Operations							
Rockies Operations	Rockies Operations	427	439	511	558	588	688
Total gathering throughput	Total gathering throughput	3,274	3,271	3,427	5,794	5,258	5,475
Total gathering throughput							
Total gathering throughput							
Natural Gas Processed (MMcf/d)							
Natural Gas Processed (MMcf/d)							
Natural Gas Processed	Natural Gas Processed						
(MMcf/d)	(MMcf/d)						
Marcellus Operations	Marcellus Operations	4,035	4,150	4,198	5,515	5,639	5,629
Marcellus Operations							
Marcellus Operations							
Utica Operations							
Utica Operations							
Utica Operations	Utica Operations	—	—	—	495	482	578
Southwest Operations <sup>(5)</sup>	Southwest Operations <sup>(5)</sup>	1,448	1,328	1,471	1,637	1,471	1,537
Southwest Operations <sup>(5)</sup>							
Southern Appalachia Operations							
Southern Appalachia Operations							

Southern Appalachia Operations	Southern Appalachia Operations	217	231	231	217	231	231
Bakken Operations	Bakken Operations	146	149	136	146	149	136
Bakken Operations							
Bakken Operations							
Rockies Operations							
Rockies Operations	Rockies Operations	438	429	502	438	429	502
Total natural gas processed	Total natural gas processed	6,284	6,287	6,538	8,448	8,401	8,613
Total natural gas processed							
Total natural gas processed							
C2 + NGLs Fractionated (mbpd)							
C2 + NGLs Fractionated (mbpd)	C2 + NGLs Fractionated (mbpd)						
Marcellus Operations <sup>(3)</sup>	Marcellus Operations <sup>(3)</sup>	488	484	472	488	484	472
Marcellus Operations <sup>(3)</sup>							
Marcellus Operations <sup>(3)</sup>							
Utica Operations <sup>(3)</sup>							
Utica Operations <sup>(3)</sup>	Utica Operations <sup>(3)</sup>	—	—	—	28	26	31
Southwest Operations <sup>(6)</sup>	Southwest Operations <sup>(5)</sup>	—	2	18	—	2	18
Southwest Operations <sup>(5)</sup>							
Southwest Operations <sup>(5)</sup>							
Southern Appalachia Operations							
Southern Appalachia Operations							
Southern Appalachia Operations	Southern Appalachia Operations	11	12	12	11	12	12
Bakken Operations	Bakken Operations	21	23	25	21	23	25
Bakken Operations							
Bakken Operations							
Rockies Operations							
Rockies Operations	Rockies Operations	4	4	4	4	4	4
Total C2 + NGLs fractionated <sup>(4)</sup>	Total C2 + NGLs fractionated <sup>(4)</sup>	524	525	531	552	551	562
Total C2 + NGLs fractionated <sup>(4)</sup>							
Total C2 + NGLs fractionated <sup>(4)</sup>							

(1) This column represents operating data for entities that have been consolidated into the MPLX financial statements.

(2) This column represents operating data for entities that have been consolidated into the MPLX financial statements as well as operating data for MPLX-operated equity method investments.

(3) Entities within the Marcellus and Utica Operations jointly own the Hopedale fractionation complex. Hopedale throughput is included in the Marcellus and Utica Operations and represents each region's utilization of the complex.

(4) Purity ethane makes up approximately 233 mbpd, 204 mbpd 192 mbpd and 188 192 mbpd of MPLX LP consolidated total fractionated products for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively. Purity ethane makes up approximately 240 mbpd, 209 mbpd 197 mbpd and 194 197 mbpd of MPLX operated total fractionated products for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively.

(5) The Southwest Operations include the Javelina complex, which was sold on February 12, 2021. The processing and fractionated volumes calculated for the number of days MPLX owned these assets during 2021 were 96 MMcf/d and 17 mbpd, respectively.

	2022	2021	2020
2023			
2023			
2023			
<b>Pricing Information</b>			

Pricing Information							
Pricing Information		Pricing Information					
Natural Gas NYMEX HH (\$/MMBtu)	Natural Gas NYMEX HH (\$/MMBtu)	\$	6.52	\$	3.72	\$	2.13
Natural Gas NYMEX HH (\$/MMBtu)							
Natural Gas NYMEX HH (\$/MMBtu)							
C2 + NGL Pricing/gallon <sup>(1)</sup>	C2 + NGL Pricing/gallon <sup>(1)</sup>	\$	1.03	\$	0.87	\$	0.43
C2 + NGL Pricing/gallon <sup>(1)</sup>							
C2 + NGL Pricing/gallon <sup>(1)</sup>							

(1) C2 + NGL pricing based on Mont Belvieu prices assuming an NGL barrel of approximately 35 percent ethane, 35 percent propane, six percent Iso-Butane, 12 percent normal butane and 12 percent natural gasoline.

## LIQUIDITY AND CAPITAL RESOURCES

### Cash Flows

Our cash and cash equivalents were \$1,048 million and \$238 million at December 31, 2023 and \$13 million at December 31, 2022 and December 31, 2021, respectively. Net cash provided by (used in) operating activities, investing activities and financing activities for the past three years were as follows:

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
Net cash provided by/(used in):	Net cash provided by/(used in):							
Operating activities	Operating activities	\$5,019	\$4,911	\$4,521				
Operating activities	Operating activities							
Investing activities	Investing activities	(956)	(518)	(1,262)				
Financing activities	Financing activities	(3,838)	(4,395)	(3,259)				
Total	Total	\$ 225	\$ (2)	\$ —				

**Cash Flows Provided by Operating Activities** - Net cash provided by operating activities increased \$108 million \$378 million, or two eight percent, in 2022 2023 compared to 2021 2022, primarily due to improved results from operations and increased throughput and cash distributions from our equity method investments.

**Cash Flows Used in Investing Activities** - Net cash used in investing activities increased \$438 million \$296 million in 2022 2023 compared to 2021 2022 due to higher capital spending primarily within our G&P segment, and the acquisition of the remaining 40 percent interest in response to an Tornado in 2023. The increase in producer demand. Cash used in investing activities also reflects an increase in was partially offset by higher contributions to equity method investments in 2022, which included the a \$60 million contribution to our Bakken Pipeline joint venture Dakota Access to fund our share of a scheduled debt repayment by the joint venture, and \$28 million for the acquisition of assets in 2022.

**Cash Flows Used in and Provided by Financing Activities** - Financing Net cash used in financing activities were decreased \$503 million in 2023 compared to 2022. The decrease was driven by net borrowings in 2023 as compared to net repayments in 2022, resulting in a \$3,838 million decreased use of cash of \$861 million. There were no units repurchased in 2022 compared to a \$4,395 million 2023, which drove an additional \$491 million decrease in use of cash in 2021, during 2023. The decrease in the use of cash was primarily due partially offset by the use of \$600 million to redeem all of the Supplemental Distribution Amount of \$603 million that was distributed outstanding Series B preferred units, and higher distributions to unitholders during the fourth quarter of 2021. In addition, unit repurchases were \$139 million lower \$249 million in 2022 compared to 2021. These decreases were partially offset with higher net debt repayments of \$273 million in 2022 compared to net debt repayments of \$196 million in 2021 and higher base distributions of \$77 million in 2022 2023 as a result of a 10 percent increase increases to the quarterly distribution effective for the third quarter quarters of 2023 and 2022.

**Adjusted Free Cash Flow** - For the year ended December 31, 2022 December 31, 2023, we generated adjusted free cash flow Adjusted FCF of \$4.1 billion after net cash used in investing activities of \$1.0 billion \$1.3 billion. This provided us the flexibility to return capital to our unitholders through the repurchase \$491 million of public common units during 2022 and increase by increasing our quarterly distribution by 10% effective 10 percent for the third quarter of 2022, second consecutive year. The table below provides a reconciliation of Adjusted FCF and Adjusted FCF after distributions from net cash provided by operating activities for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021.

(In millions)		
(In millions)		

(In millions)	(In millions)	2022	2021	2020	2023	2022	2021
Net cash provided by operating activities <sup>(1)</sup>	Net cash provided by operating activities <sup>(1)</sup>	\$5,019	\$4,911	\$4,521			
Adjustments to reconcile net cash provided by operating activities to adjusted free cash flow	Adjustments to reconcile net cash provided by operating activities to adjusted free cash flow						
Net cash used in investing activities	Net cash used in investing activities	(956)	(518)	(1,262)			
Net cash used in investing activities	Net cash used in investing activities						
Contributions from MPC	Contributions from MPC	44	45	50			
Distributions to noncontrolling interests	Distributions to noncontrolling interests						
Distributions to noncontrolling interests	Distributions to noncontrolling interests	(38)	(39)	(37)			
Adjusted free cash flow	Adjusted free cash flow	4,069	4,399	3,272			
Base distributions paid to common and preferred unitholders <sup>(2)</sup>	Base distributions paid to common and preferred unitholders <sup>(2)</sup>	(3,047)	(2,970)	(3,006)			
Base distributions paid to common and preferred unitholders <sup>(2)</sup>	Base distributions paid to common and preferred unitholders <sup>(2)</sup>						
Adjusted free cash flow after distributions	Adjusted free cash flow after distributions	\$1,022	\$1,429	\$ 266			

(1) The years ended December 31, 2022, 2023, 2021, 2022 and 2020, 2021 include working capital draws of \$121 million, \$146 million, \$157 million, \$121 million and \$201 million, respectively.

(2) For the year ended December 31, 2021, this amount excludes the Supplemental Distribution Amount of \$0.575 per unit, or a total of \$603 million distributed to unitholders in the fourth quarter of 2021.

## Debt and Liquidity Overview

### Senior Notes

On March 14, 2022, MPLX issued \$1.5 billion aggregate principal amount of 4.950 percent senior notes in a public offering due March 2052 (the "2052 Senior Notes"). The 2052 Senior Notes were offered at a price to the public of 98.982 percent of par with interest payable semi-annually in arrears, commencing on September 14, 2022. The net proceeds were used to repay amounts outstanding.

under the MPC Loan Agreement and the MPLX Credit Agreement as well as for general partnership purposes.

On August 11, 2022, MPLX issued \$1.0 billion aggregate principal amount of 4.950 percent senior notes due September 2032 (the "2032 Senior Notes") in an underwritten public offering. The 2032 Senior Notes were offered at a price to the public of 99.433 percent of par with interest payable semi-annually in arrears, commencing on March 1, 2023. The net proceeds were used to redeem all of the 3.50 percent senior notes due December 2022 and all of the 3.375 percent senior notes due March 2023, as discussed below.

On August 25, 2022, MPLX redeemed all of the \$500 million 3.50 percent senior notes due December 2022, \$14 million of which was issued by Andeavor Logistics LP, at 100.101 percent of the aggregate principal amount, plus accrued and unpaid interest to, but not including the redemption date. On September 15, 2022, MPLX redeemed all of the \$500 million 3.375 percent senior notes due March 2023 at 100 percent of the aggregate principal amount. The impact of these debt extinguishments was not material to the Consolidated Statements of Income.

As of December 31, 2022, we had \$20.1 billion in aggregate principal amount of senior notes outstanding. The increase compared to year-end 2021 resulted from the issuance of the 2052 Senior Notes as discussed above.

On February 9, 2023, MPLX issued \$1.6 billion aggregate principal amount of notes, consisting of \$1.1 billion principal amount of 5.00 percent senior notes due 2033 (the "2033 Senior Notes") and \$500 million principal amount of 5.65 percent senior notes due 2053 (the "2053 Senior Notes"). The 2033 Senior Notes were offered at a price to the public of 99.170 percent of par with interest payable semi-annually in arrears, commencing on September 1, 2023. The 2053 Senior Notes were offered at a price to the public of 99.536 percent of par with interest payable semi-annually in arrears, commencing on September 1, 2023.

On February 15, 2023, MPLX used \$600 million of the net proceeds from the offering of the 2033 Senior Notes and 2053 Senior Notes described above to redeem all of the outstanding Series B preferred units. We also provided notice on March 13, 2023, MPLX used the remaining proceeds from the offering, and cash on hand, to redeem all of MPLX's and MarkWest's \$1.0 billion \$1.0 billion aggregate principal amount of 4.50 percent senior notes due July 2023, 2023, at par, plus accrued and unpaid interest.

As of December 31, 2023, we had \$20.7 billion in aggregate principal amount of senior notes outstanding. The increase of \$0.6 billion compared to year-end 2022 resulted from financing the redemption of the Series B preferred units with the issuance of senior notes, as discussed above.

#### Credit Agreement

On July 7, 2022, MPLX entered into a new five-year MPLX's credit agreement (the "MPLX Credit Agreement") to replace the previous \$3.5 billion credit facility that was scheduled to expire in July 2024. The new MPLX Credit Agreement matures in July 2027 and, among other things, provides for a \$2 billion unsecured revolving credit facility and letter of credit issuing capacity under the facility of up to \$150 million. Letter of credit issuing capacity is included in, not in addition to, the \$2 billion borrowing capacity. Borrowings under the MPLX Credit Agreement bear interest, at MPLX's election, at either the Adjusted Term SOFR or the Alternate Base Rate, both as defined in the MPLX Credit Agreement, plus an applicable margin.

The borrowing capacity under the MPLX Credit Agreement may be increased by up to an additional \$1 billion, subject to certain conditions, including the consent of lenders whose commitments would increase. In addition, the maturity date may be extended for up to two additional one-year periods, subject to, among other conditions, the approval of lenders holding the majority of the commitments then outstanding, provided that the commitments of any non-consenting lenders will terminate on the then-effective maturity date. We are charged various fees and expenses in connection with the agreement, including administrative agent fees, commitment fees on the unused portion of the bank revolving credit facility and fees with respect to issued and outstanding letters of credit. The applicable margins to the benchmark interest rates and certain fees fluctuate based on the credit ratings in effect from time to time on MPLX's long-term debt.

The MPLX Credit Agreement contains certain representations and warranties, affirmative and negative covenants and events of default that we consider usual and customary for an agreement of that type that could, among other things, limit our ability to pay distributions to our unitholders. The financial covenant requires us to maintain a ratio of Consolidated Total Debt as of the end of each fiscal quarter to Consolidated EBITDA (both as defined in the MPLX Credit Agreement) for the prior four fiscal quarters of no greater than 5.0 to 1.0 (or 5.5 to 1.0 for up to two fiscal quarters following certain acquisitions). Consolidated EBITDA is subject to adjustments, including for certain acquisitions completed and capital projects undertaken during the relevant period. Other covenants restrict us and/or certain of our subsidiaries from incurring debt, creating liens on our assets and entering into transactions with affiliates. As of December 31, 2022 December 31, 2023, we were in compliance with this financial covenant with a ratio of Consolidated Total Debt to Consolidated EBITDA of 3.5 3.3 to 1.0, as well as all other covenants contained in the MPLX Credit Agreement.

#### MPC Loan Agreement

MPLX is party to a loan agreement with MPC (the "MPC Loan Agreement"). Under the terms of the MPC Loan Agreement, MPC extends loans to MPLX on a revolving basis as requested by MPLX and as agreed to by MPC. The borrowing capacity of the MPC Loan Agreement is \$1.5 billion aggregate principal amount of all loans outstanding at any one time. The MPC Loan Agreement is scheduled to expire, and borrowings under the MPC Loan Agreement loan agreement are scheduled to mature and become due and payable on July 31, 2024, provided that MPC may demand payment of all or any portion of the outstanding principal amount of the loan, together with all accrued and unpaid interest and other amounts (if any), at any time prior to the maturity date. During 2022, borrowings Borrowings under the MPC Loan Agreement bore bear interest at the one-month LIBOR plus 1.25 percent or such lower rate as would be applicable to such loans under the MPLX Credit Agreement. The MPC Loan Agreement was amended effective January 1, 2023 to update the interest rate to one-month term SOFR adjusted upward by 0.10 percent plus 1.25 percent or such lower rate as would be applicable to such loans under the MPLX Credit Agreement as discussed in Item 8. Financial Statements and Supplementary Data - Note 17. All other terms of the MPC Loan Agreement remain unchanged.

Activity There was no activity on the MPC Loan Agreement and/or MPLX Credit Agreement for 2022 was during 2023. There were no outstanding balances on either facility as follows:

(In millions, except %)	MPC Loan Agreement	MPLX Credit Agreement
Borrowings	\$ 2,989	\$ 900
Average interest rate of borrowings	1.50 %	1.45 %
Repayments	\$ 4,439	\$ 1,200
Outstanding balance at end of period <sup>(1)</sup>	\$ —	\$ —

(1) There was of December 31, 2023. The MPLX Credit Agreement had less than \$1 million in letters of credit outstanding on the MPLX Credit Agreement.

outstanding.

For further discussion, see Item 8. Financial Statements and Supplementary Data – Note 6 and Note 17.

Our intention is to maintain an investment grade credit profile. As of **February 1, 2023** **February 1, 2024**, the credit ratings on our senior unsecured debt were at or above investment grade level as follows:

Rating Agency	Rating
Moody's	Baa2 (stable outlook)
Fitch	BBB (stable outlook)
Standard & Poor's	BBB (stable outlook)

The ratings shown above reflect the respective views of the rating agencies. agencies and should not be interpreted as a recommendation to buy, sell or hold our securities. Although it is our intention to maintain a credit profile that supports an investment grade rating, there is no assurance that these ratings will continue for any given period of time. The ratings may be revised or withdrawn entirely by the rating agencies if, in their respective judgments, circumstances so warrant. A rating from one rating agency should be evaluated independently of ratings from other rating agencies.

The agreements governing our debt obligations do not contain credit rating triggers that would result in the acceleration of interest, principal or other payments in the event that our credit ratings are downgraded. However, any downgrades in the credit ratings of our senior unsecured debt ratings could, among other things, increase the applicable interest rates and other fees payable under the MPLX Credit Agreement, which may limit our flexibility to obtain future financing, financing, including refinancing existing indebtedness.

Our liquidity totaled **\$3.7 billion** **\$4.5 billion** at **December 31, 2022** **December 31, 2023**, consisting of:

December 31, 2022		December 31, 2023				December 31, 2023	
		Total (in millions)	Outstanding Capacity (in millions)	Available Borrowings (in millions)	Total Capacity (in millions)	Outstanding Borrowings	Available Capacity
MPLX Credit Agreement	MPLX Credit Agreement	\$ 2,000	\$ —	\$ 2,000			
MPC Loan Agreement	MPC Loan Agreement	1,500	—	1,500			
Total	Total	\$ 3,500	\$ —	3,500			
Cash and cash equivalents	Cash and cash equivalents			238			
Total liquidity	Total liquidity			\$ 3,738			

We expect our ongoing sources of liquidity to include cash generated from operations, borrowings under our revolving credit facilities and access to capital markets. We believe that cash generated from these sources will be sufficient to meet our short-term and long-term funding requirements, including working capital requirements, capital expenditure requirements, contractual obligations and quarterly cash distributions. Our material future obligations include interest on debt, payments of debt principal, purchase obligations including contracts to acquire PP&E and our operating leases and service agreements. We may also, from time to time repurchase our senior notes and preferred units in the open market, in tender offers, in privately-negotiated transactions or otherwise in such volumes, at such prices and upon such other terms as we deem appropriate and execute unit repurchases under our unit repurchase program.

MPC manages our cash and cash equivalents on our behalf directly with third-party institutions as part of the treasury services that it provides to us. From time to time, we may also utilize other sources of liquidity, including the formation of joint ventures or sales of non-strategic assets.

#### Equity and Preferred Units Overview

##### Preferred Units

**Series A Preferred Units** - On May 13, 2016, MPLX completed the private placement of approximately 30.8 million Series A preferred units for a cash purchase price of \$32.50 per unit. The aggregate net proceeds of approximately \$984 million from the sale of the preferred units were used for capital expenditures, repayment of debt and general business purposes.

The Series A preferred units rank senior to all common units with respect to distributions and rights upon liquidation. The holders of the Series A preferred units received cumulative quarterly distributions equal to \$0.528125 per unit for each quarter prior to the second quarter of 2018. Beginning with the second quarter of 2018, the holders of the Series A preferred units are entitled to receive a quarterly distribution equal to the greater of \$0.528125 per unit or the amount of distributions they would have received on an as converted basis. Distributions paid to Series A preferred unitholders during the years ended **December 31, 2022** **December 31, 2023, 2022 and 2021 were \$94 million, \$85 million and 2020 were \$85 million, \$100 million and \$81 million**, respectively. The distribution for the year ended December 31, 2021 includes a Supplemental Distribution Amount of \$18 million, or \$0.5750 per unit.

In December 2021, During the years ended December 31, 2023 and December 31, 2021, certain holders Series A preferred unitholders exercised their right rights to convert a total of 0.1 million their Series A preferred units into 2,281,831 common units, units and 93,108 common units, respectively. Approximately 29.5 million 27.2 million Series A preferred units remain outstanding as of December 31, 2022 December 31, 2023.

**Redemption of the Series B Preferred Units** - As of December 31, 2022, MPLX had 600,000 units of 6.875 percent Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests of ANDX at a price to the public of \$1,000 per unit. The Series B preferred units are pari passu with the Series A preferred units with respect to distribution rights and rights upon liquidation.

Distributions on the Series B preferred units are payable semi-annually through February 15, 2023. Distributions paid to Series B preferred unitholders during each of the years ended December 31, 2022, 2021 and 2020 were \$41 million.

On February 15, 2023, MPLX exercised its right to redeem all of the 600,000 outstanding Series B preferred units outstanding. MPLX paid unitholders the Series B preferred unit redemption price of \$1,000 per unit. MPLX made a final cash distribution of \$21 million to Series B preferred unitholders on February 15, 2023, in conjunction with the redemption.

#### Unit Repurchase Program

On November 2, 2020, MPLX announced the board authorization of a unit repurchase program for the repurchase of up to \$1 billion of MPLX's outstanding common units held by the public, which was exhausted during the fourth quarter of 2022. On August 2, 2022, we announced the board authorization for the repurchase of up to an additional \$1 billion of MPLX common units held by the public. This repurchase authorization has no expiration date. MPLX may utilize various methods to effect the repurchases, which could include open market repurchases, negotiated block transactions, tender offers, accelerated unit repurchases or open market solicitations for units, some of which may be effected through Rule 10b5-1 plans. The timing and amount of repurchases depends upon several factors, including market and business conditions, and repurchases may be suspended, discontinued, or restarted at any time. The following table summarizes activity executed on the unit repurchase program during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021:

(In millions, except per unit data)	(In millions, except per unit data)	2022	2021	2020	(In millions, except per unit data)	2023	2022	2021
Units repurchased	Units repurchased	15	23	1				
Cash paid for common units repurchased <sup>(1)</sup>	Cash paid for common units repurchased <sup>(1)</sup>	\$ 491	\$ 630	\$ 33				
Average cost per unit <sup>(1)</sup>	Average cost per unit <sup>(1)</sup>	\$ 31.96	\$ 27.52	\$ 22.29				

(1) Cash paid for common units repurchased and average cost per unit includes commissions paid to brokers during the period.

As of December 31 2022, December 31, 2023, we had \$846 million available under our remaining unit repurchase authorization.

#### Distributions

We intend to pay a minimum quarterly distribution of \$0.2625 per unit, which equates to \$263 million per quarter, or \$1,051 million per year, based on the number of common units outstanding. On January 25, 2023 January 24, 2024, we announced that the board of directors of our general partner had declared a distribution of \$0.7750 \$0.8500 per common unit, which was paid on February 14, 2023 February 14, 2024 to common unitholders of record on February 6, 2023 February 5, 2024. This represents a 10 percent increase over the fourth quarter 2021.

of 2022 distribution. Although our Partnership Agreement requires that we distribute all of our available cash each quarter, we do not otherwise have a legal obligation to distribute any particular amount per common unit.

The allocation of total quarterly cash distributions to limited and preferred partners is as follows for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021. Our distributions are declared subsequent to quarter end; therefore, the following table represents total cash distributions applicable to the period in which the distributions were earned. See additional discussion in Item 8. Financial Statements and Supplementary Data - Note 8.

(In millions, except per unit data)	(In millions, except per unit data)	2022	2021	2020	(In millions, except per unit data)	2023	2022	2021
Distribution declared:	Distribution declared:							
Limited partner common units - public								
Limited partner common units - public								

Limited partner common units - public	Limited partner common units - public	\$ 1,063	\$ 1,257	\$ 1,079
Limited partner common units - MPC	Limited partner common units - MPC	1,917	2,175	1,793
Total distributions declared to limited partner common units <sup>(1)</sup>	Total distributions declared to limited partner common units <sup>(1)</sup>	2,980	3,432	2,872
Series A preferred units <sup>(1)</sup>	Series A preferred units <sup>(1)</sup>	88	100	81
Series B preferred units	Series B preferred units	41	41	41
Total distribution declared	Total distribution declared	\$ 3,109	\$ 3,573	\$ 2,994
Cash distributions declared per limited partner common unit:	Cash distributions declared per limited partner common unit:			
Quarter ended March 31,	Quarter ended March 31,	\$ 0.7050	\$ 0.6875	\$ 0.6875
Quarter ended March 31,				
Quarter ended March 31,				
Quarter ended June 30,	Quarter ended June 30,	0.7050	0.6875	0.6875
Quarter ended September 30, <sup>(1)</sup>	Quarter ended September 30, <sup>(1)</sup>	0.7750	1.2800	0.6875
Quarter ended December 31,	Quarter ended December 31,	0.7750	0.7050	0.6875
Year ended December 31,	Year ended December 31,	\$ 2.9600	\$ 3.3600	\$ 2.7500

(1) Includes the Supplemental Distribution Amount of \$0.5750 per unit and base distribution amount of \$0.7050 per unit for the third quarter ended September 30, 2021.

## Capital Expenditures

Our operations are capital intensive, requiring investments to expand, upgrade, enhance or maintain existing operations and to meet environmental and operational regulations. Our capital requirements consist of growth capital expenditures and maintenance capital expenditures. Growth capital expenditures are those incurred for acquisitions or capital improvements that we expect will increase our operating capacity for volumes gathered, processed, transported or fractionated, decrease operating expenses within our facilities or increase operating income over the long term. Examples of growth capital expenditures include costs to develop or acquire additional pipeline, terminal, processing or storage capacity. In general, growth capital includes costs that are expected to generate additional or new cash flow for MPLX. In contrast, maintenance capital expenditures are those made to replace partially or fully depreciated assets, to maintain the existing operating capacity of our assets and to extend their useful lives, or other capital expenditures that are incurred in maintaining existing system volumes and related cash flows.

Our capital expenditures for the past three years are shown in the table below:

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
Capital expenditures:	Capital expenditures:							
Growth capital expenditures	Growth capital expenditures	\$ 665	\$ 407	\$ 778				
Growth capital expenditures								
Growth capital expenditures								

Growth capital reimbursements <sup>(1)</sup>	Growth capital reimbursements <sup>(1)</sup>	(151)	(35)	(12)
Investments in unconsolidated affiliates	Investments in unconsolidated affiliates	217	151	266
Return of capital	Return of capital	(11)	(36)	(123)
Capitalized interest	Capitalized interest	(8)	(13)	(39)
Total growth capital expenditures <sup>(2)</sup>	Total growth capital expenditures <sup>(2)</sup>	712	474	870
Maintenance capital expenditures				
Maintenance capital expenditures	Maintenance capital expenditures	188	133	161
Maintenance capital reimbursements	Maintenance capital reimbursements	(44)	(45)	(46)
Capitalized interest	Capitalized interest	(1)	(1)	—
Total maintenance capital expenditures	Total maintenance capital expenditures	143	87	115
Total growth and maintenance capital expenditures	Total growth and maintenance capital expenditures	855	561	985
Total growth and maintenance capital expenditures				
Investments in unconsolidated affiliates <sup>(3)</sup>	Investments in unconsolidated affiliates <sup>(3)</sup>	(217)	(151)	(266)
Return of capital <sup>(3)</sup>	Return of capital <sup>(3)</sup>	11	36	123
Growth and maintenance capital reimbursements <sup>(1)</sup>	Growth and maintenance capital reimbursements <sup>(1)</sup>	195	80	58
(Increase)/decrease in capital accruals	(Increase)/decrease in capital accruals	(47)	(11)	244
Increase in capital accruals				
Capitalized interest	Capitalized interest	9	14	39
Additions to property, plant and equipment <sup>(3)</sup>	Additions to property, plant and equipment <sup>(3)</sup>	\$806	\$529	\$1,183

(1) Growth capital reimbursements include reimbursements from customers and our Sponsor. Prior periods have been updated to reflect these reimbursements to conform to the current period presentation.

(2) Total growth capital expenditures exclude \$246 million and \$28 million of acquisitions in 2022, 2023 and 2022, respectively.

(3) Investments in unconsolidated affiliates, return of capital, acquisitions, and additions to property, plant and equipment are shown as separate lines within investing activities in the Consolidated Statements of Cash Flows.

(4) Growth capital reimbursements are generally included in changes in deferred revenue within the operating activities section of the Consolidated Statements of Cash Flows. Maintenance capital reimbursements are included in the Contributions from MPC line within financing activities section of the Consolidated Statements of Cash Flows.

For 2023, we announced a capital outlook of \$950 million, \$1.1 billion, net of reimbursements, which includes growth capital of \$800 million and maintenance capital of \$150 million. Our growth capital plans are anchored in the Marcellus Permian, and Bakken Permian basins. In addition to new gas processing plants in the Marcellus and Permian, the remainder of our capital plan is mostly focused on other investments targeted at the expansion or debottlenecking of existing assets to meet customer demand. The capital outlook excludes approximately \$100 million for the

repayment of MPLX's share of the Dakota Access joint venture's debt due in 2024. This contribution is expected to reduce our maximum potential undiscounted payments under the Contingent Equity Contribution Agreement. See Item 3. Legal Proceedings for additional information regarding the Contingent Equity Contribution Agreement. We continuously evaluate our capital plan and make changes as conditions warrant.

#### Cash Commitments

Our material cash requirements include the following contractual obligations and other cash commitments as of December 31, 2022 December 31, 2023.

Our contractual obligations primarily consist of outstanding borrowings on debt, commitment and administrative fees and interest. Additional information for third-party debt is included in Item 8. Financial Statements and Supplementary Data – Note 17. See Item 8. Financial Statements and Supplementary Data – Note 6 for additional information for the related party loan. Our cash commitment at December 31, 2022 December 31, 2023 was \$32,464 million, \$33.5 billion, with \$2.1 billion payable within 12 months. We intend to repay the short-term maturities with existing cash on hand, short-term borrowings under our revolving credit agreements, or with the proceeds of new long-term debt, depending on, among other things, market conditions.

Our contractual commitment for co-location services agreements was \$4,004 million \$4.1 billion at December 31, 2022 December 31, 2023. These agreements obligate us to pay MPC for operational and other services provided to the subsidiaries of MPLX Refining Logistics Operations LLC. The co-location agreements have remaining terms up to 46 years.

Finance and operating leases relate primarily to facilities and equipment under lease, including ground leases, building space, office and field equipment, storage facilities and transportation equipment. See Item 8. Financial Statements and Supplementary Data – Note 20 for further discussion about our lease obligations. Our cash commitment at December 31, 2022 December 31, 2023 was \$977 \$934 million.

Transportation, terminalling, and terminalling gathering and processing agreements that obligate us to minimum volume, throughput or payment commitments over the remaining terms of the agreements, have terms that range from less than one year to nine eight years. We expect to pass any minimum payment commitments through to producer customers. Minimum These agreements may include escalation clauses based on various inflationary indices; however, those potential increases have not been incorporated in minimum fees due under transportation these agreements do not include potential fee increases as required by FERC, presented below. See Item 8. Financial Statements and Supplementary Data – Note 21 for further discussion. Our cash commitment at December 31, 2022 December 31, 2023 was \$878 million \$833 million.

We have commitments At December 31, 2023, our contractual commitment under contracts to acquire property, plant and equipment for which additional information is included in Item 8. Financial Statements and Supplementary Data – Note 21. Our cash commitment at December 31, 2022 was \$165 million. These commitments were primarily related to G&P plant expansions.

Natural gas purchase obligations consist primarily of a purchase agreement with a producer in our Southern Appalachia Operations. The contract provides for the purchase of keep-whole volumes at a specific price and is a component of a broader regional arrangement. The contract price is designed to share a portion of the frac spread with the producer and as a result, the amounts reflected for the obligation exceed the cost of purchasing the keep-whole volumes at a market price. The contract is considered an embedded derivative (see Item 8. Financial Statements and Supplementary Data – Note 16 for the fair value of the frac spread sharing component). We use the estimated future frac spreads as of December 31, 2022 for calculating this obligation. The counterparty to the contract has the option to renew the gas purchase agreement and the related keep-whole processing agreement after 2027. Our cash commitment, not including this renewal option, at December 31, 2022 was \$40 million \$136 million.

Our other cash commitments consist of expense projects, right of way and easement obligations, natural gas purchase obligations, and ARO commitments. These other cash commitments at December 31, 2022 December 31, 2023 totaled \$224 million \$339 million.

In addition, we have omnibus agreements and employee agreements with MPC. One of the omnibus agreements with MPC addresses our payment of a fixed annual fee to MPC for the provision of executive management services by certain executive officers of our general partner and our reimbursement to MPC for the provision of certain general and administrative services to us.

We also pay MPC additional amounts based on the costs actually incurred by MPC in providing other services, except for the portion of the amount attributable to engineering services, which is based on the amounts actually incurred by MPC and its affiliates plus an incremental surcharge. In addition, we are obligated to reimburse MPC for most out-of-pocket costs and expenses incurred by MPC on our behalf.

MPLX has various employee agreements with MPC under which MPLX reimburses MPC for employee benefit expenses, along with the provision of operational and management services in support of both our L&S and G&P segments' operations.

We incurred \$1,723 million \$1.8 billion of costs under various agreements with MPC, including the omnibus, co-location and employee agreements for 2022, 2023.

#### Effects of Inflation

Inflation did not have a material impact on our results of operations for the years ended December 31, 2022 December 31, 2023, 2021 2022 or 2020, 2021. We have observed higher costs for labor and materials used in our business during the year ended December 31, 2022 December 31, 2023. To the extent permitted by competition, regulation and our existing agreements, we have and expect to continue to pass along a portion of increased costs to our customers in the form of higher fees.

#### TRANSACTIONS WITH RELATED PARTIES

As of December 31, 2022 December 31, 2023, MPC owned our general partner and an approximate 65 percent limited partner interest in us. We perform a variety of services for MPC related to the transportation of crude and refined products, including renewable diesel, via pipeline truck or marine, as well as terminal services, storage services and fuels distribution and marketing services, among others. The services that we provide may be based on regulated tariff rates or on contracted rates. In addition, MPC performs certain services for us related to information technology, engineering, legal, accounting, treasury, human resources and other administrative services. For further discussion of agreements and activity with MPC and related parties see Item 1. Business and Item 8. Financial Statements and Supplementary Data – Note 6.

Excluding significant non-cash items, including losses for impairment of equity method investments and gains on lease reclassifications, MPC accounted for 50 percent, 47 percent 50 percent and 55 50 percent of our total revenues and other income for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. Of our total costs and expenses, excluding impairment expense, MPC accounted for 27 percent, 25 percent 26 percent and 30 26 percent for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

#### ENVIRONMENTAL MATTERS AND COMPLIANCE COSTS

We are subject to extensive federal, state and local environmental laws and regulations. These laws, which change frequently, regulate the discharge of materials into the environment or otherwise relate to protection of the environment. Compliance with these laws and regulations may require us to remediate environmental damage from any discharge of hazardous, petroleum or chemical substances from our facilities or require us to install additional pollution control equipment on our equipment and facilities. Our failure to comply with these or any other environmental or safety-related regulations could result in the assessment of administrative, civil or criminal penalties, the imposition of investigatory and remedial liabilities, and the issuance of injunctions that may subject us to additional operational constraints.

Future expenditures may be required to comply with the CAA and other federal, state and local requirements for our various facilities. The impact of these legislative and regulatory developments, if enacted or adopted, could result in increased compliance costs and additional operating restrictions on our business, each of which could have an adverse impact on our financial position, results of operations and liquidity. MPC will indemnify us for certain of these costs.

Legislation and regulations pertaining to climate change and GHG emissions have the potential to materially adversely impact our business, financial condition, results of operations and cash flows, including costs of compliance and permitting delays. The extent and magnitude of these adverse impacts cannot be reliably or accurately estimated at this time because specific regulatory and legislative requirements have not been finalized and uncertainty exists with respect to the measures being considered, the costs and the time frames for compliance, and our ability to pass compliance costs on to our customers.

We have incurred and may continue to incur substantial capital, operating and maintenance, and remediation expenditures as a result of these environmental laws and regulations. If these expenditures, as with all costs, are not ultimately reflected in the fees and tariff rates we receive for our services, our operating results will be adversely affected. We believe that substantially all of our competitors must comply with similar environmental laws and regulations. However, the specific impact on each competitor may vary depending on a number of factors, including, but not limited to, the age and location of its operating facilities. Our environmental expenditures for each of the past three years were:



(1) Based on the American Petroleum Institute's definition of environmental expenditures.

(2) These amounts include spending charged against remediation reserves and exclude non-cash accruals for environmental remediation. Environmental remediation costs increased in 2022 compared to 2021 due to a release of crude oil on our pipeline near Edwardsville, Illinois in March of 2022.

We accrue for environmental remediation activities when the responsibility to remediate is probable and the amount of associated costs can be reasonably estimated. As environmental remediation matters proceed toward ultimate resolution or as additional remediation obligations arise, charges in excess of those previously accrued may be required.

New or expanded environmental requirements, which could increase our environmental costs, may arise in the future. We believe we comply with all legal requirements regarding the environment, but since not all of them are fixed or presently determinable (even under existing legislation) and may be affected by future legislation or regulations, it is not possible to predict all of the ultimate costs of compliance, including remediation costs that may be incurred and penalties that may be imposed.

Our environmental capital expenditures are expected to approximate \$18 million \$31 million in 2023 2024. Actual expenditures may vary as the number and scope of environmental projects are revised as a result of improved technology or changes in regulatory requirements and could increase if additional projects are identified or additional requirements are imposed.

For more information on environmental regulations that impact us, or could impact us, see Item 1. Business – Regulatory Matters and Item 1A. Risk Factors.

#### CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the respective reporting periods. Accounting estimates are considered to be critical if (i) the nature of the estimates and assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (ii) the impact of the estimates and assumptions on financial condition or operating performance is material. Actual results could differ from the estimates and assumptions used.

The policies and estimates discussed below are considered by management to be critical to an understanding of our financial statements because their application requires the most significant judgments from management in estimating matters for financial reporting that are inherently uncertain. See Item 8. Financial Statements and Supplementary Data – Note 2 for additional information on these policies and estimates, as well as a discussion of additional accounting policies and estimates.

#### **Fair Value Estimates**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are three approaches for measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach, each of which includes multiple valuation techniques. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to measure fair value by converting future amounts, such as cash flows or earnings, into a single present value amount using current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace the service capacity of an asset. This is often referred to as current replacement cost. The cost approach assumes that the fair value would not exceed what it would cost a market participant to acquire or construct a substitute asset of comparable utility, adjusted for obsolescence.

The fair value accounting standards do not prescribe which valuation technique should be used when measuring fair value and do not prioritize among the techniques. These standards establish a fair value hierarchy that prioritizes the inputs used in applying the various valuation techniques. Inputs broadly refer to the assumptions that market participants use to make pricing decisions, including assumptions about risk. Level 1 inputs are given the highest priority in the fair value hierarchy while Level 3 inputs are given the lowest priority. The three levels of the fair value hierarchy are as follows:

- Level 1 - Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets as of the measurement date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data. These are inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the measurement date.
- Level 3 - Unobservable inputs that are not corroborated by market data and may be used with internally developed methodologies that result in management's best estimate of fair value.

Valuation techniques that maximize the use of observable inputs are favored. Assets and liabilities are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy. We use an income or market approach for recurring fair value measurements and endeavor to use the best information available. We use a cost method approach for non-recurring fair value measurements related to the valuation of our leased assets. See Item 8. Financial Statements and Supplementary Data - Note 15 for disclosures regarding our fair value measurements.

Significant uses of fair value measurements include:

- assessment of impairment of long-lived assets, intangible assets, goodwill and equity method investments;
- assessment of values for assets in implicit leases, including sales-type leases;
- assessment of values for underlying assets to record net investment in sales-type leases;
- recorded values for assets acquired and liabilities assumed in connection with acquisitions; and
- recorded values of derivative instruments.

#### **Impairment Assessments of Long-Lived Assets, Intangible Assets, Goodwill and Equity Method Investments**

Fair value calculated for the purpose of testing our long-lived assets, intangible assets, goodwill and equity method investments for impairment is estimated using the expected present value of future cash flows method and comparative market prices when appropriate. Significant judgment is involved in performing these fair value estimates since the results are based on forecasted assumptions. Significant assumptions include:

- *Future Operating Performance.* Our estimates of future operating performance are based on our analysis of various supply and demand factors, which include, among other things, industry-wide capacity, our planned utilization rate, end-user demand, capital expenditures and economic conditions as well as commodity prices. Such estimates are consistent with those used in our planning and capital investment reviews.
- *Future volumes.* Our estimates of future throughput of crude oil, natural gas, NGL and refined product volumes are based on internal forecasts and depend, in part, on assumptions about our customers' drilling activity which is inherently subjective and contingent upon a number of variable factors (including future or expected crude oil and natural gas pricing considerations), many of which are difficult to forecast. Management considers these volume forecasts and other factors when developing our forecasted cash flows.
- *Discount rate commensurate with the risks involved.* We apply a discount rate to our cash flows based on a variety of factors, including market and economic conditions, operational risk, regulatory risk and political risk. This discount rate is also compared to recent observable market transactions, if possible. A higher discount rate decreases the net present value of cash flows.
- *Future capital requirements.* These are based on authorized spending and internal forecasts.

Assumptions about the macroeconomic environment are inherently subjective and difficult to forecast. We base our fair value estimates on projected financial information which we believe to be reasonable. However, actual results may differ from these projections.

The need to test for impairment can be based on several indicators, including a significant reduction in prices of or demand for commodities, a poor outlook for profitability, a significant reduction in pipeline throughput volumes, a significant reduction in natural gas or NGL volumes processed, other changes to contracts or changes in the regulatory environment in which the asset or equity method

investment is located.

#### **Long-lived Asset Impairment Assessments**

Long-lived assets used in operations are assessed for impairment whenever changes in facts and circumstances indicate that the carrying value of the assets may not be recoverable based on the expected undiscounted future cash flow of an asset group. For purposes of impairment evaluation, long-lived assets must be grouped at the lowest level for which independent cash flows can be identified, which is at least at the segment level and in some cases for similar assets in the same geographic region where cash flows can be separately identified. If the sum of the undiscounted cash flows is less than the carrying value of an asset group, fair value is calculated, and the carrying value is written down if greater than the calculated fair value.

#### **Goodwill Impairment Assessments**

Unlike long-lived assets, goodwill must be tested for impairment at least annually, and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Goodwill is tested for impairment at the reporting unit level. We have five reporting units, three of which have goodwill allocated to them. A goodwill impairment loss is measured as the amount by which a reporting unit's carrying value exceeds its fair value, without exceeding the recorded amount of goodwill.

At **December 31, 2022** December 31, 2023, MPLX had three reporting units with goodwill totaling approximately \$7.6 billion, which includes goodwill associated with our Crude Gathering reporting unit of \$1.1 billion. For the annual impairment assessment as of **November 30, 2022** November 30, 2023, management performed only a qualitative assessment for two reporting units as we determined it was more likely than not that the fair values of the reporting units exceeded their carrying values. The fair value of the Crude Gathering reporting unit for which a quantitative assessment was performed was determined based on applying both a discounted cash flow, or income approach, as well as a market approach which resulted in the fair value of the reporting unit exceeding its carrying value by greater than 10 percent. The significant assumptions that were used to develop the estimate of the fair value **under the discounted cash flow method** included management's best estimates of the discount rate as well as estimates of future cash flows, which are impacted primarily by producer customers' development plans, which impact **the reporting unit's** future volumes and capital requirements. A 100-basis point increase to the discount rate used to estimate the fair value of the reporting unit would not have resulted in a goodwill impairment charge as of **November 30, 2022** November 30, 2023.

**Significant assumptions used to estimate the reporting unit fair value included estimates of future cash flows and market information for comparable businesses.** Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As a result, there can be no assurance that the estimates and assumptions made for purposes of the impairment tests will prove to be an accurate prediction of the future. See Item 8. Financial Statements and Supplementary Data - Note 14 for additional information relating to our reporting units and goodwill.

#### **Equity Method Investment Impairment Assessments**

Equity method investments are assessed for impairment whenever factors indicate an other-than-temporary loss in value. Factors providing evidence of such a loss include the fair value of an investment that is less than its carrying value, absence of an ability to recover the carrying value or the investee's inability to generate income sufficient to justify our carrying value. At **December 31, 2022** December 31, 2023, we had **\$4.1 billion** \$3.7 billion of equity method investments recorded on the Consolidated Balance Sheets.

An estimate of the sensitivity to net income resulting from impairment calculations is not practicable, given the numerous assumptions (e.g., pricing, volumes and discount rates) that can materially affect our estimates. That is, unfavorable adjustments to some of the above listed adjustments may be offset by favorable adjustments in other assumptions.

See Item 8. Financial Statements and Supplementary Data - Note 5 for additional information on our equity method investments and Note 14 for additional information on our goodwill and intangibles.

#### **Leases**

In accounting for leases, we analyze new or modified leases for lease classification. One of the key inputs into the lease classification analysis is the fair value of the leased assets. For newly classified sales-type leases, the net investment in the lease is recorded at the estimated fair value of the underlying leased assets. Significant assumptions used to estimate the leased assets' fair value include market information for comparable assets and cost estimates to replace the service capacity of an asset.

#### **Variable Interest Entities**

We evaluate all legal entities in which we hold an ownership or other pecuniary interest to determine if the entity is a VIE. Our interests in a VIE are referred to as variable interests. Variable interests can be contractual, ownership or other pecuniary interests in an entity that change with changes in the fair value of the VIE's assets. When we conclude that we hold an interest in a VIE, we must determine if we are the entity's primary beneficiary. A primary beneficiary is deemed to have a controlling financial interest in a VIE. This controlling financial interest is evidenced by both (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and (ii) the obligation to absorb losses that could potentially be significant to the VIE or the right to receive benefits that could potentially be significant to the VIE. We consolidate any VIE when we determine that we are the primary beneficiary. We must disclose the nature of any interests in a VIE that is not consolidated.

Significant judgment is exercised in determining that a legal entity is a VIE and in evaluating our interest in a VIE. We use primarily a qualitative analysis to determine if an entity is a VIE. We evaluate the entity's need for continuing financial support; the equity holder's lack of a controlling financial interest; and/or if an equity holder's voting interests are disproportionate to its obligation to absorb expected losses or receive residual returns. We evaluate our interests in a VIE to determine whether we are the primary beneficiary. We use a primarily qualitative analysis to determine if we are deemed to have a controlling financial interest in the VIE, either on a standalone basis or as part of a related party group. We continually monitor our interests in legal entities for changes in the design or activities of an entity and changes in our interests, including our status as the primary beneficiary to determine if the changes require us to revise our previous conclusions.

Changes in the design or nature of the activities of a VIE, or our involvement with a VIE, may require us to reconsider our conclusions on the entity's status as a VIE and/or our status as the primary beneficiary. Such reconsideration requires significant judgment and understanding of the organization. This could result in the deconsolidation or consolidation of the affected subsidiary, which would have a significant impact on our financial statements.

VIEs are discussed in Item 8. Financial Statements and Supplementary Data - Note 5.

#### **Contingent Liabilities**

We accrue contingent liabilities for legal actions, claims, litigation, environmental remediation, tax deficiencies related to operating taxes and third-party indemnities for specified tax matters when such contingencies are both probable and estimable. We regularly assess these estimates in consultation with legal counsel to consider resolved and new matters, material developments in court proceedings or settlement discussions, new information obtained as a result of ongoing discovery and past experience in defending and settling similar matters. Actual costs can differ from estimates for many reasons. For instance, settlement costs for claims and litigation can vary from estimates based on differing interpretations of laws, opinions on degree of responsibility and assessments of the amount of damages. Similarly, liabilities for environmental remediation may vary from estimates because of changes in laws, regulations and their interpretation, additional information on the extent and nature of site contamination and improvements in technology.

We generally record losses related to these types of contingencies as cost of revenues or selling, general and administrative expenses on the Consolidated Statements of Income, except for tax deficiencies unrelated to income taxes, which are recorded as other taxes.

An estimate of the sensitivity to net income if other assumptions had been used in recording these liabilities is not practical because of the number of contingencies that must be assessed, the number of underlying assumptions and the wide range of reasonably possible outcomes, in terms of both the probability of loss and the estimates of such loss.

For additional information on contingent liabilities, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Environmental Matters and Compliance Costs and Item 8. Financial Statements and Supplementary Data - Note 21.

#### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to market risks related to the volatility of commodity prices. We employ various strategies, including the potential use of commodity derivative instruments, to economically hedge the risks related to these price fluctuations. We are also exposed to market risks related to changes in interest rates. As of **December 31, 2022** **December 31, 2023**, we did not have any open financial or commodity derivative instruments to hedge the economic risks related to interest rate fluctuations or the volatility of commodity prices, respectively; however, we continually monitor the market and our exposure and may enter into these arrangements in the future.

##### **Commodity Price Risk**

We may at times use a variety of commodity derivative instruments, including futures and options, as part of an overall program to economically hedge commodity price risk. A portion of our profitability is directly affected by prevailing commodity prices primarily as a result of purchasing and selling NGLs and natural gas at index-related prices. To the extent that commodity prices influence the level of drilling by our producer customers, such prices also indirectly affect profitability. We may enter into derivative contracts, which are primarily swaps traded on the Over-the-Counter market as well as fixed price forward contracts. Our risk management policy does not allow us to enter into speculative positions with our derivative contracts. Execution of our hedge strategy and the continuous monitoring of commodity markets and our open derivative positions are carried out by our hedge committee, comprised of members of senior management.

To mitigate our cash flow exposure to fluctuations in the price of NGLs, we may use NGL derivative swap contracts. A small portion of our NGL price exposure may be managed by using crude oil contracts. To mitigate our cash flow exposure to fluctuations in the price of natural gas, we may use natural gas derivative swap contracts, taking into account the partial offset of our long and short natural gas positions resulting from normal operating activities.

We would be exposed to additional commodity risk in certain situations such as if producers under-deliver or over-deliver products or if processing facilities are operated in different recovery modes. In the event that we have derivative positions in excess of the product delivered or expected to be delivered, the excess derivative positions may be terminated.

Management conducts a standard credit review on counterparties to derivative contracts, and we have provided the counterparties with a guaranty as credit support for our obligations. We use standardized agreements that allow for offset of certain positive and negative exposures in the event of default or other terminating events, including bankruptcy.

##### **Outstanding Derivative Contracts**

We have a natural gas purchase commitment embedded in a keep-whole processing agreement with a producer customer in the Southern Appalachian region expiring in December 2027. The customer has the unilateral option to extend the agreement for one five-year term through December 2032. For accounting purposes, the natural gas purchase commitment and the term extending option has been aggregated into a single compound embedded derivative. The probability of the customer exercising its option is determined based on assumptions about the customer's potential business strategy decision points that may exist at the time they would elect whether to renew the contract. The changes in fair value of this compound embedded derivative are based on the difference between the contractual and index pricing, and the probability of the producer customer exercising its option to extend. The changes in fair value are recorded in earnings through Purchased product costs on the Consolidated Statements of Income. As of **December 31, 2022** both **December 31, 2023** and **2021, 2022**, the estimated fair value of this contract was a liability of \$61 million **and \$108 million, respectively**.

##### **Open Derivative Positions and Sensitivity Analysis**

The estimated fair value of our Level 2 and 3 financial instruments are sensitive to the assumptions used in our pricing models. Sensitivity analysis of a ten percent difference in our estimated fair value of Level 2 and 3 commodity derivatives (excluding embedded derivatives) as of **December 31, 2022** **December 31, 2023** would not have affected incremental effects on income before income taxes, **for the year ended December 31, 2022**, given we had no open commodity derivative contracts **during the year** **as of December 31, 2023**. We evaluate our portfolio of commodity derivative instruments on an ongoing basis and add or revise strategies in anticipation of changes in market conditions and in risk profiles.

##### **Interest Rate Risk**

Sensitivity analysis of the effect of a hypothetical 100-basis-point change in interest rates on third-party outstanding debt, excluding finance leases, is provided in the following table. Fair value of cash and cash equivalents, receivables, accounts payable and accrued interest approximate carrying value and are relatively insensitive to changes in interest rates due to the short-term maturity of the instruments. Accordingly, these instruments are excluded from the table.

(In millions)	(In millions)	Change in Income before income taxes for the Year Ended December 31, 2022			Fair Value as of December 31, 2023 <sup>(1)</sup>	Change in Fair Value <sup>(2)</sup>	Change in Income before income taxes for the Year Ended December 31, 2023 <sup>(3)</sup>
		Fair Value as of December 31, 2022 <sup>(1)</sup>	Change in Fair Value <sup>(2)</sup>	December 31, 2022 <sup>(3)</sup>			
		as of December 31, 2022 <sup>(1)</sup>	in Fair Value <sup>(2)</sup>	December 31, 2022 <sup>(3)</sup>			
Outstanding debt	Outstanding debt						
Fixed-rate	Fixed-rate	\$ 18,095	\$ 1,422	N/A			
Fixed-rate	Fixed-rate				\$ 19,377	\$ 1,568	N/A
Variable-rate <sup>(4)</sup>	Variable-rate <sup>(4)</sup>	\$ —	\$ —	\$ 1			

(1) Fair value was based on market prices, where available, or current borrowing rates for financings with similar terms and maturities.

(2) Assumes a 100-basis-point decrease in the weighted average yield-to-maturity at December 31, 2022 December 31, 2023.

(3) Assumes a 100-basis-point change in interest rates. The change to income before income taxes was based on the weighted average balance of all outstanding variable-rate debt for the year ended December 31, 2022 December 31, 2023.

(4) MPLX had no outstanding borrowings on the MPLX Credit Agreement as of December 31, 2022 December 31, 2023.

Our use of fixed or variable-rate debt directly exposes us to interest rate risk. Fixed rate debt, such as our senior notes, exposes us to changes in the fair value of our debt due to changes in market interest rates. Fixed rate debt also exposes us to the risk that we may need to refinance maturing debt with new debt at higher rates or that our current fixed rate debt may be higher than the current market. Variable-rate debt, such as borrowings under our revolving credit facilities, exposes us to short-term changes in market rates that impact our interest expense.

#### Credit Risk

We are subject to risk of loss resulting from non-payment by our customers to whom we provide services, lease assets, or sell natural gas or NGLs. We believe that certain contracts where we sell NGLs and act as our producer customers' agent would allow us to pass those losses through to our customers, thus reducing our risk. Our credit exposure related to these customers is represented by the value of our trade receivables or lease receivables. Where exposed to credit risk, we analyze the customer's financial condition prior to entering into a transaction or agreement, establish credit terms and monitor the appropriateness of these terms on an ongoing basis. In the event of a customer default, we may sustain a loss and our cash receipts could be negatively impacted.

#### Item 8. Financial Statements and Supplementary Data

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#### [Management's Responsibilities for Financial Statements](#)

The accompanying consolidated financial statements of MPLX LP and its subsidiaries (the "Partnership") are the responsibility of management of the Partnership's general partner, MPLX GP LLC, and have been prepared in conformity with accounting principles generally accepted in the United States of America. They necessarily include some amounts that are based on best judgments and estimates. The financial information displayed in other sections of this Annual Report on Form 10-K is consistent with these consolidated financial statements.

MPLX GP LLC seeks to assure the objectivity and integrity of the Partnership's financial records by careful selection of its managers, by organizational arrangements that provide an appropriate division of responsibility and by communications programs aimed at assuring that its policies and methods are understood throughout the organization.

The MPLX GP LLC Board of Directors pursues its oversight role in the area of financial reporting and internal control over financial reporting through its Audit Committee. This committee, composed solely of independent directors, regularly meets (jointly and separately) with the independent registered public accounting firm, management and internal auditors to monitor the proper discharge by each of their responsibilities relative to internal accounting controls and the consolidated financial statements.

*/s/ Michael J. Hennigan*

*Michael J. Hennigan*

*Chairman of the Board, President and Chief Executive Officer of MPLX GP LLC  
(the general partner of MPLX LP)*

*/s/ John J. Quaid C. Kristopher Hagedorn*

*John J. Quaid C. Kristopher Hagedorn*

*Director, Executive Vice President and Chief Financial Officer of MPLX GP LLC  
(the general partner of MPLX LP)*

*/s/ Kelly D. Wright*

*Kelly D. Wright*

*Vice President and Controller of MPLX GP LLC  
(the general partner of MPLX LP)*

#### **Management's Report on Internal Control over Financial Reporting**

MPLX LP's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). An evaluation of the design and effectiveness of our internal control over financial reporting, based on the framework in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, was conducted under the supervision and with the participation of management, including *our* *the* chief executive officer and chief financial officer, *officer of our general partner*. Based on the results of this evaluation, MPLX LP's management concluded that its internal control over financial reporting was effective as of *December 31, 2022* *December 31, 2023*.

The effectiveness of MPLX LP's internal control over financial reporting as of *December 31, 2022* *December 31, 2023* has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

*/s/ Michael J. Hennigan*

*Michael J. Hennigan*

*Chairman of the Board, President and Chief Executive Officer of MPLX GP LLC  
(the general partner of MPLX LP)*

*/s/ John J. Quaid C. Kristopher Hagedorn*

*John J. Quaid C. Kristopher Hagedorn*

*Director, Executive Vice President and Chief Financial Officer of MPLX GP LLC  
(the general partner of MPLX LP)*

#### **Report of Independent Registered Public Accounting Firm**

To the Partners of MPLX LP and the Board of Directors of MPLX GP LLC

#### **Opinions on the Financial Statements and Internal Control over Financial Reporting**

We have audited the accompanying consolidated balance sheets of MPLX LP and its subsidiaries (the "Company") as of *December 31, 2022* *December 31, 2023* and *2021, 2022*, and the related consolidated statements of income, of comprehensive income, of equity and Series A preferred units and of cash flows for each of the three years in the period ended *December 31, 2022* *December 31, 2023*, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of *December 31, 2022* *December 31, 2023*, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of *December 31, 2022* *December 31, 2023* and *2021, 2022*, and the results of its operations and its cash flows for each of the three years in the period ended *December 31, 2022* *December 31, 2023* in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of *December 31, 2022* *December 31, 2023*, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

#### **Basis for Opinions**

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.

Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

**Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Critical Audit Matters**

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

**Goodwill Impairment Test - Crude Gathering Reporting Unit**

As described in Note 14 to the consolidated financial statements, the Company's consolidated goodwill balance was \$7,645 million as of December 31, 2022 December 31, 2023. Additionally, as disclosed by management, the goodwill balance at December 31, 2022 December 31, 2023 includes goodwill associated with the Crude Gathering reporting unit of \$1.1 billion. Management annually evaluates goodwill for impairment as of November 30, as well as whenever events or changes in circumstances indicate it is more likely than not that the fair value of a reporting unit with goodwill is less than its carrying amount. The fair value of each reporting unit is determined based on applying both a discounted cash flow method, or income approach, as well as a market approach. The significant assumptions that were used to develop the estimates of the fair values under the discounted cash flow method included management's best estimates of the discount rate, as well as estimates of future cash flows, which are impacted primarily by producer customers' development plans, which impact the reporting unit's future volumes and capital requirements.

The principal considerations for our determination that performing procedures relating to the goodwill impairment test of the Crude Gathering reporting unit is a critical audit matter are the significant judgment by management when determining the fair value of the reporting unit, which led to a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating audit evidence relating to management's significant assumption related to future volumes.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill impairment test, including controls over the determination of the fair value of the Crude Gathering reporting unit. These procedures also included, among others, testing management's process for determining the fair value of the reporting unit; evaluating the appropriateness of the income and market approaches used; testing the completeness and accuracy of underlying data used by management in the approaches; and evaluating the reasonableness of the significant assumption related to future volumes. Evaluating the assumption related to future volumes involved (i) considering whether the assumption used was reasonable considering past performance of the reporting unit, producer customers' historical and future production volumes, and industry outlook reports, and (ii) considering whether the assumption was consistent with evidence obtained in other areas of the audit.

/s/ PricewaterhouseCoopers LLP

Toledo, Ohio

February 23, 2023 28, 2024

We have served as the Company's auditor since 2012.

**MPLX LP**  
**Consolidated Statements of Income**

(In millions, except per unit data)	2022	2021	2020
<b>Revenues and other income:</b>			
Service revenue	\$ 2,359	\$ 2,313	\$ 2,397
Service revenue - related parties	3,754	3,628	3,580
Service revenue - product related	394	345	155
Rental income	327	376	398
Rental income - related parties	763	743	952
Product sales	2,219	1,590	636
Product sales - related parties	198	145	128
Sales-type lease revenue	62	—	—

Sales-type lease revenue - related parties	465	435	152
Income/(loss) from equity method investments	476	321	(936)
Other income <sup>(1)</sup>	485	21	5
Other income - related parties	111	110	102
Total revenues and other income	11,613	10,027	7,569
<b>Costs and expenses:</b>			
Cost of revenues (excludes items below)	1,369	1,184	1,326
Purchased product costs	2,063	1,585	539
Rental cost of sales	123	136	135
Rental cost of sales - related parties	54	109	160
Purchases - related parties	1,413	1,219	1,116
Depreciation and amortization	1,230	1,287	1,377
Impairment expense	—	42	2,165
General and administrative expenses	335	353	378
Restructuring expenses	—	—	37
Other taxes	115	120	125
Total costs and expenses	6,702	6,035	7,358
<b>Income from operations</b>			
Related-party interest and other financial costs	4,911	3,992	211
Interest expense, net of amounts capitalized	5	8	5
Other financial costs	843	785	829
77	86	62	
<b>Income/(loss) before income taxes</b>			
Less: Net income attributable to noncontrolling interests	3,986	3,113	(685)
Provision for income taxes	8	1	2
<b>Net income/(loss)</b>			
3,978	3,112	(687)	
Less: Series A preferred unit distributions	34	35	33
<b>Net income/(loss) attributable to MPLX LP</b>			
Less: Series B preferred unit distributions	3,944	3,077	(720)
88	100	81	
41	41	41	
<b>Limited partners' interest in net income/(loss) attributable to MPLX LP</b>	\$ 3,815	\$ 2,936	\$ (842)
Per Unit Data (See Note 8)			
<b>Net income/(loss) attributable to MPLX LP per limited partner unit:</b>			
Common - basic	\$ 3.75	\$ 2.86	\$ (0.80)
Common - diluted	\$ 3.75	\$ 2.86	\$ (0.80)
<b>Weighted average limited partner units outstanding:</b>			
Common - basic	1,010	1,027	1,051
Common - diluted	1,010	1,027	1,051

(1) 2022 includes a \$509 million non-cash gain on a lease reclassification. See Note 20 for additional information.

(In millions, except per unit data)	2023	2022	2021
<b>Revenues and other income:</b>			
Service revenue	\$ 2,539	\$ 2,359	\$ 2,313
Service revenue - related parties	3,985	3,754	3,628
Service revenue - product related	294	394	345
Rental income	243	327	376
Rental income - related parties	822	763	743
Product sales	1,665	2,219	1,590
Product sales - related parties	250	198	145
Sales-type lease revenue	136	62	—
Sales-type lease revenue - related parties	500	465	435
Income from equity method investments	600	476	321
Other income	126	485	21
Other income - related parties	121	111	110
Total revenues and other income	11,281	11,613	10,027
<b>Costs and expenses:</b>			
Cost of revenues (excludes items below)	1,401	1,369	1,184

Purchased product costs	1,598	2,063	1,585
Rental cost of sales	82	123	136
Rental cost of sales - related parties	33	54	109
Purchases - related parties	1,544	1,413	1,219
Depreciation and amortization	1,213	1,230	1,287
Impairment expense	—	—	42
General and administrative expenses	379	335	353
Other taxes	131	115	120
Total costs and expenses	<u>6,381</u>	<u>6,702</u>	<u>6,035</u>
<b>Income from operations</b>	<b>4,900</b>	<b>4,911</b>	<b>3,992</b>
Related-party interest and other financial costs	—	5	8
Interest expense, net of amounts capitalized	897	843	785
Other financial costs, net	26	77	86
<b>Income before income taxes</b>	<b>3,977</b>	<b>3,986</b>	<b>3,113</b>
Provision for income taxes	11	8	1
<b>Net income</b>	<b>3,966</b>	<b>3,978</b>	<b>3,112</b>
Less: Net income attributable to noncontrolling interests	38	34	35
<b>Net income attributable to MPLX LP</b>	<b>3,928</b>	<b>3,944</b>	<b>3,077</b>
Less: Series A preferred unitholders' interest in net income	94	88	100
Less: Series B preferred unitholders' interest in net income	5	41	41
<b>Limited partners' interest in net income attributable to MPLX LP</b>	<b>\$ 3,829</b>	<b>\$ 3,815</b>	<b>\$ 2,936</b>
Per Unit Data (See Note 8)			
<b>Net income attributable to MPLX LP per limited partner unit:</b>			
Common - basic	\$ 3.80	\$ 3.75	\$ 2.86
Common - diluted	\$ 3.80	\$ 3.75	\$ 2.86
<b>Weighted average limited partner units outstanding:</b>			
Common - basic	1,001	1,010	1,027
Common - diluted	1,002	1,010	1,027

The accompanying notes are an integral part of these consolidated financial statements.

MPLX LP					
Consolidated Statements of Comprehensive Income					
(In millions)	(In millions)	2022	2021	2020	(In millions)
Net income/(loss)		\$ 3,978	\$ 3,112	(\$ 687)	
<b>Net income</b>					
<b>Other comprehensive income/(loss), net of tax:</b>					
Other comprehensive income/(loss), net of tax:					
Remeasurements of pension and other postretirement benefits related to equity method investments, net of tax	Remeasurements of pension and other postretirement benefits related to equity method investments, net of tax	9	(2)	—	
Comprehensive income/(loss)		3,987	3,110	(687)	
Remeasurements of pension and other postretirement benefits related to equity method investments, net of tax	Remeasurements of pension and other postretirement benefits related to equity method investments, net of tax				
Remeasurements of pension and other postretirement benefits related to equity method investments, net of tax	Remeasurements of pension and other postretirement benefits related to equity method investments, net of tax				

Comprehensive income			
Less comprehensive income attributable to:	Less comprehensive income attributable to:		
Noncontrolling interests	Noncontrolling interests	34	35
		33	
<b>Comprehensive income/(loss) attributable to MPLX LP</b>		<b>\$3,953</b>	<b>\$3,075</b>
			<b>\$(720)</b>
Noncontrolling interests			
Noncontrolling interests			
Comprehensive income attributable to			
<b>MPLX LP</b>			

*The accompanying notes are an integral part of these consolidated financial statements.*

MPLX LP Consolidated Balance Sheets				December 31,		
(In millions)	(In millions)	2022	2021	(In millions)	2023	2022
<b>Assets</b>	<b>Assets</b>					
Cash and cash equivalents						
Cash and cash equivalents						
Cash and cash equivalents	Cash and cash equivalents	\$ 238	\$ 13			
Receivables, net	Receivables, net	737	654			
Current assets - related parties	Current assets - related parties	729	644			
Inventories	Inventories	148	142			
Other current assets	Other current assets	53	54			
Total current assets	Total current assets	1,905	1,507			
Equity method investments	Equity method investments	4,095	3,981			
Property, plant and equipment, net	Property, plant and equipment, net	18,848	20,042			
Intangibles, net	Intangibles, net	705	831			
Goodwill	Goodwill	7,645	7,657			
Right of use assets, net	Right of use assets, net	283	268			
Noncurrent assets - related parties	Noncurrent assets - related parties	1,225	1,161			
Other noncurrent assets	Other noncurrent assets	959	60			
Total assets	Total assets	35,665	35,507			
<b>Liabilities</b>	<b>Liabilities</b>					
Liabilities						

<b>Liabilities</b>			
Accounts payable			
Accounts payable			
Accounts payable	Accounts payable	224	172
Accrued liabilities	Accrued liabilities	269	363
Current liabilities - related parties	Current liabilities - related parties	343	1,780
Accrued property, plant and equipment	Accrued property, plant and equipment	128	97
Accrued property, plant and equipment			
Accrued property, plant and equipment			
Long-term debt due within one year			
Long-term debt due within one year			
Long-term debt due within one year	Long-term debt due within one year	988	499
Accrued interest payable	Accrued interest payable	237	202
Operating lease liabilities	Operating lease liabilities	46	59
Other current liabilities	Other current liabilities	166	176
Total current liabilities	Total current liabilities	2,401	3,348
Long-term deferred revenue	Long-term deferred revenue	219	383
Long-term liabilities - related parties	Long-term liabilities - related parties	338	302
Long-term debt	Long-term debt	18,808	18,072
Deferred income taxes	Deferred income taxes	13	10
Deferred income taxes			
Deferred income taxes			
Long-term operating lease liabilities	Long-term operating lease liabilities	230	205
Other long-term liabilities	Other long-term liabilities	142	170
Total liabilities	Total liabilities	22,151	22,490
Commitments and contingencies (see Note 21)	Commitments and contingencies (see Note 21)	Commitments and contingencies (see Note 21)	
Series A preferred units - (30 million and 30 million units issued and outstanding)	968	965	
Series A preferred units - (27 million and 30 million units outstanding)			
<b>Equity</b>	<b>Equity</b>		

Common unitholders - public (354 million and 369 million units issued and outstanding)	8,413	8,579
Common unitholders - MPC (647 million and 647 million units issued and outstanding)	3,293	2,638
Series B preferred units (0.6 million and 0.6 million units issued and outstanding)	611	611
<b>Equity</b>		
<b>Equity</b>		
Common unitholders - public (356 million and 354 million units outstanding)		
Common unitholders - public (356 million and 354 million units outstanding)		
Common unitholders - public (356 million and 354 million units outstanding)		
Common unitholders - MPC (647 million and 647 million units outstanding)		
Series B preferred units (0.0 million and 0.6 million units outstanding)		
Accumulated other comprehensive loss	Accumulated other comprehensive loss	
		(8) (17)
Total	Total	
MPLX	MPLX	
LP	LP	
partners'	partners'	
capital	capital	12,309 11,811
Noncontrolling interests	Noncontrolling interests	237 241
Total equity	Total equity	12,546 12,052
Total liabilities, preferred units and equity	Total liabilities, preferred units and equity	\$35,665 \$35,507

*The accompanying notes are an integral part of these consolidated financial statements.*

**MPLX LP**  
**Consolidated Statements of Cash Flows**

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
<b>Operating activities:</b>								
Net income/(loss)		\$3,978	\$3,112	\$ (687)				
Net income								
Net income								
Net income								

Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of deferred financing costs	Amortization of deferred financing costs			
Amortization of deferred financing costs	Amortization of deferred financing costs	73	70	61
Depreciation and amortization	Depreciation and amortization	1,230	1,287	1,377
Impairment expense	Impairment expense	—	42	2,165
Deferred income taxes	Deferred income taxes	3	(2)	(1)
Gain on sales-type leases		(509)	—	—
Loss/(gain) on disposal of assets		34	(13)	4
(Income)/loss from equity method investments		(476)	(321)	936
Gain on sales-type leases and equity method investments				
Gain on sales-type leases and equity method investments				
Gain on sales-type leases and equity method investments				
(Gain)/loss on disposal of assets				
Income from equity method investments				
Distributions from unconsolidated affiliates	Distributions from unconsolidated affiliates	578	508	459
Change in fair value of derivatives	Change in fair value of derivatives	(47)	45	3
Changes in:	Changes in:			
Receivables	Receivables			
Receivables	Receivables	14	(199)	62
Inventories	Inventories	(5)	(24)	(12)
Accounts payable and accrued liabilities	Accounts payable and accrued liabilities	(33)	193	36
Assets/liabilities - related parties	Assets/liabilities - related parties	40	101	8
Right of use assets/operating lease liabilities	Right of use assets/operating lease liabilities	(3)	(2)	(5)
Deferred revenue	Deferred revenue	108	88	112
All other, net	All other, net	34	26	3
Net cash provided by operating activities	Net cash provided by operating activities	5,019	4,911	4,521
Investing activities:	Investing activities:			

Additions to property, plant and equipment	Additions to property, plant and equipment	(806)	(529)	(1,183)
Additions to property, plant and equipment				
Additions to property, plant and equipment				
Acquisitions, net of cash acquired	Acquisitions, net of cash acquired	(28)	—	—
Disposal of assets				
Disposal of assets				
Disposal of assets	Disposal of assets	84	126	56
Investments in unconsolidated affiliates	Investments in unconsolidated affiliates	(217)	(151)	(266)
Investments in unconsolidated affiliates				
Investments in unconsolidated affiliates				
Distributions from unconsolidated affiliates - return of capital	Distributions from unconsolidated affiliates - return of capital	11	36	123
All other, net		—	—	8
Distributions from unconsolidated affiliates - return of capital				
Distributions from unconsolidated affiliates - return of capital				
Net cash used in investing activities				
Net cash used in investing activities				
Net cash used in investing activities	Net cash used in investing activities	(956)	(518)	(1,262)
<b>Financing activities:</b>				
<b>Financing activities:</b>				
Long-term debt - borrowings		3,379	4,175	6,810
- repayments		(2,202)	(5,821)	(6,414)
Related party debt - borrowings		2,989	8,493	6,264
- repayments		(4,439)	(7,043)	(6,858)
Long-term debt borrowings				
Long-term debt borrowings				
Long-term debt borrowings				
Long-term debt repayments				
Related party debt borrowings				
Related party debt repayments				
Debt issuance costs	Debt issuance costs	(29)	—	(25)
Unit repurchases	Unit repurchases	(491)	(630)	(33)
Unit repurchases				
Unit repurchases				
Redemption of Series B preferred units				
Distributions to noncontrolling interests				
Distributions to noncontrolling interests				
Distributions to noncontrolling interests	Distributions to noncontrolling interests	(38)	(39)	(37)
Distributions to Series A preferred unitholders	Distributions to Series A preferred unitholders	(85)	(100)	(81)

Distributions to Series B preferred unitholders	Distributions to Series B preferred unitholders	(41)	(41)	(41)
Distributions to unitholders and general partner	Distributions to unitholders and general partner	(2,921)	(3,432)	(2,884)
All other, net	All other, net			
Distributions to unitholders and general partner				
Contributions from MPC	Contributions from MPC	44	45	50
All other, net	All other, net			
All other, net	All other, net	(4)	(2)	(10)
Net cash used in financing activities	Net cash used in financing activities	(3,838)	(4,395)	(3,259)
Net change in cash, cash equivalents and restricted cash	Net change in cash, cash equivalents and restricted cash	225	(2)	—
Cash, cash equivalents and restricted cash at beginning of period	Cash, cash equivalents and restricted cash at beginning of period	13	15	15
Cash, cash equivalents and restricted cash at end of period	Cash, cash equivalents and restricted cash at end of period	\$ 238	\$ 13	\$ 15

*The accompanying notes are an integral part of these consolidated financial statements.*

**MPLX LP**  
**Consolidated Statements of Equity and Series A Preferred Units**

(In millions)	(In millions)	Partnership						Series A Preferred Unit-holders	
		Common		Common	Series B	Accumulated			
		Unit-holder	Unit-holder	Preferred	Other	Non- controlling	Total		
Public	MPC	Unit-holders	Loss	Interest			Total		
<b>Balance at December 31,</b>									
<b>2019</b>	\$ 10,800	\$ 4,968	\$ 611	\$ (15)	\$ 249	\$ 16,613	\$ 968		
Net income/(loss)	(307)	(535)	41	—	33	(768)	81		
Unit repurchases	(33)	—	—	—	—	(33)	—		
Distributions	(1,082)	(1,799)	(41)	—	(37)	(2,959)	(81)		
Contributions	—	261	—	—	—	261	—		
Wholesale Exchange	—	(102)	—	—	—	(102)	—		
Other	6	(1)	—	—	—	5	—		
<b>(In millions)</b>									
<b>(In millions)</b>									
Common Common Unit- Unit- Series B holder holder Preferred Unit- Non- Public MPC holders Loss Comprehensive controlling Accumulated Other Interests Total									
<b>Balance at</b>	<b>Balance at</b>								<b>Series A Preferred Unit-holders</b>
<b>December 31, December 31,</b>	<b>2020</b>	9,384	2,792	611	(15)	245	13,017	968	
<b>2020</b>	<b>2020</b>								
Net income	Net income	1,087	1,849	41	—	35	3,012	100	
Unit	Unit								
repurchases	repurchases	(630)	—	—	—	—	(630)	—	

Conversion of Series A preferred units	Conversion of Series A preferred units	3	—	—	—	—	3	(3)
Conversion of Series A preferred units								
Conversion of Series A preferred units								
Distributions								
Distributions								
Distributions	Distributions	(1,269)	(2,163)	(41)	—	(39)	(3,512)	(100)
Contributions	Contributions	—	160	—	—	—	160	—
Other	Other	4	—	—	(2)	—	2	—
Other								
Other								
<b>Balance at December 31, 2021</b>								
<b>Balance at December 31, 2021</b>								
<b>Balance at December 31, 2021</b>	<b>Balance at December 31, 2021</b>							
2021	2021	8,579	2,638	611	(17)	241	12,052	965
Net income	Net income	1,371	2,444	41	—	34	3,890	88
Unit repurchases	Unit repurchases	(491)	—	—	—	—	(491)	—
Distributions	Distributions	(1,050)	(1,871)	(41)	—	(38)	(3,000)	(85)
Distributions								
Distributions								
Contributions	Contributions	—	82	—	—	—	82	—
Other								
Other								
Other								
<b>Balance at December 31, 2022</b>								
<b>Balance at December 31, 2022</b>								
<b>Balance at December 31, 2022</b>								
Net income								
Conversion of Series A preferred units								
Conversion of Series A preferred units								
Conversion of Series A preferred units								
Redemption of Series B preferred units								
Distributions								
Distributions								
Distributions								
Contributions								
Other								

Other	Other	4	—	—	9	—	13	—
<b>Balance at December 31, 2022</b>		<b>\$ 8,413</b>	<b>\$ 3,293</b>	<b>\$ 611</b>	<b>\$ (8)</b>	<b>\$ 237</b>	<b>\$ 12,546</b>	<b>\$ 968</b>
<b>Balance at December 31, 2023</b>								
<b>Balance at December 31, 2023</b>								
<b>Balance at December 31, 2023</b>								

*The accompanying notes are an integral part of these consolidated financial statements.*

#### **Notes to Consolidated Financial Statements**

##### **1. Description of the Business and Basis of Presentation**

###### **Description of the Business**

MPLX LP is a diversified, large-cap master limited partnership formed by Marathon Petroleum Corporation that owns and operates midstream energy infrastructure and logistics assets, and provides fuels distribution services. References in this report to "MPLX LP," "MPLX," "the Partnership," "we," "ours," "us," or like terms refer to MPLX LP and its subsidiaries. References to our sponsor and customer, "MPC," refer collectively to Marathon Petroleum Corporation and its subsidiaries, other than the Partnership. We are engaged in the gathering, transportation, storage and distribution of crude oil, refined products, other hydrocarbon-based products and renewables; the gathering, processing and transportation of natural gas; and the transportation, fractionation, storage and marketing of NGLs. MPLX's principal executive office is located in Findlay, Ohio. MPLX was formed on March 27, 2012 as a Delaware limited partnership and completed its initial public offering on October 31, 2012.

MPLX's business consists of two segments based on the nature of services it offers: Logistics and Storage ("L&S"), which relates primarily to crude oil, refined products, other hydrocarbon-based products and renewables; and Gathering and Processing ("G&P"), which relates primarily to natural gas and NGLs. See Note 10 for additional information regarding the operations and results of these segments.

**On July 31, 2020, MPLX completed the exchange of Western Refining Wholesale, LLC (WWRW) to Western Refining Southwest, Inc. (now known as Western Refining Southwest LLC) ("WRSW"), a wholly owned subsidiary of MPC, in exchange for the redemption of 18,582,088 MPLX common units held by WRSW (the "Wholesale Exchange"). See Note 4 for additional information regarding the Wholesale Exchange. These financial statements include the results of WRSW through July 31, 2020.**

###### **Basis of Presentation**

The accompanying consolidated financial statements of MPLX have been prepared in accordance with GAAP. The consolidated financial statements include all majority-owned and controlled subsidiaries. For non-wholly-owned consolidated subsidiaries, the interests owned by third parties have been recorded as Noncontrolling interests on the accompanying Consolidated Balance Sheets. Intercompany accounts and transactions have been eliminated. MPLX's investments in which MPLX exercises significant influence but does not control and does not have a controlling financial interest are accounted for using the equity method. MPLX's investments in VIEs, in which MPLX exercises significant influence but does not control and is not the primary beneficiary, are also accounted for using the equity method.

Certain prior period financial statement amounts have been reclassified to conform to current period presentation.

##### **2. Summary of Principal Accounting Policies**

###### **Use of Estimates**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the respective reporting periods. Actual results could differ materially from those estimates. Estimates are subject to uncertainties due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and affect items such as valuing identified intangible assets; determining the fair value of derivative instruments; evaluating impairments of long-lived assets, goodwill and equity investments; establishing estimated useful lives for long-lived assets; acquisition accounting; estimating revenues, expense accruals and capital expenditures; valuing AROs; recognizing share-based compensation expense; and determining liabilities, if any, for environmental and legal contingencies.

###### **Revenue Recognition**

Revenue is measured based on consideration specified in a contract with a customer. MPLX recognizes revenue when it satisfies a performance obligation by transferring control over a product or providing services to a customer.

MPLX enters into a variety of contract types in order to generate Product sales and Service revenue. MPLX provides services under the following types of arrangements:

- **Fee-based arrangements** – Under fee-based arrangements, MPLX receives fees for the following services: gathering, processing and transportation of natural gas; transportation, fractionation, exchange and storage of NGLs; and transportation, terminalling, storage and distribution of crude oil, refined products, other hydrocarbon-based products, and renewables. The revenue MPLX

earns from these arrangements is generally directly related to the volume of natural gas, NGLs, refined products or crude oil that is handled by or flows through MPLX's systems and facilities and is not normally directly dependent on commodity prices. In certain cases, MPLX's arrangements provide for minimum

volume commitments. Fee-based arrangements are reported as Service revenue on the Consolidated Statements of Income. Revenue is recognized over time as services are performed. In certain instances when specifically stated in the contract terms, MPLX purchases product after fee-based services have been provided. Revenue from the sale of products purchased after services are provided is reported as Product sales on the Consolidated Statements of Income and recognized on a gross basis, as MPLX takes control of the product and is the principal in the transaction.

- *Percent-of-proceeds arrangements* – Under percent-of-proceeds arrangements, MPLX gathers and processes natural gas on behalf of producers; sells the resulting residue gas, condensate and NGLs at market prices; and remits to producers an agreed-upon percentage of the proceeds. In other cases, instead of remitting cash payments to the producer, MPLX delivers an agreed-upon percentage of the residue gas and NGLs to the producer (take-in-kind arrangements) and sells the volumes MPLX retains to third parties or related parties. Revenue is recognized on a net basis when MPLX acts as an agent and does not have control of the gross amount of gas and/or NGLs prior to it being sold. Percent-of-proceeds revenue is reported as Service revenue - product related on the Consolidated Statements of Income.
- *Keep-whole arrangements* – Under keep-whole arrangements, MPLX gathers natural gas from the producer, processes the natural gas and sells the resulting condensate and NGLs to third parties at market prices. Because the extraction of the condensate and NGLs from the natural gas during processing reduces the Btu content of the natural gas, MPLX must either purchase natural gas at market prices for return to producers or make cash payment to the producers equal to the value of the energy content of this natural gas. Certain keep-whole arrangements also have provisions that require MPLX to share a percentage of the keep-whole profits with the producers based on the oil to gas ratio or the NGL to gas ratio. Service revenue - product related is recorded based on the value of the NGLs received on the date the services are performed. Natural gas purchased to return to the producer and shared NGL profits are recorded as a reduction of Service revenue - product related on the Consolidated Statements of Income on the date the services are performed. Sales of NGLs under these arrangements are reported as Product sales on the Consolidated Statements of Income and are reported on a gross basis as MPLX is the principal in the arrangement and controls the product prior to sale. The sale of the NGLs may occur shortly after services are performed at the tailgate of the plant, or after a period of time as determined by MPLX.
- *Purchase arrangements* – Under purchase arrangements, MPLX purchases natural gas at either the wellhead or the tailgate of a plant. MPLX then gathers and delivers the natural gas to pipelines where MPLX may resell the natural gas. Wellhead purchase arrangements represent an arrangement with a supplier and are recorded in Purchased product costs. Often, MPLX earns fees for services performed prior to taking control of the product in these arrangements and Service revenue is recorded for these fees. Revenue generated from the sale of product obtained in tailgate purchase arrangements is reported as Product sales on the Consolidated Statements of Income and is recognized on a gross basis as MPLX purchases and takes control of the product prior to sale and is the principal in the transaction.

In many cases, MPLX provides services under contracts that contain a combination of more than one of the arrangements described above. When fees are charged (in addition to product received) under percent-of-proceeds arrangements, keep-whole arrangements or purchase arrangements, MPLX records such fees as Service revenue on the Consolidated Statements of Income. The terms of MPLX's contracts vary based on gas quality conditions, the competitive environment when the contracts are signed, and customer requirements. Performance obligations are determined based on the specific terms of the arrangements, economics of the geographical regions, and the services offered and whether they are deemed distinct. MPLX allocates the consideration earned between the performance obligations based on the stand-alone selling price when multiple performance obligations are identified.

Revenue from MPLX's service arrangements will generally be recognized over time as the performance obligation is satisfied as services are provided. MPLX has elected to use the output measure of progress to recognize revenue based on the units delivered, processed or transported. The transaction price may have fixed components related to minimum volume commitments and variable components, which are primarily dependent on volumes. Variable consideration will generally not be estimated at contract inception as the transaction price is specifically allocable to the services provided each period. In instances in which tiered pricing structures do not reflect our efforts to perform, MPLX will estimate variable consideration at contract inception. Product sales will be recognized at a point in time when control of the product transfers to the customer.

Minimum volume commitments may create contract liabilities if current period payments can be used for future services. Breakage is estimated and recognized into service revenue in instances where it is probable the customer will not use the credit in future periods.

Amounts billed to customers for shipping and handling, electricity, and other costs to perform services are included in the transaction price as a component of Revenues and other income on the Consolidated Statements of Income. Shipping and handling costs associated with product sales are included in Purchased product costs on the Consolidated Statements of Income.

Customers usually pay monthly based on the products purchased or services performed that month. Taxes collected from customers and remitted to the appropriate taxing authority are excluded from revenue.

Based on the terms of certain contracts, MPLX is considered to be the lessor under several implicit operating and sales-type lease arrangements in accordance with GAAP. Revenue and costs related to the portion of the revenue earned under these contracts considered to be implicit operating leases are recorded as Rental income and Rental cost of sales, respectively, on the Consolidated Statements of Income. Revenue related to the portion of the revenue earned under these contracts considered to be implicit sales-type lease arrangements is recorded as Sales-type lease revenue on the Consolidated Statements of Income, while related costs are recorded to Cost of revenues or Purchases - related parties.

#### **Revenue and Expense Accruals**

MPLX routinely makes accruals based on estimates for both revenues and expenses due to the timing of compiling billing information, receiving certain third-party information and reconciling MPLX's records with those of third parties. The delayed information from third parties includes, among other things, actual volumes purchased, transported or sold, adjustments to inventory and invoices for purchases, actual natural gas and NGL deliveries, and other operating expenses. MPLX makes accruals to reflect estimates for these items based on its internal records and information from third parties. Estimated accruals are adjusted when actual information is received from third parties and MPLX's internal records have been reconciled.

#### **Other Taxes**

Other taxes primarily include real estate taxes.

#### **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand and on deposit and investments in highly liquid debt instruments with maturities of three months or less.

#### **Receivables**

Receivables primarily consist of customer accounts receivable, which are recorded at the invoiced amount and generally do not bear interest. Allowances for doubtful accounts are generally recorded when it becomes probable that the receivable will not be collected and are recorded to bad debt expense. We review the allowance quarterly with past-due balances over 150 days and other higher-risk amounts being reviewed individually for collectability. Balances that remain outstanding after reasonable collection efforts have been unsuccessful are written off through a charge to the valuation allowance and a credit to accounts receivable.

#### **Leases**

Contracts with a term greater than one year that convey the right to direct the use of and obtain substantially all of the economic benefit of an asset are accounted for as right of use ("ROU") assets and lease liabilities.

Right of use asset and lease liability balances are recorded at the commencement date at present value of the fixed lease payments using a secured incremental borrowing rate with a maturity similar to the lease term because our leases do not provide implicit rates. We have elected to include both lease and non-lease components in the present value of the lease payments for all lessee asset classes with the exception of our marine and third-party contractor service and equipment leases. The lease component of the payment for the marine and equipment asset classes is determined using a relative standalone selling price. Operating lease expense is recognized on a straight-line basis over the lease term. See Note 20 for additional disclosures about our lease contracts.

As a lessor under ASC 842, MPLX may be required to re-classify existing operating leases to sales-type leases upon modification and related reassessment of the leases. See Note 20 for further information regarding our ongoing evaluation of the impacts of lease reassessments as modifications occur. The net investment in sales-type leases with third parties is recorded within Receivables, net and Other noncurrent assets on the Consolidated Balance Sheets. The net investment in sales-type leases with related parties is recorded within Current assets - related parties and Noncurrent assets - related parties on the Consolidated Balance Sheets. These amounts are comprised of the present value of the sum of the future minimum lease payments representing the value of the lease receivable and the unguaranteed residual value of the leased assets. Management assesses the net investment in sales-type leases for recoverability quarterly.

#### **Inventories**

Inventories consist of materials and supplies to be used in operations, line fill and other NGLs. Cost for materials and supplies are determined primarily using the weighted-average cost method. Inventories are valued at the lower of cost or net realizable value.

#### **Imbalances**

Within our pipelines and storage assets, we experience volume gains and losses due to pressure and temperature changes, evaporation and variances in meter readings and other measurement methods. Until settled, positive imbalances are recorded as other current assets and negative imbalances are recorded as accounts payable. Positive and negative imbalances are settled in cash, settled by physical delivery of volumes from a different source, or tracked and settled in the future.

#### **Investment in Unconsolidated Affiliates**

Equity investments in which MPLX exercises significant influence but does not control and is not the primary beneficiary, are accounted for using the equity method and are reported in Equity method investments on the accompanying Consolidated Balance Sheets. This includes entities in which we hold majority ownership, but the minority shareholders have substantive participating rights. Differences in the basis of the investments and the separate net asset values of the investees, if any, are amortized into net income over the remaining useful lives of the underlying assets and liabilities, except for the excess related to goodwill.

Regular evaluation of these investments is appropriate to evaluate any potential need for impairment. MPLX uses evidence of a loss in value to identify if an investment has an other than a temporary decline. Impairments are recorded through Income from equity method investments.

#### **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost and depreciated on a straight-line basis over the estimated useful lives of the assets. Expenditures that extend the useful lives of assets are capitalized.

Long-lived assets used in operations are assessed for impairment whenever changes in facts and circumstances indicate that the carrying value of the assets may not be recoverable based on the expected undiscounted future cash flows of an asset group. For purposes of impairment evaluation, long-lived assets must be grouped at the lowest level for which independent cash flows can be identified, which is at least at the segment level and in some cases for similar assets in the same geographic region where cash flows can be separately identified. If the sum of the undiscounted future cash flows from the use of the asset group and its eventual disposition is less than the carrying value of an asset group, an impairment assessment is performed and the excess of the book value over the fair value is recorded as an impairment loss.

When items of property, plant and equipment are sold or otherwise disposed of, any gains or losses are reported on the Consolidated Statements of Income. Gains on the disposal of property, plant and equipment are recognized when they occur, which is generally at the time of closing. If a loss on disposal is expected, such losses are recognized when the assets are classified as held for sale.

Interest costs for the construction or development of long-lived assets are capitalized and amortized over the related asset's estimated useful life.

#### **Goodwill and Intangibles**

Goodwill represents the excess of the purchase price over the estimated fair value of the net assets acquired in the acquisition of a business. Goodwill is not amortized, but rather is tested for impairment at the reporting unit level annually and when events or changes in circumstances indicate that the fair value of a reporting unit with goodwill has been reduced below carrying value. If we determine, based on a qualitative assessment, that it is not more likely than not that a reporting unit's fair value is less than its carrying amount, no further impairment testing is required. If we do not perform a qualitative assessment or if that assessment indicates that further impairment testing is required, the fair value of each reporting unit is determined using an income and market approach which is compared to the carrying value of the reporting unit. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss would be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. The fair value under the income approach is calculated using the expected present value of future cash flows method. Significant assumptions used in the cash flow forecasts include future net operating margins, future volumes, discount rates, and future capital requirements. See Note 14 for further details.

Amortization of intangibles with definite lives is calculated using the straight-line method, which is reflective of the benefit pattern in which the estimated economic benefit is expected to be received over the estimated useful life of the intangible asset. Intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the intangible may not be recoverable. If the sum of the expected undiscounted future cash flows related to the asset is less than the carrying amount of the asset, an impairment loss is recognized based on the fair value of the asset.

#### **Environmental Costs**

Environmental expenditures for additional equipment that mitigates or prevents future contamination or improves environmental safety or efficiency of the existing assets are capitalized. We recognize remediation costs and penalties when the responsibility to remediate is probable and the amount of associated costs can be reasonably estimated. The timing of remediation accruals coincides with completion of a feasibility study or the commitment to a formal plan of action. Remediation liabilities are accrued based on estimates of known environmental exposure and are discounted when the estimated amounts are reasonably fixed and determinable. If recoveries of remediation costs from third parties are probable, a receivable is recorded and is discounted when the estimated amount is reasonably fixed and determinable.

#### **Asset Retirement Obligations**

An ARO is a legal obligation associated with the retirement of tangible long-lived assets that generally result from the acquisition, construction, development or normal operation of the asset. The fair value of AROs is recognized in the period in which the obligations are incurred, if a reasonable estimate of fair value can be made, and added to the carrying amount of the associated asset. This additional carrying amount is then depreciated over the life of the asset. The liability is determined using a credit adjusted risk free interest rate and increases due to the passage of time based on the time value of money until the obligation is settled. AROs have not been recognized for certain assets because the fair value cannot be reasonably estimated since the settlement dates of the obligations are indeterminate. Such obligations will be recognized in the period when sufficient information becomes available to estimate a range of potential settlement dates. As of **December 31, 2022** **December 31, 2023** and **2021** **2022**, MPLX's asset retirement obligation was **\$34** **\$39** million and **\$31** **\$34** million, respectively, and is included on the balance sheet within Other long-term liabilities.

#### **Derivative Instruments**

MPLX may use commodity derivatives to economically hedge a portion of its exposure to commodity price risk. All derivative instruments (including derivatives embedded in other contracts) are recorded at fair value. MPLX discloses the fair value of all derivative instruments under the captions Other current assets, Other noncurrent assets, Other current liabilities and Other long-term liabilities on the Consolidated Balance Sheets. Certain commodity derivative positions are governed by master netting arrangements and are reflected on the consolidated balance sheets on a net basis by counterparty. We make a distinction between realized or unrealized gains and losses on derivatives. During the period when a derivative contract is outstanding, changes in the fair value of the derivative are recorded as an unrealized gain or loss. When a derivative contract matures or is settled, the previously recorded unrealized gain or loss is reversed, and the realized gain or loss of the contract is recorded. Changes in the fair value of derivative instruments are reported on the Consolidated Statements of Income in accounts related to the item whose value or cash flows are being managed. Derivative instruments are marked to market through Product sales and Purchased product costs on the Consolidated Statements of Income.

Certain commodity derivative positions are governed by master netting arrangements and are reflected on the consolidated balance sheets on a net basis by counterparty. MPLX did not utilize any commodity derivatives during **During** the years ended **December 31, 2022** **December 31, 2023, 2022 and 2021, and 2020**, and therefore **MPLX did not elect hedge accounting**. **accounting for any derivatives**. MPLX has historically elected the normal purchases and normal sales designation for certain contracts related to the physical purchase of electric power and the sale of some commodities.

#### **Fair Value Measurement**

Financial assets and liabilities recorded at fair value in the Consolidated Balance Sheets are categorized based upon the fair value hierarchy established by GAAP, which classifies the inputs used to measure fair value into Level 1, Level 2 or Level 3. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The methods and assumptions utilized may produce a fair value that may not be realized in future periods upon settlement. Furthermore, while MPLX believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. For further discussion, see Note 15.

#### **Equity-Based Compensation Arrangements**

MPLX issues phantom units under the MPLX LP 2018 Incentive Compensation Plan. A phantom unit entitles the grantee a right to receive a common unit upon the issuance of the phantom unit. The fair value of phantom unit awards granted to employees and non-employee directors is based on the fair market value of MPLX LP common units on the date of grant. The fair value of the units

awarded is amortized into earnings using a straight-line amortization schedule over the period of service corresponding with the vesting period. For phantom units that vest immediately and are not forfeitable, equity-based compensation expense is recognized at the time of grant.

MPLX previously issued performance units under the MPLX LP 2018 Incentive Compensation Plan. Performance units paying out in cash are accounted for as liability awards and recorded at fair value with a mark-to-market adjustment made each quarter. The performance units paying out in units are accounted for as equity awards. Equity-classified performance units with a market condition use a Monte Carlo valuation model to calculate a grant date fair value of market conditions. Equity-classified performance units with a performance condition are valued based on the grant date fair value of the payout deemed most probable to occur and is adjusted as the expectation for payout changes. All the outstanding performance unit awards have been were settled as of February 1, 2023.

To satisfy common unit awards, MPLX may issue new common units, acquire common units in the open market or use common units already owned by the general partner.

#### **Income Taxes**

MPLX is not a taxable entity for United States federal income tax purposes or for the majority of the states that impose an income tax. Taxes on MPLX's net income generally are borne by its partners through the allocation of taxable income. MPLX's taxable income or loss, which may vary substantially from the net income or loss reported on the Consolidated Statements of Income, is includable in the federal income tax returns of each partner. MPLX and certain legal entities are, however, taxable entities under certain state jurisdictions.

MPLX accounts for income taxes under the asset and liability method. Deferred income taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, capital loss carryforwards and net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of any tax rate change on deferred taxes is recognized as tax expense/(benefit) from continuing operations in the period that includes the enactment date of the tax rate change. Realizability of deferred tax assets is assessed and, if not more likely than not, a valuation allowance is recorded to reflect the deferred tax assets at net realizable value as determined by management. All deferred tax balances are classified as long-term in the accompanying Consolidated Balance Sheets. All changes in the tax bases of assets and liabilities are allocated among operations and items charged or credited directly to equity.

#### **Distributions**

In preparing the Consolidated Statements of Equity, net income attributable to MPLX LP is allocated to Series A and Series B preferred unitholders based on a fixed distribution schedule, as discussed in Notes 7 and 9, and subsequently allocated to the limited partner unitholders. Distributions, although earned, are not accrued as a liability until declared. The allocation of net income attributable to MPLX LP for purposes of calculating net income per limited partner unit is described below.

##### **Net Income Per Limited Partner Unit**

MPLX uses the two-class method when calculating the net income per unit applicable to limited partners, because there is more than one class of participating security. The classes of participating securities include common units, Series A and Series B preferred units and certain equity-based compensation awards.

Net income attributable to MPLX LP is allocated to the unitholders differently for preparation of the Consolidated Statements of Equity and the calculation of net income per limited partner unit. In preparing the Consolidated Statements of Equity, net income attributable to MPLX LP is allocated to Series A and Series B preferred unitholders based on a fixed distribution schedule and subsequently allocated to remaining unitholders in accordance with their respective ownership percentages. The allocation of net income attributable to MPLX LP for purposes of calculating net income per limited partner unit is described in Note 8.

In preparing net income per limited partner units, during periods in which a net loss attributable to MPLX is reported or periods in which the total distributions exceed the reported net income attributable to MPLX's unitholders, the amount allocable to certain equity-based compensation awards is based on actual distributions to the equity-based compensation awards. Diluted earnings per unit is calculated by dividing net income attributable to MPLX's common unitholders, after deducting amounts allocable to other participating securities, by the weighted average number of common units and potential common units outstanding during the period. Potential common units are excluded from the calculation of diluted earnings per unit during periods in which net income attributable to MPLX's unitholders, after deducting amounts that are allocable to the outstanding equity-based compensation awards and preferred units, is a loss, as the impact would be anti-dilutive.

#### **Business Combinations**

We recognize and measure the assets acquired and liabilities assumed in a business combination based on their estimated fair values at the acquisition date. Any excess or deficit of the purchase consideration when compared to the fair value of the net tangible assets acquired, if any, is recorded as goodwill or gain from a bargain purchase. Depending on the nature of the transaction, management may engage an independent valuation specialist to assist with the determination of fair value of the assets acquired, liabilities assumed, noncontrolling interests, if any, and goodwill, based on recognized business valuation methodologies. An income, market or cost valuation method may be utilized to estimate the fair value of the assets acquired, liabilities assumed, and noncontrolling interests, if any, in a business combination. The income valuation method represents the present value of future cash flows over the life of the asset using: (i) discrete financial forecasts, which rely on management's estimates of volumes, certain commodity prices, revenue and operating expenses; (ii) long-term growth rates; and (iii) appropriate discount rates. The market valuation method uses prices paid for a reasonably similar asset by other purchasers in the market, with adjustments relating to any differences between the assets. The cost valuation method is based on the replacement cost of a comparable asset at prices at the time of the acquisition reduced for depreciation of the asset. If the initial accounting for the business combination is incomplete by the end of the reporting period in which the acquisition occurs, an estimate will be recorded. Subsequent to the acquisition, and not later than one year from the acquisition date, MPLX will record any material adjustments to the initial estimate based on new information obtained that would have existed as of the acquisition date. An adjustment that arises from information obtained that did not exist as of the date of the acquisition will be recorded in the period of the adjustment. Acquisition-related costs are expensed as incurred in connection with each business combination.

Acquisitions in which the company or business being acquired by MPLX had an existing relationship with MPC may result in the transaction being considered a transfer between entities under common control. In these situations, MPLX records the assets acquired and liabilities assumed on its consolidated balance sheets at MPC's historical carrying value. For the acquiring entity, transfers of businesses between entities under common control require prior periods to be retrospectively adjusted for those dates that the entity was under common control.

### 3. Accounting Standards

#### Recently Adopted

ASU 2021-10, *Government Assistance* 2021-08, *Business Combinations* (Topic 832) 805: *Disclosures by Business Entities about Government Assistance Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*

In November 2021, the FASB issued guidance requiring disclosures. During 2023, we adopted ASU 2021-08, *Business Combinations* (Topic 805): *Accounting for certain types of government assistance that have been accounted for by analogy to grant or contribution models. Disclosures include information about the type of transactions, accounting for Contract Assets and the impact on financial statements. MPLX prospectively adopted this standard in the first quarter of 2022, Contract Liabilities from Contracts with Customers.* The adoption of this accounting standard update did not have a material impact on our financial statements.

#### Not Yet Adopted

ASU 2023-07, *Segment Reporting* (Topic 280): *Improvements to Reportable Segment Disclosures*

In November 2023, the FASB issued an ASU to update reportable segment disclosure requirements primarily by requiring enhanced disclosures about significant segment expenses. This ASU is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments should be applied retrospectively to all prior periods presented in the financial statements. We are currently evaluating the impact this ASU will have on our disclosures.

ASU 2023-01, *Leases* (Topic 842): *Common Control Arrangements*

In March 2023, the FASB issued an ASU to amend certain provisions of ASC 842 that apply to arrangements between related parties under common control. The ASU amends the accounting for the amortization period of leasehold improvements in common-control leases for all entities and requires certain disclosures when the lease term is shorter than the useful life of the asset. This ASU is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted. We do not expect the application of this ASU to have a material impact on our consolidated financial statements or disclosures.

### 4. Acquisitions and Dispositions

#### Acquisition of 40 Percent Interest in MarkWest Torñado GP, L.L.C.

On December 15, 2023, MPLX used \$303 million of cash on hand to purchase the remaining 40 percent interest in MarkWest Torñado GP, L.L.C. ("Torñado") for approximately \$270 million, including cash paid for working capital, and to extend the term of a gathering and processing agreement for approximately \$33 million. As a result of this transaction, we now own 100 percent of Torñado and reflect it as a consolidated subsidiary within our consolidated financial results. It was previously accounted for as an equity method investment. Torñado provides natural gas gathering and processing related services in the Permian basin. Its assets include two gas processing plants, each with a capacity of 200 MMcf/d and approximately 142 miles of gathering pipeline. The results for this business are reported under our G&P segment.

At December 15, 2023, the carrying value of our 60 percent equity investment in Torñado was \$311 million. Upon acquisition of the remaining 40 percent member interest, our existing equity investment was remeasured to fair value resulting in the recognition of a \$92 million gain, which is presented in Other income on the Consolidated Statements of Income. The fair value of the previously-held equity method investment was primarily based on the price negotiated for the 40 percent interest in Torñado.

The acquisition was accounted for as a business combination requiring all of the Torñado assets and liabilities to be remeasured to fair value resulting in a consolidated fair value of net assets and liabilities of \$673 million. The fair value of property, plant and equipment is based primarily on the cost approach. The fair value of the identifiable intangible assets, consisting of various customer contracts, was primarily based on the multi-period excess earnings method, which is an income approach. The following table reflects our determination of the fair value of the Torñado assets and liabilities (in millions):

(In millions)

Property, Plant and Equipment	\$ 583
Intangibles	77
Working capital, net	30
Other Long-term assets and liabilities, net	(17)
<b>Total net assets and liabilities</b>	<b>\$ 673</b>

Pro forma financial information assuming the acquisition had occurred as of the beginning of the calendar year prior to the year of the acquisition, as well as the revenues and earnings generated during the period since the acquisition date, were not material for disclosure purposes.

#### Sale of Javelina

On February 12, 2021, *MarkWest Energy Operating Company, L.L.C.*, ("MarkWest Energy") a wholly owned subsidiary of MPLX completed the sale of *all of MarkWest Energy's its* equity interests in *MarkWest Javelina Company L.L.C.*, *MarkWest Javelina Pipeline Company L.L.C.*, and *MarkWest Gas Services L.L.C.* (collectively, "Javelina") pursuant to the terms of an Equity Purchase Agreement entered into with a third party on December 23, 2020. The agreement included adjustments for working capital as well as an earnout provision based on the performance of the assets. No gain or loss was recorded on the sale. The estimated value of the earnout provision was recorded as a contingent asset shown within Other noncurrent assets on the Consolidated Balance Sheets as of *December 31, 2022* *December 31, 2023* and *2021, 2022*. Prior to the sale, Javelina was reported within the G&P segment.

## Wholesale Exchange

On July 31, 2020, MPLX entered into a Redemption Agreement (the "Redemption Agreement") with WRSW, a wholly owned subsidiary of MPC, pursuant to which MPLX agreed to transfer to WRSW all of the outstanding membership interests in WRW in exchange for the redemption of MPLX common units held by WRSW. The transaction effects the transfer to MPC of the Western wholesale distribution business that MPLX acquired as a result of its acquisition of ANDX. Per the terms of the Redemption Agreement, MPLX redeemed 18,582,088 common units (the "Redeemed Units") held by WRSW on July 31, 2020. The number of Redeemed Units was calculated by dividing WRW's aggregate valuation of \$340 million by the simple average of the volume weighted average NYSE prices of an MPLX common unit for the ten trading days ending at market close on July 27, 2020. MPLX canceled the Redeemed Units immediately following the Wholesale Exchange. The carrying value of the net assets of WRW transferred to MPC was approximately \$90 million as of July 31, 2020, resulting in \$250 million being recorded to Common Unit-holder MPC within the Consolidated Statements of Equity, netted against the fair value of the redeemed units. Included within the \$90 million carrying value of the WRW net assets was approximately \$65 million of goodwill.

## 5. Investments and Noncontrolling Interests

The following table presents MPLX's equity method investments at the dates indicated:

		Carrying value								Carrying value at	
		Ownership as of		at							
		December 31,		December 31,							
		Ownership				Ownership				Carrying value at	
		as of				December				December 31,	December 31,
		December				31,					
<u>(In millions,</u>	<u>(In millions,</u>										
<u>except</u>	<u>except</u>										
<u>ownership</u>	<u>ownership</u>										
<u>percentages)</u>	<u>percentages)</u>										
L&S	L&S	VIE	2022	2022	2021	( <u>In millions, except ownership percentages)</u>	VIE	2023	2023	2022	
Andeavor Logistics Rio											
Pipeline LLC											
Andeavor Logistics Rio											
Pipeline LLC											
Andeavor	Andeavor										
Logistics	Logistics										
Rio Pipeline	Rio Pipeline										
LLC	LLC	X	67%	\$ 177	\$ 183						
Illinois	Illinois										
Extension	Extension										
Pipeline	Pipeline										
Company,	Company,										
L.L.C.	L.L.C.		35%	236	243						
LOOP LLC	LOOP LLC		41%	287	265						
MarEn	MarEn										
Bakken	Bakken										
Company	Company										
LLC <sup>(1)</sup>	LLC <sup>(1)</sup>		25%	475	449						
Minnesota	Minnesota										
Pipe Line	Pipe Line										
Company,	Company,										
LLC	LLC		17%	178	183						
Whistler	Whistler										
Pipeline	Pipeline										
LLC	LLC	X	38%	211	155						
Other <sup>(2)</sup>	Other <sup>(2)</sup>	X		269	240						
Other <sup>(2)</sup>											
Other <sup>(2)</sup>											
Total L&S	Total L&S		1,833	1,718							
G&P	G&P										
Centrahoma	Centrahoma										
Processing	Processing										
LLC	LLC		40%	131	133						

Centrahoma Processing LLC					
Centrahoma Processing LLC					
MarkWest	MarkWest				
EMG	EMG				
Jefferson	Jefferson				
Dry Gas	Dry Gas				
Gathering	Gathering				
Company, L.L.C.	Company, L.L.C.	X	67%	335	332
MarkWest Torñado GP, L.L.C.		X	60%	306	246
MarkWest Torñado GP, L.L.C. <sup>(3)</sup>					

MarkWest	MarkWest				
Utica EMG, L.L.C.	Utica EMG, L.L.C.	X	57%	669	680
Rendezvous Gas Services, L.L.C.	Rendezvous Gas Services, L.L.C.	X	78%	137	147
Sherwood Midstream Holdings LLC	Sherwood Midstream Holdings LLC	X	51%	125	136
Sherwood Midstream LLC	Sherwood Midstream LLC	X	50%	512	544
Other <sup>(2)</sup>	Other <sup>(2)</sup>	X		47	45
Total G&P	Total G&P			2,262	2,263
Total	Total			\$4,095	\$3,981

(1) The investment in MarEn Bakken Company LLC includes our 0.19 percent indirect interest in a joint venture ("Dakota Access") that owns and operates the Dakota Access Pipeline and Energy Transfer Crude Oil Pipeline projects collectively (collectively referred to as the Bakken "Bakken Pipeline System or DAPL system").

(2) Some investments included within Other have also been deemed to be VIEs.

(3) At December 31, 2022, we owned a 60 percent interest in Torñado. On December 15, 2023, we acquired the remaining 40 percent interest. As a result of acquiring the remaining interest, we obtained control of and now consolidate Torñado.

For those entities that have been deemed to be VIEs, neither MPLX nor any of its subsidiaries have been deemed to be the primary beneficiary due to voting rights on significant matters. While we have the ability to exercise influence through participation in the management committees which make all significant decisions, we have equal influence over each committee as a joint interest partner and all significant decisions require the consent of the other investors without regard to economic interest and as interest. As such, we have determined that these entities should not be consolidated and applied the equity method of accounting with respect to our investments in each entity.

Sherwood Midstream LLC ("Sherwood Midstream") has been deemed the primary beneficiary of Sherwood Midstream Holdings LLC ("Sherwood Midstream Holdings") due to its controlling financial interest through its authority to manage the joint venture. As a result, Sherwood Midstream consolidates Sherwood Midstream Holdings. Therefore, MPLX also reports its portion of

Sherwood Midstream Holdings' net assets as a component of its investment in Sherwood Midstream. As of December 31, 2022 December 31, 2023, MPLX had a 24.55 percent indirect ownership interest in Sherwood Midstream Holdings through Sherwood Midstream.

MPLX's maximum exposure to loss as a result of its involvement with equity method investments includes its equity investment, any additional capital contribution commitments and any operating expenses incurred by the subsidiary operator in excess of its compensation received for the performance of the operating services. MPLX did not provide any financial support to equity method investments that it was not contractually obligated to provide during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021. See Note 21 for information on our Guarantees related to indebtedness of equity method investees.

During From time to time, changes in the first quarter of 2020, we recorded an other-than-temporary impairment for three joint ventures in which we have an interest. Impairment of these investments was \$1,264 million, of which \$1,251 million was related to MarkWest Utica EMG, L.L.C. and its investment in Ohio Gathering Company, L.L.C. The fair value design or nature of the investments was determined based upon applying the discounted cash flow method, which is an income approach. The discounted cash flow fair value estimate is based on known or knowable information at the interim measurement date. The significant assumptions that were used to develop the estimate activities of the fair value under the discounted cash flow method include management's best estimates of the expected future cash flows, including prices and volumes, the weighted average cost of capital and the long-term growth rate. Fair value determinations require considerable judgment and are sensitive

to changes in underlying assumptions and factors. As such, the fair value of these **our** equity method investments **represents** may require us to reconsider our conclusions on the entity's status as a Level 3 measurement. As **VIE** and/or **our** status as the primary beneficiary. Such reconsideration could result in a result, there can be no assurance that change in the estimates and assumptions made for purposes classification of the impairment test will prove to be an accurate prediction of the future. The impairment was recorded through income from equity method investments. The impairments were largely due to a reduction in forecasted volumes gathered and processed by the systems operated by the joint ventures. There were no additional impairments recorded during the remainder of 2020.

investment. Summarized financial information for MPLX's equity method investments for the years ended **December 31, 2022**, **December 31, 2023**, **2021** **2022** and **2020** **2021** is as follows:

December 31, 2022				2023				
(In millions)	(In millions)	Other VIEs	Non-VIEs	Total	(In millions)	VIEs	Non-VIEs	Total
Revenues and other income	Revenues and other income	\$ 1,197	\$ 1,456	\$ 2,653				
Costs and expenses	Costs and expenses	603	648	1,251				
Income from operations	Income from operations	594	808	1,402				
Net income	Net income	535	711	1,246				
Income from equity method investments	Income from equity method investments	\$ 275	\$ 201	\$ 476				
December 31, 2021				2022				
(In millions)	(In millions)	Other VIEs	Non-VIEs	Total	(In millions)	VIEs	Non-VIEs	Total
Revenues and other income	Revenues and other income	\$ 820	\$ 1,236	\$ 2,056				
Costs and expenses	Costs and expenses	490	568	1,058				
Income from operations	Income from operations	330	668	998				
Net								
Net income	Net income	266	594	860				
Income from equity method investments <sup>(1)</sup>	Income from equity method investments <sup>(1)</sup>	\$ 175	\$ 146	\$ 321				
Income from equity method investments	Income from equity method investments							
December 31, 2020								
(In millions)		Other VIEs		Non-VIEs			Total	
Revenues and other income		\$ 298		\$ 1,208		\$	1,506	
Costs and expenses		414		531			945	
(Loss)/income from operations		(116)		677			561	
Net (loss)/income		(175)		615			440	
(Loss)/income from equity method investments <sup>(1)</sup>		\$ (1,100)		\$ 164		\$	(936)	

<sup>(1)</sup>The 2021 and 2020 amounts include impairment of \$6 million and \$1,264 million, respectively.

2021			
(In millions)	VIEs	Non-VIEs	Total
Revenues and other income	\$ 820	\$ 1,236	\$ 2,056

Costs and expenses	490	568	1,058
Income from operations	330	668	998
Net income	266	594	860
Income from equity method investments <sup>(1)</sup>	\$ 175	\$ 146	\$ 321

Summarized balance sheet information for MPLX's equity method investments as of December 31, 2022 December 31, 2023 and 2021 2022 is as follows:

		December 31, 2022			December 31, 2023			December 31, 2023	
(In millions)	(In millions)	Other VIEs	Non-VIEs	Total	(In millions)	VIEs	Non-VIEs	Total	
Current assets	Current assets	\$ 474	\$ 450	\$ 924					
Noncurrent assets	Noncurrent assets	7,721	5,225	12,946					
Current liabilities	Current liabilities	323	181	504					
Noncurrent liabilities	Noncurrent liabilities	\$2,546	\$ 876	\$ 3,422					
		December 31, 2021			December 31, 2022			December 31, 2022	
(In millions)	(In millions)	Other VIEs	Non-VIEs	Total	(In millions)	VIEs	Non-VIEs	Total	
Current assets	Current assets	\$ 335	\$ 411	\$ 746					
Noncurrent assets	Noncurrent assets	7,439	4,895	12,334					
Current liabilities	Current liabilities	217	310	527					
Noncurrent liabilities	Noncurrent liabilities	\$2,461	\$ 788	\$ 3,249					

As of December 31, 2022 December 31, 2023 and 2021, 2022, the underlying net assets of MPLX's investees in the G&P segment exceeded the carrying value of its equity method investments by approximately \$51 million \$45 million and \$54 million \$51 million, respectively. As of December 31, 2022 December 31, 2023 and

2021, 2022, the carrying value of MPLX's equity method investments in the L&S segment exceeded the underlying net assets of its investees by \$320 million \$314 million and \$327 million \$320 million, respectively.

At both December 31, 2022 December 31, 2023 and 2021, 2022, the G&P basis difference related to goodwill was \$31 million. At both December 31, 2022 December 31, 2023 and 2021, 2022, the L&S basis difference related to goodwill was \$167 million.

## 6. Related Party Agreements and Transactions

MPLX engages in transactions with both MPC and certain of its equity method investments as part of its normal business; however, transactions with MPC make up the majority of MPLX's related party transactions. Transactions with related parties are further described below.

MPLX has various long-term, fee-based commercial agreements with MPC. Under these agreements, MPLX provides transportation, gathering, terminal, fuels distribution, marketing, storage, management, operational and other services to MPC. MPC has committed to provide MPLX with minimum quarterly throughput volumes on crude oil and refined products and other fees for storage capacity; operating and management fees; as well as reimbursements for certain direct and indirect costs. MPC has also committed to provide a fixed fee for 100 percent of available capacity for boats, barges and third-party chartered equipment under the marine transportation service agreement. agreements. In addition, MPLX has obligations to MPC for services provided to MPLX by MPC under omnibus and employee services type agreements as well as various other agreements as discussed below.

The commercial agreements with MPC include:

- MPLX has a fuels distribution agreement with MPC under which MPC pays MPLX a tiered monthly volume-based fee for marketing and selling MPC's products. This agreement is subject to a minimum quarterly volume and has an initial term of 10 years, subject to a five-year renewal period under terms to be renegotiated at that time.

- MPLX has various pipeline transportation agreements under which MPC pays MPLX fees for transporting crude and refined products on MPLX's pipeline systems. These agreements are subject to minimum throughput volumes under which MPC will pay MPLX deficiency payments for any period in which they do not ship the minimum committed volume. Under certain agreements, deficiency payments can be applied as credits to future periods in which MPC ships volumes in excess of the minimum volume, subject to a limited period of time. These agreements are subject to various terms and renewal periods.
- MPLX has a marine transportation **agreement** with an initial term of five to six years under which MPC pays MPLX fees for providing marine transportation of crude oil, feedstock and refined petroleum products, and related services. This agreement is subject to two automatic one-year renewal periods of five years each. This agreement is currently in the first renewal term.
- MPLX has a month-to-month trucking transportation services agreement under which MPC pays MPLX fees for gathering barrels and providing trucking, dispatch, delivery and data services for years.
- MPLX has numerous storage services agreements governing storage services at various types of facilities including terminals, pipeline tank farms, caverns and refineries, under which MPC pays MPLX per-barrel fees for providing storage services. Some of these agreements provide MPC with exclusive access to storage at certain locations, such as storage located at MPC's refineries or storage in certain caverns. Under these agreements, MPC pays MPLX a per-barrel fee for such storage capacity, regardless of whether MPC fully utilizes the available capacity. These agreements are subject to various terms and renewal periods.
- MPLX has multiple terminal services agreements governing certain terminals under which MPC pays MPLX fees for terminal services. Under these agreements MPC pays MPLX agreed upon fees relating to MPC product receipts, deliveries and storage as well as any blending, additization, handling, transfers or other related charges. Many of these agreements are subject to minimum volume throughput commitments, or to various minimum commitments related to some or all terminal activities, under which MPC pays a deficiency payment for any period in which they do not meet the minimum commitment. Some of these agreements allow for deficiency payments to be applied as credits to a limited number of future periods with excess throughput volumes. These agreements are subject to various terms and renewal periods.
- MPLX has a keep-whole commodity agreement with MPC under which MPC pays us a processing fee for NGLs related to keep-whole agreements and delivers shrink gas to the producers on our behalf. We pay MPC a marketing fee in exchange for assuming the commodity risk. The pricing structure under this agreement provides for a base volume subject to a base rate and incremental volumes subject to variable rates, which are calculated with reference to certain of our costs incurred as processor of the volumes. The pricing for both the base and incremental volumes are subject to revision each year. This agreement is subject to automatic three-month renewal periods.

In many cases, agreements are location-based hybrid agreements, containing provisions relating to multiple of the types of agreements and services described above.

#### **Operating Agreements**

MPLX operates various pipelines owned by MPC under operating services agreements. Under these operating services agreements, MPLX receives an operating fee for operating the assets and is reimbursed for all direct and indirect costs associated with operating the assets. Most of these agreements are indexed for inflation. These agreements range from one to five years in length and automatically renew unless terminated by either party.

#### **Co-location Services Agreements**

MPLX is party to co-location services agreements with MPC's refineries, under which MPC provides management, operational and other services to MPLX. MPLX pays MPC monthly fixed fees and direct reimbursements for such services calculated as set forth in the agreements. These agreements have initial terms of 50 years.

#### **Ground Lease Agreements**

MPLX is party to ground lease agreements with certain of MPC's refineries under which MPLX is the lessee of certain sections of property which contain facilities owned by MPLX and are within the premises of MPC's refineries. MPLX pays MPC monthly fixed fees under these ground leases. These agreements are subject to various terms.

#### **Marine Services Agreements Agreement with MPC**

MPLX has a management services agreement with MPC under which it provides management services to assist MPC in the oversight and management of the marine business. MPLX receives fixed annual fees for providing the required services, which are subject to predetermined annual escalation rates. This agreement is subject to an initial term of five years and automatically renews for one additional five-year renewal period unless terminated by either party.

#### **Omnibus Agreements**

MPLX has omnibus agreements with MPC that address MPLX's payment of fixed annual fees to MPC for the provision of executive management services by certain executive officers of the general partner and MPLX's reimbursement of MPC for the provision of certain general and administrative services to it. They also provide for MPC's indemnification to MPLX for certain matters, including environmental, title and tax matters, as well as our indemnification of MPC for certain matters under these agreements.

#### **Employee Services Agreements**

MPLX has various employee services agreements and secondment agreements with MPC under which MPLX reimburses MPC for employee benefit expenses, along with the provision of operational and management services in support of both our L&S and G&P segments' operations.

#### Related Party Loan

MPLX is party to a loan agreement (the "MPC Loan Agreement") with MPC. Under the terms of the MPC Loan Agreement, MPC extends loans to MPLX on a revolving basis as requested by MPLX and as agreed to by MPC. The borrowing capacity of the MPC Loan Agreement is \$1.5 billion aggregate principal amount of all loans outstanding at any one time. The MPC Loan Agreement is scheduled to expire, and borrowings under the MPC Loan Agreement loan agreement are scheduled to mature and become due and payable, on July 31, 2024, provided that MPC may demand payment of all or any portion of the outstanding principal amount of the loan, together with all accrued and unpaid interest and other amounts (if any), at any time prior to maturity. Borrowings under the MPC Loan Agreement bore bear interest at LIBOR plus 1.25 percent or such lower rate as would be applicable to such loans under the MPLX Credit Agreement as discussed in Note 17. The MPC Loan Agreement was amended effective January 1, 2023 to update the interest rate to one-month term SOFR adjusted upward by 0.10 percent plus 1.25 percent or such lower rate as would be applicable to such loans under the MPLX Credit Agreement as discussed in Note 17. All other terms of

There was no activity on the MPC Loan Agreement remain unchanged.

for the year ended December 31, 2023. Activity on the MPC Loan Agreement for the years ended December 31, 2022 and 2021 was as follows:

(In millions, except %)

(In millions, except %)

			2022		2021
(In millions, except %)	(In millions, except %)	December 31, 2022	December 31, 2021		
Borrowings	Borrowings	\$ 2,989	\$ 8,493		
Weighted average interest rate of borrowings					
of borrowings	Weighted average interest rate of borrowings	1.50 %	1.34 %	1.50 %	1.34 %
Repayments	Repayments	\$ 4,439	\$ 7,043		
Outstanding balance at end of period	Outstanding balance at end of period	\$ —	\$ 1,450		

#### Related Party Revenue

Related party sales to MPC primarily consist of crude oil and refined products pipeline and trucking transportation services based on tariff or contracted rates; storage, terminal and fuels distribution services based on contracted rates; and marine transportation services. Related party sales to MPC also consist of revenue related to volume deficiency credits.

MPLX also has operating agreements with MPC under which it receives a fee for operating MPC's retained pipeline assets and a fixed annual fee for providing oversight and management services required to run the marine business. MPLX also receives management fee revenue for engineering, construction and administrative services for operating certain of its equity method investments. Amounts earned under these agreements are classified as Other income-related parties in the Consolidated Statements of Income.

Certain product sales to MPC and other related parties net to zero within the consolidated financial statements as the transactions are recorded net due to the terms of the agreements under which such product was sold. For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, these sales totaled \$1,002 million \$739 million, \$811 million \$1,002 million and \$462 million \$811 million, respectively.

#### Related Party Expenses

MPC charges MPLX for executive management services and certain general and administrative services provided to MPLX under the terms of our omnibus agreements ("Omnibus charges") and for certain employee services provided to MPLX under employee services agreements ("ESA charges"). Omnibus charges and ESA charges are classified as Rental cost of sales - related parties, Purchases - related parties, or General and administrative expenses depending on the nature of the asset or activity with which the costs are associated.

In addition to these agreements, MPLX purchases products from MPC, makes payments to MPC in its capacity as general contractor to MPLX, and has certain rent and lease agreements with MPC.

Starting in 2020, MPC advanced certain strategic priorities to lay a foundation for long-term success, including plans to optimize its assets and structurally lower costs in 2021 and beyond, which included an involuntary workforce reduction plan. The workforce reduction plan, together with employee reductions resulting from MPC's indefinite idling of its Martinez, California and Gallup, New Mexico refineries, affected approximately 2,050 employees. All of the employees that conduct MPLX's business are directly employed by affiliates of MPC, and certain of those employees were affected by MPC's workforce reductions. During 2020, MPLX reimbursed MPC for \$37 million related to severance and employee benefits related expenses that MPC recorded in connection with its workforce reductions. These costs are shown on the Consolidated Statements of Income as Restructuring expenses. There were no similar costs in 2021 or 2022.

For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, General and administrative expenses incurred from MPC totaled \$235 million \$262 million, \$250 million \$235 million and \$254 million \$250 million, respectively.

Some charges incurred under the omnibus and employee service agreements are related to engineering services and are associated with assets under construction. These charges are added to Property, plant and equipment, net on the Consolidated Balance Sheets. For 2023, 2022 and 2020, these charges totaled \$70 million \$94 million, \$55 million \$70 million and \$97 million \$55 million, respectively.

#### Related Party Assets and Liabilities

Assets and liabilities with related parties appearing in the Consolidated Balance Sheets are detailed in the table below. This table identifies the various components of related party assets and liabilities, including those associated with leases (see Note 20 for additional information) and deferred revenue on minimum volume commitments. If MPC fails to meet its minimum committed volumes, MPC will pay MPLX a deficiency payment based on the terms of the agreement. The deficiency amounts received under these agreements (excluding payments received under agreements classified as sales-type leases) are recorded as Current liabilities - related parties. In many cases, MPC may then apply the amount of any such deficiency payments as a credit for volumes in excess of its minimum volume commitment in future periods under the terms of the applicable agreements. MPLX recognizes related party revenues for the deficiency payments when credits are used for volumes in excess of minimum quarterly volume commitments, where it is probable the customer will not use the credit in future periods or upon the expiration of the credits. The use or expiration of the credits is a decrease in Current liabilities - related parties. Deficiency payments under agreements that have been classified as sales-type leases are recorded as a reduction against the corresponding lease receivable. In addition, capital projects MPLX undertakes at the request of MPC are reimbursed in cash and recognized as revenue over the remaining term of the applicable agreements or in some cases, as a contribution from MPC.

		December 31,			
		December 31,		December 31,	
(In millions)	(In millions)	2022	2021	(In millions)	2023
Current assets - related parties	Current assets - related parties				
Receivables	Receivables				
Receivables	Receivables	\$ 610	\$ 555		
Lease receivables	Lease receivables	111	82		
Prepaid	Prepaid	5	4		
Other	Other	3	3		
Total	Total	729	644		
Noncurrent assets - related parties	Noncurrent assets - related parties				
Long-term lease receivables	Long-term lease receivables				
Long-term lease receivables	Long-term lease receivables				
Right of use assets	Right of use assets	228	229		
Unguaranteed residual asset	Unguaranteed residual asset	87	47		
Long-term receivables	Long-term receivables	27	31		
Total	Total	1,225	1,161		
Current liabilities - related parties	Current liabilities - related parties				
MPC loan agreement and other payables <sup>(1)</sup>	MPC loan agreement and other payables <sup>(1)</sup>	262	1,702		
MPC loan agreement and other payables <sup>(1)</sup>	MPC loan agreement and other payables <sup>(1)</sup>				
MPC loan agreement and other payables <sup>(1)</sup>	MPC loan agreement and other payables <sup>(1)</sup>				

Deferred revenue	Deferred revenue	80	77
Operating lease liabilities	Operating lease liabilities	1	1
<b>Total</b>	<b>Total</b>	<b>343</b>	<b>1,780</b>
Long-term liabilities - related parties	Long-term liabilities - related parties		
Long-term operating lease liabilities	Long-term operating lease liabilities	228	228
Long-term operating lease liabilities	Long-term operating lease liabilities		
Long-term deferred revenue	Long-term deferred revenue	110	74
<b>Total</b>	<b>Total</b>	<b>\$ 338</b>	<b>\$ 302</b>

(1) Includes \$1,450 million as of December 31, 2021 related to outstanding borrowings on the MPC Loan Agreement. There were no borrowings outstanding on the MPC Loan Agreement as of December 31, 2023 or December 31, 2022.

#### Other Related Party Transactions

From time to time, MPLX may also sell to or purchase from related parties, assets and inventory at the lesser of average unit cost or net realizable value. Sales to related parties for the years ended December 31, 2022, 2021 and 2020 were \$25 million, \$26 million and \$10 million, respectively. Purchases from related parties for the year ended December 31, 2022 were \$31 million and were immaterial for the years ended December 31, 2021 and 2020.

## 7. Equity

### Units Outstanding

MPLX had 1,001,020,616 1,003,498,875 common units outstanding as of December 31, 2022 December 31, 2023. Of that number, 647,415,452 were owned by MPC, which also owns the non-economic GP interest as described below. MPLX had 600,000 Series B preferred units outstanding as of December 31, 2022 MPC. The table below summarizes the changes in the number of units outstanding for the years ended December 31, 2020 December 31, 2021, 2021, 2022, and 2022: 2023:

<u>(In units)</u>	Total Common Units
Balance at December 31, 2019	1,058,355,471
Unit-based compensation awards	478,438
Units redeemed in unit repurchase program	(1,473,843)
Wholesale Exchange <sup>(1)</sup>	(18,582,088)
Balance at December 31, 2020	1,038,777,978
Unit-based compensation awards	214,466
Conversion of Series A preferred units	93,108
Units redeemed in unit repurchase program	(22,907,174)
Balance at December 31, 2021	1,016,178,378
Unit-based compensation awards	190,529
Units redeemed in unit repurchase program	(15,348,291)
Balance at December 31, 2022	1,001,020,616
Unit-based compensation awards	196,428
Conversion of Series A preferred units	2,281,831
<b>Balance at December 31, 2023</b>	<b>1,003,498,875</b>

(1) In connection with the Wholesale Exchange as discussed in Note 4, MPLX redeemed 18,582,088 units from MPC in exchange for all of the outstanding membership interests in WRW. These units were cancelled by MPLX immediately following the transaction.

#### Unit Repurchase Program

On November 2, 2020, MPLX announced the board authorization of a unit repurchase program for the repurchase of up to \$1 billion of MPLX's outstanding common units held by the public, which was exhausted during the fourth quarter of 2022. On August 2, 2022, we announced the board authorization for the repurchase of up to an additional \$1 billion of MPLX common units held by the public. This unit repurchase authorization has no expiration date. We may utilize various methods to effect the repurchases, which could include open market repurchases, negotiated block transactions, accelerated unit repurchases, tender offers or open market solicitations for units, some of which may be effected through Rule 10b5-1 plans. The timing and amount of future repurchases, if any, will depend upon several factors, including market and business conditions, and such repurchases may be discontinued at any time. The table below summarizes the repurchases made under the unit repurchase program for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020: 2021:

(In millions, except per unit data)	(In millions, except per unit data)	2022	2021	2020
<b>(In millions, except per unit data)</b>				
<b>(In millions, except per unit data)</b>				
<b>Number of units repurchased</b>				
Number of units repurchased	Number of units repurchased	15	23	1
Cash paid for units repurchased <sup>(1)</sup>	Cash paid for units repurchased <sup>(1)</sup>	\$ 491	\$ 630	\$ 33
<b>Cash paid for units repurchased<sup>(1)</sup></b>				
<b>Cash paid for units repurchased<sup>(1)</sup></b>				
Average cost per unit <sup>(1)</sup>	Average cost per unit <sup>(1)</sup>	\$ 31.96	\$ 27.52	\$ 22.29
<b>Average cost per unit<sup>(1)</sup></b>				
<b>Average cost per unit<sup>(1)</sup></b>				

(1) Cash paid for common units repurchased and average cost per unit includes commissions paid to brokers during the period.

As of December 31, 2022 December 31, 2023, we had \$846 million available under our remaining unit repurchase authorization.

#### Series A Redeemable Preferred Unit Conversions

Since 2020, certain Series A preferred unitholders have exercised their rights to convert their Series A preferred units into approximately 2.4 million common units as discussed in Note 9.

#### Redemption of the Series B Preferred Units

On February 15, 2023, MPLX has exercised its right to redeem all 600,000 units of 6.875 percent Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests of (the "Series B preferred units"). MPLX at a paid unitholders the Series B preferred unit redemption price to the public of \$1,000 per unit. The Series B preferred units are pari passu with the Series A preferred units with respect to distribution rights and rights upon liquidation.

Distributions on the Series B preferred units are payable semi-annually in arrears on the 15th day, or the first business day thereafter, of February and August of each year up to and including February 15, 2023. In accordance with these terms, MPLX made a final cash distribution of \$21 million to Series B preferred unitholders on February 15, 2023, in conjunction with the redemption.

The changes in the Series B preferred unit balance during 2023, 2022 2021 and 2020 2021 are included in the Consolidated Statements of Equity within Series B preferred units.

On February 15, 2023, MPLX exercised its right to redeem all of the Series B preferred units. MPLX paid unitholders the Series B preferred unit redemption price of \$1,000 per unit.

#### Issuance of Additional Securities

The Sixth Amended and Restated Agreement of Limited Partnership of MPLX LP, dated as of February 1, 2021 ("Partnership Agreement"), authorizes MPLX to issue an unlimited number of additional securities for the consideration and on the terms and conditions determined by the general partner without the approval of the unitholders.

#### Cash Distributions

Total distributions for the twelve months years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 are summarized in the table below. The 2021 period includes a supplemental distribution amount of \$0.575 per common unit (the "Supplemental Distribution Amount") related to the distribution declared for the third quarter of 2021, which was paid during the fourth quarter of 2021.

Distributions per common unit	2022	2021	2020
\$ 2.96	\$ 3.36	\$ 2.75	

Additionally, in accordance with the distribution rights discussed above, MPLX made cash distributions of \$21 million to Series B unitholders on February 15, 2022 and August 15, 2022.

	2023	2022	2021
Distributions per common unit	\$ 3.25	\$ 2.96	\$ 3.36

The allocation of total quarterly cash distributions to general, limited, and preferred unitholders is as follows for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021. The Partnership Agreement sets forth the calculation to be used to determine the amount and priority of cash distributions that the common unitholders and preferred unitholders will receive. MPLX's distributions are declared subsequent to quarter end; therefore, the following table represents total cash distributions applicable to the period in which the distributions were earned.

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
Common and preferred unit distributions:	Common and preferred unit distributions:							
Common unitholders, includes common units of general partner <sup>(1)</sup>	Common unitholders, includes common units of general partner <sup>(1)</sup>							
Common unitholders, includes common units of general partner <sup>(1)</sup>	Common unitholders, includes common units of general partner <sup>(1)</sup>							
Series A preferred unit distributions <sup>(1)</sup>	Series A preferred unit distributions <sup>(1)</sup>	88	100	81				
Series B preferred unit distributions	Series B preferred unit distributions	41	41	41				
Series B preferred unit distributions <sup>(2)</sup>	Series B preferred unit distributions <sup>(2)</sup>							
Total cash distributions declared	Total cash distributions declared	\$3,109	\$3,573	\$2,994				

(1) 2021 period includes the Supplemental Distribution Amount.

(2) 2023 period includes the portion of the \$21 million distribution paid to the Series B preferred unitholders on February 15, 2023 that was earned during the period prior to the redemption.

On January 25, 2023 January 24, 2024, MPLX declared a quarterly cash distribution, based on the results of the fourth quarter of 2022, 2023, totaling \$776 million \$853 million, or \$0.7750 \$0.8500 per common unit. This rate was also received by Series A preferred unitholders. These distributions were paid on February 14, 2023 February 14, 2024 to unitholders of record on February 6, 2023 February 5, 2024.

#### 8. Net Income/(Loss) Per Limited Partner Unit

Net income/(loss) per unit applicable to common limited partner units is computed by dividing net income/(loss) attributable to MPLX LP less income/(loss) allocated to participating securities by the weighted average number of common units outstanding. Classes of participating securities include common units, equity-based compensation awards, Series A preferred units and Series B preferred units.

In 2023, 2022 2021 and 2020, 2021, MPLX had dilutive potential common units consisting of certain equity-based compensation awards. Anti-dilutive potential common units omitted from the diluted earnings per unit calculation for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 were less than 1 million.

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
Net income/(loss) attributable to MPLX LP <sup>(1)</sup>	\$3,944	\$3,077	\$ (720)					
Net income attributable to MPLX LP <sup>(1)</sup>								
Less: Distributions declared on Series A preferred units <sup>(2)</sup>	Less: Distributions declared on Series A preferred units <sup>(2)</sup>	88	100	81				
Distributions declared on Series B preferred units	Distributions declared on Series B preferred units	41	41	41				

Limited partners' distributions declared on MPLX common units (including common units of general partner)(2)	Limited partners' distributions declared on MPLX common units (including common units of general partner)(2)	2,980	3,432	2,872
Undistributed net income/(loss) attributable to MPLX LP	Undistributed net income/(loss) attributable to MPLX LP	\$ 835	\$ (496)	\$ (3,714)
Undistributed net income/(loss) attributable to MPLX LP	Undistributed net income/(loss) attributable to MPLX LP			
Undistributed net income/(loss) attributable to MPLX LP	Undistributed net income/(loss) attributable to MPLX LP			

(1) The year ended December 31, 2022 includes a \$509 million **non-cash** gain on a lease reclassification. See Note 20 for additional information.

(2) The year ended December 31, 2021 includes the Supplemental Distribution Amount.

2023						
	Limited Partners' Common Units		Series A Preferred Units		Series B Preferred Units	
<i>(In millions, except per unit data)</i>						Total
Basic and diluted net income attributable to MPLX LP per unit:						
Net income attributable to MPLX LP:						
Distributions declared	\$ 3,256	\$ 94	\$ 5	\$ 3,355		
Undistributed net income attributable to MPLX LP	557	16	—	573		
Net income attributable to MPLX LP <sup>(1)</sup>	\$ 3,813	\$ 110	\$ 5	\$ 3,928		
Impact of redemption of Series B preferred units	(5)					(5)
Income available to common unitholders	\$ 3,808					\$ 3,923
Weighted average units outstanding:						
Basic	1,001					
Diluted	1,002					
Net income attributable to MPLX LP per limited partner unit:						
Basic	\$ 3.80					
Diluted	\$ 3.80					

2022						
	Limited Partners' Common Units		Series A Preferred Units		Series B Preferred Units	
<i>(In millions, except per unit data)</i>						Total
Basic and diluted net income attributable to MPLX LP per unit:						
Net income attributable to MPLX LP:						
Distributions declared	\$ 2,980	\$ 88	\$ 41	\$ 3,109		
Undistributed net income attributable to MPLX LP	811	24	—	835		
Net income attributable to MPLX LP <sup>(1)</sup>	\$ 3,791	\$ 112	\$ 41	\$ 3,944		
Weighted average units outstanding:						
Basic	1,010					

Diluted			1,010				
Net income attributable to MPLX LP per limited partner unit:							
Basic		\$	3.75				
Diluted		\$	3.75				
(1) The year ended December 31, 2022 includes includes a \$509 million non-cash gain on a lease reclassification. See Note 20 for additional information.							
		2021					2021
			Limited				
			Partners'	Series A	Series B		
(In millions, except per unit data)	(In millions, except per unit data)		Common	Preferred	Preferred		
			Units	Units	Units	Total	(In millions, except per unit data)
Basic and diluted net income attributable to MPLX LP per unit:							
Basic and diluted net loss attributable to MPLX LP per unit:							
Net income attributable to MPLX LP:	Net income attributable to MPLX LP:						
Distributions declared <sup>(1)</sup>	\$ 3,432	\$ 100	\$ 41	\$ 3,573			
Net income attributable to MPLX LP:							
Net income attributable to MPLX LP:							
Distribution declared <sup>(1)</sup>							
Distribution declared <sup>(1)</sup>							
Distribution declared <sup>(1)</sup>							
Undistributed net loss attributable to MPLX LP	Undistributed net loss attributable to MPLX LP						
	(496)	—	—	(496)			
Net income attributable to MPLX LP	Net income attributable to MPLX LP						
	\$ 2,936	\$ 100	\$ 41	\$ 3,077			
Weighted average units outstanding:	Weighted average units outstanding:						
Basic	Basic	1,027					
Basic							
Basic							
Diluted							
Diluted	Diluted	1,027					
Net income attributable to MPLX LP per limited partner unit:	Net income attributable to MPLX LP per limited partner unit:						
Net income attributable to MPLX LP per limited partner unit:							
Basic	Basic						
Basic	Basic						
Basic	Basic	\$ 2.86					

Diluted	Diluted	\$ 2.86
Diluted		
Diluted		

(1) Includes the Supplemental Distribution Amount.

2020						
	Limited Partners' Common Units	Series A Preferred Units	Series B Preferred Units		Total	
<i>(In millions, except per unit data)</i>						
Basic and diluted net loss attributable to MPLX LP per unit:						
Net (loss)/income attributable to MPLX LP:						
Distribution declared	\$ 2,872	\$ 81	\$ 41	\$ 2,994		
Undistributed net loss attributable to MPLX LP	(3,714)	—	—	(3,714)		
Net (loss)/income attributable to MPLX LP	\$ (842)	\$ 81	\$ 41	\$ (720)		
Weighted average units outstanding:						
Basic	1,051					
Diluted	1,051					
Net loss attributable to MPLX LP per limited partner unit:						
Basic	\$ (0.80)					
Diluted	\$ (0.80)					

## 9. Series A Preferred Units

### Private Placement of Preferred Units

On May 13, 2016, MPLX completed the private placement of approximately 30.8 million 6.5 percent Series A Convertible preferred units for a cash purchase price of \$32.50 per unit. The aggregate net proceeds of approximately \$984 million from the sale of the Series A preferred units were used for capital expenditures, repayment of debt and general business purposes.

### Preferred Unit Distribution Rights

The Series A preferred units rank senior to all common units and pari passu with all Series B preferred units with respect to distributions and rights upon liquidation. The holders of the Series A preferred units are entitled to receive, when and if declared by the board, a quarterly distribution equal to the greater of \$0.528125 per unit or the amount of distributions they would have received on an as converted basis, including any supplemental distributions made to common unitholders. On January 25, 2023 January 24, 2024, MPLX declared a quarterly cash distribution of \$0.7750 \$0.8500 per common unit for the fourth quarter of 2022 2023. Holders of the Series A preferred units received the common unit rate in lieu of the lower \$0.528125 base amount.

The holders may convert their Series A preferred units into common units at any time, in full or in part, subject to minimum conversion amounts and conditions. After the fourth anniversary of the issuance date, MPLX may convert the Series A preferred units into common units at any time, in whole or in part, subject to certain minimum conversion amounts and conditions, if the closing price of MPLX common units is greater than \$48.75 for the 20-day trading period immediately preceding the conversion notice date. The conversion rate for the Series A preferred units shall be the quotient of (a) the sum of (i) \$32.50, plus (ii) any unpaid cash distributions on the applicable preferred unit, divided by (b) \$32.50, subject to adjustment for unit distributions, unit splits and similar transactions. The holders of the Series A preferred units are entitled to vote on an as-converted basis with the common unitholders and have certain other class voting rights with respect to any amendment to the MPLX partnership agreement that would adversely affect any rights, preferences or privileges of the preferred units. In addition, upon certain events involving a change of control, the holders of preferred units may elect, among other potential elections, to convert their Series A preferred units to common units at the then applicable change of control conversion rate.

### Preferred Units Outstanding

During the year years ended December 31, 2023 and December 31, 2021, certain Series A preferred unitholders exercised their rights to convert their Series A preferred units into 2,281,831 common units and 93,108 common units. As a result of these transactions, approximately 29.5 million units, respectively. Approximately 27.2 million Series A preferred units remain outstanding as of December 31, 2022 December 31, 2023.

### Financial Statement Presentation

The Series A preferred units are considered redeemable securities under GAAP due to the existence of redemption provisions upon a deemed liquidation event, which is outside MPLX's control. Therefore, they are presented as temporary equity in the mezzanine section of the Consolidated Balance Sheets. The Series A preferred units have been recorded at their issuance date fair value, net of issuance costs. Income allocations increase the carrying value and declared distributions decrease the carrying value of the Series A preferred units. As the Series A preferred units are not currently redeemable and not probable of becoming redeemable, adjustment to the initial carrying amount is not necessary and would only be required if it becomes probable that the Series A preferred units would become redeemable.

For a summary of changes in the redeemable preferred balance for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, see the Consolidated Statements of Equity.

## 10. Segment Information

MPLX's chief operating decision maker ("CODM") is the chief executive officer ("CEO") of its general partner. The CEO CODM reviews MPLX's discrete financial information, makes operating decisions, assesses financial performance and allocates resources on a type of service basis. MPLX has two reportable segments: L&S and G&P. Each of these segments is organized and managed based upon

the nature of the products and services it offers.

- L&S – gathers, transports, stores and distributes crude oil, refined products, other hydrocarbon-based products and renewables. Also includes the operation of refining logistics, fuels distribution and inland marine businesses, terminals, rail facilities and storage caverns.
- G&P – gathers, processes and transports natural gas; and transports, fractionates, stores and markets NGLs.

Our **CEO CODM** evaluates the performance of our segments using Segment Adjusted EBITDA. Amounts included in net income and excluded from Segment Adjusted EBITDA include: (i) depreciation and amortization; (ii) interest and other financial costs; (iii) income/(loss) from equity method investments; (iv) distributions and adjustments related to equity method investments; (v) gain on sales-type leases; leases and equity method investments; (vi) impairment expense; (vii) **restructuring expenses** (viii) noncontrolling interests; and (ix) (viii) other adjustments as deemed necessary, applicable. These items are either: (i) believed to be non-recurring in nature; (ii) not believed to be allocable or controlled by the segment; or (iii) are not tied to the operational performance of the segment. Assets by segment are not a measure used to assess the performance of the Partnership by our **CEO CODM** and thus are not reported in our disclosures.

The tables below present information about revenues and other income, Segment Adjusted EBITDA, **restructuring expenses**, capital expenditures and investments in unconsolidated affiliates **as well as total assets** for our reportable segments:

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
<b>L&amp;S</b>	<b>L&amp;S</b>							
Service revenue	Service revenue							
Service revenue	Service revenue	\$4,057	\$3,918	\$3,889				
Rental income	Rental income	803	772	985				
Product related revenue	Product related revenue	19	14	51				
Sales-type lease revenue	Sales-type lease revenue	465	435	152				
Income from equity method investments	Income from equity method investments	267	153	154				
Other income	Other income	57	61	54				
Total segment revenues and other income <sup>(1)</sup>	Total segment revenues and other income <sup>(1)</sup>	5,668	5,353	5,285				
Segment Adjusted EBITDA <sup>(2)</sup>	Segment Adjusted EBITDA <sup>(2)</sup>	3,818	3,681	3,488				
Restructuring expenses	—	—	29					
Capital expenditures	Capital expenditures	325	316	498				
Investments in unconsolidated affiliates	Investments in unconsolidated affiliates	97	33	141				
<b>G&amp;P</b>	<b>G&amp;P</b>							
Service revenue	Service revenue	2,056	2,023	2,088				
Service revenue	Service revenue							
Rental income	Rental income	287	347	365				
Product related revenue	Product related revenue	2,792	2,066	868				
Sales-type lease revenue	Sales-type lease revenue	62	—	—				

Income/(loss) from equity method investments	209	168	(1,090)
Income from equity method investments			
Other income <sup>(3)</sup>	Other income <sup>(3)</sup>	539	70
Total segment revenues and other income <sup>(1)</sup>	Total segment revenues and other income <sup>(1)</sup>	5,945	4,674
Segment Adjusted EBITDA <sup>(2)</sup>	Segment Adjusted EBITDA <sup>(2)</sup>	1,957	1,879
Restructuring expenses	—	—	8
Capital expenditures	Capital expenditures	528	224
Investments in unconsolidated affiliates	Investments in unconsolidated affiliates	\$ 120	\$ 118
		\$ 125	\$ 125

(1) Within the total segment revenues and other income amounts presented above, third party revenues for the L&S segment were \$644 million \$776 million, \$503 million \$644 million and \$567 million \$503 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively. Third party revenues for the G&P segment were \$5,678 million \$4,827 million, \$4,463 million \$5,678 million and \$2,088 million \$4,463 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively.

(2) See below for the reconciliation from Segment Adjusted EBITDA to Net income/(loss) income.

(3) Includes a \$92 million gain on remeasurement of our existing equity investment in Torriado in conjunction with the purchase of the remaining joint venture interest in 2023. Includes a \$509 million non-cash gain on a lease reclassification for the year ended December 31, 2022. See Note 20 in the Consolidated Financial Statements for additional information.

The table below provides a reconciliation between Net income/(loss) income and Segment Adjusted EBITDA.

(In millions)	(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
Reconciliation to Net income/(loss):								
Reconciliation to Net income:								
L&S Segment Adjusted EBITDA								
L&S Segment Adjusted EBITDA	L&S Segment Adjusted EBITDA	\$3,818	\$3,681	\$3,488				
G&P Segment Adjusted EBITDA	G&P Segment Adjusted EBITDA	1,957	1,879	1,723				
Total reportable segments	Total reportable segments	5,775	5,560	5,211				
Depreciation and amortization <sup>(1)</sup>	Depreciation and amortization <sup>(1)</sup>	(1,230)	(1,287)	(1,377)				
Interest and other financial costs	Interest and other financial costs	(925)	(879)	(896)				
Income/(loss) from equity method investments	Income/(loss) from equity method investments	476	321	(936)				
Income from equity method investments								
Distributions/adjustments related to equity method investments	Distributions/adjustments related to equity method investments	(652)	(537)	(499)				
Gain on sales-type leases and equity method investments	Gain on sales-type leases and equity method investments							
Impairment expense	Impairment expense							

Adjusted EBITDA			
attributable to			
noncontrolling interests			
Garyville incident			
response costs <sup>(2)</sup>			
Other <sup>(3)</sup>			
Gain on sales-type leases	509	—	—
Impairment expense	—	(42)	(2,165)
Restructuring expenses	—	—	(37)
Adjusted EBITDA attributable to noncontrolling			
interests	38	39	37
Other <sup>(2)</sup>	(13)	(63)	(25)
Net income/(loss)	<u>\$3,978</u>	<u>\$3,112</u>	<u>\$ (687)</u>

Net income

Net income

Net income

(1) Depreciation and amortization attributable to L&S was \$515 million \$530 million, \$546 million \$515 million and \$633 million \$546 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. Depreciation and amortization attributable to G&P was \$715 million \$683 million, \$741 million \$715 million and \$744 million \$741 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

(2) In August 2023, a naphtha release and resulting fire occurred at our Garyville Tank Farm resulting in the loss of four storage tanks with a combined shell capacity of 894 thousand barrels. We incurred \$16 million of incident response costs, net of insurance recoveries, during the year ended December 31, 2023.

(3) Includes unrealized derivative gain/(loss), non-cash equity-based compensation, provision for income taxes, and other miscellaneous items.

## 11. Major Customers and Concentration of Credit Risk

The table below shows, by segment, the percentage of total revenues and other income with MPC which is our most significant customer and our largest concentration of credit risk.

	2022	2021	2020		2023	2022	2021
Total revenues and other income <sup>(1)(2)</sup>							
Total revenues and other income <sup>(1)</sup>							
L&S							
L&S	L&S	88 %	90 %	89 %	87	%	
G&P	G&P	4 %	3 %	4 %	G&P	5 %	
Total	Total	47 %	50 %	55 %	Total	50 %	
						47 %	
							50 %

(1) The percent calculations for the year ended December 31, 2023 exclude losses attributable to a \$92 million gain associated with the impairment remeasurement of its existing equity method investments.

(2) investment in Tornado. The percent calculations for the year ended December 31, 2022 exclude a \$509 million non-cash \$509 million gain on a lease reclassification.

Revenue from the sale of products purchased after services are provided is reported as Product sales on the Consolidated Statements of Income and recognized on a gross basis, as MPLX takes control of the product and is the principal in the transaction. For the year ended December 31, 2023, revenues with one customer primarily related to these NGL transactions accounted for approximately 10 percent of our total revenues and other income for the year ended December 31, 2023.

MPLX has a concentration of trade receivables due from customers in the same industry: MPC, integrated oil companies, natural gas exploration and production companies, independent refining companies and other pipeline companies. These concentrations of customers may impact MPLX's overall exposure to credit risk as they may be similarly affected by changes in economic, regulatory and other factors. MPLX manages its exposure to credit risk through credit analysis, credit limit approvals and monitoring procedures; and for certain transactions, it may request letters of credit, prepayments or guarantees.

## 12. Inventories

Inventories consist of the following:

December 31,		
December 31,		December 31,

(In millions)	(In millions)	2022	2021	(In millions)	2023	2022
NGLs	NGLs	\$ 6	\$ 12			
Line fill	Line fill	16	23			
Spare parts, materials and supplies	Spare parts, materials and supplies	126	107			
Total inventories	Total inventories	\$ 148	\$ 142			

### 13. Property, Plant and Equipment

Property, plant and equipment with associated accumulated depreciation is shown below:

(In millions)	Estimated Useful Lives	December 31,	
		2022	2021
<b>L&amp;S</b>			
Pipelines	15-50 years	\$ 6,323	\$ 6,299
Refining logistics	15-20 years	1,710	1,650
Terminals	15-40 years	1,618	1,655
Marine	15-20 years	1,000	965
Land, building and other	5-60 years	1,585	1,589
Construction-in-progress		180	213
Total L&S property, plant and equipment		12,416	12,371
<b>G&amp;P</b>			
Gathering and transportation	5-40 years	6,781	7,668
Processing and fractionation	10-40 years	5,928	5,795
Land, building and other	5-40 years	511	514
Construction-in-progress		275	198
Total G&P property, plant and equipment		13,495	14,175
<b>Total property, plant and equipment</b>		25,911	26,546
Less accumulated depreciation <sup>(1)</sup>		7,063	6,504
<b>Property, plant and equipment, net</b>		\$ 18,848	\$ 20,042

(1) Includes property, plant and equipment impairment charges recorded during the respective period, as discussed below.

(In millions)	Estimated Useful Lives	December 31,	
		2023	2022
<b>L&amp;S</b>			
Pipelines	15 - 50 years	\$ 6,455	\$ 6,323
Refining logistics	15 - 20 years	1,818	1,710
Terminals	15 - 40 years	1,651	1,618
Marine	15 - 20 years	1,100	1,000
Land, building and other	5 - 60 years	1,609	1,585
Construction-in-progress		146	180
Total L&S property, plant and equipment		12,779	12,416
<b>G&amp;P</b>			
Gathering and transportation	5 - 40 years	7,484	6,781
Processing and fractionation	10 - 40 years	6,203	5,928
Land, building and other	5 - 40 years	525	511
Construction-in-progress		394	275
Total G&P property, plant and equipment		14,606	13,495
<b>Total property, plant and equipment</b>		27,385	26,546
Less accumulated depreciation		8,121	7,063
<b>Property, plant and equipment, net</b>		\$ 19,264	\$ 20,042

We capitalize interest as part of the cost of major projects during the construction period. Capitalized interest totaled **\$9 million** **\$15 million**, **\$14 million** **\$9 million** and **\$39 million** **\$14 million** as of the years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**, **2021**, respectively.

In the second quarter of 2021, we recognized impairment expense of \$42 million within our G&P segment related to our continued emphasis on portfolio optimization with the divestiture of several non-core assets and the closure of other non-core assets.

During the first quarter of 2020, we identified an impairment trigger relating to asset groups within our Western G&P reporting unit as a result of significant impacts to forecasted cash flows for these asset groups resulting from the deterioration in the economy and the environment in which MPLX and its customers operate, as well as a sustained decrease in unit price. The cash flows associated with these assets were significantly impacted by volume declines reflecting decreased forecasted producer customer production as a result of lower commodity prices. After assessing each asset group within the Western G&P reporting unit for impairment, only the East Texas G&P asset group resulted in the fair value of the underlying assets being less than the carrying value. As a result, an impairment of \$174 million was recorded to Impairment expense on the Consolidated Statements of Income. Fair value of the assets was determined using a combination of an income and cost approach. The income approach utilized significant assumptions including management's best estimates of the expected future cash flows, the estimated useful life of the asset group and discount rate. The cost approach utilized assumptions for the current replacement costs of similar assets adjusted for estimated depreciation and deterioration of the existing equipment and economic obsolescence. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As a result, there can be no assurance that the estimates and assumptions made for purposes of our impairment analysis will prove to be an accurate prediction of the future. The fair value measurements for the asset group fair values represent Level 3 measurements.

#### 14. Goodwill and Intangibles

##### Goodwill

MPLX annually evaluates goodwill for impairment as of November 30, as well as whenever events or changes in circumstances indicate it is more likely than not that the fair value of a reporting unit with goodwill is less than its carrying amount.

Our reporting units are one level below our operating segments and are determined based on the way in which segment management operates and reviews each operating segment. We have five reporting units, three of which have goodwill allocated to them. For the annual impairment assessment as of **November 30, 2022** **November 30, 2023**, management performed only a qualitative assessment for two reporting units as we determined it was more likely than not that the fair values of the reporting units exceeded their carrying values. The fair value of the crude gathering reporting unit for which a quantitative assessment was performed was determined based on applying both a discounted cash flow, or income approach, as well as a market approach which resulted in the fair value of the reporting unit exceeding its carrying value by greater than 10 percent. The significant assumptions used to develop the estimate of the fair value under the discounted cash flow method included management's best estimates of the discount rate of **10.1** **10.2** percent as well as estimates of future cash flows, which are impacted primarily by producer customers' development plans, which impact future volumes and capital requirements. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As a result, there can be no assurance that the estimates and assumptions made for purposes of the annual goodwill impairment test will prove to be an accurate prediction of the future. The fair value measurements for the individual reporting units represent Level 3 measurements. Total goodwill at **December 31, 2022** **December 31, 2023** was \$7,645 million and no impairment was recorded as a result of our **November 30, 2022** **November 30, 2023** annual goodwill impairment analysis.

During the first quarter of 2020, we determined that an interim impairment analysis of the goodwill recorded was necessary based on consideration of a number of first quarter events and circumstances. Our producer customers in our Eastern G&P region reduced production forecasts and drilling activity in response to the global economic downturn. Additionally, a decline in NGL prices impacted our future revenue forecast. After performing our evaluations related to the interim impairment of goodwill during the first quarter of 2020, we recorded an impairment of \$1,814 million within the Eastern G&P reporting unit, which was recorded to "Impairment expense" on the Consolidated Statements of Income. The impairment was primarily driven by additional guidance related to the slowing of drilling activity, which reduced production growth forecasts from our producer customers. The interim impairment assessment of the remaining reporting units with goodwill resulted in the fair value of the reporting units exceeding their carrying value. The fair value of our reporting units was determined using the same methodology and significant assumptions described above and included management's best estimates of the discount rate, which ranged from 9.5 percent to **11.5** percent.

The changes in carrying amount of goodwill were as follows for the periods presented:

(In millions)	(In millions)	L&S	G&P	Total	(In millions)	L&S	G&P	Total
Gross goodwill as of December 31, 2020		\$ 7,657	\$ 3,141	\$ 10,798				
Gross goodwill as of December 31, 2021								
Accumulated impairment losses	Accumulated impairment losses	—	(3,141)	(3,141)				
Balance as of December 31, 2020		7,657	—	7,657				
Impairment losses		—	—	—				
Balance as of December 31, 2021	Balance as of December 31, 2021	7,657	—	7,657				

Impairment losses	—	—	—
Disposal of assets			
Disposal of assets			
Disposal of assets	Disposal of assets	(12)	—
Balance as of December 31, 2022	Balance as of December 31, 2022	7,645	—
Gross goodwill as of December 31, 2022		7,645	3,141
Balance as of December 31, 2023			10,786
Balance as of December 31, 2023			
Balance as of December 31, 2023			
Balance as of December 31, 2023			
Gross goodwill as of December 31, 2023			
Gross goodwill as of December 31, 2023			
Gross goodwill as of December 31, 2023			
Accumulated impairment losses	Accumulated impairment losses	—	(3,141)
Balance as of December 31, 2022		\$ 7,645	\$ 7,645
Balance as of December 31, 2023			

#### Intangible Assets

MPLX's intangible assets are comprised of customer contracts and relationships. Gross intangible assets with accumulated amortization as of December 31, 2022 December 31, 2023 and 2021 2022 is shown below:

	December 31, 2022			December 31, 2021				December 31, 2023			December 31, 2022			
	December 31, 2023							December 31, 2023			December 31, 2022			
	(in millions)	(in millions)	Useful Life	Accumulated Gross	Accumulated Amortization(1)	Net	(in millions)	Gross	Accumulated Amortization(1)	Net	(in millions)	Gross	Accumulated Amortization(1)	Net
L&S	6 - 8 years	\$ 283	\$ (153)	\$ 130	\$ 283	\$ (117)	\$ 166							
G&P	6 - 25 years	1,288	(713)	575	1,288	(623)	665							
		\$ 1,571	\$ (866)	\$ 705	\$ 1,571	\$ (740)	\$ 831							
		\$												

(1) Amortization expense attributable to the L&S segment for both years ended December 31, 2022 December 31, 2023 and 2021 2022 was \$36 million. Amortization expense attributable to the G&P segment for the years ended December 31, 2022 December 31, 2023 and 2021 2022 was \$90 million \$92 million and \$92 million \$90 million, respectively.

During the first quarter of 2020, we also determined that an impairment analysis of intangibles within our Western G&P reporting unit was necessary. See Note 13 for additional information regarding our assessment around the Western G&P reporting unit, and more specifically our East Texas G&P asset group. The fair value of the intangibles in our East Texas G&P asset group were determined based on applying the multi-period excess earnings method, which is an income approach. Key assumptions included management's best estimates of the expected future cash flows from existing customers, customer attrition rates and

the discount rate. After performing our evaluations related to the impairment of intangible assets associated with our East Texas G&P asset group during the first quarter of 2020, we recorded an impairment of \$177 million to Impairment expense on the Consolidated Statements of Income related to our customer relationships.

Estimated future amortization expense related to the intangible assets at **December 31, 2022** **December 31, 2023** is as follows:

(In millions)	(In millions)	
2023		\$ 127
2024		
2024	2024	127
2025	2025	113
2026	2026	104
2027	2027	76
2028 and thereafter		158
2028		
2029 and thereafter		
Total	Total	\$ 705

## 15. Fair Value Measurements

### Fair Values – Recurring

**Fair** The following table presents the impact on the Consolidated Balance Sheets of MPLX's financial instruments carried at fair value **measurements** on a recurring basis as of December 31, 2023 and disclosures relate primarily to MPLX's derivative positions as discussed in Note 16, 2022 by fair value hierarchy level.

(In millions)	December 31,			
	2023		2022	
	Asset	Liability	Asset	Liability
<i>Embedded derivatives in commodity contracts (Level 3)</i>				
Other current assets / Other current liabilities	\$ —	\$ 11	\$ —	\$ 10
Other noncurrent assets / Other long-term liabilities	—	50	—	51
Total carrying value in Consolidated Balance Sheets	\$ —	\$ 61	\$ —	\$ 61

Level 2 instruments include over-the-counter fixed swaps to mitigate the price risk from our sales of propane. The swap valuations are based on observable inputs in the form of forward prices based on Mont Belvieu propane forward spot prices and contain no significant unobservable inputs. All of our Level 2 instruments were settled during 2023. There were no positions outstanding as of December 31, 2023.

Level 3 instruments relate to **a** **an embedded** derivative liability for a natural gas purchase commitment embedded in a keep-whole processing agreement. The fair value calculation for these Level 3 instruments **uses** **used** significant unobservable inputs including: (1) NGL prices interpolated and extrapolated due to inactive markets ranging from **\$0.68** **\$0.61** to **\$1.62** **\$1.44** per gallon with a weighted average of **\$0.84** **\$0.76** per gallon and (2) **the** **a** **100 percent** probability of renewal of **100 percent** for the **five-year****five-year** renewal term of the gas purchase commitment and related keep-whole processing agreement. Increases or decreases in the fractionation spread result in an increase or decrease in the fair value of the embedded derivative liability, respectively. **Beyond the embedded derivative discussed above, we had no outstanding commodity derivative contracts as of December 31, 2022 or December 31, 2021.**

### Changes in Level 3 Fair Value Measurements

The following table is a reconciliation of the net beginning and ending balances recorded for net liabilities classified as Level 3 in the fair value hierarchy.

(In millions)	(In millions)	2022	2021	(In millions)	2023	2022
Beginning balance	Beginning balance					
		\$ (108)	\$ (63)			
Unrealized and realized gain/(loss) included in net income <sup>(1)</sup>		35	(59)			

Unrealized and realized (loss)/gain included in Net Income <sup>(1)</sup>	
Settlements	Settlements
	12
Ending	Ending
balance	balance
	(61)
	<u>14</u>
	<u>(108)</u>
The amount of total gain/(loss) for the period included in net income attributable to the change in unrealized gain or loss relating to liabilities still held at end of period	\$ 33 \$(47)
Ending balance	
Ending balance	
The amount of total (loss)/gain for the period included in earnings attributable to the change in unrealized gain relating to liabilities still held at end of period	

(1) Gain/(loss) (Loss)/gain on derivatives embedded in commodity contracts are recorded in Purchased product costs on the Consolidated Statements of Income.

#### Fair Values – Non-recurring

Non-recurring fair value measurements and disclosures in 2023 relate primarily to the acquisition of the remaining interest in Torñado as discussed in Note 4.

Non-recurring fair value measurements and disclosures in 2022 and 2021 relate primarily to MPLX's sales-type leases as discussed in Note 20. The net investment in sales-type leases is recorded at the estimated fair value of the underlying leased assets at contract modification date. The leased assets were valued using a cost method valuation approach which utilizes Level 3 inputs.

#### Fair Values – Reported

We believe the carrying value of our other financial instruments, including cash and cash equivalents, receivables, receivables from related parties, lease receivables, lease receivables from related parties, accounts payable, and payables to related parties, approximate fair value. MPLX's fair value assessment incorporates a variety of considerations, including the duration of the instruments, MPC's investment-grade credit rating and the historical incurrence of and expected future insignificance of bad debt expense, which includes an evaluation of counterparty credit risk. The recorded value of the amounts outstanding under the bank revolving credit facility, if any, approximates fair value due to the variable interest rate that approximates current market rates. Derivative instruments are recorded at fair value, based on available market information, information (see Note 16).

The fair value of MPLX's debt is estimated based on prices from recent market non-binding indicative quotes. The debt fair values are considered trade activity and is categorized in Level 3 measurements, of the fair value hierarchy. The following table summarizes the fair value and carrying value of our third-party debt, excluding finance leases and unamortized debt issuance costs:

December 31,	
2022	2021
December 31,	
	December 31,

2023					2023		2022	
(In millions)		Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	
(In millions)		(In millions)	(In millions)	(In millions)	(In millions)	(In millions)	(In millions)	
Outstanding	Outstanding							
debt <sup>(1)</sup>	debt <sup>(1)</sup>	\$18,095	\$19,905	\$20,779	\$18,664			

(1) **Amounts** Any amounts outstanding under the MPC Loan Agreement are not included in the table above, as the carrying value approximates fair value. This balance is reflected in Current liabilities - related parties on the Consolidated Balance Sheets.

#### 16. Derivative Financial Instruments

For During the years 2022, 2021 and 2020, year ended December 31, 2023, MPLX entered into commodity contracts that were executed to manage price risk during 2023. All of those positions were settled during 2023, with the associated gains included in the table below. As of December 31, 2023, MPLX had no outstanding commodity contracts beyond the embedded derivative discussed below.

**Embedded Derivative** - MPLX has a natural gas purchase commitment embedded in a keep-whole processing agreement with a producer customer in the Southern Appalachian region expiring in December 2027. The customer has the unilateral option to extend the agreement for one five-year term through December 2032. For accounting purposes, the natural gas purchase commitment and the term extending option ~~has~~ have been aggregated into a single compound embedded derivative. The probability of the customer exercising its option is determined based on assumptions about the customer's potential business strategy

decision points that may exist at the time they would elect whether to renew the contract. The changes in fair value of this compound embedded derivative are based on the difference between the contractual and index pricing, the probability of the producer customer exercising its option to extend, and the estimated favorability of these contracts compared to current market conditions. The changes in fair value are recorded in earnings through Purchased product costs ~~on~~ in the Consolidated Statements of Income. For further information regarding the fair value measurement of derivative instruments, see Note 15. See Note 2 for a discussion of derivatives MPLX may use and the reasons for them. As of December 31, 2022 both December 31, 2023 and 2021, 2022, the estimated fair value of this contract was a liability of \$61 million and \$108 million, respectively.

As of December 31, 2022 December 31, 2023 and 2021, 2022, there were no derivative assets or liabilities that were offset on the Consolidated Balance Sheets. The impact of MPLX's derivative instruments on its Consolidated Balance Sheets is summarized below:

(In millions)	December 31,			
	2022		2021	
Derivative contracts not designated as hedging instruments and their balance sheet location				
Commodity contracts <sup>(1)</sup>	Asset		Asset	Liability
Other current assets / Other current liabilities	\$	—	\$	10
Other noncurrent assets / Other long-term liabilities	—		51	—
<b>Total</b>	<b>\$</b>	<b>—</b>	<b>\$</b>	<b>61</b>

(1)Includes the embedded derivative in the commodity contract discussed above.

The impact of MPLX's derivative contracts not designated as hedging instruments and the location of gains and losses recognized ~~on~~ in the Consolidated Statements of Income is summarized below:

(In millions)	2022	2021	2020	(In millions)	2023	2022	2021
Product sales							
Realized gain							
Realized gain							
Realized gain							
Product sales							
derivative gain							
Product sales							
derivative gain							
Product sales							
derivative gain							
Purchased							
product costs							
Realized loss							
Realized loss							
Realized loss							

Unrealized gain/(loss)			
Purchased product cost derivative (loss)/gain			
Purchased product costs			
Realized loss	\$(12)	\$(14)	\$(6)
Unrealized gain/(loss)	47	(45)	(3)
Purchased product cost derivative gain/(loss)	\$ 35	\$(59)	\$(9)
Total derivative (loss)/gain included in Net Income			
Total derivative (loss)/gain included in Net Income			
Total derivative (loss)/gain included in Net Income			

## 17. Debt

MPLX's outstanding borrowings at December 31, 2022 December 31, 2023 and 2021 2022 consisted of the following:

(In millions)	(In millions)	December 31,		December 31, 2023	2022
		2022	2021		
<b>MPLX LP:</b>					
Bank revolving credit facility	Bank revolving credit facility				
3.500% senior notes due December 1, 2022	3.500% senior notes due December 1, 2022	—	300	486	
3.375% senior notes due March 15, 2023	3.375% senior notes due March 15, 2023	—	500		
<b>Bank revolving credit facility</b>					
4.500% senior notes due July 15, 2023	4.500% senior notes due July 15, 2023	989	989		
4.875% senior notes due December 1, 2024	4.875% senior notes due December 1, 2024	1,149	1,149		
4.000% senior notes due February 15, 2025	4.000% senior notes due February 15, 2025	500	500		
4.875% senior notes due June 1, 2025	4.875% senior notes due June 1, 2025	1,189	1,189		

1.750% senior notes due March 1, 2026	1.750% senior notes due March 1, 2026	1,500	1,500
4.125% senior notes due March 1, 2027	4.125% senior notes due March 1, 2027	1,250	1,250
4.250% senior notes due December 1, 2027	4.250% senior notes due December 1, 2027	732	732
4.000% senior notes due March 15, 2028	4.000% senior notes due March 15, 2028	1,250	1,250
4.800% senior notes due February 15, 2029	4.800% senior notes due February 15, 2029	750	750
2.650% senior notes due August 15, 2030	2.650% senior notes due August 15, 2030	1,500	1,500
4.950% senior notes due September 1, 2032	4.950% senior notes due September 1, 2032	1,000	—
5.000% senior notes due March 1, 2033			
4.500% senior notes due April 15, 2038	4.500% senior notes due April 15, 2038	1,750	1,750
5.200% senior notes due March 1, 2047	5.200% senior notes due March 1, 2047	1,000	1,000
5.200% senior notes due December 1, 2047	5.200% senior notes due December 1, 2047	487	487
4.700% senior notes due April 15, 2048	4.700% senior notes due April 15, 2048	1,500	1,500
5.500% senior notes due February 15, 2049	5.500% senior notes due February 15, 2049	1,500	1,500
4.950% senior notes due March 14, 2052	4.950% senior notes due March 14, 2052	1,500	—
5.650% senior notes due March 1, 2053			
4.900% senior notes due April 15, 2058	4.900% senior notes due April 15, 2058	500	500
Consolidated subsidiaries:	Consolidated subsidiaries:		

MarkWest - 4.500% - 4.875% senior notes, due 2023-2025	MarkWest - 4.500% - 4.875% senior notes, due 2023-2025	23	23
ANDX - 3.500% - 5.200% senior notes, due 2027-2047		31	45
MarkWest - 4.500% - 4.875% senior notes, due 2023-2025			
MarkWest - 4.500% - 4.875% senior notes, due 2023-2025			
ANDX - 4.250% - 5.200% senior notes, due 2027-2047			
Financing lease obligations <sup>(1)</sup>	Financing lease obligations <sup>(1)</sup>	8	9
Total	Total	20,108	18,909
Unamortized debt issuance costs	Unamortized debt issuance costs	(117)	(102)
Unamortized discount	Unamortized discount	(195)	(236)
Amounts due within one year	Amounts due within one year	(988)	(499)
Total long- term debt due after one year	Total long- term debt due after one year	\$18,808	\$18,072

(1) See Note 20 for lease information.

The following table shows five years of scheduled debt payments, including payments on finance lease obligations, as of **December 31, 2022** **December 31, 2023**:

	(In millions)	(In millions)
2023		\$1,002
2024	2024	1,152
2025	2025	1,701
2026	2026	1,501
2027	2027	\$2,001
2028		

#### Credit Agreements

##### MPLX Credit Agreement

On July 7, 2022, MPLX entered into a new five-year MPLX's credit agreement (the "MPLX Credit Agreement") to replace the previous \$3.5 billion credit facility that was scheduled to expire July 2024. The new MPLX Credit Agreement matures July 7, 2027 and, among other things, provides for a \$2 billion unsecured revolving credit facility and letter of credit issuing capacity under the facility of up to \$150 million. Letter of credit issuing capacity is included in, not in addition to, the \$2 billion borrowing capacity. The financial covenants of the MPLX Credit Agreement are substantially the same as those contained in the previous credit agreement. Borrowings under the new MPLX Credit Agreement bear interest, at MPLX's election, at either the Adjusted Term SOFR or the Alternate Base Rate, both as defined in the MPLX Credit Agreement, plus an applicable margin.

The borrowing capacity under the MPLX Credit Agreement may be increased by up to an additional \$1.0 billion, subject to certain conditions, including the consent of lenders whose commitments would increase. In addition, the maturity date may be extended, for up to two additional one year periods, subject to, among other conditions, the approval of lenders holding the majority of the

commitments then outstanding, provided that the commitments of any non-consenting lenders will terminate on the then-effective maturity date. MPLX is charged various fees and expenses in connection with the agreement, including administrative agent fees, commitment fees on the unused portion of the facility and fees with respect to issued and outstanding letters of credit. The applicable margins to the benchmark interest rates and certain fees fluctuate based on the credit ratings in effect from time to time on MPLX's long-term debt.

The MPLX Credit Agreement contains certain representations and warranties, affirmative and restrictive covenants and events of default that MPLX considers to be usual and customary for an agreement of this type, including a financial covenant that requires MPLX to maintain a ratio of Consolidated Total Debt as of the end of each fiscal quarter to Consolidated EBITDA (both as defined in the MPLX Credit Agreement) for the prior four fiscal quarters of no greater than 5.0 to 1.0 (or 5.5 to 1.0 for up to two fiscal quarters following certain acquisitions). Consolidated EBITDA is subject to adjustments, including for certain acquisitions and dispositions completed and capital projects undertaken during the relevant period. Other covenants restrict MPLX and/or certain of its subsidiaries from incurring debt, creating liens on our assets and entering into transactions with affiliates. As of December 31, 2022 December 31, 2023, MPLX was in compliance with the covenants contained in the MPLX Credit Agreement.

Activity on the new and previous MPLX Credit Agreement was as follows:

	December 31,			December 31,	
(In millions, except %)	(In millions, except %)	December 31, 2022	December 31, 2021	(In millions, except %)	
Borrowings	Borrowings	\$ 900	\$ 4,175		
Weighted average interest rate of borrowings of borrowings	Weighted average interest rate of borrowings				
Repayments	Repayments	\$ 1,200	\$ 4,050		
Outstanding balance at end of period	Outstanding balance at end of period	\$ —	\$ 300		
Letters of credit outstanding	Letters of credit outstanding	\$ 0.2	\$ 0.2		
Total remaining availability on facility	Total remaining availability on facility	\$ 2,000	\$ 3,200		
Percent of borrowing capacity available	Percent of borrowing capacity available	100 %	91 %	100 %	100 %

#### Senior Notes

Interest on each series of MPLX LP, MarkWest and ANDX senior notes is payable semi-annually in arrears, according to the table below.

Senior Notes	Interest payable semi-annually in arrears
4.875% senior notes due December 1, 2024	June 1 <sup>st</sup> and December 1 <sup>st</sup>
4.000% senior notes due February 15, 2025	February 15 <sup>th</sup> and August 15 <sup>th</sup>
4.875% senior notes due June 1, 2025	June 1 <sup>st</sup> and December 1 <sup>st</sup>
1.750% senior notes due March 1, 2026	March 1 <sup>st</sup> and September 1 <sup>st</sup>
4.125% senior notes due March 1, 2027	March 1 <sup>st</sup> and September 1 <sup>st</sup>
4.250% senior notes due December 1, 2027	June 1 <sup>st</sup> and December 1 <sup>st</sup>
4.000% senior notes due March 15, 2028	March 15 <sup>th</sup> and September 15 <sup>th</sup>
4.800% senior notes due February 15, 2029	February 15 <sup>th</sup> and August 15 <sup>th</sup>
2.650% senior notes due August 15, 2030	February 15 <sup>th</sup> and August 15 <sup>th</sup>
4.950% senior notes due September 1, 2032	March 1 <sup>st</sup> and September 1 <sup>st</sup>
5.000% senior notes due March 1, 2033	March 1 <sup>st</sup> and September 1 <sup>st</sup>
4.500% senior notes due April 15, 2038	April 15 <sup>th</sup> and October 15 <sup>th</sup>
5.200% senior notes due March 1, 2047	March 1 <sup>st</sup> and September 1 <sup>st</sup>
5.200% senior notes due December 1, 2047	June 1 <sup>st</sup> and December 1 <sup>st</sup>
4.700% senior notes due April 15, 2048	April 15 <sup>th</sup> and October 15 <sup>th</sup>
5.500% senior notes due February 15, 2049	February 15 <sup>th</sup> and August 15 <sup>th</sup>
4.950% senior notes due March 14, 2052	March 14 <sup>th</sup> and September 14 <sup>th</sup>
5.650% senior notes due March 1, 2053	March 1 <sup>st</sup> and September 1 <sup>st</sup>
4.900% senior notes due April 15, 2058	April 15 <sup>th</sup> and October 15 <sup>th</sup>

On February 9, 2023, MPLX issued \$1.6 billion aggregate principal amount of notes, consisting of \$1.1 billion principal amount of 5.00 percent senior notes due 2033 (the "2033 Senior Notes") and \$500 million principal amount of 5.65 percent senior notes due 2053 (the "2053 Senior Notes"). The 2033 Senior Notes were offered at a price to the public of 99.170 percent of par with interest payable semi-annually in arrears, commencing on September 1, 2023. The 2053 Senior Notes were offered at a price to the public of 99.536 percent of par with interest payable semi-annually in arrears, commencing on September 1, 2023.

On February 15, 2023, MPLX used \$600 million of the net proceeds from the offering of the 2033 Senior Notes and 2053 Senior Notes described above to redeem all of the outstanding Series B preferred units. We also provided notice On March 13, 2023, MPLX used the remaining proceeds from the offering, and cash on hand, to redeem all of MPLX's and MarkWest's \$1.0 billion aggregate principal amount of 4.50 percent senior notes due July 2023, 2023, at par, plus accrued and unpaid interest. The redemption resulted in a loss of \$9 million due to the immediate expense recognition of unamortized debt discount and issuance costs, which is included on the Consolidated Statements of Income as Other financial costs, net.

On March 14, 2022, MPLX issued \$1.5 billion aggregate principal amount of 4.950 percent senior notes in a public offering due March 2052 (the "2052 Senior Notes"). The 2052 Senior Notes were offered at a price to the public of 98.982 percent of par with interest payable semi-annually in arrears, commencing on September 14, 2022. The net proceeds were used to repay amounts outstanding under the MPC Intercompany Loan Agreement and the MPLX Credit Agreement as well as for general partnership purposes.

On August 11, 2022, MPLX issued \$1.0 billion aggregate principal amount of 4.950 percent senior notes due September 2032 (the "2032 Senior Notes") in an underwritten public offering. The 2032 Senior Notes were offered at a price to the public of 99.433 percent of par with interest payable semi-annually in arrears, commencing on March 1, 2023. The net proceeds were used to redeem all of the 3.500 percent senior notes due December 2022 and all of the 3.375 percent senior notes due March 2023, as discussed below.

On August 25, 2022, MPLX redeemed all of the \$500 million 3.500 percent senior notes due December 2022, \$14 million of which was issued by Andeavor Logistics LP, at 100.101 percent of the aggregate principal amount, plus accrued and unpaid interest to, but not including the redemption date. On September 15, 2022, MPLX redeemed all of the \$500 million 3.375 percent senior notes due March 2023 at 100 percent of the aggregate principal amount. The impact of these debt extinguishments was not material to the Consolidated Statements of Income.

On January 15, 2021, MPLX redeemed all of the \$750 million outstanding aggregate principal amount of 5.250 percent senior notes, due January 15, 2025, including approximately \$42 million aggregate principal amount of senior notes issued by ANDX, at a price equal to 102.625 percent of the principal amount. The payment of \$20 million related to the note premium, offset by the immediate expense recognition of \$12 million of unamortized debt premium and issuance costs, resulted in a loss on extinguishment of debt of \$8 million that is included on the Consolidated Statements of Income as Other financial costs, net.

#### Subordination of Senior Notes

The MPLX senior notes are direct, unsecured unsubordinated obligations of MPLX LP. As such, they rank equally in right of payment with all of MPLX LP's other unsubordinated debt and are not guaranteed by any of MPLX LP's subsidiaries. The MPLX notes are effectively junior to MPLX LP's secured indebtedness, if any, to the extent of the value of the relevant collateral. The MPLX notes are not obligations of any of MPLX's subsidiaries and are effectively subordinated to all indebtedness and other obligations of such subsidiaries. The MPLX notes may be redeemed, in whole or part, at any time at the option of MPLX at a redemption price specified in the indenture governing the applicable notes, plus accrued and unpaid interest to the redemption date. The indenture governing the MPLX senior notes does not limit the amount of debt that MPLX may issue under the indenture, nor the amount of other debt that MPLX or any of its subsidiaries may issue or guaranty.

The ANDX senior notes are non-recourse to MPLX and its subsidiaries other than ANDX, the general partner of ANDX and other subsidiaries, if any, of ANDX that are a co-issuer or guarantor of the ANDX senior notes. The MarkWest senior notes are non-recourse to MPLX and its subsidiaries other than MarkWest, the general partner of MarkWest and other subsidiaries, if any, of MarkWest that are a co-issuer or guarantor of the MarkWest senior notes.

## 18. Revenue

### Disaggregation of Revenue

The following tables represent a disaggregation of revenue for each reportable segment for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021.

(In millions)	2023		
	L&S	G&P	Total
<b>Revenues and other income:</b>			
Service revenue	\$ 369	\$ 2,170	\$ 2,539
Service revenue - related parties	3,966	19	3,985
Service revenue - product related	—	294	294
Product sales	5	1,660	1,665
Product sales - related parties	13	237	250
Total revenues from contracts with customers	\$ 4,353	\$ 4,380	\$ 8,733
Non-ASC 606 revenue <sup>(1)</sup>			\$ 2,548
<b>Total revenues and other income</b>			<b>\$ 11,281</b>

(In millions)	2022		
	L&S	G&P	Total
<b>Revenues and other income:</b>			
Service revenue	\$ 320	\$ 2,039	\$ 2,359
Service revenue - related parties	3,737	17	3,754
Service revenue - product related	—	394	394
Product sales	6	2,213	2,219
Product sales - related parties	13	185	198
Total revenues from contracts with customers	\$ 4,076	\$ 4,848	\$ 8,924
Non-ASC 606 revenue <sup>(1)</sup>			\$ 2,689
<b>Total revenues and other income</b>			<b>\$ 11,613</b>

(In millions)	2021		
	L&S	G&P	Total
<b>Revenues and other income:</b>			
Service revenue	\$ 310	\$ 2,003	\$ 2,313
Service revenue - related parties	3,608	20	3,628
Service revenue - product related	—	345	345
Product sales	4	1,586	1,590
Product sales - related parties	10	135	145
Total revenues from contracts with customers	\$ 3,932	\$ 4,089	\$ 8,021
Non-ASC 606 revenue <sup>(1)</sup>			\$ 2,006
<b>Total revenues and other income</b>			<b>\$ 10,027</b>

(In millions)	2020			(In millions)	2021		
	L&S	G&P	Total		L&S	G&P	Total

Revenues and other income:	Revenues and other income:				
Service revenue					
Service revenue					
Service revenue	Service revenue	\$ 333	\$ 2,064	\$ 2,397	
Service revenue - related parties	Service revenue - related parties	3,556	24	3,580	
Service revenue - product related	Service revenue - product related	—	155	155	
Product sales	Product sales	39	597	636	
Product sales - related parties	Product sales - related parties	12	116	128	
Total	Total				
revenues from contracts with customers	revenues from contracts with customers	\$3,940	\$2,956	6,896	
Non-ASC 606 revenue <sup>(1)</sup>	Non-ASC 606 revenue <sup>(1)</sup>				
Non-ASC 606 revenue <sup>(1)</sup>	Non-ASC 606 revenue <sup>(1)</sup>				
Total revenues and other income	Total revenues and other income				
other income	other income				
		\$ 7,569			

(1) Non-ASC 606 Revenue includes rental income, sales-type lease revenue, income/(loss) income from equity method investments, and other income.

#### Contract Balances

Our receivables are primarily associated with customer contracts. Payment terms vary by product or service type; however, the period between invoicing and payment is not significant. Included within the receivables are balances related to commodity sales on behalf of our producer customers, for which we remit the net sales price back to the producer customers upon completion of the sale.

Under certain of our contracts, we recognize revenues in excess of billings which we present as contract assets. Contract assets typically relate to deficiency payments related to minimum volume commitments and aid in construction agreements where the revenue recognized and MPLX's rights to consideration for work completed exceeds the amount billed to the customer. Contract assets are included in Other current assets and Other noncurrent assets on the Consolidated Balance Sheets.

Under certain of our contracts, we receive payments in advance of satisfying our performance obligations, which are recorded as contract liabilities. Contract liabilities, which we present as Deferred revenue and Long-term deferred revenue, typically relate to advance payments for aid in construction agreements and deferred customer credits associated with makeup rights and minimum volume commitments. Related to minimum volume commitments, breakage is estimated and recognized into service revenue in instances where it is probable the customer will not use the credit in future periods. We classify contract liabilities as current or long-term based on the timing of when we expect to recognize revenue.

Receivables, net primarily relate to our commodity sales. Portions of the Receivables, net balance are attributed to the sale of commodity product controlled by MPLX prior to sale while a significant portion of the balance relates to the sale of commodity product on behalf of our producer customers. The sales and related Receivables, net are commingled and excluded from the table below. MPLX remits the net sales price back to our producer customers upon completion of the sale. Each period end, certain amounts within accounts payable relate to our payments to producer customers. Such amounts are not deemed material at period end as a result of when we settle with each producer.

The tables below reflect the changes in ASC 606 contract balances for the years ended December 31, 2022 December 31, 2023 and 2021: 2022:

(In millions)	(In millions)	Balance at December 31, 2021		Balance at December 31, 2022		Additions/ (Deletions)	Revenue Recognized <sup>(1)</sup>	Balance at December 31, 2023
		Additions/ (Deletions)	Revenue Recognized <sup>(1)</sup>	December 31, 2022 (In millions)	December 31, 2022 (In millions)			

Contract assets	Contract assets	\$ 25	\$ (4)	\$ —	\$ 21
Long-term contract assets	Long-term contract assets	2	(1)	—	1
Deferred revenue	Deferred revenue	56	41	(40)	57
Deferred revenue - related parties	Deferred revenue - related parties	60	109	(106)	63
Long-term deferred revenue	Long-term deferred revenue	135	81	—	216
Long-term deferred revenue - related parties	Long-term deferred revenue - related parties	31	(6)	—	25
Long-term contract liabilities	Long-term contract liabilities	\$ 5	\$ (3)	\$ —	\$ 2

(In millions)	(In millions)	Balance at December 31, 2020		Revenue Recognized(1)	Balance at December 31, 2021 (In millions)	Balance at December 31, 2021	Additions/ (Deletions)	Revenue Recognized(1)	Balance at December 31, 2022
		December 31, 2020	Additions/ (Deletions)	Revenue Recognized(1)	December 31, 2021				
Contract assets	Contract assets	\$ 40	\$ (15)	\$ —	\$ 25				
Long-term contract assets	Long-term contract assets	2	—	—	2				
Deferred revenue	Deferred revenue	37	56	(37)	56				
Deferred revenue - related parties	Deferred revenue - related parties	91	75	(106)	60				
Long-term deferred revenue	Long-term deferred revenue	119	16	—	135				
Long-term deferred revenue - related parties	Long-term deferred revenue - related parties	48	(17)	—	31				
Long-term contract liabilities	Long-term contract liabilities	\$ 6	\$ (1)	\$ —	\$ 5				

(1) No significant revenue was recognized related to past performance obligations in the current periods.

#### **Remaining Performance Obligations**

The table below includes estimated revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the end as of the reporting period, December 31, 2023. The amounts presented below are generally limited to fixed consideration from contracts with customers that contain minimum volume commitments.

As of December 31, 2022, unsatisfied performance obligations included in the Consolidated Balance Sheets are \$360 million and will be recognized as revenue as the obligations are satisfied, which is expected to occur over the next 21 years. A significant portion of this amount our future contracted revenue is excluded from the amounts presented below in accordance with ASC 606. Variable consideration that is constrained or not disclosed in the table below required to be estimated as it reflects our efforts to perform is deemed variable consideration due to volume variability, excluded from this disclosure. Additionally, we do not disclose information on the future performance obligations for any contract with an original expected duration of one year or less.

<i>(In millions)</i>	\$	1,844
2023	\$	1,844
2024	\$	1,717
2025	\$	1,634
2026	\$	1,471
2027	\$	1,330
2028 and thereafter	\$	733
<b>Total revenue on remaining performance obligations<sup>(1)(2)(3)</sup></b>	<b>\$</b>	<b>8,729</b>

(1) All fixed consideration less, or that are terminable by our customer with little or no termination penalties. Potential future performance obligations related to renewals that have not yet been exercised or are not certain of exercise are excluded from contracts with customers is included in the amounts presented above. Variable consideration that is constrained or not required to be estimated as it reflects our efforts to perform is excluded.

(2) below. Revenues classified as Rental income and Sales-type lease revenue are also excluded from this table.

(3) Only minimum volume commitments that are deemed fixed are

<i>(In billions)</i>	\$	2.0
2024	\$	2.0
2025	\$	1.9
2026	\$	1.8
2027	\$	1.7
2028	\$	0.5
2029 and thereafter	\$	0.6
<b>Total revenue on remaining performance obligations</b>	<b>\$</b>	<b>8.5</b>

As of December 31, 2023, unsatisfied performance obligations included in the Consolidated Balance Sheets are \$479 million and will be recognized as revenue as the obligations are satisfied, which is expected to occur over the next 20 years. A portion of this amount is not disclosed in the table above. MPLX has various minimum volume commitments in processing arrangements that vary based on the actual Btu content of the gas received. These amounts are above as it is deemed variable consideration and are excluded from the table above.

due to volume variability.

#### **19. Supplemental Cash Flow Information**

<i>(In millions)</i>	<i>(In millions)</i>	2022	2021	2020	<i>(In millions)</i>	2023	2022	2021
Net cash provided by operating activities included:	Net cash provided by operating activities included:							
Interest paid (net of amounts capitalized)	Interest paid (net of amounts capitalized)	\$813	\$812	\$821				
Interest paid (net of amounts capitalized)	Interest paid (net of amounts capitalized)							
Interest paid (net of amounts capitalized)	Interest paid (net of amounts capitalized)							

Income taxes paid	Income taxes paid	3	4	2
Cash paid for amounts included in the measurement of lease liabilities				
Cash paid for amounts included in the measurement of lease liabilities:				
Payments on operating leases	Payments on operating leases	73	79	87
Interest payment under finance lease obligations		—	—	1
Payments on operating leases				
Payments on operating leases				
Net cash provided by financing activities included: financing activities included:	Net cash provided by financing activities included: financing activities included:			
Net cash provided by financing activities included:				
Net cash provided by financing activities included:				
Principal payments under finance lease obligations	Principal payments under finance lease obligations			
Principal payments under finance lease obligations	Principal payments under finance lease obligations			
Principal payments under finance lease obligations	Principal payments under finance lease obligations	2	2	9
Non-cash investing and financing activities:	Non-cash investing and financing activities:			
Net transfers of property, plant and equipment (to)/from materials and supplies inventories	Net transfers of property, plant and equipment (to)/from materials and supplies inventories	(1)	1	—
Net transfers of property, plant and equipment (to)/from materials and supplies inventories				

Net transfers of property, plant and equipment (to)/from materials and supplies inventories				
ROU assets obtained in exchange for new operating lease obligations	ROU assets obtained in exchange for new operating lease obligations	78	20	17
ROU assets obtained in exchange for new finance lease obligations	ROU assets obtained in exchange for new finance lease obligations	1	—	1
Fair value of common units redeemed for Wholesale Exchange		—	—	340
Book value of equity method investment <sup>(1)</sup>				

(1) Represents the book value of MPLX's equity method investment in Torñado prior to MPLX buying out the remaining interest in this entity. See Note 4 for additional information.

The Consolidated Statements of Cash Flows exclude changes to the Consolidated Balance Sheets that did not affect cash. The following is a reconciliation of additions to property, plant and equipment to total capital expenditure:

(In millions)	(In millions)	2023	2022	2021
Additions to property, plant and equipment	Additions to property, plant and equipment	\$806	\$529	\$1,183
Increase/(decrease) in capital accruals	47	11	(244)	
Increase in capital accruals				
Total capital expenditures	Total capital expenditures	\$853	\$540	\$ 939
Total capital expenditures				

## 20. Leases

### Lessee

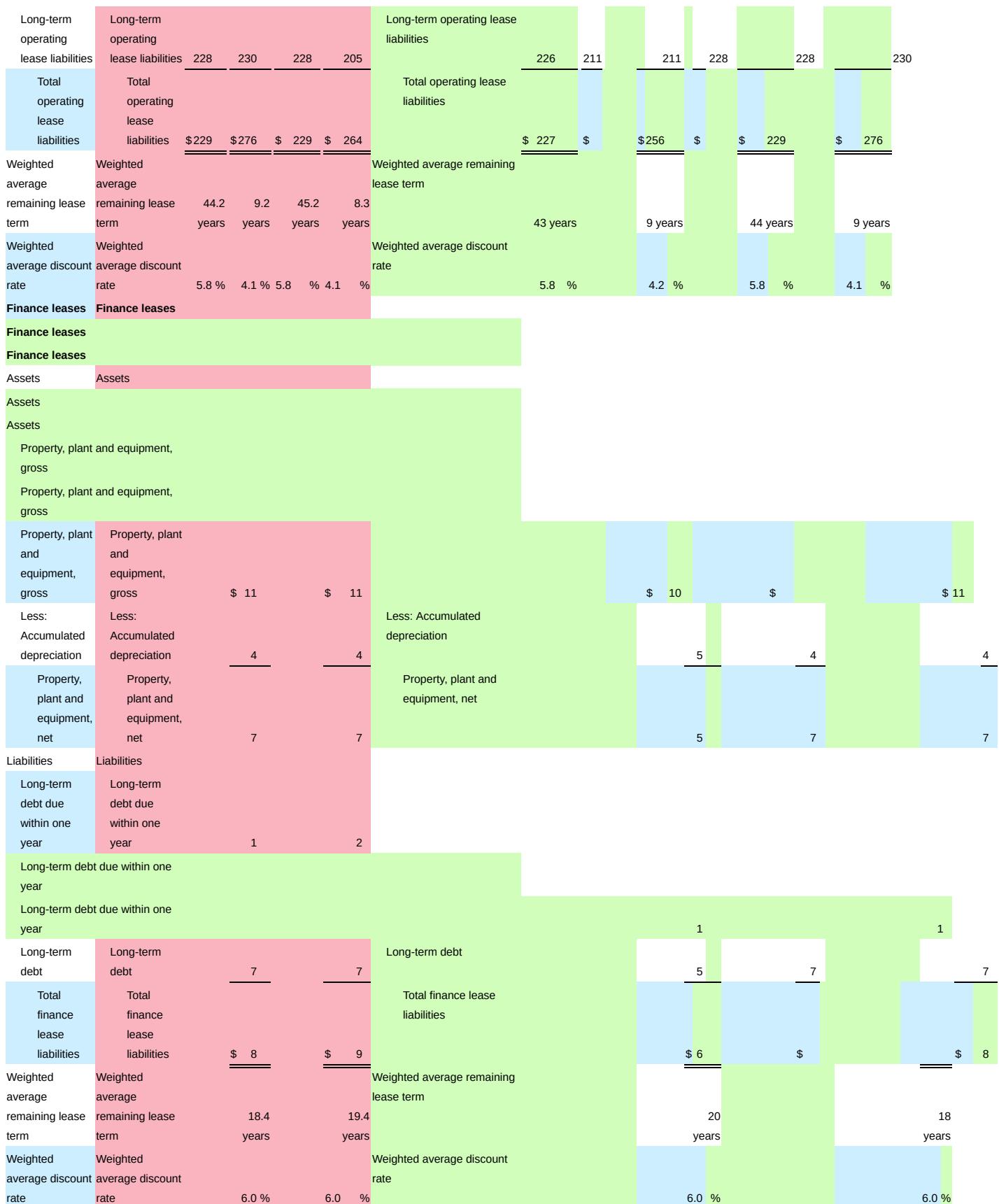
We lease a wide variety of facilities and equipment under leases from third parties, including land and building space, office and field equipment, storage facilities and transportation equipment, while our related party leases primarily relate to ground leases associated with our refining logistics assets. Our remaining lease terms range from less than one year to 96 years. Some long-term leases include renewal options ranging from one to 50 years and, in certain leases, also include purchase options. Renewal options and termination options were not included in the measurement of ROU assets and lease liabilities since it was determined they were not reasonably certain to be exercised.

The components of lease cost were as follows:

		2022		2021		2020				2023		2022		2021	
(In millions)		(In millions)		Related Party		Third Party		(In millions)		Related Party		Third Party		Related Party	
Components of lease costs:	Components of lease costs:	Operating lease costs	\$ 15	\$ 61	\$ 15	\$ 71	\$ 14	\$ 78	Operating lease costs						
Components of lease costs:	Components of lease costs:	Operating lease costs	\$ 15	\$ 61	\$ 15	\$ 71	\$ 14	\$ 78	Operating lease costs						
Operating lease costs	Operating lease costs	Finance lease cost:	Finance lease cost:	Amortization of ROU assets											
Interest on lease liabilities															
Total finance lease cost	Total finance lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost	Variable lease cost
Short-term lease cost															
Total lease cost	Total lease cost	\$ 17	\$ 124	\$ 15	\$ 120	\$ 15	\$ 15	\$ 144	Total lease cost						

Supplemental balance sheet data related to leases were as follows:

		December 31, 2022		December 31, 2021				December 31, 2023		December 31, 2023		December 31, 2022			
(In millions, except % and years)		(In millions, except % and years)		Related Party		Third Party		(In millions, except % and years)		Related Party		Third Party		Related Party	
Operating leases	Operating leases	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets
Operating leases	Operating leases	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets
Assets	Assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets	Right of use assets
Right of use assets	Right of use assets	\$ 228	\$ 283	\$ 229	\$ 268	\$ 227	\$ 264	\$ 228	\$ 283	Right of use assets					
Liabilities	Liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	Operating lease liabilities
Operating lease liabilities	Operating lease liabilities	1	46	1	59	1	45	45	1	1	1	1	1	1	46



As of December 31, 2022 December 31, 2023, maturities of lease liabilities for operating lease obligations and finance lease obligations having initial or remaining non-cancellable lease terms in excess of one year are as follows:

(In millions)	Related Party			Third Party			Related Party Operating Leases (In millions)	Third Party Operating Leases	Finance Leases
	Operating Leases		Operating Leases	Finance Leases					
	(In millions)	(In millions)	(In millions)	(In millions)					
2023	\$ 15	\$ 56	\$ 2						
2024	2024	15	46	2					
2025	2025	14	34	1					
2026	2026	14	30	1					
2027	2027	14	29	1					
2028 and thereafter		561	135	7					
2028									
2029 and thereafter									
Gross lease payments	Gross lease payments	633	330	14					
Less: Imputed interest	Less: Imputed interest	404	54	6					
Total lease liabilities	Total lease liabilities	\$ 229	\$ 276	\$ 8					

#### Lessor

Based on the terms of Certain fee-based transportation and storage services agreements with MPC and third parties MPLX is considered to be the lessor and certain fee-based natural gas transportation and processing agreements with third parties are accounted for as operating leases under several operating lease arrangements in accordance with GAAP. These ASC 842. The transportation and storage agreements have remaining terms ranging from less than one year to 10 years with renewal options ranging from one year to five years, and with some agreements having multiple renewal options. We are also considered to be The primary terms of the lessor under several operating lease agreements related to certain fee-based natural gas transportation and processing agreements in the Marcellus and Southern Appalachia region. The primary term of these agreements expire between 2026 and 2036, however, these contracts either have renewal options or will continue thereafter on a year-to-year basis until terminated by either party.

Lease revenues included on the Consolidated Statements of Income during 2022, 2021 and 2020 were as follows:

(In millions)	2022		2021		2020	
	Related Party	Third Party	Related Party	Third Party	Related Party	Third Party
<b>Operating leases:</b>						
Rental income	\$ 763	\$ 327	\$ 743	\$ 376	\$ 952	\$ 398
<b>Sales-type leases:</b>						
Interest income (Sales-type rental revenue- fixed minimum)	447	46	431	—	151	—
Interest income (Revenue from variable lease payments)	18	16	4	—	1	—
<b>Sales-type lease revenue</b>	<b>\$ 465</b>	<b>\$ 62</b>	<b>\$ 435</b>	<b>\$ 152</b>	<b>\$ 152</b>	<b>\$ 398</b>

MPLX did not elect to use the practical expedient to combine lease and non-lease components for lessor arrangements. The tables below represent the portion of the contract allocated to the lease component based on relative standalone selling price. We elected the practical expedient to carry forward historical classification conclusions until a modification of an existing agreement occurs. Once a modification occurs, the amended agreement is required to be assessed under ASC 842, to determine whether a reclassification of the lease is required.

During the third quarter of 2022, the approved expansion of a gathering and compression system triggered the first assessment of the related third-party agreement under ASC 842. Additionally, during the twelve months years ended December 31, 2022, and 2021, and 2020, we executed amendments to certain related party storage, transportation and terminal service agreements between MPLX and MPC to provide for reimbursements for projects, changes to minimum volume commitments or to extend the term of the agreement. The changes required the embedded leases within these agreements to be reassessed under ASC 842. As a result of these lease assessments, certain leases were reclassified from an operating lease to a sales-type lease. Accordingly, the underlying property, plant and equipment, net, and associated deferred revenue, if any, were derecognized and the present value of the future lease payments and the unguaranteed residual value of the assets were recorded as a net investment in sales-type lease during the respective periods.

Lease revenues included on the Consolidated Statements of Income during 2023, 2022 and 2021 were as follows:

(In millions)	2023			2022			2021		
	Related Party		Third Party	Related Party		Third Party	Related Party		Third Party
	Operating leases:	Rental income	\$ 822	\$ 243	\$ 763	\$ 327	\$ 743	\$ 435	\$ 376
Sales-type leases:									
Interest income (Sales-type rental revenue - fixed minimum)									
Interest income (Revenue from variable lease payments)									
Sales-type lease revenue									

MPLX did not elect to use the practical expedient to combine lease and non-lease components for lessor arrangements. The tables below represent the portion of the contract allocated to the lease component based on relative standalone selling price. We elected the practical expedient to carry forward historical classification conclusions until a modification of an existing agreement occurs. Once a modification occurs, the amended agreement is required to be assessed under ASC 842, to determine whether a reclassification of the lease is required.

The following presents the consolidated financial statement impact of related-party and third-party sales-type leases, on commencement or modification date. These transactions, including any related gains recognized in the Consolidated Statements of Income, were non-cash transactions. There were no amounts to report for the year ended December 31, 2023.

(In millions)	(In millions)	2022			2021			2020		
		2022			2021			2020		
		Related Party <sup>(1)</sup>	Third Party <sup>(2)</sup>	Related Party <sup>(1)</sup>						
Lease receivables	Lease receivables	\$ 87	\$ 914	\$ 519	\$ —	\$ 370	\$ —			
Unguaranteed residual assets	Unguaranteed residual assets	6	63	14	—	10	—			
Property, plant and equipment, net	Property, plant and equipment, net	(50)	(745)	(421)	—	(171)	—			
Deferred revenue	Deferred revenue	—	277	—	—	—	—			
Amount recognized on commencement date	Amount recognized on commencement date	\$ 43	\$ 509	\$ 112	\$ —	\$ 209	\$ —			

(1) The amount recognized on commencement date was recorded as a Contribution from MPC in the Consolidated Statements of Equity given the underlying agreements are between entities under common control.

(2) The amount recognized on commencement date was recorded as a gain in Other income in the Consolidated Statements of Income.

The following is a schedule of minimum future rental revenue payments on the non-cancellable operating leases as of December 31, 2022 December 31, 2023:

(In millions)	(In millions)	Related Party			Related Party			Third Party			Total		
		Related Party	Third Party	Total	Related Party	Third Party	Total	Related Party	Third Party	Total	Related Party	Third Party	Total
2023		\$ 627	\$ 97	\$ 724									
2024	2024	569	95	664									
2025	2025	546	64	610									
2026	2026	446	37	483									
2027	2027	330	16	346									
2028 and thereafter		149	21	170									
2028													
2029 and thereafter													
Total minimum future rentals	Total minimum future rentals	\$ 2,667	\$ 330	\$ 2,997									

Annual minimum undiscounted lease payment receipts under our sales-type leases were as follows as of December 31, 2022 December 31, 2023:

(In millions)	(In millions)	Related Party	Third Party	Total
2023		\$ 489	\$ 169	\$ 658
(In millions)				
(In millions)				
2024				
2024				
2024	2024	489	156	645
2025	2025	489	146	635
2025				
2025				
2026				
2026				
2026	2026	459	137	596
2027	2027	357	128	485
2028 and thereafter		214	970	1,184
2027				
2027				
2028				
2028				
2028				
2029 and thereafter				
2029 and thereafter				
2029 and thereafter				
Total minimum future rentals	Total minimum future rentals	2,497	1,706	4,203
Less: present value discount		1,503	765	2,268
Total minimum future rentals				
Total minimum future rentals				
Less: Imputed interest				
Less: Imputed interest				
Less: Imputed interest				
Lease receivable <sup>(1)</sup>				
Lease receivable <sup>(1)</sup>				
Lease receivable <sup>(1)</sup>	Lease receivable <sup>(1)</sup>	\$ 994	941	1,935
Current lease receivables <sup>(2)</sup>	Current lease receivables <sup>(2)</sup>	111	98	209
Current lease receivables <sup>(2)</sup>				
Current lease receivables <sup>(2)</sup>				
Long-term lease receivables <sup>(3)</sup>				
Long-term lease receivables <sup>(3)</sup>				
Long-term lease receivables <sup>(3)</sup>	Long-term lease receivables <sup>(3)</sup>	883	843	1,726
Unguaranteed residual assets <sup>(3)</sup>	Unguaranteed residual assets <sup>(3)</sup>	87	66	153
Unguaranteed residual assets <sup>(3)</sup>				
Unguaranteed residual assets <sup>(3)</sup>				
Total sales-type lease assets	Total sales-type lease assets	\$ 1,081	\$ 1,007	\$ 2,088
Total sales-type lease assets				
Total sales-type lease assets				

(1) This amount does not include the unguaranteed residual assets.

(2) The related-party balance is presented in Current assets - related parties and the third-party balance is presented in Receivables, net in the Consolidated Balance Sheets.

(3) The related-party balance is presented in Noncurrent assets - related parties and the third-party balance is presented in Other noncurrent assets in the Consolidated Balance Sheets.

The following schedule summarizes MPLX's investment in assets held under operating lease by major classes as of December 31, 2022 December 31, 2023 and 2021: 2022:

December 31,		December 31,		December 31,	
(In millions)	(In millions)	2022	2021	(In millions)	2022
Pipelines	Pipelines	\$ 670	\$ 953		
Refining	Refining				
logistics	logistics	1,310	1,146		
Terminals	Terminals	1,241	1,290		
Marine	Marine	126	129		
Gathering and	Gathering and				
transportation	transportation	94	991		
Processing	Processing				
and	and				
fractionation	fractionation	973	867		
Land, building	Land, building				
and other	and other	163	176		
<b>Total</b>	<b>Total</b>				
<b>property,</b>	<b>property,</b>				
<b>plant and</b>	<b>plant and</b>				
<b>equipment</b>	<b>equipment</b>	4,577	5,552		
Less:	Less:				
accumulated	accumulated				
depreciation	depreciation	1,880	2,042		
<b>Property,</b>	<b>Property,</b>				
<b>plant and</b>	<b>plant and</b>				
<b>equipment,</b>	<b>equipment,</b>				
<b>net</b>	<b>net</b>	\$2,697	\$3,510		

Capital expenditures related to assets subject to sales-type lease arrangements were \$85 million, \$72 million and \$48 million for the years ended December 31, 2022; these December 31, 2023, 2022 and 2021, respectively. These amounts are reflected as Additions to property, plant and equipment in the Consolidated Statements of Cash Flows.

## 21. Commitments and Contingencies

MPLX is the subject of, or a party to, a number of pending or threatened legal actions, contingencies and commitments involving a variety of matters, including laws and regulations relating to the environment. Some of these matters are discussed below. For matters for which MPLX has not recorded a liability, MPLX is unable to estimate a range of possible loss because the issues involved have not been fully developed through pleadings, discovery or court proceedings. However, the ultimate resolution of some of these contingencies could, individually or in the aggregate, be material.

### Environmental Matters

MPLX is subject to federal, state and local laws and regulations relating to the environment. These laws generally provide for control of pollutants released into the environment and require responsible parties to undertake remediation of hazardous waste disposal sites. Penalties may be imposed for non-compliance.

At December 31, 2022 December 31, 2023 and 2021, accrued liabilities for remediation totaled \$17.19 million and \$23.17 million, respectively. It is not presently possible to estimate the ultimate amount of all remediation costs that might be incurred or the penalties, if any, that may be imposed.

MPLX is involved in environmental enforcement matters arising in the ordinary course of business. While the outcome and impact to MPLX cannot be predicted with certainty, management believes the resolution of these environmental matters will not, individually or collectively, have a material adverse effect on its consolidated results of operations, financial position or cash flows.

### Other Legal Proceedings

In July 2020, Tesoro High Plains Pipeline Company, LLC ("THPP"), a subsidiary of MPLX, received a Notification of Trespass Determination from the Bureau of Indian Affairs ("BIA") relating to a portion of the Tesoro High Plains Pipeline that crosses the Fort Berthold Reservation in North Dakota. The notification demanded the immediate cessation of pipeline operations and assessed trespass damages of approximately \$187 million. After subsequent appeal proceedings and in compliance with a new order issued by the BIA, in December 2020, THPP paid approximately \$4 million in assessed trespass damages and ceased use of the portion of the pipeline that crosses the property at issue. In March 2021, the BIA issued an order purporting to vacate the BIA's prior orders related to THPP's alleged trespass and direct the Regional Director of the BIA to reconsider the issue of THPP's alleged trespass and issue a new order. In April 2021, THPP filed a lawsuit in the District of North Dakota against the United States of America, the U.S. Department of the Interior and the BIA (together, collectively, the "U.S. Government Parties") challenging the March 2021 order purporting to vacate all previous orders related to THPP's alleged trespass. On February 8, 2022, the U.S. Government Parties filed their answer and counterclaims to THPP's suit claiming THPP is in continued trespass with respect to the pipeline and seek seeking disgorgement of pipeline profits from June 1, 2013 to present, removal of the pipeline and remediation. We intend On November 8, 2023, the Court granted THPP's motion to vigorously defend ourselves against these sever and stay the U.S. Government Parties' counterclaims. The case will proceed on the merits of THPP's challenge to the March 2021 order purporting to vacate all previous orders related to THPP's alleged trespass. THPP continues not to operate that portion of the pipeline that crosses the property at issue.

MPLX is also a party to a number of other lawsuits and other proceedings arising in the ordinary course of business. While the ultimate outcome and impact to MPLX cannot be predicted with certainty, management believes the resolution of these other lawsuits and proceedings will not, individually or collectively, have a material adverse effect on its consolidated financial position, results of operations or cash flows.

#### **Guarantees**

Over the years, MPLX has sold various assets in the normal course of its business. Certain of the related agreements contain performance and general guarantees, including guarantees regarding inaccuracies in representations, warranties, covenants and agreements, and environmental and general indemnifications that require MPLX to perform upon the occurrence of a triggering event or condition. These guarantees and indemnifications are part of the normal course of selling assets. MPLX is typically not able to calculate the maximum potential amount of future payments that could be made under such contractual provisions because of the variability inherent in the guarantees and indemnities. Most often, the nature of the guarantees and indemnities is such that there is no appropriate method for quantifying the exposure because the underlying triggering event has little or no past experience upon which a reasonable prediction of the outcome can be based.

We hold a 9.19 percent indirect interest in Dakota Access, that which owns and operates the Dakota Access Pipeline and Energy Transfer Crude Oil Pipeline projects, collectively referred to as the Bakken Pipeline system or DAPL system. In 2020, the U.S. District Court for the District of Columbia (the "D.D.C.") ordered the U.S. United States Army Corps of Engineers ("Army Corps"), which granted permits and an easement for the Bakken Pipeline system, to prepare an environmental impact statement ("EIS") relating to an easement under Lake Oahe in North Dakota. The D.D.C. later vacated the easement. The EIS has been delayed and the Army Corps currently expects to release issued a draft EIS in 2023.

In May 2021, September 2023 detailing various options for the D.D.C. denied easement, including denying the easement, approving the easement with additional measures, rerouting the easement, or approving the easement with no changes. The Army Corps has not selected a renewed request for an injunction to shut down preferred alternative, but will make a decision in its final review, after considering input from the pipeline while the EIS is being prepared. In June 2021, the D.D.C. issued an order dismissing without prejudice the tribes' claims against the Dakota Access Pipeline. The litigation could be reopened or new litigation challenging the EIS, once completed, could be filed. public and other agencies. The pipeline remains operational, operational while the Army Corps finalizes its decision which is expected to be issued by the end of 2024.

We have entered into a Contingent Equity Contribution Agreement whereby MPLX LP, along with the other joint venture owners in the Bakken Pipeline system, has agreed to make equity contributions to the joint venture upon certain events occurring to allow the entities that own and operate the Bakken Pipeline system to satisfy their senior note payment obligations. The senior notes were issued to repay amounts owed by the pipeline companies to fund the cost of construction of the Bakken Pipeline system.

If the vacation of the easement results in a temporary shutdown of the pipeline, were temporarily shut down, MPLX would have to contribute its 9.19 percent pro rata share of funds required to pay interest accruing on the notes and any portion of the principal that matures while the pipeline is shutdown. MPLX also expects to contribute its 9.19 percent pro rata share of any costs to remediate any deficiencies to reinstate the permit easement and/or return the pipeline into operation. If the vacatur vacation of the easement permit results in a permanent shutdown of the pipeline, MPLX would have to contribute its 9.19 percent pro rata share of the cost to redeem the bonds (including the one percent redemption premium required pursuant to the indenture governing the notes) and any accrued and unpaid interest. As of December 31, 2022 December 31, 2023, our maximum potential undiscounted payments under the Contingent Equity Contribution Agreement were approximately \$170 million.

#### **Contractual Commitments and Contingencies**

At December 31, 2022 December 31, 2023, MPLX's contractual commitments to acquire property, plant and equipment totaled \$165 million \$136 million. These commitments were primarily related to G&P plant expansions. In addition, from time to time and in the ordinary course of business, MPLX and its affiliates provide guarantees of MPLX's subsidiaries payment and performance obligations in the G&P segment. Certain natural gas processing and gathering arrangements require MPLX to construct new natural gas processing plants, natural gas gathering pipelines and NGL pipelines and contain certain fees and charges if specified construction milestones are not achieved for reasons other than force majeure. In certain cases, certain producers may have the right to cancel the processing arrangements if there are significant delays that are not due to force majeure. As of December 31, 2022 December 31, 2023, management does not believe there are any indications that MPLX will not be able to meet the construction milestones, that force majeure does not apply or that such fees and charges will otherwise be triggered.

#### **Other Contractual Obligations**

MPLX executed various third-party transportation, terminalling, and terminalling gathering and processing agreements that obligate us to minimum volume, throughput or payment commitments over the remaining terms, of the agreements, which range from less than one year to nine eight years. After the minimum volume commitments are met in the transportation and terminalling these agreements, MPLX pays additional amounts based on throughput. There are These agreements may include escalation clauses in the transportation and terminalling agreements, which are based on Consumer Price Index adjustments, various inflationary indices; however, those potential increases have not been incorporated in minimum fees due under these agreements presented below. The minimum future payments under these agreements as of December 31, 2022 December 31, 2023 are as follows:

(In millions)		
2023	\$	162
2024		152
2025		128
2026		118
2027		114
2028 and thereafter		204
Total	\$	878

#### **22. Subsequent Events**

On February 9, 2023, MPLX issued \$1.6 billion aggregate principal amount of notes, consisting of \$1.1 billion principal amount of 5.00 percent senior notes due 2033 and \$500 million principal amount of 5.650 percent senior notes due 2053. The 2033 Senior Notes and 2053 Senior Notes will mature on March 1, 2033 and March 1, 2053, respectively. The 2033 Senior Notes were offered at a price to the public of 99.170 percent with interest payable semi-annually in arrears, commencing on September 1, 2023. The 2053 Senior Notes were offered at a price to the public of 99.536 percent with interest payable semi-annually in arrears, commencing on September 1, 2023.

On February 15, 2023, MPLX used \$600 million of the net proceeds from the 2033 Senior Notes and the 2053 Senior Notes to redeem all of the outstanding Series B preferred units. We also provided notice to redeem all of MPLX's and MarkWest's \$1.0 billion aggregate principal amount of 4.50 percent senior notes due July 2023.

<i>(In millions)</i>		
2024	\$	187
2025		157
2026		145
2027		130
2028		120
2029 and thereafter		94
Total	\$	833

#### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

None None.

#### Item 9A. Controls and Procedures

##### Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) was carried out under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, officer of our general partner. Based upon that evaluation, the chief executive officer and chief financial officer of our general partner concluded that the design and operation of these disclosure controls and procedures were effective as of December 31, 2022 December 31, 2023, the end of the period covered by this Annual Report on Form 10-K.

##### Changes in Internal Control over Financial Reporting

During the quarter ended December 31, 2022 December 31, 2023, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### Item 9B. Other Information

None During the quarter ended December 31, 2023, no director or officer (as defined in Rule 16a-1(f) promulgated under the Exchange Act) of MPLX adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as each term is defined in Item 408 of Regulation S-K).

#### Item 9C. Disclosures Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

#### Part III

#### Item 10. Directors, Executive Officers and Corporate Governance

##### MANAGEMENT OF MPLX LP

MPLX GP LLC, our general partner, is a wholly owned subsidiary of MPC. Our general partner manages our operations and activities through its directors and executive officers. Our unitholders do not nominate candidates for, or vote for the election of, the directors of our general partner. Through its indirect ownership of all of the membership interests in our general partner, MPC elects all members of our general partner's board of directors (the "Board"). Directors are elected by the sole member of our general partner and hold office until their successors have been elected or qualified or until their earlier death, resignation, removal or disqualification. Our general partner's executive officers are appointed by, and serve at the discretion of, the Board.

References in this Part III to our "Board," "directors" or "officers" refer to the Board, directors and officers of our general partner.

Neither we nor our subsidiaries directly employ any employees. Our general partner has the sole responsibility for providing the employees and other personnel necessary to conduct our operations. All of the employees who conduct our business are directly employed by affiliates of our general partner, but we sometimes refer to these individuals as our employees for ease of reference.

## DIRECTORS AND EXECUTIVE OFFICERS OF MPLX GP LLC

Following is information about the directors, executive officers and corporate officers of MPLX GP LLC:

Name	Age as of <b>February 1,</b>	Position with MPLX GP LLC
	<b>2023 February 1, 2024</b>	
Michael J. Hennigan	<b>63</b> 64	Chairman of the Board of Directors, President and Chief Executive Officer
<b>John J. Quaid</b> <b>C. Kristopher Hagedorn</b>	<b>51</b> 47	Director, Executive Vice President and Chief Financial Officer
Christine S. Breves	<b>66</b> 67	Director
Christopher A. Helms	<b>68</b> 69	Director
Maryann T. Mannen	<b>60</b> 61	Director
Garry L. Peiffer	<b>71</b> 72	Director
<b>Dan D. Sandman</b> <b>John J. Quaid</b>	<b>74</b> 52	Director
Frank M. Semple	<b>71</b> 72	Director
J. Michael Stice	<b>63</b> 64	Director
John P. Surma	<b>68</b> 69	Director
Gregory S. Floerke	<b>59</b> 60	Executive Vice President and Chief Operating Officer
Timothy J. Aydt*	<b>59</b> 60	Executive Vice President
<b>Suzanne Gagle</b> <b>Molly R. Benson</b>	57	<b>General Counsel</b> <b>Chief Legal Officer and Corporate Secretary</b>
David R. Heppner*	<b>56</b> 57	Senior Vice President
Rick D. Hessling*	<b>56</b> 57	Senior Vice President
Shawn M. Lyon	<b>55</b> 56	Senior Vice President Logistics and Storage
Brian K. Partee*	<b>49</b> 50	Senior Vice President
<b>Molly R. Benson*</b>	<b>56</b>	<b>Vice President, Chief Securities, Governance &amp; Compliance Officer and Corporate Secretary</b>
Kristina A. Kazarian*	<b>40</b> 41	Vice President Finance and Investor Relations
Kelly S. Niese*	<b>43</b> 44	Vice President Treasury
Kelly D. Wright	<b>40</b> 41	Vice President and Controller

\* = Corporate officer

**Mr. Hennigan** was appointed Chief Executive Officer, effective November 2019, and has served as President since June 2017. He has served on the Board of Directors since June 2017 and was appointed Chairman of the Board effective April 2020. He has served as MPC's Chief Executive Officer since January 2024, having previously served as President and Chief Executive Officer since March 2020, and 2020. He has served on its MPC's Board of Directors since April 2020. Prior to joining us in 2017, Mr. Hennigan was President, Crude, NGL and Refined Products of the general partner of Energy Transfer Partners L.P. He was President and Chief Executive Officer of Sunoco Logistics Partners L.P. from 2012 to 2017, President and Chief Operating Officer beginning in 2010, and Vice President, Business Development beginning in 2009. Mr. Hennigan holds a bachelor's degree in chemical engineering from Drexel University.

**Qualifications:** Mr. Hennigan brings to the Board a unique perspective and valued guidance gained from nearly 40 years of industry experience, including as our Chairman, President and Chief Executive Officer, MPC's President and Chief Executive Officer, and as the President and Chief Executive Officer of a successful growth-oriented master limited partnership.

**Other Public Company Directorships within Past Five Years:** Marathon Petroleum Corporation (since 2020); Nutrien Ltd. (since 2022); Tesoro Logistics GP, LLC (2018-2019)

**Mr. Quaid Hagedorn** was appointed Executive Vice President and Chief Financial Officer, effective September 2021, and was elected a member of the Board, effective January 2022, January 1, 2024. He previously served as MPC's Senior Vice President and Controller beginning in April 2020, since September 2021, and as MPLX's Vice President and Controller beginning in 2014, from October 2017 through August 2021. Before joining MPC, Mr. Quaid MPLX, he was Vice President of Iron Ore and Controller at United States Steel Corporation ("U.S. Steel") CONSOL Energy Inc., an integrated steel a Pennsylvania-based natural gas and coal producer and exporter, beginning in 2015, Assistant Controller beginning in 2014 and Vice President and Treasurer Director, Financial Accounting, beginning in 2011, having previously 2012. Mr. Hagedorn was Chief Accounting Officer for CONE Midstream Partners LP, a publicly traded master limited partnership with gathering assets in the Appalachian Basin, from 2014 to 2015. Previously, he served in various functions including investor relations, business planning, financial planning and analysis and project management. positions of increasing responsibility with PricewaterhouseCoopers LLP beginning in 1998. Mr. Quaid Hagedorn holds a bachelor's degree in accounting from Lehigh West Virginia University.

**Qualifications:** As our Chief Financial Officer, Mr. Quaid Hagedorn brings to the Board direct insight into all financial aspects of our business, including in the areas of accounting, risk management and financial management. His background more than 25 years of financial accounting and audit expertise, including significant financial leadership experience in business the midstream sector, affords him an

planning, treasury and finance affords him an extensive understanding of strategic and financial planning, accounting, internal controls, public company financial reporting requirements and related matters.

**Other Public Company Directorships within Past Five Years:** None within the last five years

**Ms. Breves** was elected a member of the Board, effective November 16, 2022 November 2022. From 2013 until her retirement in December 2022, Ms. Breves held a number of senior roles at United States Steel Corporation ("U.S. Steel, Steel"), including as Executive Vice President, Business Transformation beginning August 2022, Senior Vice President and Chief Financial Officer from 2019 to August 2022, Senior Vice President, Manufacturing Support and Chief Supply Chain Officer from 2017 to 2019. Prior to joining U.S. Steel, Ms. Breves was with Alcoa Corporation for 14 years, where she served in various leadership positions in the company's global procurement organization, including as Chief Procurement Officer from 2004 to 2012. Ms. Breves holds a bachelor's degree in management from College of Charleston and a master's degree in business administration and management from The Citadel.

**Qualifications:** Ms. Breves brings to the Board significant leadership experience in strategy development and business transformation, as well as expertise with financial systems management, risk management, procurement and manufacturing operations. Her financial management experience provides insight into the preparation of financial statements and internal controls over financial reporting.

*Other Public Company Directorships within Past Five Years:* RXO, Inc. (since 2022); Sylvamo Corporation (since 2021)

**Mr. Helms** was elected a member of the Board, effective October 2012. Mr. Helms is President and Chief Executive Officer of US Shale Management Company, a wholly-owned subsidiary of US Shale Energy Advisors LLC. Mr. Helms is the co-founder of US Shale Energy Advisors LLC, a privately owned entity engaged in the development, ownership and operation of midstream energy assets. Through subsidiaries it owns and operates Rocky Mountain Crude Oil LLC, a crude oil logistics company focused on the transportation of crude oil produced in the great plains and Rocky Mountain regions of the United States. From 2005 until his retirement in 2011, Mr. Helms served in various capacities with NiSource Inc. and its affiliate, NiSource Gas Transmission and Storage, including as Executive Vice President and Group Chief Executive Officer. He was Group President, Pipeline of NiSource Inc. from 2005 to 2008, where he was also a member of the Executive Council and the Corporate Risk Management Committee. He served as Chief Executive Officer and Executive Director of NiSource Gas Transmission and Storage from 2008 to 2011. At NiSource, Mr. Helms was responsible for leading the company's interstate gas transmission, storage and midstream businesses. Prior to joining NiSource, Mr. Helms held senior executive positions with CMS Energy Corporation, and subsidiaries of Duke Energy Corporation and PanEnergy Corp. from 1990 to 2005. Mr. Helms holds a bachelor's degree from Southern Illinois University at Edwardsville and a juris doctor degree from the Tulane University School of Law.

**Qualifications:** Mr. Helms brings to the Board considerable midstream energy expertise, particularly in operations and business combinations, as well as experience in finance, accounting, compliance, strategic planning and risk oversight. His background also includes overseeing joint ventures and mergers and acquisitions within the midstream energy sector and supervising financial reporting functions.

*Other Public Company Directorships within Past Five Years:* Range Resources Corporation (2014-2019)

**Ms. Mannen** was elected a member of the Board, in effective February 2021. She was appointed President of MPC effective January 2024, having previously served as Executive Vice President and Chief Financial Officer of MPC effective January 25, 2021, since January 2021. Before joining MPC, she served as Executive Vice President and Chief Financial Officer of TechnipFMC (a successor to FMC Technologies, Inc.), a leading global leader in subsea, onshore/offshore, engineering services and surface projects for the energy industry, technology company, since 2017, having previously served as Executive Vice President and Chief Financial Officer of FMC Technologies, Inc. since 2014, Senior Vice President and Chief Financial Officer since 2011, and in various positions of increasing responsibility with FMC Technologies, Inc. since 1986. Ms. Mannen is a member of the CNBC CFO Council, secretary of the Cynthia Woods Mitchell Pavilion board of directors and chairs the committee of trustees of The Awty International School. Ms. Mannen holds a bachelor's degree in accounting and a master's degree in business administration from Rider University.

**Qualifications:** Ms. Mannen brings to the Board significant leadership experience in finance, international operations and management. Her experience as Chief Financial Officer at large, publicly traded energy sector companies enables her to contribute important insights regarding finance, risk management, public company financial reporting requirements and related matters.

*Other Public Company Directorships within Past Five Years:* Owens Corning (since 2014)

**Mr. Peiffer** was elected a member of the Board, in effective June 2012, and served as our President from 2012 until his retirement in 2014. He also served as MPC's Executive Vice President, Corporate Planning and Investor & Government Relations from 2011 until his retirement. Mr. Peiffer began his career with Marathon in 1974 where he as an internal auditor, and then held a variety of management positions with increasing responsibility, including as Supervisor of Employee Savings and Retirement Plans, Controller of Speedway Petroleum Corporation and numerous other marketing and logistics positions. In 1987, he was appointed to the President's Commission on Executive Exchange serving for a year in the Pentagon as Special Assistant to the Assistant Secretary of Defense for Production and Logistics. In 1988, he returned to Marathon and was named Vice President of Finance

and Administration for Emro Marketing Company. He served as Assistant Controller, Refining, Marketing and Transportation beginning in 1992. He was

named Senior Vice President of Finance and Commercial Services for Marathon Ashland Petroleum LLC in 1998 and Executive Vice President of MPC in 2011. Mr. Peiffer is a member of the board of directors of Roppe Holding Company, a privately held company. He is also a member of the board of trustees of the Findlay-Hancock County Community Foundation and the boards of the Catholic Community Foundation-Ohio and the Blanchard Valley Port Authority. Mr. Peiffer holds a bachelor's degree in accounting from Bowling Green State University and passed the certified public accountant exam in Ohio.

**Qualifications:** As the retired President of our general partner and retired Executive Vice President, Corporate Planning and Investor & Government Relations of MPC, Mr. Peiffer brings to the Board extensive experience in the energy industry gained from his roles at MPC and its affiliates. His significant career accomplishments include leading us through the initial public offering process and our first year of operations, leading finance organizations, successfully completing several joint ventures and corporate reorganizations and implementing new information technology solutions.

*Other Public Company Directorships within Past Five Years:* None within the last five years

**Mr. Sandman Quaid** was elected a member of the Board, effective October 2012, January 2022. He is an adjunct professor at The Ohio State University Moritz College was appointed Executive Vice President and Chief Financial Officer of Law, where he has taught corporate governance law since 2007. He has MPC effective January 1, 2024, having previously served as a court-appointed mediator Executive Vice President and Chief Financial Officer of commercial cases pending MPLX since September 2021. Prior to his 2021 appointment, Mr. Quaid was MPC's Senior Vice President and Controller beginning in April 2020, and Vice President and Controller beginning in 2014. Before joining MPC, Mr. Quaid was Vice President of Iron Ore at U.S. federal courts Steel, an integrated steel producer, beginning in 2014, and has lectured on corporate governance law at Oxford University. Mr. Sandman began his career with Marathon Vice President and Treasurer beginning in 1973, serving 2011, having previously served in various legal positions of increasing responsibility, ultimately being named General Counsel functions including investor relations, business planning, financial planning and Secretary of Marathon in 1986. In 1993, he was named General Counsel analysis and Secretary of USX Corporation. Upon the spinoff of U.S. Steel from USX in 2002, project management. Mr. Sandman was named Vice Chairman of the Board of Directors and Chief Legal and Administrative Officer of U.S. Steel, where he served until his retirement in 2007. During his time with U.S. Steel, Mr. Sandman was also responsible at various times for management and oversight of aspects of Human Resources, Executive Compensation, Public Relations, Environmental and Government Affairs, the Law Organization and the Corporate Secretary's office. Mr. Sandman has served on the board of directors of Roppe Holding Company, a privately held company, since 1987. Additionally, he serves on the boards of directors of the Carnegie Science Center, the Carnegie Hero Fund Commission and Grove City College. Mr. Sandman Quaid holds a bachelor's degree in accounting from The Ohio State University and a juris doctor degree from The Ohio State University College of Law, and he attended the Stanford Executive Program in 1989, Lehigh University.

**Qualifications:** As our former Chief Financial Officer and MPC's current Chief Financial Officer, Mr. Sandman Quaid brings to the Board considerable experience direct insight into all financial aspects of our business, including in legal and business affairs, transactional law, regulatory compliance and corporate governance, ethics and the areas of accounting, risk management matters, as well as and financial management. His background in business planning, treasury and finance affords him an energy industry background. extensive understanding of strategic and financial planning, accounting, internal controls, public company financial reporting requirements and related matters.

**Other Public Company Directorships within Past Five Years:** CONSOL Coal Resources GP LLC (2017-2020) None

**Mr. Semple** was elected our Vice Chairman and as a member of the Board in December 2015, upon our acquisition of MarkWest Energy Partners, L.P. He served as Vice Chairman until his retirement in October 2016. He also served on the MPC Board of Directors from December 2015 until October 2018. Prior to joining us, Mr. Semple served as President and Chief Executive Officer of MarkWest Energy Partners, L.P. beginning in 2003, and as Chairman of the Board beginning in 2008. Prior to his time at MarkWest, he served 22 years with The Williams Companies, Inc. and WilTel Communications, including as Chief Operating Officer of WilTel Communications, Senior Vice President/General Manager of Williams Natural Gas Company, Vice President of Operations and Engineering for Northwest Pipeline Company and division manager for Williams Pipe Line Company. Prior to joining Williams, Mr. Semple served in the United States Navy. He holds a bachelor's degree in mechanical engineering from the United States Naval Academy and has completed the Program for Management Development at Harvard Business School.

**Qualifications:** Mr. Semple brings to the Board proven leadership ability in managing a complex business and a deep understanding of the midstream sector gained from his experience as Chairman and Chief Executive Officer of MarkWest, as well as significant experience regarding operations, strategic planning, finance and corporate governance matters.

**Other Public Company Directorships within Past Five Years:** Marathon Petroleum Corporation (2015-2018; since 2021) (since 2021; 2015-2018); Tesoro Logistics GP, LLC (2018-2019); Tortoise Acquisition Corp (2019-2020)

**Mr. Stice** was elected a member of the Board, effective April 2018, and as a member of the MPC Board of Directors in February 2017. He has served as a Professor at The University of Oklahoma since January 2023, having previously served as Dean of the Mewbourne College of Earth & Energy at The University of Oklahoma since 2015. Mr. Stice retired as the Chief Executive Officer of Access Midstream Partners L.P. in 2014 and from its board of directors in 2015. He had served as Chief Executive Officer of Access Midstream and previously, Chesapeake Midstream Partners, L.P., since 2009, and as President and Chief Operating Officer of Chesapeake Midstream Development, L.P. and Senior Vice President of natural gas projects of Chesapeake Energy Corporation since 2008. Mr. Stice began his career in 1981 with Conoco, serving in a variety of positions of increasing responsibility. He was named President of ConocoPhillips Qatar in 2003. Mr. Stice holds a bachelor's degree in chemical engineering from the University of Oklahoma, a master's degree in business from Stanford University and a doctorate in education from George Washington University.

**Qualifications:** Mr. Stice brings to the Board extensive experience with MLPs, including as Chief Executive Officer of one of the largest publicly traded gathering and processing MLPs, and as a member of the board of directors of MarkWest Energy Partners, L.P., which we acquired in 2015. He has forty years of experience in the upstream and midstream gas businesses.

**Other Public Company Directorships within Past Five Years:** Kosmos Energy Ltd. (since 2023); Marathon Petroleum Corporation (since 2017); Spartan Acquisition Corp. III (2021-2022) II (2020-2021); Spartan Acquisition Corp. II (2020-2021) III (2021-2022); Spartan Energy Acquisition Corporation (2018-2020); U.S. Silica Holdings, Inc. (2013-2021)

**Mr. Surma** was elected a member of the Board, effective October 2012, and as a member of the MPC Board of Directors in July 2011. He has served as Chairman of the Board of MPC since April 2020. Mr. Surma retired as the Chief Executive Officer and Executive Chairman of U.S. Steel in 2013. Prior to joining U.S. Steel, he served in several executive positions with Marathon, including as Senior Vice President, Finance & Accounting of Marathon Oil Company in 1997; President, Speedway SuperAmerica LLC in 1998; Senior Vice President, Supply & Transportation of Marathon Ashland Petroleum LLC in 2000; and President of Marathon Ashland Petroleum in 2001. Prior to joining Marathon, Mr. Surma worked for Price Waterhouse LLP, becoming a partner in 1987. In 1983, he participated in the President's Executive Exchange Program in Washington, D.C., serving as Executive Staff Assistant to the Federal Reserve Board's Vice Chairman. Mr. Surma chairs the board of the University of Pittsburgh Medical Center, and formerly chaired the boards of the Federal Reserve Bank of Cleveland and the National Safety Council. He was appointed by President Barack Obama to the President's Advisory Committee for Trade Policy and Negotiations, serving from 2010 to 2014, including as Vice Chairman. Mr. Surma holds a bachelor's degree in accounting from Pennsylvania State University.

**Qualifications:** Mr. Surma brings to the Board a broad range of experience as the retired Chairman and Chief Executive Officer of a large industrial firm, and the current Chairman of MPC, and provides valuable input on our strategic direction and operations. He also has significant experience in public accounting and in executive leadership in the energy and steel industries.

Other Public Company Directorships within Past Five Years: Marathon Petroleum Corporation (since 2011); Public Service Enterprise Group Inc. (since 2019); Trane Technologies plc (formerly Ingersoll-Rand plc) (since 2013); Concho Resources Inc. (2014-2020)

**Mr. Floerke** was appointed Executive Vice President and Chief Operating Officer, effective February 2021, having previously served as Executive Vice President and Chief Operating Officer, Gathering and Processing, Trucks and Rail, since August 2020. Prior to this appointment, he served as Executive Vice President, Gathering and Processing, beginning in 2018, Executive Vice President and Chief Operating Officer, MarkWest Operations, beginning in July 2017, and Executive Vice President and Chief Commercial Officer, MarkWest Assets, beginning in December 2015, upon our acquisition of MarkWest Energy Partners, L.P. Before joining us, Mr. Floerke was Executive Vice President and Chief Commercial Officer at MarkWest beginning in 2015, and Senior Vice President, Northeast region, at MarkWest beginning in 2013. Previously, Mr. Floerke held senior management positions at Access Midstream Partners, L.P. from 2011 until 2013.

**Mr. Aydt** was appointed our Executive Vice President and MPC's Executive Vice President Refining, effective October 2022, having previously served as our Executive Vice President and Chief Commercial Officer since August 2020. Prior to his 2020 appointment, he served as Vice President, Business Development, beginning in November 2018, Vice President, Operations, and President of Marathon Pipe Line LLC beginning in January 2017, MPC's Terminal, Transport and Rail General Manager beginning in 2013, and Project Director for the \$2.2 billion Detroit Heavy Oil Upgrade Project beginning in 2008. Mr. Aydt chairs the board of the Louisiana Offshore Oil Port (LOOP).

**Ms. Gagle Benson** was appointed General Counsel Chief Legal Officer and Corporate Secretary for MPC and us, effective October 2017. She was appointed MPC's General Counsel and Senior January 1, 2024, having previously served as Vice President, Government Affairs, effective February 24, 2021, Chief Securities, Governance & Compliance Officer and Corporate Secretary for MPC and us since June 2018, and as Vice President, Chief Compliance Officer and Corporate Secretary for MPC and us since March 2016. Prior to this appointment, she served as Ms. Benson was MPC's General Counsel beginning in March 2016, Assistant General Counsel, Litigation Corporate and Human Resources, Finance beginning in 2011, Senior Group Counsel, Downstream Operations, beginning in 2010, 2012, and Group Counsel, Litigation, Corporate and Finance beginning in 2003, 2011.

**Mr. Heppner** was appointed Senior Vice President, effective September 2022. He has served as MPC's Senior Vice President Strategy and Business Development since February 2021. Prior to his 2021 appointment, he served as Vice President, Commercial and Business Development, beginning in October 2018, Senior Vice President of Engineering Services and Corporate Support of Speedway LLC beginning in 2014, and Director, Wholesale Marketing, beginning in 2010.

**Mr. Hessling** was appointed Senior Vice President, effective October 2018. He was appointed MPC's Chief Commercial Officer, effective January 1, 2024, having previously served as MPC's Senior Vice President, Global Feedstocks, effective February 24, 2021, having since February 2021. Prior to his 2021 appointment, Mr. Hessling served as MPC's Senior Vice President, Crude Oil Supply and Logistics since October 2018. Prior to this appointment, Mr. Hessling served as MPC's beginning in 2018, Manager, Crude Oil & Natural Gas Supply and Trading beginning in 2014, and Crude Oil Logistics & Analysis Manager beginning in 2011.

**Mr. Lyon** was appointed Senior Vice President Logistics and Storage, effective September 2022, having previously served as Vice President, Operations, and President, Marathon Pipe Line LLC, since November 2018. Prior to his 2018 appointment, he was Vice President of Operations for Marathon Pipe Line LLC beginning in 2011. Previously, Mr. Lyon served in various roles of increasing responsibility with MPC since 1989, including as Manager, Marketing and Transportation Engineering beginning in 2010, and District Manager, Transport and Rail beginning in 2008. He served as board chair for Liquid Energy Pipeline Association in 2023 and chairs the board of the Louisiana Offshore Oil Port (LOOP).

**Mr. Partee** was appointed Senior Vice President, effective October 2018. He was appointed MPC's Chief Global Optimization Officer, effective January 1, 2024, having previously served as MPC's Senior Vice President, Global Clean Products, effective February 24, 2021, having since February 2021. Prior to his 2021 appointment, Mr. Partee served as MPC's Senior Vice President, Marketing, since beginning in October 2018. Prior to this appointment, Mr. Partee served as MPC's 2018, Vice President, Business Development, beginning in February 2018.

Director of Business Development beginning in January 2017, Manager of Crude Oil Logistics beginning in 2014, and Vice President, Business Development and Franchise, at Speedway beginning in 2012.

**Ms. Benson** was appointed Vice President, Chief Securities, Governance & Compliance Officer and Corporate Secretary for MPC and us effective June 2018, having previously served as Vice President, Chief Compliance Officer and Corporate Secretary for MPC and us since March 2016. Prior to her 2016 appointment, Ms. Benson was MPC's Assistant General Counsel, Corporate and Finance beginning in 2012, and Group Counsel, Corporate and Finance beginning in 2011.

**Ms. Kazarian** was appointed Vice President Finance and Investor Relations, for MPC and us, effective January 2023. Prior to this appointment, she served as Vice President, Investor Relations beginning in April 2018. Prior to this appointment, she was Managing Director and head of the MLP, Midstream and Refining Equity Research teams at Credit Suisse, a global investment bank and financial services company, beginning in September 2017. Previously, Ms. Kazarian was Managing Director of MLP, Midstream and Natural Gas Equity Research at Deutsche Bank beginning in 2014, and an analyst specializing on various energy industry subsectors with Fidelity Management & Research Company beginning in 2005.

**Ms. Niese** was appointed Vice President Treasury, for MPC and us, effective January 2023. Prior to this appointment, she served as MPC's Assistant Treasurer beginning in February 2017, Corporate Finance Manager beginning in October 2014, and Brand Coordinating Manager beginning in 2011, having previously served in various analytical roles within Crude Supply, Terminals, Transportation and Rail and Internal Audit since joining MPC in 2003.

**Ms. Wright** was appointed Vice President and Controller, effective September 2021. Prior to this appointment, she served as Assistant Controller of MPC since February 2019, having previously served as Senior Director Accounting Operations Excellence since October 2018. Prior to MPC's acquisition of Andeavor in October 2018, Ms. Wright served in various roles of increasing responsibility at Andeavor, including Deputy Controller of Value Chain Accounting from April 2018 to October 2018, Director of M&A Finance Integration from January 2017 to April 2018, and Assistant Controller Logistics from March 2015 to January 2017. Prior to joining Andeavor in 2010, she spent five years in public accounting with KPMG LLP.

## GOVERNANCE FRAMEWORK

Our Governance Principles provide the functional framework of our Board. They address, among other things, the primary roles, responsibilities and oversight functions of the Board and its committees, director independence, committee composition, the process for director selection, director qualifications, outside commitments, director compensation and director retirement and resignation. Our Governance Principles provide that directors generally must retire from service once they reach age 75, unless otherwise approved by the general partner's sole member.

Our Code of Business Conduct, which applies to all of our directors, officers and employees, defines our expectations for ethical decision-making, accountability and responsibility. Our Code of Ethics for Senior Financial Officers, which is specifically applicable to our President and Chief Executive Officer Executive Vice President and ("CEO"), Chief Financial Officer Vice President and ("CFO"), Controller, Vice President and Treasurer and other leaders performing similar functions, affirms the principle that the honesty, integrity and sound judgment of our senior executives with responsibility for preparation and certification of our financial statements are essential to the proper functioning and success of our company. These codes are available on our website as noted below, and printed copies are available upon request to our Corporate Secretary. We would post on our website any amendments to, or waivers from, either of these codes requiring disclosure under applicable rules within four business days following any such amendment or waiver.

Our Whistleblowing as to Accounting Matters Policy establishes procedures for the receipt, retention and treatment of complaints we receive regarding accounting, internal accounting controls or auditing matters, and provides for the confidential, anonymous submission of concerns by employees or others regarding questionable accounting or auditing matters.

Copies of the Governance Principles, the Code of Business Conduct, the Code of Ethics for Senior Financial Officers, and the Whistleblowing as to Accounting Matters Policy are available on the "Corporate Governance" page of our website at [www.mplx.com/investors/corporate\\_governance/](http://www.mplx.com/investors/corporate_governance/).

## DIRECTOR INDEPENDENCE AND QUALIFICATIONS

The Board currently consists of ten directors. The NYSE does not require a publicly traded limited partnership like us to have a majority of independent directors on our Board. We are, however, required to have an Audit Committee comprised of at least three independent directors. The Board considered all relevant facts and circumstances including, without limitation, transactions between the director directly or organizations with which the director is affiliated and us, any service by the director on the board of a company with which we conduct business, and the frequency and dollar amounts associated with these transactions, and has determined that each of Ms. Breves and Messrs. Helms, Peiffer, Sandman, Semple, Stice and Surma the following directors meets the independence standards in our Governance Principles, has no material relationship with us other than as a director, and satisfies the independence requirements of the NYSE and applicable SEC rules.

Christine S. Breves

Garry L. Peiffer

J. Michael Stice

Dan D. Sandman

Christopher A. Helms

Frank M. Semple

John P. Surma

(retired from the Board May 1, 2023)

As stated above, our Governance Principles address qualifications for serving as a director. Directors must actively be engaged in their profession or otherwise regularly involved in business, professional or academic communities, and must normally be available for meetings of the Board and its committees. Directors are encouraged to serve on the boards of directors of other companies; however, each director's outside directorships must be limited to a number that does not interfere with his or her ability to meet the responsibilities and expectations of service on our Board. Messrs. Semple, Stice and Surma currently serve on MPC's board of directors. As MPLX GP LLC is a wholly owned subsidiary of MPC, we view such service as an extension of service on our Board for purposes of assessing the level of outside public board commitments.

## BOARD LEADERSHIP STRUCTURE

Our Governance Principles provide the Board with the flexibility to determine from time to time the optimal leadership for the Board depending upon our particular needs and circumstances. The Board has determined that Mr. Hennigan is in the best position at this time to serve as Chairman due to his extensive knowledge of all aspects of our business, as well as our continued relationship with MPC.

When the CEO or another management director is elected Chairman, the Board has appointed an independent director as "Lead Director" to provide independent director oversight and preside over executive sessions of the Board or other Board meetings when the Chairman is absent.

Mr. Sandman, Helms, an independent director, currently serves as Lead Director of the Board. The Board believes that this leadership structure is in the best interests of our unitholders and us at this time because it strikes an effective balance between management and independent director participation in the Board process.

## COMMITTEES OF THE BOARD

Our Board has a standing Audit Committee and Conflicts Committee, and may have such other committees as the Board shall determine from time to time. Each committee operates under a written charter, which is available on the "Corporate Governance" page of our website at [www.mplx.com/investors/corporate\\_governance/Board\\_Committees\\_and\\_Charters/](http://www.mplx.com/investors/corporate_governance/Board_Committees_and_Charters/). Each charter requires the applicable committee to annually assess and report to the Board on the adequacy of the charter.

We have additionally established an executive committee of the board, Board, comprised of Messrs. Hennigan and Sandman, Helms, to address matters that may arise between meetings of the Board. This executive committee may exercise the powers and authority of the Board subject to specific limitations consistent with applicable law.

Because we are a limited partnership, we are not required to have a compensation committee or a nominating/corporate governance committee.

### Audit Committee

Our Audit Committee assists the Board in its oversight of the integrity of our financial statements, and our compliance with legal and regulatory requirements and our disclosure controls and procedures. Our Audit Committee has the sole authority to retain and terminate our independent registered public accounting firm, approve all auditing services and related fees and the terms thereof and pre-approve any non-audit services to be rendered by our independent registered public accounting firm. Our Audit Committee also is responsible for confirming the independence and objectivity of our independent registered public accounting firm. Our independent registered public accounting firm has unrestricted access to our Audit Committee.

Our Audit Committee is comprised of Messrs. Peiffer (Chair), and Helms and Sandman and Ms. Breves. The Board has determined that each member of the Audit Committee meets the independence requirements of the NYSE and the SEC, as applicable, and that each is financially literate. The Board also has determined that each of Messrs. Mr. Peiffer and Sandman and Ms. Breves qualifies as an "audit committee financial expert," as defined by SEC rules, based on the attributes, education and experience further described in each director's biography under "Directors and Executive Officers of MPLX GP LLC," above.

## Audit Committee Report

The Audit Committee has reviewed and discussed MPLX's audited financial statements and its report on internal control over financial reporting for **2022** **2023** with the management of MPLX GP LLC, MPLX's general partner. The Audit Committee discussed with the independent auditors, PricewaterhouseCoopers LLP ("PwC"), the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC. The Audit Committee has received the written disclosures and the letter from PwC required by the applicable requirements of the Public Company Accounting Oversight Board regarding PwC's communications with the Audit Committee concerning independence, and has discussed with PwC its independence. Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements and the report on internal control over financial reporting for MPLX LP be included in MPLX's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**, for filing with the SEC.

Garry L. Peiffer, Chair  
Christine S. Breves  
Christopher A. Helms

## Dan D. Sandman

### Conflicts Committee

Our Conflicts Committee reviews specific matters that may involve conflicts of interest in accordance with the terms of our Partnership Agreement. Any matters approved by our Conflicts Committee in good faith will be deemed to be approved by all of our partners and not a breach by our general partner of any duties it may owe our unitholders or us. The members of our Conflicts Committee may not be officers or employees of our general partner or directors, officers or employees of its affiliates, and must meet the independence and experience standards established by the NYSE and the SEC to serve on an audit committee. In addition, the members of our Conflicts Committee may not own any interest in our general partner or any interest in us, our subsidiaries or our affiliates other than common units or awards under our incentive compensation plan.

Our Conflicts Committee is comprised of **Messrs. Mr.** Helms (Chair) and Sandman and Ms. Breves. The Board has determined that each member of the Conflicts Committee meets the independence requirements of the NYSE and the SEC, as applicable.

### BOARD ORIENTATION AND EDUCATION

We maintain an orientation program for new directors that includes meetings with and presentations by senior management. This offers a new director the opportunity to receive one-on-one time with management to discuss various aspects of our business. In addition, we encourage directors to attend, at our expense, director continuing education programs. In **2022**, **2023**, various of our directors attended symposiums sponsored by outside organizations that are designed as continuing director education on many topics relevant to public company board service. We also provide ongoing director education through presentations at Board and committee meetings, meetings, and regularly invite subject matter experts to speak to the Board.

### COMMUNICATING WITH THE BOARD

All interested parties, including unitholders, may communicate directly with the Board, the Chairs of the Board's standing committees and the independent directors as follows:

**Mail:** Communications may be sent by regular mail to our principal executive offices, to the attention of the **Chief Legal Officer**:

Chief Legal Officer and Corporate Secretary  
MPLX GP LLC  
200 East Hardin Street  
Findlay, OH **45840**

**Email:**

- Independent Directors (individually or as a group): non-managedirectors@mplx.com
- Audit Committee Chair: auditchair@mplx.com
- Conflicts Committee Chair: conflictschair@mplx.com

Our **Chief Legal Officer** and Corporate Secretary will forward to the directors all communications that, in her judgment, are appropriate for consideration by the directors. Examples of communications that would not be considered appropriate include commercial solicitations and matters not relevant to the Partnership's affairs.

### Item 11. Executive Compensation

#### COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis ("CD&A") provides an overview of our executive compensation program and explains how and why **2022** **2023** compensation decisions were made for our named executive officers **listed below** (our "NEOs"). We recommend this **section** **CD&A** be read together with the tables and related disclosures in the "Executive Compensation Tables" section of this Item 11.

#### NAMED EXECUTIVE OFFICERS

This CD&A focuses on the compensation **Our NEOs** for **our** **NEOs**, which for 2022 included our Chairman, President and Chief Executive Officer ("CEO"), our Executive Vice President and Chief Financial Officer ("CFO"), our three other most highly compensated executive officers, and one former executive officer who now serves as an executive officer of **MPC**: **2023** are:

Name	Title
Michael J. Hennigan	Chairman, President and CEO
John J. Quaid*	Executive Vice President and CFO
Suzanne Gagle Gagle*	General Counsel
Gregory S. Floerke	Executive Vice President and Chief Operating Officer
Thomas Kaczynski Shawn M. Lyon	Senior Vice President <b>Finance</b> <b>Logistics</b> and <b>Treasury</b> <b>Storage</b>
Timothy J. Aydt	Executive Vice President, Refining, of MPC (effective September 1, 2022; previously, MPLX)

\* Effective January 1, 2024, Mr. Quaid ceased service as our Executive Vice President and Chief Commercial Officer CFO to accept a position as MPC's Executive Vice President and CFO. Effective January 5, 2024, Ms. Gagle retired following more than 30 years of service to MPC.

## COMPENSATION DECISIONS AND ALLOCATION

### Compensation Allocation

We do not directly employ any of the personnel responsible for managing and operating our business, including our NEOs. Instead, we contract with MPC to provide the necessary personnel, all of whom are directly employed by MPC or one of its affiliates. Under the terms of an omnibus agreement, described in Item 8. Financial Statements and Supplementary Data, Note 6 of this report, we pay MPC a fixed amount in return for services provided by our NEOs, which totaled approximately **\$12.2 million** **\$13.4 million** for **2022**, **2023**. Although we report in this CD&A 100% of the compensation our NEOs receive for their service to MPC and its affiliates (including us), the only direct compensation we provide to our NEOs is in the form of **long-term equity incentive** **MPLX phantom unit** awards, which are described in detail in the **"2022** **"2023** Grants of Plan-Based Awards" table and accompanying narrative below.

### Compensation Decisions

We maintain the MPLX LP 2018 Incentive Compensation Plan (the "MPLX 2018 Plan") for the benefit of eligible officers, employees and directors of our general partner and its affiliates, including MPC, who provide services to our business. The Compensation and Organization Development Committee of MPC's board of directors ("MPC's Compensation Committee"), currently comprised of **four** **five** independent directors, recommends awards under the MPLX 2018 Plan for our NEOs, subject to approval by **a committee** of our Board **comprised of the independent directors** (the "MPLX Committee"), which typically considers such awards on an annual basis. Our Board makes all final determinations with respect to awards under the MPLX 2018 Plan. All other compensation decisions for our NEOs are made by MPC's Compensation Committee and are not subject to approval by our Board or us.

### Compensation Consultant

MPC's Compensation Committee engages an independent compensation consultant to provide compensation consulting services and comparative compensation. The consultant reports directly to MPC's Compensation Committee. Our Board does not have a standing compensation committee and has not hired its own compensation consultant. **MPC's Compensation Committee engages an independent compensation consultant to provide compensation consulting services and comparative compensation information.**

## EXECUTIVE COMPENSATION PROGRAM FOR **2022** **2023**

### **2022** **2023** Base Salary

MPC pays our NEOs a base salary for their services to MPC and its affiliates, including us. In setting base salary for **2022**, **2023**, MPC's Compensation Committee evaluated **2023** compensation reference group data and other market data, each individual's performance and contributions over the prior year, where applicable, demonstrated performance and skills acquired over the course of each NEO's career and MPC's succession-planning needs. **Taking these matters into consideration, MPC's Compensation Committee approved the following 2022 base salaries for our NEOs:**

Name	Name	Previous Base Salary Effective Apr. 1, 2022 (\$)			Name	Previous Base Salary (\$)	Base Salary Effective March 31, 2023 (\$)	Increase (%)
		Base Salary (\$)	Apr. 1, 2022 (\$)	Increase (%)				
Hennigan	Hennigan	1,600,000	1,700,000	6.3				
<b>Hennigan</b>								
<b>Hennigan</b>								
Quaid	Quaid	575,000	600,000	4.3				
Gagle	Gagle	700,000	730,000	4.3				
<b>Gagle</b>								
Floerke	Floerke	560,000	590,000	5.4				
Kaczynski		460,000	475,000	3.3				
Aydt		500,000	530,000	6.0				
<b>Floerke</b>								
<b>Floerke</b>								

Lyon

Lyon

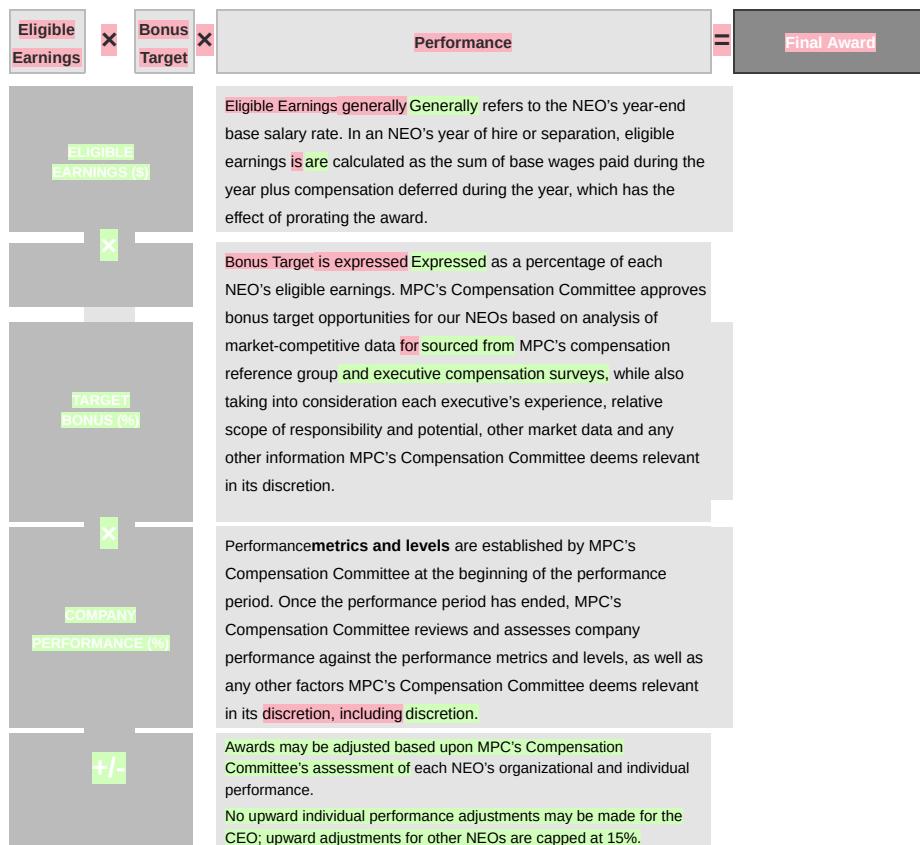
Lyon

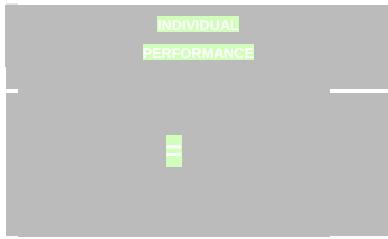
As noted above in Compensation "Compensation Allocation," under our omnibus agreement, we pay MPC a fixed amount in return for services provided by our NEOs. The amounts shown in this table were paid to our NEOs by MPC.

All NEOs received base salary increases for 2022 2023 in recognition of their continued strong performance and as part of MPC's annual merit program increases to maintain market competitiveness. The higher base salary increase for Mr. Hennigan Lyon reflects the MPC Compensation Committee's determination to position the CEO's total direct compensation closer to that of the CEOs of MPC's direct peer companies. The higher base salary increases for Messrs. Floerke and Aydt reflect the MPC Compensation Committee's determination to bring each NEO closer to the market median for his position. Mr. Aydt's base salary was further increased to \$800,000 effective September 1, 2022, in recognition of the additional responsibilities he assumed upon his appointment as MPC's Executive promotion to Senior Vice President Refining, on that date. Logistics and Storage in late 2022.

#### 2022 2023 Annual Cash Bonus Program

Our NEOs participated in MPC's 2022 2023 Annual Cash Bonus ("ACB") program, which MPC's Compensation Committee approved in November 2021, 2022, with a performance period of January 1, 2022, January 1, 2023 through December 31, 2022 December 31, 2023, as part of their compensation for the services they provide to MPC and its affiliates, including us. The primary purpose of the 2022 2023 ACB program was to incentivize and reward eligible employees for executing on MPC's strategy. MPC MPC's Compensation Committee determined awards to our NEOs under the ACB program without input from our Board. Awards under the ACB program for our NEOs were calculated as follows:





There is no guaranteed minimum ACB payout.

Payout results may be above or below target based on actual company and individual performance.

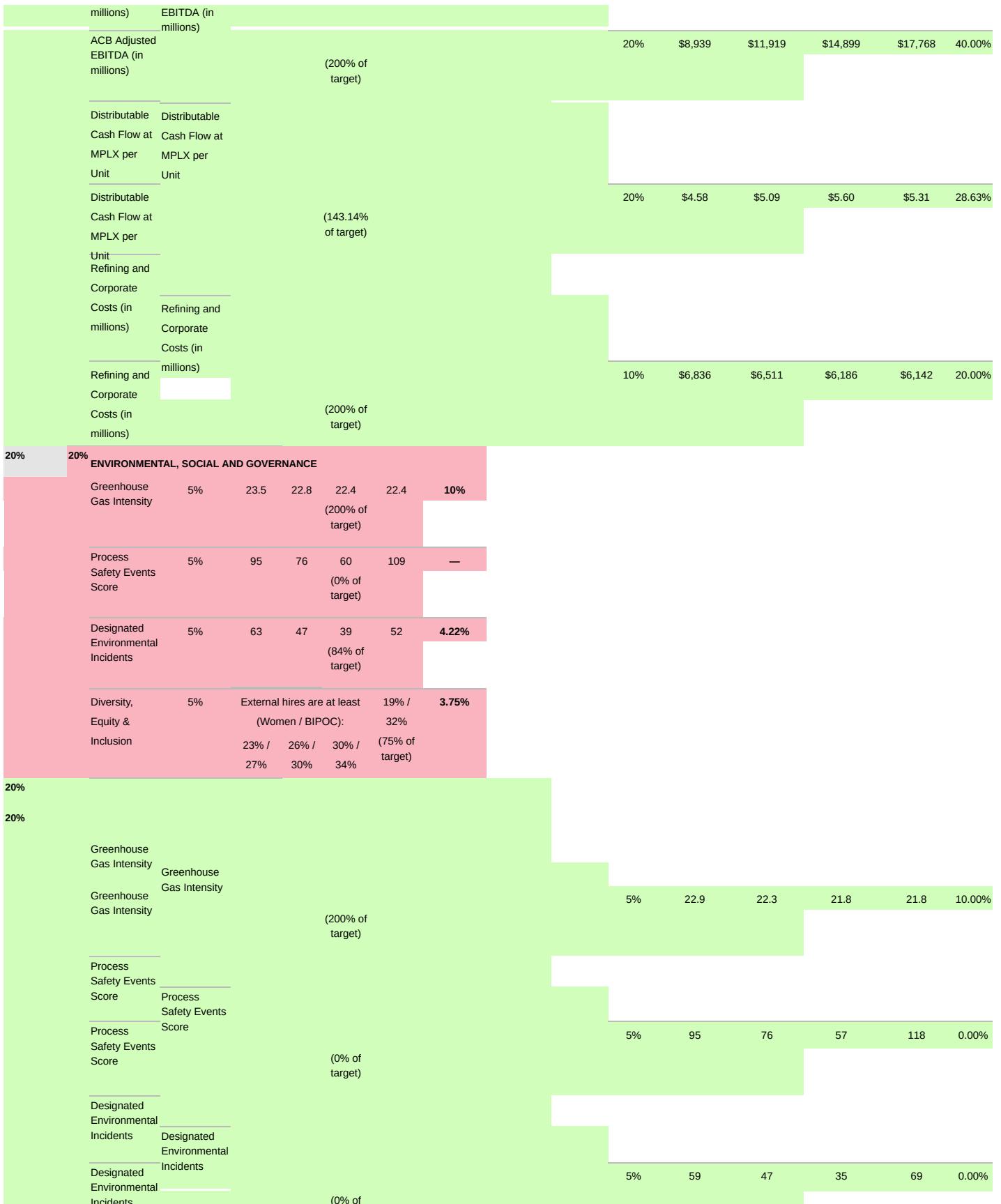
Payouts are capped at 200% of each NEO's target award.

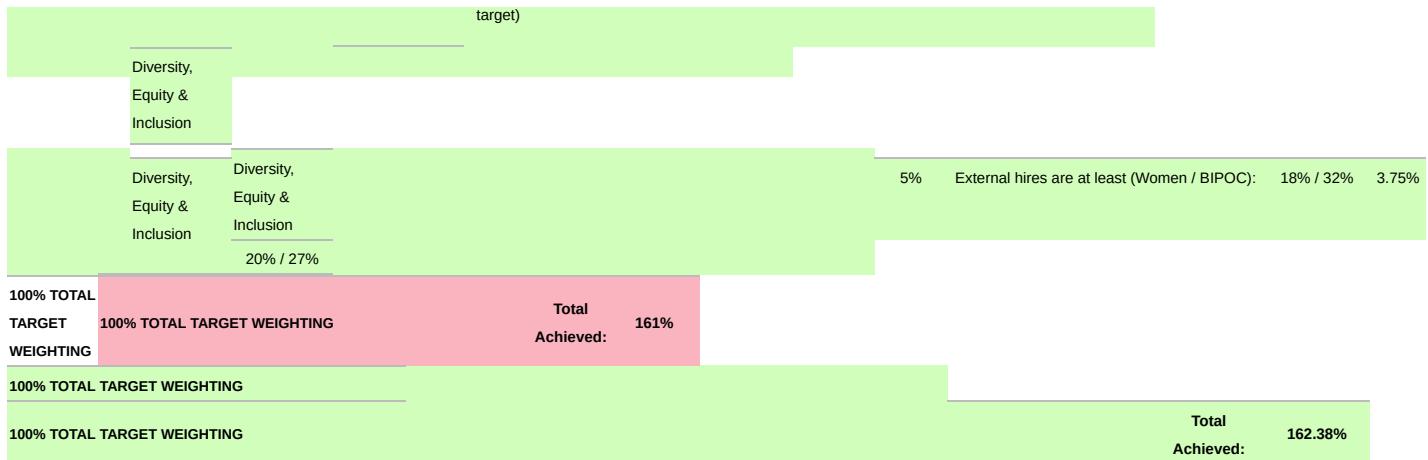
No upward individual performance adjustments may be made for the CEO; such adjustments for other NEOs are capped at 15%.  
FINAL AWARD (\$)

## 2022-2023 MPC Company Metrics and Performance

MPC's 2022-2023 ACB program emphasized pre-established financial and ESG performance measures. The following table provides each metric's target weighting, performance levels and actual performance achieved in 2022-2023:

Performance Metric	Performance Metric	Threshold						Threshold						
		Target Weighting	50% Payout	100% Payout	200% Payout	Performance Result	Achieved	Performance Metric	Target Weighting	50% Payout	100% Payout	200% Payout	Performance Result	Achieved
80%	80% FINANCIAL													
	Relative Adjusted EBITDA per Barrel	30%	5th or 6th Position	3rd or 4th Position	1st or 2nd Position	1st or 2nd Position	60%							
			(200% of target)											
	Adjusted EBITDA (in millions)	20%	\$6,269	\$8,359	td0,449	td3,213	40%							
				(200% of target)										
	Distributable Cash Flow at MPLX per Unit	20%	\$4.10	\$4.56	\$5.01	\$4.94	37%							
				(184% of target)										
	Refining and Corporate Costs (in millions)	10%	\$6,234	\$5,934	\$5,634	\$6,171	6%							
				(61% of target)										
80%														
80%														
	Relative Adjusted EBITDA per Barrel	Relative Adjusted EBITDA per Barrel						30%	30th Percentile	50th Percentile	100th Percentile	100th Percentile	60.00%	
	Relative Adjusted EBITDA per Barrel								of peers	of peers	of peers	Percentile		
			(200% of target)											
	ACB Adjusted EBITDA (in ACB Adjusted)													





**Relative Adjusted EBITDA per Barrel of crude oil throughput** **Total Throughput** is derived from MPC's **ACB** Adjusted EBITDA (see below), a non-GAAP **measure**, performance metric, as compared to applicable reporting segments of a **peer** group of other integrated and downstream companies: Chevron Corporation; Exxon Mobil Corporation; HF Sinclair Corporation; PBF Energy Inc.; Phillips 66; and Valero Energy Corporation.

**ACB Adjusted EBITDA** is a non-GAAP performance metric derived from MPC's consolidated financial statements. It is calculated as MPC's earnings before interest and financing costs, interest income, income taxes, depreciation and amortization expense, adjusted to exclude the effects of impairments, inventory market valuation adjustments, acquisitions and divestitures and certain other **non-cash** charges and credits.

**Distributable Cash Flow ("DCF") at MPLX per Unit** is a non-GAAP **measure** performance metric reflecting cash flow available to be paid to our common unitholders, **as disclosed in** derived from our consolidated financial statements. **See** Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Information **for more** provides information about this measure and how it is calculated. DCF per unit is determined by dividing DCF, **adjusted for certain** charges, by **the** our average unit count during the performance period.

**Refining and Corporate Costs** are MPC's externally reported refining operating and corporate costs, excluding costs associated with MPC's **ACB** incentive programs and other similar employee bonus programs. **costs associated with acquisitions and divestitures.**

**Greenhouse Gas ("GHG") Intensity** measures how efficiently MPC operates its facilities and implements a business plan that promotes a less carbon-intensive future. GHG intensity is based on Scope 1 and Scope 2 GHG emissions divided by the manufacturing inputs processed at MPC's refineries and natural gas processing and fractionation plants.

**Process Safety Events Score**, **a new metric for 2022**, measures MPC's ability to identify, understand and control certain process hazards, taking into account Tier 1 and Tier 2 events, with Tier 1 events multiplied by three to recognize their **severity** severity, and **excluding the performance of any assets acquired during the performance period**.

**Designated Environmental Incidents** measures MPC's environmental performance through tracking Tier 3 and **Tier 4** **incidents**; **incidents, excluding the performance of any assets acquired during the performance period.**

**Diversity, Equity & Inclusion** measures MPC's effectiveness toward reaching its five-year representation goals with respect to women and Black, Indigenous and People of Color ("BIPOC"). External hires exclude interns and conditional employees. **Metrics** **These** metrics are aspirational in nature and achieving them will at all times be consistent with MPC's Equal Employment Opportunity Policy.

The performance levels for each metric were established in January **2022** **2023** by evaluating factors such as performance achieved in the prior year(s), anticipated challenges for **2022**, **2023**, and MPC's business plan and overall strategy. MPC's Compensation Committee also **reviews** **reviewed** disclosed peer methodologies of similar metrics when evaluating the rigor of **the** performance goals. The performance levels were set with threshold levels viewed as likely achievable, target levels viewed as challenging but achievable, and maximum levels viewed as extremely difficult to achieve.

MPC's Compensation Committee has sole discretion under the **2022** **2023** ACB program to adjust performance metric levels and/or the final payout percentage to recognize instances where, due to unforeseen circumstances, the performance metrics results are not entirely indicative of overall company results. MPC's Compensation Committee made no such adjustments to the **2022** **2023** performance metric levels or final payout percentages.

MPC's Compensation Committee also has discretion under the **2022** **2023** ACB program to increase (by no more than 15%) or decrease payouts to certain of our officers, including our NEOs, based upon **its** **the Committee's** assessment of each individual's performance and contributions; provided, that our CEO's payout cannot be increased pursuant to this discretion. While MPC's Compensation Committee determined that our NEOs' contributions to the successful execution in **2022** **2023** of MPC's business objectives and enhancement of MPC shareholder value were significant, it concluded that the high achievement of performance metrics under the **2022** **2023** ACB program adequately reflected these contributions and determined to make no individual adjustments.

#### ACB Payouts for **2022** **2023**

In February **2023**, **2024**, MPC's Compensation Committee certified the results under the performance metrics for the **2022** **2023** ACB program and, taking into consideration MPC's performance relative to the pre-established metrics and the Committee's evaluation of each NEO's contributions to **the key achievements discussed above**, **that performance**, awarded the following amounts to **our NEOs** under the **2023** ACB **program to our participating NEOs for 2022** **program**:

Name	Name	Bonus			2023 Eligible Earnings (\$)	Bonus Target as a % of Eligible Earnings	Target Bonus (\$)	Final Award as a % of Target	Final Award (\$)
		2022 Year-End Base Salary (\$)	Base Salary	Target Bonus (\$)					
Hennigan	Hennigan	1,700,000	160	2,720,000	161	4,376,800			
<b>Hennigan</b>									
<b>Hennigan</b>									
Quaid	Quaid	600,000	70	420,000	161	675,800			
Gagle	Gagle	730,000	80	584,000	161	939,700			
<b>Gagle</b>									
<b>Gagle</b>									
Floerke	Floerke	590,000	70	413,000	161	664,600			
Kaczynski		475,000	60	285,000	161	458,600			
Aydt		800,000	90	720,000	161	1,158,600			
<b>Floerke</b>									
<b>Floerke</b>									
<b>Lyon</b>									
<b>Lyon</b>									
<b>Lyon</b>									

As noted above in "Compensation Allocation," under our omnibus agreement, we pay MPC a fixed amount in return for services provided by our NEOs. The amounts shown in this table will be paid to our NEOs by MPC.

#### Target percentages for our NEOs remained unchanged from 2021

MPC's Compensation Committee increased Mr. Hennigan's 2023 ACB target **percentages**, **percentage opportunity**, from 160% to 165% of eligible earnings, to reflect his experience and performance in his role. Mr. Aydt's 2022 Quaid's 2023 ACB target percentage opportunity was increased, from 70% to **90%** **80%** of eligible earnings, **upon** to bring him closer to the market for his **appointment as MPC's Executive Vice President, Refining** **role**. Target percentage opportunities for our other NEOs remained unchanged from 2022 ACB target percentages.

#### 2022 **2023** Long-Term Incentive Compensation Program

MPC's long-term incentive ("LTI") compensation program is **designed to promote** comprised of MPC performance share units ("PSUs"), MPC restricted stock units ("RSUs") and MPLX phantom units. This award mix places a substantial portion of our NEOs' compensation at-risk and promotes achievement of MPC's and our long-term business objectives by linking our NEOs' compensation directly to long-term company shareholder and equity performance, further aligning the interests of our NEOs, MPC's shareholders unitholder value creation and our unitholders financial results.

**Under MPC's 2022 LTI program, MPC's Compensation Committee awarded our NEOs MPC performance share units ("PSUs") and MPC restricted stock units ("RSUs"). Our NEOs also were awarded MPLX phantom units by a committee of our Board comprised of the independent directors (the "MPLX Committee") following a recommendation by MPC's Compensation Committee. For 2022, 2023 Annual Awards**

MPC's Compensation Committee approved the following LTI mix and annual award amounts for our NEOs:

Name	60% MPC PSUs (at target) (\$)	20% MPC RSUs (\$)	20% MPLX Phantom Units (\$)	Total 2022 LTI Target (\$)
Hennigan	7,350,000	2,450,000	2,450,000	12,250,000
Quaid	840,000	280,000	280,000	1,400,000
Gagle	1,440,000	480,000	480,000	2,400,000
Floerke	780,000	260,000	260,000	1,300,000
Kaczynski	390,000	130,000	130,000	650,000

Aydt	840,000	280,000	280,000	1,400,000
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MPC LTI AWARDS		MPLX LTI AWARDS
60% PSUs	20% RSUs	20% Phantom Units

**MPC PSUs** align our NEOs' long-term compensation interests with MPC's shareholders' long-term investment interests by conditioning payout on the performance of MPC's PSU Total Shareholder Return ("TSR") relative to that of MPC's peers over a three-year period. Awards vest in full at the end of the performance period.

**MPC RSUs** promote our NEOs' ownership of MPC's common stock, aid in retention and help our NEOs comply with MPC's stock ownership guidelines. Awards generally vest ratably over three years.

**MPLX Phantom Units** promote our NEOs' ownership of our common units, strengthening alignment between our NEOs' compensation interests and our unitholders' investment interests, and help our NEOs comply with our unit ownership guidelines. Awards generally vest ratably over three years.

NEOs during its annual compensation review process in early 2023. To mitigate the effects effect of share price volatility, the number of awards granted is determined on the basis of the average 30-calendar day closing price prior to the grant date. Based on a review Thus, these amounts may not match the accounting values shown in the "2023 Summary Compensation Table" and the "2023 Grants of competitive market data for each respective role, Plan-Based Awards" table below.

Name	60% MPC PSUs (\$)	20% MPC RSUs (\$)	20% MPLX Phantom Units (\$)	Total 2023 LTI Target (\$)
Hennigan	8,040,000	2,680,000	2,680,000	13,400,000
Quaid	900,000	300,000	300,000	1,500,000
Gagle	1,440,000	480,000	480,000	2,400,000
Floerke	780,000	260,000	260,000	1,300,000
Lyon	720,000	240,000	240,000	1,200,000

MPC's Compensation Committee made the following increases to each NEO's increased Mr. Hennigan's 2023 LTI target award opportunity by 9% over his 2022 LTI target award compared opportunity to 2021 reflect his experience and performance in his role. Mr. Hennigan, 9%; Mr. Quaid, 75%; Ms. Gagle, Quaid's 2023 LTI target award opportunity was increased by 7%; Mr. Floerke, 18%; Mr. Kaczynski, 0%; Mr. Aydt, 27%. The increase in Mr. Quaid's over his 2022 LTI target award opportunity to bring him closer to the market for his role. Mr. Lyon's 2023 LTI target award opportunity was also a result increased by 33% over his 2022 LTI target award opportunity in consideration of his promotion in September 2021 to serve as our Executive Vice President and CFO (from his previous role as MPC's Senior Vice President Logistics and Controller). Storage in late 2022, and is intended to bring him closer to market for his role. There were no changes in 2023 LTI target award opportunity values from 2022 LTI target award opportunity values for the other NEOs.

#### MPC Performance Units/PSUs

MPC's Compensation Committee awards MPC PSUs (2020, 2021 and 2022)

MPC performance units/PSUs pay out based to align our NEOs' long-term compensation interests with MPC's shareholders' long-term investment interests by conditioning payout on MPC's three-year PSU TSR Total Shareholder Return ("TSR") performance relative to the peer group shown in the following table. MPC's Compensation Committee chose relative PSU TSR as the metric that most closely aligns the interests of executives and MPC's shareholders. Each performance unit granted in 2020 has a target value of \$1.00, and the actual payout can vary from \$0.00 to \$2.00 (0% to 200% of target) per performance unit. Each PSU granted in 2021 and 2022 has a target value equal to the MPC common stock 30-day average 30-day closing price prior to the grant date, date. PSUs vest in full at the end of the performance period and the are settled in cash. The actual payout value is based on company MPC's PSU TSR performance (which can range from 0% to 200%) multiplied by:

(i) for 2021 and 2022 PSUs, MPC's closing share price on the date MPC's Compensation Committee certifies performance, performance, and (ii) for 2023 PSUs, MPC's relative PSU TSR performance percentile is determined average closing share price for the specified measurement periods, with linear interpolation used for results between target levels, as shown below, last 30 calendar days of the performance period. To provide greater alignment with MPC's shareholders, payout under all MPC performance units and PSUs is capped at 100% in measurement periods when MPC's PSU TSR is negative, negative for the performance period.

PERFORMANCE PERIOD		
MPC 2020 PERFORMANCE	MPC 2021 PSUS 2022	MPC 2022 PSUS 2023
UNITS 2021 PSUs	PSUs	PSUs
Settlement January 1, 2021 - December 31, 2023	25% in MPC common stock and 75% in cash January 1, 2022 - December 31, 2024	100% in cash January 1, 2023 - December 31, 2025

## MPC PSU TSR CALCULATION

$$\frac{(\text{Ending Stock Price}^* - \text{Beginning Stock Price}^*) + \text{Cumulative Cash Dividends}}{\text{Beginning Stock Price}^*}$$

*\*Calculated For 2021 and 2022 PSUs, calculated as the average of each company's closing stock price for the 20 trading days immediately preceding prior to each applicable date. For 2023 PSUs, calculated as the average of each company's closing stock price for the 30 calendar days prior to each applicable date.*

MPC PSU TSR PAYOUT PERCENTAGE CALCULATION				
	Below Threshold	Threshold	Target	Maximum
PSU TSR Percentile	Below 30th	30th	50th	100th (Highest)
Payout (% of Target)	0%	50%	100%	200%

MPC PSU TSR PERFORMANCE ASSESSMENT

	Below Threshold	Threshold	Target	Maximum	
PSU TSR Performance Percentile	Below 30th	30th	50th	100th (Highest)	
Payout Percentage (% of Target)*	0%	50%	100%	200%	
*Payout for performance between percentiles is determined using linear interpolation.					

In January 2023, 2024, MPC's Compensation Committee certified the final PSU TSR results for the MPC 2020 performance units 2021 PSUs as follows:

MPC PSU TSR Measurement Period	Actual PSU TSR (%)	Position Relative to Peer Group	Percentile Ranking (%)	PSU TSR Payout Percentage (% of Target)
1/1/2020–12/31/2020	-26.97	2nd of 11	90.00	100.00 *
1/1/2021–12/31/2021	57.67	2nd of 11	90.00	180.00
1/1/2022–12/31/2022	82.05	3rd of 11	80.00	160.00
1/1/2020–12/31/2022	99.21	1st of 11	100.00	200.00
		Average:		160.00

\* Although MPC's performance percentile ranking of 90.00% relative to its peers for the January 1, 2020, through December 31, 2020, measurement period would have resulted in a payout percentage higher than 100%, payout is capped at 100% in measurement periods when PSU TSR is negative.

MPC 2021 PSUs	Actual PSU TSR (%)	Position Relative to Peer Group	PSU TSR Performance Percentile	Payout Percentage (% of Target)
January 1, 2021 - December 31, 2023	277.19	2 of 13	91.67th	183.33

The average payout above was applied to each participating Each NEO's 2021 PSU target award value as follows: was multiplied by: (i) the Performance Percentage shown in the table above and (ii) MPC's closing share price on the date MPC's Compensation Committee certified performance, resulting in the following payouts:

	Hennigan	Quaid	Gagle	Floerke	Kaczynski	Aydt
MPC 2020 Performance Units Granted (#)	1,840,000	320,000	800,000	400,000	260,000	240,000
Payout (\$)	2,944,000	512,000	1,280,000	640,000	416,000	384,000

Name	MPC 2021 PSU Target Award (\$)	MPC 2021 PSU Target Award* (#)	Payout Percentage (%)	Performance-Adjusted PSUs (#)	MPC Closing Share Price on Certification	
					Date (\$)	Payout (\$)
Hennigan	6,750,000	133,058	183.33	243,936	157.27	38,363,815
Quaid	480,000	9,462	183.33	17,347	157.27	2,728,163
Gagle	1,350,000	26,612	183.33	48,788	157.27	7,672,889
Floerke	660,000	13,011	183.33	23,854	157.27	3,751,519
Lyon	155,030	3,056	183.33	5,603	157.27	881,184

\* Calculated as the target award value divided by the MPC common stock 30-day average closing price (\$50.73) prior to the grant date (March 1, 2021).

MPC PSUs granted in 2021 2022 and 2023 to our current NEOs remain outstanding. See the 2022 2023 Grants of Plan-Based Awards and "Outstanding Equity Awards at 2022 2023 Fiscal Year-End" tables below for additional information about these awards.

#### MPLX Performance Units (discontinued)MPC RSUs

MPC's Compensation Committee awards MPC RSUs to promote our NEOs' ownership of MPC's common stock, aid in retention and help our NEOs comply with MPC's stock ownership guidelines. Awards generally vest ratably over three years.

#### MPLX performance Phantom Units

MPC's Compensation Committee includes MPLX phantom units were awarded in our NEOs' LTI award mix to align our NEOs' compensation interests with our unitholders' investment interests, and help our NEOs in 2020 as part of comply with our unit ownership guidelines. MPLX phantom unit awards were recommended by MPC's LTI compensation program; however, MPLX performance units are no longer awarded as part of the LTI mix. MPLX performance units awarded in 2020 pay out based 50% on our total unitholder return ("TUR") performance relative to a peer group of midstream companies Compensation Committee and 50% on distributable cash flow ("DCF") attributable to MPLX, measured over a three-year performance cycle. Each MPLX performance unit has a target value of \$1.00, and the actual payout can vary from \$0.00 to \$2.00 (0% to 200% of target) per performance unit.

#### Total Unitholder Return (50% of MPLX Performance Unit Payout)

Our relative TUR performance percentile is determined for each of four measurement periods, with linear interpolation used for results between target levels, as follows:

MPLX 2020 PERFORMANCE UNITS			
Measurement Periods	First 12 months	Second 12 months	Third 12 months
Peer Group	Entire 36-month period		
1/1/2020–12/31/2020 measurement period:	1/1/2021–12/31/2021 measurement period:	1/1/2022–12/31/2022 and 1/1/2020–12/31/2022 measurement periods:	
Cheniere Energy Partners LP DCP Midstream, LP Enable Midstream Partners, LP Energy Transfer LP Enterprise Products Partners L.P. Magellan Midstream Partners, L.P. Phillips 66 Partners LP Plains All American Pipeline, L.P. Shell Midstream Partners, L.P. Western Midstream Partners, LP	Cheniere Energy Partners LP DCP Midstream, LP Energy Transfer LP EnLink Midstream LLC Enterprise Products Partners L.P. Magellan Midstream Partners, L.P. Phillips 66 Partners LP Plains All American Pipeline, L.P. Shell Midstream Partners, L.P. Western Midstream Partners, LP	Cheniere Energy Partners LP Crestwood Equity Partners LP DCP Midstream, LP Energy Transfer LP EnLink Midstream LLC Enterprise Products Partners L.P. Magellan Midstream Partners, L.P. Plains All American Pipeline, L.P. Sunoco LP Western Midstream Partners, LP	

TUR CALCULATION	
(Ending Unit Price* - Beginning Unit Price*) + Cumulative Cash Distributions	
Beginning Unit Price*	
*Calculated as the average of each company's closing unit price for the 20 trading days immediately preceding each applicable date.	

MPLX TUR PAYOUT PERCENTAGE CALCULATION				
	Below Threshold	Threshold	Target	Maximum
TUR Percentile	Below 30th	30th	50th	100th (Highest)
Payout (% of Target)	0%	50%	100%	200%

In January 2023, granted by the MPLX Committee certified the final relative TUR results for the 2020 MPLX performance units as follows:

TUR Measurement Period	Actual TUR (%)	Position	Percentile Ranking (%)	TUR Payout Percentage (% of Target)
1/1/2020–12/31/2020	0.17	1st of 11	100.00	200.00
1/1/2021–12/31/2021	43.72	3rd of 11	80.00	160.00
1/1/2022–12/31/2022	21.90	7th of 11	40.00	75.00
1/1/2020–12/31/2022	64.37	5th of 11	60.00	120.00
Average:				138.75

#### Distributable Cash Flow (50% of MPLX Performance Unit Payout)

DCF attributable to MPLX is measured for each year of a three-year performance cycle, with each year's target based on our annual business plan as approved by our Board. Our DCF metric threshold, target and maximum levels are calculated as 90%, 100% and 105%, respectively, of the annual business plan DCF target. Linear interpolation is used for results between target levels. In January 2023, the MPLX Committee certified the final relative DCF results for the 2020 MPLX performance units as follows (\$ in millions):

DCF Performance Period	Below Threshold (No Payout)	Threshold (50% Payout)	Target (100% Payout)	Maximum (200% Payout)	Actual DCF Attributable to MPLX	DCF Payout Percentage (% of Target)
1/1/2020–12/31/2020	Below \$3,775	\$3,775	\$4,194	\$4,404	\$4,327	163.42
1/1/2021–12/31/2021	Below \$3,757	\$3,757	\$4,174	\$4,383	\$4,785	200.00
1/1/2022–12/31/2022	Below \$4,169	\$4,169	\$4,632	\$4,864	\$4,981	200.00
Average:						187.81

#### 2020 MPLX Performance Unit Payouts

The average TUR payout percentage and the average DCF payout percentage shown above were averaged (163.28%) and applied to each NEO's target award value as follows:


	Hennigan	Quaid	Gagle	Floerke	Kaczynski	Aydt
MPLX 2020 Performance Units Granted (#)	460,000	80,000	200,000	100,000	65,000	60,000
Payout (\$)	751,088	130,624	326,560	163,280	106,132	97,968

The 2020 MPLX performance units settled 25% in MPLX common units and 75% in cash.

#### Committee. Awards generally vest ratably over three years.

##### OTHER BENEFITS

We do not sponsor any benefit plans, programs or policies such as healthcare, life insurance, income protection or retirement benefits for our NEOs, and we do not provide perquisites. However, those types of benefits are generally provided to our NEOs by MPC, MPC (through its indirect wholly owned subsidiary Marathon Petroleum Company LP) consistent with market-based trends. MPC makes all determinations with respect to such benefits without input from our Board. MPC bears the full cost of these programs, and no portion is charged back to us. We have summarized the material elements of these programs below.

##### Health and Welfare Benefits

Our NEOs are generally eligible to participate in MPC's market-competitive health and life insurance plans, and long-term and short-term disability programs.

##### Retirement Benefits

Retirement MPC has designed the retirement benefits provided it provides to our NEOs are designed by MPC to be consistent in value and aligned with benefits offered by the other companies with which MPC competes for talent. Benefits under MPC's qualified and nonqualified plans are described in more detail in "Post-Employment Benefits for 2022 2023" and "2022 "2023 Nonqualified Deferred Compensation."

##### Severance Benefits

We and MPC maintain change in control plans designed to (i) preserve executives' economic motivation to consider a business combination that might result in job loss and (ii) compete effectively in attracting and retaining executives in an industry that features frequent mergers, acquisitions and divestitures. Our change in control benefits are described further in "Potential Payments upon Upon Termination or Change in Control, Control," beginning on page 142.

##### Limited Perquisites

Our MPC provides our NEOs receive limited perquisites which are consistent with those offered by companies in MPC's peer group companies, compensation reference group.

<b>Tax and Financial Planning Services</b>
To offset the expense of obtaining professional tax, estate and financial planning services, MPC generally provides our NEOs with a \$15,000 annual stipend.
<b>Health and Well-being</b>
Under MPC's enhanced annual physical health program, our senior management, including our NEOs, are eligible for a comprehensive physical (generally in the form of a one-day appointment), with procedures similar to those available to all other employees under MPC's health program.
<b>Use of Corporate Aircraft</b>
The primary use of MPC's corporate aircraft is for business purposes. MPC's Board also has authorized Mr. Hennigan's personal use of MPC's corporate aircraft in the interest of his safety, security and security productivity as its CEO. Certain other executives may be allowed limited personal use of MPC's corporate aircraft, and occasionally, spouses or other guests may accompany executive officers on corporate aircraft when space is available on business-related flights. All such personal use must be authorized by MPC's CEO. The cost of any such travel that does not meet the Internal Revenue Service Code standard for business use is imputed as income to the executive officer.
Additionally, MPC entered into an aircraft time sharing agreement with Mr. Hennigan, effective January 1, 2021, pursuant to which he may elect to use MPC's corporate aircraft for transportation and personal use from time to time on a time sharing basis and pay MPC for such use pursuant to the terms of the agreement. The agreement was approved by MPC's Corporate Governance and Nominating Committee and is reviewed on an annual basis consistent with MPC's Related Person Transactions Policy. A copy of the aircraft time sharing agreement was filed as an exhibit to MPC's Annual Report on Form 10-K for the year ended December 31, 2020.
<b>Safety and Security</b>
Given the significant public profile of Mr. Hennigan as MPC's CEO and the publicity given to those in MPC's the industry, MPC's Board has authorized certain limited security benefits, to Mr. Hennigan, including the maintenance, operation and monitoring of enhanced security systems. These benefits are monitored by MPC's Compensation Committee and are taxable income to Mr. Hennigan.

Reportable values for these benefits and perquisites, based on the incremental costs to MPC, are included in the "All Other Compensation" column of the "2022 "2023 Summary Compensation Table."

Table" on page 133.

##### COMPENSATION GOVERNANCE

##### Unit Ownership Guidelines

Our unit ownership guidelines align our executive officers' long-term interests with those of our unitholders. These guidelines require the executive officers in the positions shown below to retain MPLX common units with a value at least equal to a target multiple of their annualized base salary. The targeted multiples vary depending upon the executive's position and responsibilities:

Position	Multiple of Base Salary
CEO	2x
MPC Executive Vice President (CEO Direct Report)	1x
MPLX Executive Vice President (CEO Direct Report)	
MP MPC Senior Vice President (CEO Direct Report)	0.75x
All Other Executives (not reporting to the CEO)	0.50x

MPLX common units owned outright and MPLX phantom units are counted when determining whether an executive has met the required ownership level. Executives have five years following the establishment of, or an increase in, their applicable unit ownership guideline to achieve the applicable target multiple. Any executive who does not achieve the unit ownership guideline within this five-year window must hold all equity we grant until the applicable ownership guideline has been achieved. Our All continuing NEOs either meet these guidelines, guidelines or are on track to comply within the applicable five-year period.

#### Prohibition on Hedging and Pledging Our Common Units

Under our policy on trading of securities, none of our directors, officers (including our NEOs) or certain select MPC employees designated under the policy may purchase or sell any financial instrument, including but not limited to put or call options, the price of which is affected in whole or in part by changes in the price of our securities, unless such financial instrument was issued by us to such director, officer or covered employee. Further, no director, officer or covered employee may participate in any hedging transaction related to our securities. This policy ensures that our directors, officers and covered employees bear the full risk of MPLX common unit ownership.

#### Recoupment/Clawback Policy

MPC's ACB and Our LTI programs provide program includes provisions providing for recoupment of compensation from our executives in the case of certain forfeiture events. In addition, our incentive compensation plans provide that all awards granted thereunder will be subject to clawback or recoupment in events (collectively, "MPLX's Existing Clawback Provisions"). Under MPLX's Existing Clawback Provisions, the case of certain forfeiture events. If the SEC or our Audit Committee requires us to prepare a material accounting restatement due to noncompliance with any financial reporting requirement under applicable securities laws as a result of misconduct, the Audit Committee may determine that a forfeiture event has occurred based on: (a) MPLX is required to prepare an assessment accounting restatement as a result of whether an executive officer: misconduct, and the MPLX Committee determines that a covered officer (i) knowingly engaged in misconduct; misconduct, (ii) was grossly negligent with respect to misconduct; misconduct, or (iii) knowingly failed or was grossly negligent in failing to prevent misconduct; or (iv) (b) the MPLX Committee determines that a covered officer engaged in fraud, embezzlement or other similar misconduct materially harmful detrimental to us. MPLX.

If it the MPLX Committee determines that a forfeiture event has occurred MPC's Compensation Committee with respect to a covered officer, it may require reimbursement of any portion recoupment from such covered officer of an executive officer's bonus from amount up to the ACB program sum of all LTI awards granted to, held by, earned by, or settled with respect to, such covered officer in the period during which the misconduct occurred.

In 2023, the NYSE implemented listing standards requiring listed companies to adopt a clawback policy meeting certain additional requirements. Accordingly, the Board adopted the MPLX LP Officer Compensation Clawback Policy (the "MPLX Officer Compensation Clawback Policy") that would not have been earned had consolidates:

- MPLX's Existing Clawback Provisions; and
- The new mandatory clawback provisions required by the forfeiture event not occurred. Payments made NYSE listing standards.

The provisions in settlement of performance units may be recouped if the forfeiture event occurred while the executive officer was employed, or within three years after termination of employment. In addition, the executive's unexercised and unvested equity awards would be subject to immediate forfeiture.

These recoupment provisions MPLX LP Officer Compensation Clawback Policy are in addition to any clawback provisions under Section 304 of the Sarbanes-Oxley Act of 2002. The above summary of the Dodd-Frank Wall Street Reform and Consumer Protection Act, NYSE listing standards and other applicable law. In October 2022, MPLX LP Officer Compensation Clawback Policy is qualified in its entirety by reference to the SEC adopted rules requiring full text of the securities exchanges, including the NYSE, to implement listing standards regarding recovery of incentive compensation, MPLX LP Officer Compensation Clawback Policy, which listing standards may require the Board to update our recoupment provisions. The Board intends to make any necessary updates is filed as an exhibit to our recoupment provisions following Annual Report on Form 10-K for the effectiveness of year ended December 31, 2023.

MPC maintains a similar clawback policy that applies to the new listing standards.

compensation it awards our NEOs under the MPC ACB and LTI programs.

#### Compensation Risk Assessment

The independent members of our Board regularly review our policies and practices in compensating our service providers (including both executive officers and non-executives, if any) as they relate to our risk management profile. At the most recent review of our compensation program, our independent directors concluded that any risks arising from our compensation policies and practices were not reasonably likely to have a material adverse effect on our financial statements. MPLX.

#### Compensation Committee Interlocks and Insider Participation

Because we are a limited partnership, we are not required to have a compensation committee. Compensation matters are determined by a committee the MPLX Committee, comprised of our Board comprised of the independent directors (the "MPLX Committee"). directors. Compensation matters for 2022 2023 were determined by Ms. Breves and Messrs. Helms, Peiffer, Sandman, Semple, Stice and Surma. Ms. Breves did not participate in compensation decisions for 2022 given the timing of her election to the Board effective November 16, 2022. No member of the MPLX Committee was at any time during 2022 2023 an officer or employee of MPLX or had any relationship with us requiring disclosure under Item 404 of Regulation S-K of the Exchange Act. Mr. Peiffer previously served as our President from 2012 until his retirement in 2014. Mr. Semple previously served as our Vice Chairman from December 2015 until his retirement in October 2016. Mr. Peiffer previously served as our

President from 2012 until his retirement in 2014. See Item 10. Directors, Executive Officers and Corporate Governance - Director Independence and Qualifications for more information about our independent directors. Our Chairman, President and CEO, Mr. Hennigan, who is also an executive officer and director of MPC, provides input to the MPLX Committee on compensation matters. During 2022, 2023, none of our other executive officers served on the board of directors or compensation committee of any other entity that has an executive officer serving as a member of the MPLX Committee or the Board.

#### COMPENSATION COMMITTEE REPORT

Our independent directors have reviewed and discussed the Compensation Discussion and Analysis for 2022, 2023 with management and, based on such review and discussions, recommended to the Board that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K for the year ended December 31, 2022, December 31, 2023.

Christine S. Breves

Christopher A. Helms

Gary L. Peiffer

Dan D. Sandman

Frank M. Semple

J. Michael Stice

John P. Surma

#### EXECUTIVE COMPENSATION TABLES

##### 2022, 2023 SUMMARY COMPENSATION TABLE

The following table provides information regarding compensation for our 2022, 2023 NEOs for the years shown:

Name and Principal Position	Name and Principal Position	Year	Change in Pension Value and Nonqualified Deferred Compensation						Name and Principal Position			
			Salary	Bonus	Stock Awards	Option Awards	(\$)	Plan Compensation	Earnings	All Other Compensation	Total	
Michael J. Hennigan Chairman, President and CEO	Michael J. Hennigan	2022	1,675,343	—	13,925,769	—	4,376,800	595,747	714,873	21,288,532		
	Hennigan	2021	1,600,000	—	14,186,189	—	4,416,300	450,102	532,615	21,185,206		
		2020	1,485,417	—	8,988,339	1,104,000	3,079,333	440,104	437,072	15,534,265		
John J. Quaid Executive Vice President and CFO	John J. Quaid	2022	593,836	—	1,591,599	—	675,800	39,327	112,516	3,013,078		
		2021	558,333	—	1,008,821	—	694,400	89,216	81,896	2,432,666		
Suzanne Gagle General Counsel	Suzanne Gagle	2022	722,603	—	2,728,389	—	939,700	47,848	141,793	4,580,333		
		2021	700,000	—	2,837,299	—	966,100	22,791	137,789	4,663,979		
		2020	681,250	—	1,342,778	480,000	776,667	393,798	145,470	3,819,963		
2022												
2021												
John J. Quaid Executive Vice President and CFO*	Suzanne Gagle	General Counsel*	Gregory S. Floerke	2022	582,603	—	1,477,916	—	664,600	103,263	110,700	2,939,082
			Gregory S. Floerke	2021	560,000	—	1,387,178	—	676,200	109,955	105,058	2,838,391
Gregory S. Floerke Executive Vice President and Chief Operating Officer	Executive Vice President and Chief Operating Officer	2020	545,000	—	671,413	240,000	574,667	161,979	114,411	2,307,470		
			Thomas Kaczynski	2022	471,302	—	738,996	—	458,600	91,886	88,583	1,849,367

Senior Vice President, Finance and Treasurer									
<b>Timothy J. Aydt</b>	2022	612,849	—	1,591,599	—	1,158,600	37,080	122,213	3,522,341
Former Executive Vice President and Chief Commercial Officer	2021	475,000	130,000	1,387,178	—	603,800	—	70,976	2,666,954
<b>Shawn M. Lyon</b>	2020	370,000	—	402,861	144,000	350,000	348,188	74,307	1,689,356
Senior Vice President Logistics and Storage									
* Effective January 1, 2024, Mr. Quaid ceased service as our Executive Vice President and CFO to accept a position as MPC's Executive Vice President and CFO. Effective January 5, 2024, Ms. Gagle retired following more than 30 years of service to MPC.									* Effective Preside and CF years o

Salary shows the actual amount earned during the year. See the CD&A - "2023 Base Salary Overview Salary" on page 126 for additional information on base salaries for 2022.

Bonus reflects a one-time cash amount awarded by MPC's Compensation Committee to Mr. Aydt in early 2021 in recognition of the significant responsibilities he assumed beginning in mid-2020 as part of MPC's organizational restructuring process. 2023.

Stock Awards and Option Awards reflect the aggregate grant date fair value of LTIs LTI awarded in the applicable year indicated, calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification 718, Compensation—Stock Compensation ("FASB ASC Topic 718"). MPC's Compensation Committee awards LTI to our NEOs based on intended target values, which reflect established compensation valuation methodologies that differ in some respects from the FASB ASC Topic 718 methodologies reflected in this table methodologies. See the CD&A - 2022 "2023 Long-Term Incentive Compensation Program Program" beginning on page 129 for additional information about the intended target values for the 2022 2023 LTI awards to our NEOs. For assumptions used to determine the values of these awards as shown in this table, see the "Grant Date Fair Value" note accompanying the "2022 "2023 Grants of Plan-Based Awards" table below, below; Item 8. Financial St

atements and Supplementary Data - Note 26 to MPC's Annual Reports Report on Form 10-K for the years year ended December 31, 2022 December 31, 2023; and 2020 - Item 8. Financial Statements and Supplementary Data - Note 27, and our Annual Reports on Form 10-K for the years ended December 31, 2022 and 2020 - Item 8. Financial Statements and Supplementary Data - Notes 2 and 21, respectively, of this report.

MPC PSUs granted in 2022 are included in this column at their target value because target was determined to be the Stock Awards column probable outcome for 2022. Their the applicable performance period at the time of grant of each award, consistent with the accounting treatment under GAAP. The maximum value at grant date value of the PSUs granted in 2023, assuming the highest level of performance achieved, is:

	Hennigan	Quaid	Gagle	Floerke	Kaczynski	Aydt
MPC 2022 Performance Units (\$)	18,180,901	2,077,943	3,562,106	1,929,450	964,725	2,077,943

Mr. Hennigan, \$21,486,749; Mr. Quaid, \$2,405,248; Ms. Gagle, \$3,848,264; Mr. Floerke, \$2,084,615; Mr. Lyon, \$1,924,132.

**Non-Equity Incentive Plan Compensation** reflects the total ACB award earned for the year indicated, paid the following year. See the CD&A - 2022 "2023 Annual Cash Bonus Program" beginning on page 126 for additional information on payouts under this program for 2022. Amounts shown for 2020 also include payouts under MPC's synergy capture performance unit program, which is no longer in effect. 2023.

**Change in Pension Value and Nonqualified Deferred Compensation Earnings** reflects the annual change in actuarial present value of accumulated benefits under the MPC's retirement plan. See "Post-Employment Benefits for 2022" 2023 below for more information about the defined benefit plans and the assumptions used to calculate these amounts. No deferred compensation earnings are reported as the nonqualified deferred compensation plans do not provide above-market or preferential earnings.

**All Other Compensation** aggregates MPC's contributions to defined contribution plans and the limited perquisites MPC offers to our NEOs, which are described in more detail in the perquisites overview "Other Benefits" beginning on page 133 130.

		Company								Tax and								
		Personal		Contributions						Personal		Contributions						
		Use of	Tax and	Company		Company		Financial		Contribution	Total	All Other	Company	Use of	Company	Financial	Contribution	Total
Name	Name	Aircraft	Physicals	Planning	Security	Plans	Other	Compensation		Company	Company	Aircraft	Physicals	Planning	Security	Defined Contribution Plans	Other Compensation	
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)		Name	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Hennigan	Hennigan	260,661	4,000	15,000	4,408	427,501	3,303	714,873										
Hennigan																		
Hennigan																		
Quaid																		
Quaid																		
Quaid	Quaid	—	4,000	30,000	—	78,305	211	112,516										
Gagle	Gagle	—	4,000	15,000	—	118,507	4,286	141,793										
Gagle																		
Gagle																		
Floerke	Floerke	—	4,000	15,000	—	88,328	3,372	110,700										
Kaczynski		—	4,000	15,000	—	66,488	3,095	88,583										
Aydt		—	4,000	30,000	—	85,012	3,201	122,213										
Floerke																		
Floerke																		
Lyon																		
Lyon																		
Lyon																		

"Personal Use of Company Aircraft" reflects MPC's aggregate incremental cost of personal use of corporate aircraft by our NEOs, their spouses or other guests for 2022 2023. MPC determines the incremental cost for personal use of its aircraft based on the variable costs to operate the aircraft, including incremental aircraft fleet maintenance, but excluding fixed costs that do not change based on usage, such as pilot compensation and the purchase and lease of aircraft and maintenance not related to travel. MPC believes this method provides a reasonable estimate of its incremental cost. No income tax assistance or gross-ups are provided for personal use of corporate aircraft. See the CD&A - Other Benefits "Other Benefits" beginning on page 133 130 for additional information regarding personal use of MPC aircraft by our executives, NEOs.

The "Tax and Financial Planning" amount shown for Messrs. Quaid and Aydt includes both the \$15,000 benefit for 2022 and \$15,000 in respect of expenses each incurred under the tax and financial planning benefit for 2021, reimbursed in 2022.

"Company Contributions to Defined Contribution Plans" reflect MPC's contributions under its tax-qualified retirement plans and related nonqualified deferred compensation plans. See "Post-Employment Benefits for 2022" 2023 and "2022" 2023 Nonqualified Deferred Compensation" below for more information.

"Other" reflects MPC's aggregate incremental cost for company-sponsored activities at an off-site Board meetings and the provision of certain digital protection services.

## 2022 2023 GRANTS OF PLAN-BASED AWARDS

The following table provides information regarding all MPC and MPLX plan-based awards, including cash-based incentive awards and equity-based awards, granted to our NEOs in 2022, 2023.

Name	Name	Type of	Grant Date	Estimated Future Payouts			All Other	Grant Date	Name	Type	Grant	Estimated Possible			Estimated Future Payouts			All Other	Grant Date	
				Estimated Possible Payouts Under		Under Equity Incentive Plan						Stock	Fair Value of	Estimated Possible		Under Equity Incentive	Under Equity Incentive	Stock	Fair Value	
				Non-Equity Incentive Plan Awards		Awards						Awards:	Stock and	Number	Option	Payouts Under Non-Equity	Plan Awards	Awards:	Stock	

Name	Name	Type	of Stock						of Stock						Units (#)	Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)	or Units (#)	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)		
			Annual	Cash	Bonus	Annual	Cash	Bonus	Annual	Cash	Bonus	Annual	Cash	Bonus		
Hennigan	Hennigan	MPC	—	2,720,000	5,440,000											
		Annual														
		Cash														
		Bonus														
Hennigan		MPC RSUs														
Hennigan		MPC RSUs														
		MPC	MPC RSUs 3/1/2022						31,630	2,372,566						
		RSUs														
		MPC	MPC PSUs 3/1/2022			47,444	94,888	189,776		9,090,451						
		PSUs														
		MPLX	MPLX Phantom 3/1/2022						74,924	2,462,752						
Phantom		Units														
		Units														
Quaid	Quaid	MPC	—	420,000	840,000											
		Annual														
		Cash														
		Bonus														
		MPC	MPC RSUs 3/1/2022						3,615	271,161						
		RSUs														
		MPC	MPC RSUs													
		RSUs	MPC RSUs													
		MPC	MPC PSUs 3/1/2022			5,423	10,845	21,690		1,038,972						
		PSUs														
		MPLX	MPLX Phantom 3/1/2022						8,563	281,466						
Phantom		Units														
		Units														
Gagle	Gagle	MPC	—	584,000	1,168,000											
		Annual														
		Cash														
		Bonus														
		MPC	MPC RSUs													
		RSUs	MPC RSUs													
		MPC	MPC PSUs 3/1/2022			9,296	18,591	37,182		1,781,053						
		PSUs														
		MPLX	MPLX Phantom 3/1/2022						14,679	482,499						
Phantom		Units														
		Units														
Floerke	Floerke	MPC	—	413,000	826,000											
		Annual														
		Cash														
		Bonus														
		MPC	MPC RSUs 3/1/2022						3,357	251,809						
		RSUs														
		MPC	MPC PSUs 3/1/2022			5,035	10,070	20,140		964,725						
		PSUs														
		MPLX	MPLX Phantom Units 3/1/2022						7,952	261,382						
Kaczynski		MPC	—	285,000	570,000											
		Annual														
		Cash														
		Bonus														

MPC RSUs						
MPC	MPC RSUs 3/1/2022		1,679	125,942		
RSUs						
MPC	MPC PSUs 3/1/2022	2,518	5,035	10,070	482,363	
PSUs						
MPLX	MPLX Phantom 3/1/2022		3,976	130,691		
Phantom	Units					
Units						
<b>Aydt</b>	MPC	—	720,000	1,440,000		
	Annual					
	Cash					
	Bonus					
<b>Lyon</b>	MPC RSUs					
	MPC RSUs					
MPC	MPC RSUs 3/1/2022		3,615	271,161		
RSUs						
MPC	MPC PSUs 3/1/2022	5,423	10,845	21,690	1,038,972	
PSUs						
MPLX	MPLX Phantom 3/1/2022		8,563	281,466		
Phantom	Units					
Units						

**Approval Dates.** The MPC awards RSUs and PSUs granted on March 1, 2022 March 1, 2023, were approved by MPC's Compensation Committee on January 27, 2022 January 26, 2023. The MPLX awards phantom units granted on March 1, 2022 March 1, 2023, were approved by the MPLX Committee on February 2, 2022 January 26, 2023.

**MPC RSUs** generally vest in equal installments on the first, second and third anniversaries of the grant date and are settled in MPC common stock. Unvested RSUs accrue dividend equivalents, which are paid on the scheduled vesting dates. Holders of unvested RSUs do not have voting rights.

**MPC PSUs** generally vest following a 36-month performance period and are settled 100% in cash. Unvested PSUs do not accrue dividends or dividend equivalents and do not have voting rights. The target PSUs shown reflect the target dollar value of each award divided by the MPC common stock 30-day average 30-day closing price prior to the grant date. The threshold, which is the minimum possible payout, is achieved when the relative PSU TSR percentile achieved is 30th, resulting in a payout percentage of 50%. Performance below this threshold would result in a payout of 0%. The maximum payout percentage is 200% of target. MPC PSUs are described in further detail above under "2022-2023 Long-Term Incentive Compensation Program" beginning on page 129.

**MPLX Phantom Units** generally vest in equal installments on the first, second and third anniversaries of the grant date and are settled in MPLX common units. Distribution equivalents accrue on the phantom unit awards and are paid on the scheduled vesting dates. Holders of unvested phantom units have no voting rights.

**Grant Date Fair Value** reflects the total grant date fair value of each equity award calculated in accordance with FASB ASC Topic 718. The MPC RSU value is based on the MPC common stock closing price (\$75.01) \$129.19 on the grant date, or the prior business day if the grant date did not fall on a business day. The MPC PSU value is \$95.80 \$165.787 per unit, using a Monte Carlo valuation model. The MPLX phantom unit value is based on the MPLX common unit closing price (\$32.87) \$34.48 on the grant date, or the prior business day if the grant date did not fall on a business day.

#### OUTSTANDING EQUITY AWARDS AT 2022-2023 FISCAL YEAR-END

The following table provides information regarding the outstanding equity awards held by our NEOs as of December 31, 2022 December 31, 2023.

Name	Grant Date	Option Awards				Stock Awards					
		Number of Securities		Underlying Unexercised Options (#)		Option Exercise Price		Number of Shares or Units of Stock That Have Not Vested (#)		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other	
		Exercisable	Unexercisable	Underlying Unexercised Options (#)	Unexercisable	Date	Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Rights that Have Not Vested (#)	Value of Unearned Shares, Units or Other Rights that Have Not Vested (\$)	
Hennigan							MPC	156,663	18,234,007	227,946	53,061,270
							MPLX	138,863	4,560,261		
Quaid	3/1/2019	6,690	—	62.68	3/1/2029	MPC					

	3/1/2020	—	6,551	47.73	3/1/2030	6,612	769,571	20,307	4,727,063
		6,690	6,551		MPLX	14,310	469,940		
<b>Gagle</b>	3/1/2017	26,967	—	50.99	3/1/2027	MPC			
	3/1/2018	13,817	—	64.79	3/1/2028		13,849	1,611,885	45,203
	3/1/2019	30,126	—	62.68	3/1/2029	MPLX			10,522,354
	3/1/2020	32,753	16,377	47.73	3/1/2030		29,312	962,606	
		103,663	16,377						
<b>Floerke</b>	3/1/2020	—	8,189	47.73	3/1/2030	MPC			
		—	8,189		MPLX	7,115	828,115	23,081	5,372,796
						51,598	1,694,478		
<b>Kaczynski</b>	3/1/2020	—	5,323	47.73	3/1/2030	MPC			
		—	5,323		MPLX	3,987	464,047	12,723	2,961,660
						8,358	274,477		
<b>Aydt</b>	3/1/2020	—	4,913	47.73	3/1/2030	MPC			
		—	4,913		MPLX	6,936	807,281	23,856	5,553,200
						15,088	495,490		

**Option Awards** reflect MPC stock options, which generally vest in equal installments on the first, second and third anniversaries of the grant date and expire 10 years after the grant date. The exercise price is generally equal to the closing price of MPC's common stock on the grant date, or the prior business day if the grant date did not fall on a business day. Option holders do not have voting rights or receive dividends on the underlying stock. No stock options have been granted to any NEO since 2020.

Name	Stock Awards					
	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards:		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested	
			(#)	(\\$)		
<b>Hennigan</b>	MPC	55,164	8,184,131		159,690	47,383,216
	MPLX	151,988	5,580,999		—	—
<b>Quaid</b>	MPC	5,880	872,357		18,099	5,370,335
	MPLX	16,576	608,671		—	—
<b>Gagle</b>	MPC	10,506	1,558,670		30,197	8,960,054
	MPLX	28,622	1,051,000		—	—
<b>Floerke</b>	MPC	5,546	822,805		16,357	4,853,449
	MPLX	51,682	1,897,763		—	—
<b>Lyon</b>	MPC	5,026	745,657		9,031	2,679,678
	MPLX	6,644	243,968		—	—

**Number of Shares or Units of Stock That Have Not Vested** reflect the number of unvested MPC RSUs and MPLX phantom units held on **December 31, 2022** **December 31, 2023**. MPC RSUs and MPLX phantom units generally vest in equal installments on the first, second and third anniversaries of the grant date.

Name	MPC RSUs			MPLX Phantom Units		
	Grant Date	Number of RSUs That Have Not Vested (#)		Vesting Date	Number of Phantom Units That Have Not Vested (#)	
<b>Hennigan</b>	3/1/2020	4,934	3/1/2023		3/1/2020	7,333
	3/17/2020	92,989	3/17/2023		3/1/2021	59,616
	3/1/2021	28,381	3/1/2023, 3/1/2024		3/1/2022	71,914
	3/1/2022	30,359	3/1/2023, 3/1/2024, 3/1/2025			138,863
		156,663				

MPC RSUs										MPC RSUs			MPLX Phantom Units					
Name	Number of RSUs						Number of Phantom Units											
	Grant Date	Vested (#)	Not Vested (#)	That Have Not Vested (#)	Grant Date	Vested (#)	Not Vested (#)	That Have Not Vested (#)	Grant Date	Vested (#)	Not Vested (#)	That Have Not Vested (#)						
MPC RSUs						MPLX Phantom Units												
Number of RSUs						Number of Phantom Units												
of RSUs						of Phantom Units												
That Have Not Vested (#)						That Have Not Vested (#)												
Name						Name												
Grant Date						Grant Date												
Hennigan							Hennigan	3/1/2021 14,191		3/1/2024		3/1/2021	29,808	3/1/2024				
								3/1/2022 20,240		3/1/2024,		3/1/2022	47,943	3/1/2024,				
								3/1/2025		3/1/2025		3/1/2025						
3/1/2023								3/1/2023		3/1/2024,		3/1/2023		3/1/2024,				
								3/1/2025		3/1/2025				3/1/2025,				
								20,733		3/1/2026			74,237	3/1/2026				

- \* In the event of Mr. Floerke's termination of employment for any reason other than for cause, the MPLX phantom units he received as part of his retention award in 2015 will become payable.

- \* In the event of Mr. Floerke's termination of employment for any reason other than for cause, the MPLX phantom units he received as part of his retention award in 2015 will become payable.

- \* In the event of Mr. Floerke's termination of employment for any reason other than for cause, the MPLX phantom units he received as part of his retention award in 2015 will become payable.

**Market Value of Shares or Units of Stock That Have Not Vested** reflects the aggregate value of all unvested MPC RSUs and MPLX phantom units held on December 31, 2022 December 31, 2023, using the MPC closing common stock price (\$116.39) 148.36 and the MPLX closing common unit price (\$32.84) 36.72 on December 30, 2022 December 29, 2023, the last trading day of the year.

**Equity Incentive Plan Awards That Have Not Vested** reflects the number of unvested MPC PSUs held on December 31, 2022 December 31, 2023. PSUs generally vest following a 36-month performance period.

Number of PSUs That Have Not				Number of PSUs That Have Not			
Name	Grant Date	Vested (#)	Performance Cycle	Name	Grant Date	Vested (#)	Performance Cycle
<b>Hennigan</b>	3/1/2021	133,058	1/1/2021 - 12/31/2023	<b>Floerke</b>	3/1/2021	13,011	1/1/2021 - 12/31/2023
	3/1/2022	<u>94,888</u>	1/1/2022 - 12/31/2024		3/1/2022	<u>10,070</u>	1/1/2022 - 12/31/2024
		227,946				23,081	
<b>Quaid</b>	3/1/2021	9,462	1/1/2021 - 12/31/2023	<b>Kaczynski</b>	3/1/2021	7,688	1/1/2021 - 12/31/2023
	3/1/2022	<u>10,845</u>	1/1/2022 - 12/31/2024		3/1/2022	<u>5,035</u>	1/1/2022 - 12/31/2024

		20,307				12,723
<b>Gagle</b>	3/1/2021	26,612	1/1/2021 - 12/31/2023	<b>Aydt</b>	3/1/2021	13,011
	3/1/2022	18,591	1/1/2022 - 12/31/2024		3/1/2022	10,845
		45,203				23,856

Name	Grant Date	Number of PSUs That Have		Name	Grant Date	Number of PSUs That Have	
		Not Vested (#)	Performance Period			Not Vested (#)	Performance Period
<b>Hennigan</b>	3/1/2022	94,888	1/1/2022 - 12/31/2024	<b>Floerke</b>	3/1/2022	10,070	1/1/2022 - 12/31/2024
	3/1/2023	64,802	1/1/2023 - 12/31/2025		3/1/2023	6,287	1/1/2023 - 12/31/2025
		159,690				16,357	
<b>Quaid</b>	3/1/2022	10,845	1/1/2022 - 12/31/2024	<b>Lyon</b>	3/1/2022	3,228	1/1/2022 - 12/31/2024 *
	3/1/2023	7,254	1/1/2023 - 12/31/2025		3/1/2023	5,803	1/1/2023 - 12/31/2025
		18,099				9,031	
<b>Gagle</b>	3/1/2022	18,591	1/1/2022 - 12/31/2024				
	3/1/2023	11,606	1/1/2023 - 12/31/2025				
		30,197					

\* While PSUs granted to our NEOs generally vest following completion of the 36-month performance period, the PSUs granted to Mr. Lyon in 2022, prior to promotion into his current role, vest in equal installments on the first, second and third anniversaries of the grant date.

**Market Value of Equity Incentive Plan Awards That Have Not Vested** reflects the aggregate value of all unvested MPC PSUs held on December 31, 2022 December 31, 2023, calculated using the MPC closing common stock price (\$116.39) 148.36 on December 30, 2022 December 29, 2023, the last trading day of the year, and an assumed payout of 200% per unit, which is the next higher performance achievement that exceeds the performance for these awards measured as of December 31, 2022 December 31, 2023.

**Nonforfeitality of Certain Awards.** Each NEO (other than Mr. Quaid) is eligible for an Approved Separation, under which certain of their outstanding 2021 and 2022 MPC RSUs, MPC PSUs and MPLX phantom units would become nonforfeitable should they resign under certain conditions, as further discussed below under "Potential Payments Upon Termination or Change in Control—Voluntary Termination—Approved Separation." Outstanding stock options held by Effective January 5, 2024, Ms. Gagle and Mr. Aydt are nonforfeitable because each executive is retirement-eligible, having reached age 50 with at least 10 years of service with MPC. Pursuant to the terms of his promotion to the CEO role in March 2020, Mr. Hennigan's outstanding 2020 awards of MPC RSUs and MPLX phantom units became nonforfeitable on July 1, 2022, an Approved Separation.

When an award becomes certain awards become nonforfeitable, certain applicable taxes are immediately due. So that the participants do not have an out-of-pocket expense for these awards that have not yet distributed, the award is instead reduced to cover the tax obligation. These awards continue to be reflected in the tables above as they remain subject to distribution on their original vesting dates; however, the portions used to pay any associated taxes have been excluded from these tables and are instead included in the "Option Exercises and Stock Vested in 2022" 2023 table below.

#### OPTION EXERCISES AND STOCK VESTED IN 2022 2023

The following table provides information regarding MPC stock options exercised by our NEOs in 2022 2023, as well as MPC RSUs and MPLX phantom units vested in 2022 2023.

Name	Option Awards		Stock/Unit Awards		Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares/Units Acquired on Vesting (#)	Value Realized on Vesting (\$)
	Option Awards		Stock/Unit Awards					
	Name	Name	Acquired on Exercise (#)	Value Realized on Exercise (\$)	Shares/Units Acquired on Vesting (#)	Value Realized on Vesting (\$)		
Hennigan	Hennigan	MPC	205,149	13,423,219	125,130	9,842,500		
	MPLX	—	—	48,077	1,575,670			
Hennigan								
Hennigan								

		MPLX				
		MPLX				
		MPLX				
Quaid	Quaid	MPC	75,451	3,361,073	2,327	178,108
		MPLX	—	—	4,309	140,603
<b>Quaid</b>						
<b>Quaid</b>		MPLX				
		MPLX				
		MPLX				
Gagle	Gagle	MPC	39,384	2,217,013	6,177	483,683
		MPLX		11,621	379,914	
<b>Gagle</b>						
<b>Gagle</b>		MPLX				
		MPLX				
		MPLX				
Floerke	Floerke	MPC	46,244	1,417,060	3,117	244,225
		MPLX	—	—	5,860	191,593
Kaczynski		MPC	68,836	4,138,086	1,937	151,291
		MPLX		3,616	118,196	
Aydt		MPC	57,582	2,996,217	2,500	197,708
		MPLX		4,862	159,062	
<b>Floerke</b>						
<b>Floerke</b>		MPLX				
		MPLX				
		MPLX				
<b>Lyon</b>						
<b>Lyon</b>						
<b>Lyon</b>		MPLX				
		MPLX				
		MPLX				

**Option Awards: Value Realized on Exercise** reflects the actual pre-tax gain realized by our NEOs upon exercise of stock options, which is the fair market value of the shares at exercise less the per share grant price. No stock options have been granted since 2020.

**Stock/Unit Stock Awards: Number of Shares/Units Acquired on Vesting** includes the following numbers of shares/units used to pay the taxes associated with the vesting of certain awards held by the NEOs as discussed further under "Outstanding Equity Awards at 2022

2023 Fiscal Year-End": Mr. Hennigan, 6,558 868 MPC RSUs/restricted stock, 5,813 RSUs, 3,108 MPLX phantom units; Ms. Gagle, 256 160 MPC RSUs/restricted stock, 606 RSUs, 572 MPLX phantom units; Mr. Floerke, 135 MPC RSUs/restricted stock, 320 85 RSUs, 301 MPLX phantom units; Mr. Kaczynski, 73 RSUs/restricted stock, 173 Lyon, 79 MPC RSUs, 282 MPLX phantom units; Mr. Aydt, 148 MPC RSUs/restricted stock, 349 MPLX phantom units.

**Stock/Unit Stock Awards: Value Realized on Vesting** reflects the fair market value of the shares/units on the vesting date.

#### POST-EMPLOYMENT BENEFITS FOR 2022 2023

**2022 2023 Pension Benefits**

MPC provides tax-qualified retirement benefits to its employees, including our NEOs, under the MPC Retirement Plan. MPC also sponsors the MPC Excess Benefit Plan, an unfunded nonqualified deferred compensation plan made available to a select group of management or highly compensated employees, including our NEOs. The following table reflects the actuarial present value of accumulated benefits payable to each of our NEOs under the MPC Retirement Plan (defined below) and the defined benefit portion of the MPC Excess Benefit Plan (defined below) as of December 31, 2022 December 31, 2023. These values have been determined using actuarial assumptions consistent with those used in MPC's financial statements.

Name	Name	Plan Name	Payments			Name	Plan Name	Number of Years Credited	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)		
			Number of Years Credited	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)							
			Service	Benefit	Year							
Hennigan	Hennigan	MPC Retirement Plan	5.58	166,151	—	Quaid	Retirement Plan	9.58	244,172	—		
		MPC Excess Benefit Plan	5.58	1,844,291	—							
Hennigan		Retirement Plan			6.58	Excess Benefit Plan			6.58	2,542,650	—	
Quaid	Quaid	MPC Retirement Plan	8.58	198,003	—	Gagle	Retirement Plan	30.67	1,279,708	—	—	
		MPC Excess Benefit Plan	8.58	495,923	—							
Quaid		Excess Benefit Plan			9.58	Excess Benefit Plan			9.58	617,301	—	
Gagle	Gagle	MPC Retirement Plan	29.67	1,166,055	—	Floerke	Retirement Plan	10.42	237,037	—	—	
		MPC Excess Benefit Plan	29.67	1,026,456	—							
Gagle		Excess Benefit Plan			30.67	Excess Benefit Plan			30.67	1,238,779	—	
Floerke	Floerke	MPC Retirement Plan	7.00	187,471	—	Kaczynski	Retirement Plan	7.42	205,650	—	—	
		MPC Excess Benefit Plan	7.00	548,461	—							
Floerke		Excess Benefit Plan			10.42	Excess Benefit Plan			10.42	685,768	—	
Kaczynski		MPC Retirement Plan	7.42	205,650	—	Aydt	Retirement Plan	7.42	390,536	—	—	
Kaczynski		MPC Excess Benefit Plan	7.42	390,536	—							
Aydt		MPC Retirement Plan	37.58	1,825,876	—	Excess Benefit Plan	Plan	37.58	1,227,365	—	—	
Aydt		MPC Excess Benefit Plan	37.58	1,227,365	—							
Excess Benefit Plan		Excess Benefit Plan			10.42	Excess Benefit Plan			10.42	685,768	—	

Lyon	Lyon	Retirement Plan	34.67	1,402,695	—
Excess Benefit Plan	Excess Benefit Plan		34.67	619,020	—

**Number of Years Credited Service** shows the number of years the NEO has participated in each plan. Plan participation service used to calculate each participant's benefit under the MPC Retirement Plan legacy benefit formula (applicable to Ms. Gagle and Mr. Aydt Lyon only) was frozen as of December 31, 2009. Mr. Floerke's credited service for purposes of the Retirement Plan and Excess Benefit Plan includes 2.42 years of service credited for his employment with a subsidiary of MarkWest Energy Partners, L.P., which MPC acquired in 2015.

**Present Value of Accumulated Benefit** Present Value of Accumulated Benefit for the legacy benefit under the MPC Retirement Plan was calculated assuming an 85% lump sum election rate with a lump sum interest rate between 0.25% and 1.25% 1.75% (based on anticipated year of retirement) and the RP-2000 mortality table, and a 15% annuity election rate with a discount rate of 5.10% 4.90% and the Pri-2012 mortality table with generational mortality improvements in accordance with Scale MP-2021, both calculated assuming retirement at age 62 (or current age, if later). See "MPC Retirement" Retirement Plan" below for more detail on the legacy benefit formula.

The present value of accumulated benefits for the cash balance benefits under the MPC Retirement Plan was calculated assuming retirement at age 62 (or current age, if later), a discount rate of 5.10% 4.90%, a cash balance interest credit rating of 3.0% in 2022, 3.57% in 2023, and 3.97% 4.56% in 2024 and 4.03% in 2025 and beyond, and the Pri-2012 mortality table with generational mortality improvements in accordance with Scale MP-2021. See "MPC Retirement" Retirement Plan" below for more detail on the cash balance benefit formula under each plan.

#### MPC Retirement Plan

MPC's employees, including our NEOs, participate in the MPC Marathon Petroleum Retirement Plan which is ("Retirement Plan"), a tax-qualified defined benefit retirement plan primarily designed to provide participants with income after retirement. The Retirement Plan is sponsored by Marathon Petroleum Company LP ("MPC LP"), MPC's indirect wholly owned subsidiary. Participants in the plan become fully vested upon completing three years of vesting service. Normal retirement age under the plan is 65. The plan has both a "legacy" retirement benefit and a "cash balance" retirement benefit.

#### Legacy Benefit

Prior to 2010, the monthly benefit was determined under the following legacy benefit formula:

1.6% $\times$	Monthly Final Average Pay	$\times$	Years of Participation
— 1.33% $\times$	Monthly Estimated Primary Social Security Benefit	$\times$	Years of Participation
<b>Legacy Monthly Benefit</b>			

**Legacy Monthly Benefit** = (1.6%  $\times$  Monthly Final Average Pay  $\times$  Years of Participation) — (1.33%  $\times$  Monthly Estimated Primary Social Security Benefit  $\times$  Years of Participation)

This formula was amended effective January 1, 2010, to cease future accruals of additional participation years, and as applied to eligible NEOs, cease further compensation updates. No more than 37.5 participation years may be recognized under the formula. Eligible earnings include, but are not limited to, pay for hours worked, pay for allowed hours, military leave allowance, commissions, bonuses and elective deferrals to the MPC Thrift Plan. Plan (defined below). Age continues to be updated under the formula.

Under the legacy retirement benefit, a vested participant who is at least age 62 may retire prior to age 65 and receive an unreduced benefit. Ms. Gagle and Mr. Aydt Lyon each have vested legacy retirement benefits under the plan that remain subject to reduction as neither executive has reached age 62. Available benefits include various annuity options and a lump sum distribution option. Participants are eligible for early retirement upon reaching age 50 and completing 10 years of vesting service. If an employee retires between the ages of 50 and 62 with sufficient vesting service, the amount of benefit under the legacy benefit formula is reduced as follows:

Age at Retirement	62	61	60	59	58	57	56	55	54	53	52	51	50
Early Retirement Factor	100 %	97 %	94 %	91 %	87 %	83 %	79 %	75 %	71 %	67 %	63 %	59 %	55 %

The plan was amended effective August 31, 2022, to allow an active participant who has attained age 59.5 to elect to take an in-service distribution of their legacy retirement benefit on or after December 1, 2022. As of December 31, 2022 December 31, 2023, Mr. Aydt no NEO was the only NEO eligible to elect an in-service distribution. Mr. Aydt made such an election in 2022 with regard to his legacy retirement benefit; however, the distribution was made after December 31, 2022.

#### Cash Balance Benefit

Starting in 2010, benefit accruals are determined under the following cash balance formula:

<b>MPC Cash Balance Formula</b>			
Annual Compensation $\times$	Pay Credit Percentage	$\ddot{\Delta}$	Participants receive pay credit percentages based on the sum of their age and cash balance service:
+ Account Balance $\times$	Interest Credit Rate	<b>Participant Points</b>	Fewer than 50 Points      50-69 Points      70 Points or More
<b>Cash Balance Annual Benefit</b>			
		<b>Pay Credit Percentage</b>	7%      9%      11%

**Cash Balance Annual Benefit** = (Annual Compensation  $\times$  Pay Credit Percentage) + (Account Balance  $\times$  Interest Credit Rate)

Participants receive pay credit percentages based on the sum of their age and cash balance service:

Participant Points	Fewer than 50 Points	50-69 Points	70 Points or More
Pay Credit Percentage	7%	9%	11%

Annual compensation is limited to \$305,000 \$330,000 for 2022 2023 and generally includes wages and salary for time worked, with certain exclusions. Under the cash balance retirement benefit, a vested participant may retire at any age prior to 65 and receive an unreduced benefit. Each NEO has a vested cash balance retirement benefit under the plan that is not subject to reduction upon retirement. Under the cash balance formula, plan participants receive pay credits based on age and cash balance service. For 2022, 2023, Messrs. Hennigan, Floerke and Lyon and Ms. Gagle and Mr. Aydt received pay credits equal to 11% of compensation, and Messrs. Hennigan, Mr. Quaid Floerke and Kaczynski received a pay credits credit equal to 9% of compensation. There are no early retirement subsidies under the cash balance formula.

#### MPC Excess Benefit Plan (Defined Benefit Portion)

The MPC Marathon Petroleum Excess Benefit Plan ("Excess Benefit Plan"), sponsored by MPC LP, is an unfunded nonqualified deferred compensation plan maintained for the benefit of a select group of management or highly compensated employees, including our NEOs. This plan generally provides benefits that participants including our NEOs, would have otherwise received under the tax-qualified MPC Retirement Plan were it not for Internal Revenue Code limitations. For our NEOs, eligible earnings under the plan include the compensation items shown above for the MPC Retirement Plan, but without regard to any Internal Revenue Code limit, as well as any salary and bonus amounts deferred by the NEO under the MPC Executive Deferred Compensation Plan. Plan (defined below).

With respect to Ms. Gagle and Mr. Aydt, Lyon, who have frozen legacy-type benefits under the plan, eligible earnings for the legacy-type portion were determined using each NEO's highest consecutive 36-month compensation (exclusive of bonuses) and three highest bonuses earned over the 10-year period up to December 31, 2012. None of our other NEOs have a legacy-type benefit under the plan.

Due to the structure of the frozen MPC legacy benefit formula under the MPC Retirement Plan, the age-related benefit conversion factors used to calculate lump sum benefits under the frozen legacy benefit formula result in a year-to-year decrease in the lump sum benefit for participants generally beginning on or after the age of 59. As a result, if participants choose to continue their employment with MPC after they reach age 59, their lump sum benefit may decline year to year.

The MPC Excess Benefit Plan permits MPC's Compensation Committee, on a discretionary basis, to extend a lump sum retirement benefit supplement ("Service Benefit") to individual officers of MPC who have a frozen legacy-type benefit under the plan to offset the age-related erosion (if any) of the frozen legacy-type benefit from age 62 until such officer's actual retirement date or date of death. An officer must be vested under the MPC Retirement Plan to qualify for the Service Benefit. Each of Ms.

Gagle and Mr. Aydt have Lyon has a frozen legacy-type benefit under the plan; however, MPC's Compensation Committee has not extended eligibility for this benefit to either of them at this time.

#### Tax-Qualified Defined Contribution Retirement Plan

The MPC Marathon Petroleum Thrift Plan ("Thrift Plan"), sponsored by MPC LP, is a tax-qualified, defined contribution retirement plan. In general, all of MPC's employees, including our NEOs, are immediately eligible to participate in the plan. The purpose of the plan is to assist employees in maintaining a steady program of savings to supplement their retirement income and to meet other financial needs.

The MPC Thrift Plan allows eligible employees, such as our NEOs, to make elective deferral contributions to their plan accounts on a pre-tax, after-tax or after-tax "Roth" basis from 1% to a maximum of 75% of their plan-considered gross pay, with such gross pay limited to the applicable Internal Revenue Code annual compensation limit (\$305,000 \$330,000 for 2022 2023). Eligible employees who are "highly compensated employees" as determined under the Internal Revenue Code, such as our NEOs, may additionally make after-tax contributions to their plan accounts from only 1% to 6% of their plan-considered gross pay limited to the applicable Internal Revenue Code annual compensation limit (\$305,000 \$330,000 for 2022 2023). Employer matching contributions are made on such elective deferrals and after-tax contributions at a rate of 117% up to a maximum of 6% of an employee's plan-considered gross pay. All employee elective deferrals and after-tax contributions, and all employer matching contributions made, are fully vested.

#### 2022 2023 NONQUALIFIED DEFERRED COMPENSATION

The following table provides information regarding MPC's nonqualified savings and deferred compensation plans.

Name	Name	Plan	MPC Aggregate						MPC Aggregate						Aggregate Balance at Last Fiscal Year-End
			Executive Contributions	Company Contributions	Earnings in Last in Last Fiscal	in Last Fiscal	Fiscal	Aggregate	Last Fiscal	Executive Contributions	Company Contributions	Earnings in Last in Last Fiscal	in Last Fiscal	Fiscal	
			Year	Year	Year	Year	Year	Withdrawals/Distributions	Year-End	Year	Year	Year	Year	Year	
			(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Hennigan	Hennigan	MPC Deferred Compensation Plan	—	—	(859,153)	—	—	—	4,482,595						

	MPC	—	406,090	(87,596)	—	597,955
	Executive					
	Deferred					
	Compensation					
	Plan					
	MPC 2012	—	—	396,433	48,814	761,453
	Incentive					
	Compensation					
	Plan					
	MPC 2021	—	—	60,413	2,427	57,986
	Incentive					
	Compensation					
	Plan					
	MPLX LP	—	—	395,088	54,359	548,537
	2018 Incentive					
	Compensation					
	Plan					
<b>Quaid</b>	MPC Deferred	—	—	(90,046)	—	404,845
	Compensation					
	Plan					
	MPC	—	68,990	(16,564)	—	111,018
	Executive					
	Deferred					
	Compensation					
	Plan					
<b>Quaid</b>	<b>Quaid</b>	MPC 2021	—	—	—	3,664
		Incentive				
		Compensation				
		Plan				
MPLX LP 2018		—	—	—	6,792	—
Incentive						
Compensation Plan						
<b>MPC Excess Benefit</b>		—	—	3,394	—	309,617
<b>Plan</b>						
<b>MPC Deferred</b>		—	—	(79,758)	—	187,930
<b>Compensation Plan</b>						
<b>Gagle</b>	<b>Gagle</b>	MPC	193,220	97,096	(127,384)	—
		Executive				
		Deferred				
		Compensation				
		Plan				
	MPC 2012	—	—	16,264	14,790	23,997
	Incentive					
	Compensation					
	Plan					
	MPC 2021	—	—	11,836	488	11,348
	Incentive					
	Compensation					
	Plan					
	MPLX LP	—	—	71,937	36,612	96,832
	2018 Incentive					
	Compensation					
	Plan					
	MPC Deferred	—	—	(114,472)	—	417,055
	Compensation					
	Plan					

	MPC	—	66,917	(14,672)	—	114,169
	Executive					
	Deferred					
	Compensation					
	Plan					
<b>Floerke</b>	<b>Floerke</b>	MPC 2012	—	—	7,991	7,794
		Incentive				11,739
		Compensation				
		Plan				
	MPC 2021	—	—	6,412	258	6,154
	Incentive					
	Compensation					
	Plan					
	MPLX LP	—	—	105,416	—	669,791
	2012 Incentive					
	Compensation					
	Plan					
	MPLX LP	—	—	36,956	18,979	49,001
	2018 Incentive					
	Compensation					
	Plan					
	MPC Deferred	—	—	(109,576)	—	293,361
	Compensation					
	Plan					
	MPC	—	45,077	(9,763)	—	75,957
	Executive					
	Deferred					
	Compensation					
	Plan					
<b>Kaczynski</b>	MPC 2012	—	—	4,779	4,899	6,997
	Incentive					
	Compensation					
	Plan					
	MPC 2021	—	—	3,207	139	3,068
	Incentive					
	Compensation					
	Plan					
	MPLX LP	—	—	20,396	11,732	27,581
	2018 Incentive					
	Compensation					
	Plan					
	MPC Excess	—	—	2,421	—	180,137
	Benefit Plan					
	MPC Deferred	—	—	(20,461)	—	110,426
	Compensation					
	Plan					
<b>Aydt</b>	MPC	—	63,601	(12,238)	—	99,944
	Executive					
	Deferred					
	Compensation					
	Plan					
	MPC 2012	—	—	7,942	5,981	11,836
	Incentive					
	Compensation					
	Plan					

MPC 2021	—	—	6,905	282	6,623
Incentive					
Compensation					
Plan					

MPLX LP	—	—	38,174	15,721	50,539
2018 Incentive					
Compensation					
Plan					

#### Lyon

**Executive Contributions** are also included in the "Salary" and "Non-Equity Incentive Plan Compensation" columns of the ["2022 "2023 Summary Compensation Table."](#)

**Company Contributions** are also included in the "All Other Compensation" column of the ["2022 "2023 Summary Compensation Table."](#)

**Aggregate Earnings** for long-term incentive and incentive compensation plans include accrued dividends/dividend equivalents and distribution equivalents on nonforfeitable MPC RSUs and MPLX phantom unit awards.

**Aggregate Withdrawals/Distributions** represent the payment of dividends/dividend equivalents and distribution equivalents accrued on nonforfeitable awards.

**Aggregate Balance at Last Fiscal Year-End.** Of the amounts shown, the following amounts have been reported in our Summary Compensation Table for previous years:

	Hennigan	Quaid	Gagle	Floerke	Aydt
MPC Deferred Compensation Plan	3,631,095	55,082	415,206	340,395	95,288
Deferred Compensation Plan		Hennigan	Quaid	Gagle	Floerke
Executive Deferred Compensation Plan		3,366,198	—	191,902	281,099
		670,987	124,072	513,620	126,213

#### **MPC Excess Benefit Plan (Defined Contribution Portion)**

The **MPC** Excess Benefit Plan is an unfunded, nonqualified deferred compensation plan maintained for the benefit of a select group of management or highly compensated employees. Participants receive employer matching contributions equal to the amount they would have otherwise received under the tax-qualified **MPC** Thrift Plan were it not for Internal Revenue Code limitations.

Defined contribution accruals in the **MPC** Excess Benefit Plan are credited with interest equal to that paid in a specified investment option of the **MPC** Thrift Plan, which was **1.36% 2.00%** for the year ended **December 31, 2022** December 31, 2023. All plan distributions are paid in a lump sum following the participant's separation from service. In general, our NEOs no longer actively participate in the defined contribution portion of the **MPC** Excess Benefit Plan, and all subsequent year nonqualified employer matching contributions for NEOs now accrue under the **MPC** Executive Deferred Compensation Plan. Plan (defined below).

#### **MPC Deferred Compensation Plan**

The **MPC** Marathon Petroleum Deferred Compensation Plan ("Deferred Compensation Plan"), sponsored by **MPC LP**, is an unfunded, nonqualified deferred compensation plan maintained for the benefit of a select group of management or highly compensated employees, including our NEOs. Effective January 1, 2021, the plan was generally frozen with respect to any further MPC participant salary and bonus deferrals and additional company contribution credited amounts. Prior to the plan's freeze, participants could defer up to 20% of their salary and bonus each year in a tax-advantaged manner, with irrevocable deferral elections made in December of each year for amounts to be earned in the following year. The plan credited matching contributions on a participant's deferrals equal to the match under the **MPC** Thrift Plan (117% as in effect prior to the plan's freeze) plus an amount equal to the matching contributions the participant would have received, but for Internal Revenue Code limitations and compensation limits, under the **MPC** Thrift Plan. Participants are fully vested in all amounts credited on their behalf under the plan. Participants may make notional investments of their notional plan accounts from among certain investment options offered under the **MPC** Thrift Plan, and participants' notional plan accounts are credited with notional earnings and losses based on the result of those investment elections. Participants generally receive payment of their plan benefits in a lump sum following separation from service.

#### **MPC Executive Deferred Compensation Plan**

The **MPC** Executive Deferred Compensation Plan, sponsored by **MPC LP**, is an unfunded, nonqualified deferred compensation plan maintained for the benefit of a select group of management or highly compensated employees, including our NEOs. Participants may defer 5% to 20% (in whole percentage increments) of their base salary and annual bonus each year in a tax-advantaged manner. Deferral elections are made each December for amounts to be earned in the following year and are irrevocable. The plan credits matching contributions on a participant's deferrals equal to the match under the **MPC** Thrift Plan plus an amount equal to the matching contributions the participant would have received, but for Internal Revenue Code limitations and compensation limits, under the **MPC** Thrift Plan. Participants are fully vested in their deferrals and matching contributions. Participants may make notional investments of their notional plan accounts from among certain investment options offered under the **MPC** Thrift Plan, and participants' notional plan accounts are credited with notional earnings and losses based on the result of those investment elections. Participants may elect to receive payment of their plan benefits in a lump sum or in annual installments over two to five years on or beginning on a specified date while in service or following separation from service.

#### **Section 409A Compliance**

All of MPC's nonqualified deferred compensation plans in which our NEOs participate are intended to comply with, or be exempt from, Section 409A of the Internal Revenue Code. As a result, distribution of amounts subject to Section 409A may be delayed for six months following retirement or other separation from service where the participant is considered a "specified employee" for purposes of Section 409A. All of our NEOs are "specified employees" for purposes of Section 409A.

#### POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The following table provides information regarding the amount of compensation payable to our NEOs as a direct result of under each specified hypothetical termination scenario, assuming that the applicable termination event occurred on December 31, 2022 December 31, 2023, based on the plans and agreements in place on that date. The actual payments to which an NEO would be entitled may only be determined based upon the actual occurrence and circumstances surrounding the termination.

Name	Scenario	Additional Legacy Pension		MPC Stock Options Vested (\$)	MPC RSUs/MPLX Phantom Units Vested (\$)		MPC PSUs Vested (\$)	Other Benefits (\$)	Total (\$)
		Severance (\$)	Benefits (\$)		Units Vested (\$)	MPC RSUs (\$)			
Hennigan	Voluntary Termination	—	—	—	—	—	—	—	—
	Involuntary Termination without Cause or with Good Reason	—	—	—	—	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—	—	—	—	—
	Change in Control with Qualified Termination	9,634,817	—	—	—	—	—	17,497	9,652,314
	Death	—	—	—	—	—	—	—	—
Quaid	Voluntary Termination	—	—	—	—	—	—	—	—
	Involuntary Termination without Cause or with Good Reason	—	—	—	—	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—	—	—	—	—
	Change in Control with Qualified Termination	3,883,200	—	449,792	1,239,511	2,363,532	10,506	7,946,541	7,946,541
	Death	—	—	449,792	1,239,511	2,363,532	—	4,052,835	4,052,835
Gagle	Voluntary Termination	—	—	—	—	—	—	—	—
	Involuntary Termination without Cause or with Good Reason	—	—	—	—	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—	—	—	—	—
	Change in Control with Qualified Termination	5,088,300	11,262,149	—	369,226	—	11,638	16,731,313	16,731,313
	Death	—	—	—	369,226	—	—	369,226	369,226
Floerke	Voluntary Termination	—	—	—	—	—	—	—	—
	Involuntary Termination without Cause or with Good Reason	—	—	—	—	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—	—	—	—	—
	Change in Control with Qualified Termination	3,798,600	—	562,257	1,382,543	—	8,310	5,751,710	5,751,710
	Death	—	—	562,257	1,382,543	—	—	1,944,800	1,944,800
Kaczynski	Voluntary Termination	—	—	—	—	—	—	—	—
	Involuntary Termination without Cause or with Good Reason	—	—	—	—	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—	—	—	—	—
	Change in Control with Qualified Termination	2,853,300	—	365,477	120,083	—	8,007	3,346,867	3,346,867
	Death	—	—	365,477	120,083	—	—	485,560	485,560
Aydt	Voluntary Termination	—	—	—	—	—	—	—	—
	Involuntary Termination without Cause or with Good Reason	—	—	—	—	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—	—	—	—	—
	Change in Control with Qualified Termination	4,211,400	11,462,214	—	110,839	—	10,139	15,794,592	15,794,592
	Death	—	—	—	110,839	—	—	110,839	110,839

**Severance.** Under the MPLX LP Executive Change in Control Severance Benefits Plan, as further described below, cash severance will only Our NEOs would be paid upon a change in control if the NEO experiences a Qualified Termination (as defined below). If the Qualified Termination occurs within three years prior to the date the NEO reaches age 65, the NEO's benefit will be limited to a pro rata portion of the benefit. Mr. Hennigan's benefit has been reduced as he is within three years of reaching age 65.

**Pension Benefits** for our NEOs are reflected in the "2022 Pension Benefits" table above. Amounts in this potential payments table represent additional pension benefits attributable solely to the legacy benefit formula in the MPC Retirement Plan, further described beginning on page 142. The incremental retirement benefits included in these amounts were calculated using the following assumptions: individual life expectancies using the RP2000 Combined Healthy Table weighted 75% male and 25% female; a discount rate of 0.00% for NEOs who are retirement eligible (taking into account the additional three years of age and service credit) and 0.00% for NEOs who are not retirement eligible; the current lump-sum interest rate for the relevant plans; and a lump-sum f

orm of benefit. Only Ms. Gagle and Mr. Aydt are eligible for this enhanced benefit entitled under the legacy benefit formula as it is applicable only to individuals who participated in the MPC Retirement Plan prior to 2010.

#### Vested Equity (MPC Stock Options, MPC RSUs, MPC PSUs and MPLX Phantom Units)

The amounts in this table reflect the value of equity that would vest on an accelerated basis as a direct result of each applicable scenario. Each of our NEOs (other than Mr. Quaid) holds certain awards that have become nonforfeitable by their terms. Awards no longer subject to forfeiture irrespective of the termination scenario are not included in this table. See the tables and accompanying narrative under "Outstanding Equity Awards at 2022 Fiscal Year-End" for more information about these nonforfeitable awards and their respective vesting dates.

Vesting of MPC stock options is accelerated upon retirement or a change in control with a Qualified Termination. Amounts shown reflect the value realized if accelerated stock options were exercised on December 30, 2022, taking into account the spread (if any) between the options' exercise prices and the closing price of MPC common stock (\$116.39) on December 30, 2022, the last trading day of the year.

Vesting of MPC RSUs and MPLX phantom units is accelerated upon a death or change in control with a Qualified Termination. Amounts shown reflect the value realized if MPC RSUs and MPLX phantom unit awards vested on December 30, 2022, based on the closing price of MPC common stock (\$116.39) and MPLX common units (\$32.84) on December 30, 2022, the last trading day of the year. In the event of Mr. Floerke's termination of employment for any reason other than for cause, the MPLX phantom units he received as part of his retention award in 2015 will become payable.

In the event of death or a change in control and a Qualified Termination, unvested MPC PSUs will vest and be paid out based on actual performance for the period from the grant date to the change in control date, and target performance for the period from the change in control date to the end of the performance cycle. Amounts shown reflect the amounts payable in each scenario, calculated using the target value (\$116.39, the closing price of MPC common stock on December 30, 2022, the last trading day of the year) for each MPC PSU.

**Other Benefits** includes 36 months of continued health, dental and life insurance coverage. In the event of death, life insurance would be paid out to the estates of our NEOs in the following amounts: Mr. Hennigan, \$3.0 million; Mr. Quaid, \$1.2 million; Ms. Gagle, \$1.4 million; Mr. Floerke, \$1.1 million; Mr. Kaczynski, \$0.9 million; Mr. Aydt, \$1.0 million.

#### Voluntary Termination

##### Resignation

Upon an NEO's voluntary resignation, LTI awards still subject to forfeiture, including vested but unexercised stock options, generally are forfeited unless provided otherwise in the applicable award agreement. As discussed above under "Outstanding Equity Awards at 2022 Fiscal Year-End," certain awards held by our NEOs have become nonforfeitable by their terms and thus would not be forfeited in the event of resignation.

##### Retirement

Our employees generally are eligible for retirement once they reach age 50 and have at least 10 years of vesting service with MPC or its subsidiaries. As of December 31, 2022, Ms. Gagle and Mr. Aydt were retirement eligible. Retirement-eligible NEOs who serve less than a full year in their year of retirement are eligible for a target bonus under the ACB program, prorated based on their eligible earnings for the performance period. Upon retirement, our NEOs are entitled to receive their vested benefits that have accrued under our employee and qualified retirement and nonqualified deferred compensation plans. For more information about our retirement and deferred compensation programs, see "2022 Pension Benefits" "Post-Employment Benefits for 2023" and "2022 2023 Nonqualified Deferred Compensation."

#### In addition, upon retirement, Voluntary Termination

##### Resignation

Neither we nor MPC generally enter into employment or severance agreements with our NEOs' unvested stock options become exercisable according to NEOs. An NEO who voluntarily resigns is not entitled to a severance payment in most circumstances, is generally only eligible for a bonus under the grant terms ACB program if he or she remained employed through the end of the ACB performance period, and expire upon the earlier of five years following retirement and the existing expiration date applicable to each such option. MPC RSUs and MPLX phantom units will forfeit LTI awards still subject to forfeiture generally are forfeited upon retirement (except unless provided otherwise in the case of mandatory retirement at age 65, when they vest in full, or an Approved Separation as discussed below). MPC PSUs vest in the case of mandatory retirement, death, Qualified Termination or Approved Separation. Payout will occur following the full performance cycle based on its certified results, except in the instance of death, which would be paid immediately at target applicable award agreement.

##### Approved Separation

Under the terms of MPC's and our 2021 and 2022 LTI award agreements, our NEOs generally are eligible for an Approved Separation once they reach age 55 and have at least five years of employment with MPC or its subsidiaries. As of December 31, 2022, December 31, 2023, each of our NEOs (other than Mr. Quaid) was eligible for an Approved Separation. Under Effective January 5, 2024, Ms. Gagle, who was both eligible for an Approved Separation scenario, 2021 and 2022 retirement-eligible, as described below, retired pursuant to an Approved Separation.

An NEO who resigns pursuant to an Approved Separation is generally only eligible for a bonus under the ACB program if he or she remained employed through the end of the ACB performance period, unless the NEO is also retirement-eligible, in which case he or she is eligible for a bonus in their year of retirement as discussed below.

Under the terms of their respective award agreements, MPC PSUs, MPC RSUs, MPC PSUs and MPLX phantom units would generally become nonforfeitable upon an eligible NEO's resignation. Approved Separation provided they had such awards at least six months and provided notice at least 180 days three months (for awards granted in 2023; six months for awards granted in 2021 and 2022) prior to such resignation. MPC's Compensation Committee may, in its sole discretion, waive this notice requirement. See the tables and accompanying narrative under "Outstanding Equity Awards at 2023 Fiscal Year-End" for more information about these nonforfeitable awards and their respective vesting dates.

##### Retirement

MPC's employees, including our NEOs, generally are eligible for retirement once they reach age 50 and have at least 10 years of vesting service with MPC or its subsidiaries. As of December 31, 2023, Ms. Gagle and Mr. Lyon were retirement eligible.

Retirement-eligible NEOs are eligible for a bonus under the ACB program in their year of retirement. This bonus is determined and paid in the normal course and prorated based on eligible earnings for the performance period.

LTI awards still subject to forfeiture generally are forfeited upon retirement, except in the case of mandatory retirement at age 65, whereupon they vest in full. Payout for MPC PSUs that vest pursuant to mandatory retirement will occur following the full performance cycle based on its certified results.

#### Involuntary Termination Without Cause or **Voluntary Termination With Good Reason**

Neither MPC we nor we MPC generally enter into employment or severance agreements with our NEOs. An NEO whose employment is terminated by us without cause, or who terminates employment with good reason, is eligible for (i) the same termination allowance plan available to all other MPC employees, which would pay (i) an amount between eight and 62 weeks of salary based either on service or salary level, and as well as (ii) an additional amount equal to the NEO's target a bonus under MPC's the ACB program determined and paid in the normal course and prorated for service up to the termination date. Upon involuntary termination of an NEO without cause, or termination with good reason, vested stock options generally are exercisable for 90 days following termination. All unvested LTI awards would be forfeited unless provided otherwise in the applicable award agreement.

#### Involuntary Termination for Cause

Upon an NEO's involuntary termination An NEO who is involuntarily terminated for cause will not be entitled to a severance payment or a bonus under the ACB program and will forfeit all unvested LTI awards including vested but unexercised stock options, generally are forfeited unless provided otherwise in the applicable award agreement.

#### Death

In the event of death, our NEOs (or their beneficiaries) are entitled to the vested benefits they have accrued under MPC's employee benefit programs.

#### Death

In the event of the death of an NEO during the ACB performance period, unless otherwise his or her bonus would be determined by MPC's Compensation Committee, a target bonus will be paid, and paid in the normal course and prorated based on eligible earnings for the performance period. LTI awards immediately vest in full upon death, with MPC PSUs vesting at the target level.

The following table shows compensation payable to our NEOs (or their beneficiaries), assuming death occurred on December 31, 2023.

Name	MPC RSUs/MPLX Phantom Units Vested (\$)(1)(2)	MPC PSUs Vested (\$)(1)(3)	Life Insurance Payout (\$)	Total (\$)
Hennigan	—	—	3,000,000	3,000,000
Quaid	1,481,027	2,685,167	1,200,000	5,366,194
Gagle	—	—	1,460,000	1,460,000
Floerke	—	—	1,180,000	1,180,000
Lyon	470,450	478,906	766,500	1,715,856

(a) LTI amounts in this table reflect the value of equity that would vest on an accelerated basis upon death. Because of their eligibility for an Approved Separation, as discussed above, each NEO (other than Mr. Quaid) holds LTI awards that have become nonforfeitable by their terms. Awards no longer subject to forfeiture are not included in this table. See the tables and accompanying narrative under "Outstanding Equity Awards at 2023 Fiscal Year-End" for more information about these nonforfeitable awards and their respective vesting dates.

(b) Amounts shown are calculated based on the closing prices of MPC common stock (\$148.36) and MPLX common units (\$36.72) on December 29, 2023, the last trading day of the year.

(c) MPC PSUs would be paid out based on actual performance for the period from the grant date to the date of death, and target performance for the period from the date of death to the end of the performance cycle. Amounts shown are calculated using the PSUs' target value (\$148.36, the closing price of MPC common stock on December 29, 2023, the last trading day of the year).

#### Change in Control

Our NEOs participate in two change in control severance plans: the MPC Amended and Restated Executive Change in Control Severance Benefits Plan ("MPC CIC Plan") and the MPLX Executive Change in Control Severance Benefits Plan ("MPLX CIC Plan"). These change in control plans were designed to (i) preserve executives' economic motivation to consider a business combination that might result in job loss and (ii) compete effectively in attracting and retaining executives in an industry that features frequent mergers, acquisitions and divestitures.

Benefits under each plan are payable only upon a change in control and a Qualified Termination. The following table below shows the benefits for which our NEOs would be eligible upon a change in control of MPC or MPLX and a Qualified Termination (defined below) with the applicable entity. In the event of a change in control and Qualified Termination under both plans, our NEOs would receive benefits under only one plan – whichever provides the greater benefits at that time.

A "Qualified Termination" generally occurs when an NEO's employment with our affiliates and us ends in connection with, or within two years after, a change in control. Exceptions include:

• Separation due to death or disability	• Voluntary termination without good reason ("good reason" includes a material reduction in roles, responsibilities, pay or benefits, or being required to relocate more than 50 miles from one's current location)
• Termination for cause	
• Termination after age 65	

#### CHANGE IN CONTROL OF MPC

#### CHANGE IN CONTROL OF MPLX

A lump sum cash payment of up to three times the sum of the NEO's current annualized base salary plus three times the highest bonus paid in the three years before the termination or change in control.

Life and health insurance benefits for up to 36 months after termination at the lesser of the current cost or the active employee cost.

Life and health insurance benefits for up to 36 months after termination at the active employee cost.

An additional three years of service credit and age credit for purposes of retiree health and life insurance benefits.

A lump sum cash payment equal to the actuarial equivalent of the difference between amounts receivable by the NEO under the final average pay formula in our pension plans and those payable if:

(i) the NEO had an additional three years of participation service credit; (ii) the NEO's final average pay were the higher of the NEO's salary at the time of the change in control event or Qualified Termination plus the NEO's highest annual bonus from the preceding three years (for purposes of determining early retirement commencement factors, the NEO is credited with three additional years of vesting service and three additional years of age); and (iii) the NEO's pension had been fully vested.

A lump sum cash payment equal to the difference between amounts receivable under our tax-qualified and nonqualified defined contribution type retirement and deferred compensation plans and amounts that would have been received if the NEO's defined contribution plan account had been fully vested.

Accelerated vesting of all outstanding MPC LTI awards.

Accelerated vesting of all outstanding MPLX LTI awards.

Benefits under each plan are payable only upon a change in control and a Qualified Termination. A "Qualified Termination" generally occurs when an NEO's employment with our affiliates and us ends in connection with, or within two years after, a change in control. Exceptions include:

- Separation due to death or disability;
- Termination for cause;
- Termination after age 65; and
- Voluntary termination without good reason ("good reason" includes a material reduction in roles, responsibilities, pay or benefits, or being required to relocate more than 50 miles from one's current location)

In the event of a change in control and Qualified Termination under both plans, our NEOs would receive benefits under only one plan – whichever provides the greater benefits at that time.

The MPLX CIC Plan also provides that NEOs who do not incur a Qualified Termination but separate from service with MPLX as a result of an MPLX change in control (in other words, where the NEO remains employed with MPC but no longer provides services to MPLX) will become fully vested in all outstanding MPLX LTI awards. NEOs who receive an offer for comparable employment from an acquirer or successor entity in an MPLX change in control will not be eligible to receive benefits under the MPLX CIC Plan.

The following table shows compensation payable to our NEOs as a direct result of a change in control of MPC and a Qualified Termination, assuming the Qualified Termination occurred on December 31, 2023.

Name	Severance (\$)(1)	Life and Health Insurance Benefits (\$)	Additional Legacy Pension Benefits (\$)(2)	MPC RSUs/MPLX Phantom Units Vested (\$)(3)(4)	MPC PSUs Vested (\$)(3)(5)	Total (\$)
Hennigan	3,547,280	17,642	—	—	—	3,564,922

<b>Quaid</b>	3,988,200	10,973	—	1,481,027	2,685,167	8,165,367
<b>Gagle</b>	5,148,300	11,975	10,932,009	—	—	16,092,284
<b>Floerke</b>	3,888,600	8,673	—	—	—	3,897,273
<b>Lyon</b>	3,330,000	9,583	7,781,448	470,450	478,906	12,070,387

(a) If a Qualified Termination occurs within three years prior to the date the NEO reaches age 65, the NEO's severance benefit will be limited to a pro rata portion of the benefit. Mr. Hennigan's benefit shown in this table has been reduced as he is within three years of reaching age 65.

(b) Pension benefits for our NEOs are reflected in the "2023 Pension Benefits" table on page 138. Amounts in this table represent additional pension benefits attributable solely to the legacy benefit formula in the Retirement Plan, further described beginning on page 138. The incremental retirement benefits included in these amounts were calculated using the following assumptions: individual life expectancies using the RP2000 Combined Healthy Table weighted 75% male and 25% female; a discount rate of 0.25% for NEOs who are retirement eligible (taking into account the additional three years of age and service credit) and 0.25% for NEOs who are not retirement eligible; the current lump-sum interest rate for the relevant plans; and a lump-sum form of benefit. Only Ms. Gagle and Mr. Lyon are eligible for this enhanced benefit under the legacy benefit formula as it is applicable only to individuals who participated in the Retirement Plan prior to 2010.

(c) LTI amounts in this table reflect the value of equity that would vest on an accelerated basis as a direct result of a Qualified Termination. Because of their eligibility for an Approved Separation, as discussed above, each NEO (other than Mr. Quaid) holds LTI awards that have become nonforfeitable by their terms. Awards no longer subject to forfeiture are not included in this table. See the tables and accompanying narrative under "Outstanding Equity Awards at 2023 Fiscal Year-End" for more information about these nonforfeitable awards and their respective vesting dates.

(d) Amounts shown are calculated based on the closing prices of MPC common stock (\$148.36) and MPLX common units (\$36.72) on December 29, 2023, the last trading day of the year.

(e) MPC PSUs would be paid out based on actual performance for the period from the grant date to the change in control date, and target performance for the period from the change in control date to the end of the performance cycle. Amounts shown are calculated using the MPC PSUs' target value (\$148.36, the closing price of MPC common stock on December 29, 2023, the last trading day of the year).

#### CEO PAY RATIO

We do not determine the total compensation of our CEO or of any of the other personnel responsible for managing and operating our business, all of whom are employed by MPC and not by our general partner or us. Because we do not directly employ any employees and do not determine or pay total compensation to the employees of MPC who manage and operate our business, we do not have a median employee whose total compensation can be compared to the total compensation of our CEO.

#### DIRECTOR COMPENSATION

Officers or employees of our general partner or MPC who also serve as our directors do not receive additional compensation for their service as our director. Directors who are not officers or employees of our general partner or MPC receive compensation as "non-employee directors."

#### Annual Retainers

Our non-employee directors received the following cash and equity retainers for their service on the Board in 2022/2023.

		Annual Total
<b>Cash Retainer</b>	<ul style="list-style-type: none"> <li>Paid quarterly in equal installments</li> <li>– Board Member</li> </ul>	\$90,000 <sup>(1)</sup>
<b>Additional Leadership Cash Retainers</b>	<ul style="list-style-type: none"> <li>Paid quarterly in equal installments (in addition to Board Member retainer):</li> <li>– Lead Director</li> <li>– Audit Committee Chair</li> <li>– Conflicts Committee Chair</li> </ul>	\$20,000 <sup>(2)</sup> \$20,000 <sup>(2)</sup> \$20,000 <sup>(2)</sup>
<b>Conflicts Committee Meeting Fee</b>	<ul style="list-style-type: none"> <li>Per meeting, in excess of six meetings</li> </ul>	\$1,500
<b>Equity Retainer</b>	<ul style="list-style-type: none"> <li>Granted quarterly in equal installments, in the form of phantom units</li> <li>Directors receive distribution equivalents in the form of additional phantom units</li> <li>Phantom units, including those received as distribution equivalents, are deferred, payable in common units only upon a director's departure from the Board</li> </ul>	\$110,000 <sup>(3)</sup>

Increased to \$100,000 effective October 1, 2023.

Total Increased to \$25,000 effective October 1, 2023.

(2)

#### Cash Retainers

Board Member

- Paid quarterly in equal installments \$90,000

Lead Director

- Paid quarterly in equal installments (in addition to Board Member retainer) \$125,000 effective October 1, 2023.

Committee Chairs

- Paid quarterly in equal installments (in addition to Board Member retainer):
  - Audit Committee Chair \$20,000
  - Conflicts Committee Chair \$20,000

Conflicts Committee Meeting Fee

- Per meeting, in excess of six meetings \$1,500

Equity Retainer

- Granted quarterly in equal installments, in the form of phantom units \$110,000
- Directors receive distribution equivalents in the form of additional phantom units
- Phantom units, including those received as distribution equivalents, are deferred, payable in common units only upon a director's departure from the Board

Under MPC's matching gifts program, non-employee directors may elect to have MPC match up to \$10,000 of their contributions to certain tax-exempt educational institutions each year.

**2022-2023 Director Compensation Table**

The following table shows compensation earned by or paid to our non-employee directors during 2022-2023.

Name	Name	Fees Earned or Paid in Cash				Name	Fees Earned or Paid in Cash		
		Paid in Cash	Unit Awards	All Other Compensation	Total		Unit Awards	All Other Compensation	Total
		(\$)	(\$)	(\$)	(\$)		(\$)	(\$)	(\$)
Christine S. Breves <sup>(1)</sup>	Christine S. Breves	11,250	13,750	—	25,000	Christine S. Breves			
Christopher A. Helms	Christopher A. Helms					Christopher A. Helms			
A. Helms	A. Helms	110,000	110,000	—	220,000	A. Helms			
Garry L. Peiffer	Garry L. Peiffer	110,000	110,000	4,000	224,000	Garry L. Peiffer			
Dan D. Sandman	Dan D. Sandman <sup>(1)</sup>	110,000	110,000	10,000	230,000	Dan D. Sandman <sup>(1)</sup>			
Frank M. Semple	Frank M. Semple					Frank M. Semple			
Frank M. Semple	Frank M. Semple	90,000	110,000	—	200,000	Frank M. Semple			
J. Michael Stice	J. Michael Stice	90,000	110,000	—	200,000	J. Michael Stice			
John P. Surma	John P. Surma <sup>(1)</sup>	90,000	110,000	—	200,000	John P. Surma <sup>(1)</sup>			

<sup>(1)</sup> Elected as a member of the Board effective November 16, 2022.

<sup>(1)</sup> Retired from the Board effective May 1, 2023.

<sup>(1)</sup> Retired from the Board effective May 1, 2023.

<sup>(1)</sup> Retired from the Board effective May 1, 2023.

**Fees Earned or Paid in Cash** reflect cash retainers earned for Board service in 2022-2023.

**Unit Awards** reflect the aggregate grant date fair value of phantom units, calculated in accordance with financial accounting standards. Non-employee directors generally received grants each quarter of phantom units valued at \$27,500 (for the first three quarters) and \$31,250 (for the fourth quarter) based on the closing price of our common units on each grant date. The aggregate number of phantom units in respect of Board service outstanding for each non-employee director as of December 31, 2022 December 31, 2023 is: Ms. Breves, 405; 3,971; Mr. Helms, 44,778; 52,547; Mr. Peiffer, 40,427; 47,784; Mr. Sandman, 44,778; 0; Mr. Semple, 32,148; 38,720; Mr. Stice, 25,884; 31,863; Mr. Surma, 44,778; 52,547.

**All Other Compensation** reflects contributions made pursuant to educational institutions under MPC's matching gifts program, as described above. This under which non-employee directors may elect to have MPC match up to \$10,000 annually of their contributions to certain tax-exempt educational institutions and, beginning in 2024, up to \$10,000 annually of their contributions to certain eligible tax-exempt charitable

organizations under our employee giving program. The annual limit for each program is subject applied based on the date of the director's gift to an annual limit the institution or charitable organization. The amount shown for Mr. Sandman also includes a \$5,000 charitable contribution to the Ohio State University Moritz College of \$10,000; however, Law Barton Memorial Scholarship Fund in honor of Mr. Sandman following his retirement from the actual amount paid out on behalf of a director may exceed \$10,000 in a given year due to end-of-year processing delays. Board.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

##### Security Ownership of Management

The following table sets forth the number of our common units and shares of MPC common stock beneficially owned as of **February 1, 2023** **February 1, 2024** by each director and NEO, and by all current directors and executive officers as a group. The address for each person named below is c/o MPLX LP, 200 East Hardin Street, Findlay, Ohio 45840. Unless otherwise indicated, to our knowledge, each person or member of the group listed has sole voting and investment power with respect to the securities shown, and none of the shares or units shown is pledged as security. As of **February 1, 2023** **February 1, 2024**, there were **1,001,043,931** **1,003,498,875** MPLX common units outstanding (including 647,415,452 common units held by MPC and its affiliates) and **448,884,548** **362,521,097** shares of MPC common stock outstanding.

Name of Beneficial Owner	Name of Beneficial Owner	Percent of Total				Name of Beneficial Owner	Percent of Total Outstanding (%)						
		Amount and Nature of Outstanding Beneficial Ownership (%)					Amount and Nature of Beneficial Ownership						
		MPLX Units	MPC Stock	MPLX MPC	MPC		MPLX Common Units	MPC Common Stock	MPLX	MPC			
<b>Current Non-Executive Directors</b>													
<b>Current Directors</b>													
<b>Current Directors</b>													
Christine S. Breves	Christine S. Breves	1,249	—	*									
Christine S. Breves													
C. Kristopher Hagedorn						C. Kristopher Hagedorn	4,823	—			**		
Christopher A. Helms	Christopher A. Helms	56,622	—	*		Christopher A. Helms	13,096	5,480			**		
Maryann T. Mannen	Maryann T. Mannen	53,858	85,643	*		Maryann T. Mannen	72,196	79,089	79,089		*		
Garry L. Peiffer	Garry L. Peiffer	109,768	63,394	*		Garry L. Peiffer	117,133	63,394	63,394		**		
Dan D. Sandman		126,252	—	*		Frank M. Semple	536,237	11,061	11,061		*		
Frank M. Semple	Frank M. Semple	528,893	9,679	*		J. Michael Stice	39,552	20,599	20,599		*		
J. Michael Stice	J. Michael Stice	32,562	19,000	*		John P. Surma	70,169	65,105	65,105		**		
John P. Surma	John P. Surma	61,119	62,720	*		Michael J. Hennigan	267,233	245,156			*		
Michael J. Hennigan	Michael J. Hennigan					John J. Quaid	316,107	215,161			**		
John J. Quaid	John J. Quaid	26,156	42,342	*		Suzanne Gagle	31,978	30,120	30,120		*		
Suzanne Gagle	Suzanne Gagle	60,011	165,254	*		Gregory S. Floerke	67,205	45,837	45,837		**		
Gregory S. Floerke	Gregory S. Floerke	80,690	36,594	*			84,906	29,177	29,177		*		

Thomas Kaczynski	18,561	13,707	*								
Timothy J. Aydt	34,487	23,719	*								
Shawn M. Lyon				Shawn M. Lyon		10,742		16,438			**
All Current Directors and Executive Officers as a group (14 individuals)	All Current Directors and Executive Officers as a group (14 individuals)	1,408,511	763,548	*	All Current Directors and Executive Officers as a group (14 individuals)	1,389,750	592,802	592,802	*	*	*

\* Less than 1% of common units or common shares outstanding, as applicable.

#### MPLX Common Unit beneficial ownership amounts include:

- Phantom unit awards, which settle in common units upon a director's retirement from service on the Board, as follows: Ms. Breves, 1,249; 4,823; Mr. Helms, 45,622; 53,399; Mr. Peiffer, 41,271; Mr. Sandman, 45,622; 48,636; Mr. Semple, 35,599; 42,943; Mr. Stice, 31,862; 38,852; Mr. Surma, 53,619; 62,669.
- Phantom unit awards, which may be forfeited under certain conditions, as follows: Mr. Hennigan, 138,863; 151,988; Mr. Quaid, 14,310; 16,576; Ms. Gagle, 29,312; 28,622; Mr. Floerke, 51,598; 51,682; Mr. Kaczynski, 8,358; Lyon, 6,644; Mr. Aydt, 15,088; Hagedorn 4,926; Ms. Mannen, 47,162; 53,735; all other executive officers, 9,028.
- Common units indirectly beneficially held in trust as follows: Mr. Peiffer, 68,497; Mr. Semple, 444,517; 493,294; Mr. Stice, 700.

#### MPC Common Stock beneficial ownership amounts include:

- All stock options exercisable within 60 days of **February 1, 2023** **February 1, 2024** as follows: Mr. Quaid, 13,241; Ms. Gagle, 120,040; Mr. Floerke, 8,189; Mr. Kaczynski, 5,323; Mr. Aydt, 4,913; all other executive officers, 12,265; 28,075.
- Shares of common stock indirectly beneficially held in trust as follows: Mr. Peiffer, 63,394; Mr. Surma, 10,000.
- Restricted stock unit awards, which vest upon the director's retirement from service on the MPC Board, as follows: Mr. Semple, 9,679; 11,061 Mr. Stice, 19,000; 20,599; Mr. Surma, 52,720; 55,105.
- Restricted stock unit awards, RSUs, which may be forfeited under certain conditions, as follows: Mr. Hennigan, 156,663; 55,164; Mr. Quaid, 6,612; 5,880; Ms. Gagle, 13,849; 10,506; Mr. Floerke, 7,115; 5,546; Mr. Kaczynski, 3,987; Lyon, 5,026; Mr. Aydt, 6,936; Hagedorn, 2,259; Ms. Mannen, 47,401; 19,569; all other executives, 10,572; executive officers, 6,329.

#### Security Ownership of Certain Beneficial Owners

The following table sets forth information as to each unitholder of whom we are aware that, based on filings with the SEC, beneficially owns 5% or more of our outstanding common units as of **December 31, 2022** **December 31, 2023**:

Name and Address of Beneficial Owner	Name and Address of Beneficial Owner	Number of Common Units Representing Limited Partner Interests	Percent of Common Units Representing Limited Partner Interests
Marathon Petroleum Corporation	Marathon Petroleum Corporation		
539 S. Main Street, Findlay, Ohio 45840	539 S. Main Street, Findlay, Ohio 45840	647,415,452	64.7 %
The Blackstone Group Inc.			
345 Park Avenue, New York, New York 10154		50,516,528	5.0 %

Marathon Petroleum  
Corporation  
539 S. Main Street  
Findlay, Ohio 45840

Marathon Petroleum  
Corporation  
539 S. Main Street  
Findlay, Ohio 45840

Percent of Common Units is based on 1,001,043,931 1,003,498,875 MPLX common units outstanding as of February 1, 2023 February 1, 2024.

**Marathon Petroleum Corporation.** The MPLX common units are directly held by MPC Investment LLC, MPLX GP LLC, MPLX Logistics Holdings LLC and Giant Industries, Inc. Marathon Petroleum Corporation is the ultimate parent company of MPC Investment LLC, MPLX GP LLC, MPLX Logistics Holdings LLC and Giant Industries, Inc. and may be deemed to beneficially own the MPLX LP common units directly held by these entities.

**The Blackstone Group Inc.** Amounts derived from a Schedule 13G/A filed with the SEC on February 9, 2023. Per the Schedule 13G/A, the MPLX common units reported above reflect MPLX common units held by funds or accounts that may be deemed to be indirectly controlled by The Blackstone Group Inc. The sole holder of the Class C common stock of The Blackstone Group Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

#### Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2022 December 31, 2023, with respect to common units that may be issued under the MPLX LP 2018 Incentive Compensation Plan (the "MPLX 2018 Plan") and the MPLX LP 2012 Incentive Compensation Plan (the "MPLX 2012 Plan"):

Plan category	Plan category	Number of securities remaining available for future issuance		Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
		Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights			
Equity compensation plans approved by security holders	Equity compensation plans approved by security holders	815,537	N/A	14,408,571		
Equity compensation plans not approved by security holders	Equity compensation plans not approved by security holders	—	—	—	—	—
Total	Total	815,537		14,408,571		

Number of securities to be issued upon exercise of outstanding options, warrants and rights includes:

- 772,056 reflects phantom unit awards granted pursuant to the MPLX 2018 Plan and the MPLX 2012 Plan for common units unissued and not forfeited, cancelled or expired as of December 31, 2022 December 31, 2023.
- 43,481 units as the maximum potential number of common units that could be issued in settlement of performance units outstanding as of December 31, 2022, pursuant to the MPLX 2018 Plan based on our common unit closing price (\$32.84) on

December 30, 2022, the last trading day of the year. The number of units reported for this award vehicle may overstate dilution.

**Weighted average exercise price of outstanding options, warrants and rights.** There is no exercise price associated with phantom unit awards or performance unit awards.

**Number of Securities Remaining Available** reflects the common units available for issuance pursuant to the MPLX 2018 Plan. The number of units reported in this column assumes 112,120 as the maximum potential number of common units that could be issued in settlement of performance units outstanding as of December 31, 2022, pursuant to the MPLX 2018 Plan based on our common unit closing price (\$32.84) on December 30, 2022, the last trading day of the year. The number of units assumed for this award vehicle may understate the number of common units available for issuance pursuant to the MPLX 2018 Plan.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence

##### Policy and Procedures with Respect to Related Person Transactions

The Board has adopted a formal written related person transactions policy establishing procedures for the notification, review, approval, ratification and disclosure of related person transactions. Under the policy, a "related person" includes any director, nominee for director, executive officer, or a known beneficial holder of more than five percent of any class of our voting securities (other than MPC or its affiliates) or any immediate family member of a director, nominee for director, executive officer or more than five percent owner. This procedure applies to any transaction, arrangement or relationship and any series of similar transactions, arrangements or relationships in which (i) we are a participant, (ii) the amount involved exceeds \$120,000, and (iii) a related person has a direct or indirect material interest.

The Board has provided its standing pre-approval for the following transactions, arrangements and relationships:

- Payment of compensation to an executive officer or director of our general partner if the compensation is otherwise required to be disclosed in our filings with the SEC;
- Any transaction where the related person's interest arises solely from the ownership of securities;
- Any ongoing employment relationship provided that such employment relationship will be subject to initial review and approval; and
- Any transaction between any of our subsidiaries and us, on the one hand, and our general partner or any of its affiliates, on the other hand; provided, however, that such transaction is approved consistent with our Partnership Agreement.

Any related person transaction identified prior to its consummation must be approved in advance by the Board. If the related person transaction is identified after it commences, it will be promptly submitted to the Board or the Chairman for ratification, amendment or rescission. If the transaction has been completed, the Board or the Chairman will evaluate the transaction to determine if rescission is appropriate. Transactions entered into prior to the closing of our initial public offering, when this policy was adopted, were approved by the Board apart from the policy.

In determining whether to approve or ratify a related person transaction, the Board or the Chairman will consider all relevant facts and circumstances, including but not limited to:

- The benefits to us, including the business justification;
- If the related person is a director or an immediate family member of a director, the impact on the director's independence;
- The availability of other sources for comparable products or services;
- The terms of the transaction and the terms available to unrelated third parties or to employees generally; and
- Whether the transaction is consistent with our Code of Business Conduct.

This policy is available on the "Corporate Governance" page of our website at [www.mplx.com/investors/corporate\\_governance/policies\\_and\\_guidelines/](http://www.mplx.com/investors/corporate_governance/policies_and_guidelines/).

##### Our Relationship with MPC

As of December 31, 2022 December 31, 2023, MPC owned through its affiliates 647,415,452 of our common units, representing approximately 65% of our common units outstanding, and 100% of MPLX GP, our general partner. MPLX GP manages our operations and activities through its officers and directors. In addition, various of our officers and directors also serve as officers and/or directors of MPC. Accordingly, we view transactions between MPC and us as related party transactions and have provided the following disclosures with respect to such transactions during 2022, 2023. Unless the context otherwise requires, references in the following discussion to "we" or "us" refer to our affiliates and us.

##### Distributions and Reimbursements to MPC

Pursuant to our Partnership Agreement, we make cash distributions to our unitholders, including MPC. During 2022, 2023, we distributed to MPC approximately \$1,871 million \$2,056 million with respect to the common units it holds.

Under our Partnership Agreement, we reimburse MPLX GP and its affiliates, including MPC, for all costs and expenses incurred on our behalf. The amount we reimbursed in 2022, 2023 was \$2 million.

##### Transactions and Commercial and Other Agreements with MPC

We have multiple long-term, fee-based transportation and storage services agreements, as well as a variety of operating services agreements, management services agreements, licensing agreements, employee services agreements, omnibus agreements, a keep whole commodity agreement and a loan agreement with MPC and its consolidated subsidiaries. See Item 1. Business – Our L&S Contracts with MPC and Third Parties, Item 1. Business – Our G&P Contracts with MPC and Third Parties, and Item 8. Financial Statements and Supplementary Data – Note 6, for information regarding related party activities with MPC.

##### Director Independence

The information appearing under "Director Independence" Independence and Qualifications" in Item 10. Directors, Executive Officers and Corporate Governance is incorporated herein by reference.

#### Item 14. Principal Accountant Fees and Services

##### Auditor Independence

Our Audit Committee has considered whether PricewaterhouseCoopers LLP is independent for purposes of providing external audit services to us and has determined that it is.

##### Auditor Fees

Following are the aggregate fees for professional services provided to us by PricewaterhouseCoopers LLP for the years ended December 31, 2022 December 31, 2023, and December 31, 2021 December 31, 2022:

		(In thousands)	(In thousands)	2023	2022
		2022	2021		
Audit	Audit	\$5,545	\$4,967		
Audit-Related	Audit-Related	—	—		
Tax	Tax	1,619	1,575		
All Other	All Other	7	10		
Total	Total	\$7,171	\$6,552		

Audit fees for the years ended December 31, 2022 December 31, 2023, and December 31, 2021 December 31, 2022, were primarily for professional services rendered for the audit of the financial statements and of internal control over financial reporting, the performance of regulatory audits, issuance of comfort letters, the provision of consents and the review of documents filed with the SEC.

Tax fees for the years ended December 31, 2022 December 31, 2023, and December 31, 2021 December 31, 2022, were for professional services rendered for the preparation of IRS Schedule K-1 tax forms for MPLX LP unitholders and for income tax consultation services.

All Other fees for the years ended December 31, 2022, and December 31, 2021, were for subscriptions and licenses for online accounting resources provided by PricewaterhouseCoopers LLP.

##### Pre-Approval of Audit Services

Among other things, our Pre-Approval of Audit, Audit-Related, Tax and Permissible Non-Audit Services Policy sets forth the procedure for the Audit Committee to pre-approve all audit, audit-related, tax and permissible non-audit services, other than as provided under a de minimis exception. Under the policy, the Audit Committee may pre-approve any services to be performed by our independent auditor up to twelve months in advance and may approve in advance services by specific categories pursuant to a forecasted budget. Annually, the executive vice president and chief financial officer of our general partner will present a forecast of audit, audit-related, tax and permissible non-audit services for the ensuing fiscal year to the Audit Committee for approval in advance. The executive vice president and chief financial officer of our general partner, in coordination with the independent auditor, will provide an updated budget to the Audit Committee, as needed, throughout the ensuing fiscal year.

For unbudgeted items, the Audit Committee has delegated pre-approval authority of up to \$250,000 to the Chair of the Audit Committee; such items are reported to the full Audit Committee at its next scheduled meeting.

In 2022 2023 and 2021 2022, the Audit Committee pre-approved all audit, audit-related, tax and permissible non-audit services pursuant to this policy and did not use the de minimis exception.

#### Part IV

#### Item 15. Exhibits and Financial Statement Schedules

##### A. Documents Filed as Part of the Report

1. Financial Statements (see Part II, Item 8. of this Annual Report on Form 10-K regarding financial statements)

2. Financial Statement Schedules

Financial statement schedules required under SEC rules but not included in this Annual Report on Form 10-K are omitted because they are not applicable or the required information is contained in the consolidated financial statements or notes thereto.

Exhibits:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
2.1 †	<a href="#">Agreement and Plan of Merger, dated as of May 7, 2019, by and among Andeavor Logistics LP, Tesoro Logistics GP, LLC, MPLX LP, MPLX GP LLC and MPLX MAX LLC.</a>	8-K	2.1	5/8/2019	001-35714		
3.1	<a href="#">Certificate of Limited Partnership of MPLX LP</a>	S-1	3.1	7/2/2012	333-182500		
3.2	<a href="#">Amendment to the Certificate of Limited Partnership of MPLX LP</a>	S-1/A	3.2	10/9/2012	333-182500		
3.3	<a href="#">Sixth Amended and Restated Agreement of Limited Partnership of MPLX LP, dated as of February 1, 2021</a>	8-K	3.1	2/3/2021	001-35714		
Pursuant to Item 601(b)(4) of Regulation S-K, certain instruments with respect to long-term debt issues have been omitted where the amount of securities authorized under such instruments does not exceed 10 percent of the total consolidated assets of the Registrant. The Registrant hereby agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon its request.							
4.1	<a href="#">Indenture, dated February 12, 2015, between MPLX LP and The Bank of New York Mellon Trust Company, N.A., as Trustee</a>	8-K	4.1	2/12/2015	001-35714		
4.2	<a href="#">Registration Rights Agreement, dated as of May 13, 2016, by and between MPLX LP and the Purchasers party thereto</a>	8-K	4.1	5/16/2016	001-35714		
4.3	<a href="#">Description of Securities</a>	10-K	4.3	2/26/2021	001-35714		
10.1*	<a href="#">MPLX LP 2012 Incentive Compensation Plan</a>	S-1/A	10.3	10/9/2012	333-182500		
10.2	<a href="#">Omnibus Agreement, dated as of October 31, 2012, among Marathon Petroleum Corporation, Marathon Petroleum Company LP, MPL Investment LLC, MPLX Operations LLC, MPLX Terminal and Storage LLC, MPLX Pipe Line Holdings LP, Marathon Pipe Line LLC, Ohio River Pipe Line LLC, MPLX LP and MPLX GP LLC</a>	8-K	10.2	11/6/2012	001-35714		
10.3	<a href="#">Transportation Services Agreement (Catlettsburg and Robinson Crude System), dated as of October 31, 2012, between Marathon Petroleum Company LP and Marathon Pipe Line LLC</a>	8-K	10.5	11/6/2012	001-35714		
10.4	<a href="#">Transportation Services Agreement (Garyville Products System), dated as of October 31, 2012, between Marathon Petroleum Company LP and Marathon Pipe Line LLC</a>	8-K	10.8	11/6/2012	001-35714		
10.5	<a href="#">Transportation Services Agreement (Robinson Products System), dated as of October 31, 2012, between Marathon Petroleum Company LP and Marathon Pipe Line LLC</a>	8-K	10.11	11/6/2012	001-35714		
10.6*	<a href="#">MPC Non-Employee Director Phantom Unit Award Policy</a>	10-K	10.26	3/25/2013	001-35714		
10.7*	<a href="#">MPLX GP LLC Amended and Restated Non-Management Director Compensation Policy and Equity Award Terms</a>	10-K	10.30	2/24/2017	001-35714		
10.8	<a href="#">Amended and Restated Transportation Services Agreement, dated January 1, 2015, between Hardin Street Marine LLC and Marathon Petroleum Company LP</a>	8-K	10.1	4/6/2016	001-35714		

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
3.1	<a href="#">Certificate of Limited Partnership of MPLX LP</a>	S-1	3.1	7/2/2012	333-182500		
3.2	<a href="#">Amendment to the Certificate of Limited Partnership of MPLX LP</a>	S-1/A	3.2	10/9/2012	333-182500		

3.3	<a href="#"><u>Sixth Amended and Restated Agreement of Limited Partnership of MPLX LP, dated as of February 1, 2021</u></a>	8-K	3.1	2/3/2021	001-35714
Pursuant to Item 601(b)(4) of Regulation S-K, certain instruments with respect to long-term debt issues have been omitted where the amount of securities authorized under such instruments does not exceed 10 percent of the total consolidated assets of the Registrant. The Registrant hereby agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon its request.					
4.1	<a href="#"><u>Indenture, dated February 12, 2015, between MPLX LP and The Bank of New York Mellon Trust Company, N.A., as Trustee</u></a>	8-K	4.1	2/12/2015	001-35714
4.2	<a href="#"><u>Registration Rights Agreement, dated as of May 13, 2016, by and between MPLX LP and the Purchasers party thereto</u></a>	8-K	4.1	5/16/2016	001-35714
4.3	<a href="#"><u>Description of Securities</u></a>				X
<b>10</b>	<b>Material Contracts</b>				
10.1*	<a href="#"><u>MPLX LP 2012 Incentive Compensation Plan</u></a>	S-1/A	10.3	10/9/2012	333-182500
10.2	<a href="#"><u>Omnibus Agreement, dated as of October 31, 2012, among Marathon Petroleum Corporation, Marathon Petroleum Company LP, MPL Investment LLC, MPLX Operations LLC, MPLX Terminal and Storage LLC, MPLX Pipe Line Holdings LP, Marathon Pipe Line LLC, Ohio River Pipe Line LLC, MPLX LP and MPLX GP LLC</u></a>	8-K	10.2	11/6/2012	001-35714
10.3	<a href="#"><u>Transportation Services Agreement (Catlettsburg and Robinson Crude System), dated as of October 31, 2012, between Marathon Petroleum Company LP and Marathon Pipe Line LLC</u></a>	8-K	10.5	11/6/2012	001-35714
10.4	<a href="#"><u>Transportation Services Agreement (Garyville Products System), dated as of October 31, 2012, between Marathon Petroleum Company LP and Marathon Pipe Line LLC</u></a>	8-K	10.8	11/6/2012	001-35714
10.5	<a href="#"><u>Transportation Services Agreement (Robinson Products System), dated as of October 31, 2012, between Marathon Petroleum Company LP and Marathon Pipe Line LLC</u></a>	8-K	10.11	11/6/2012	001-35714
10.6*	<a href="#"><u>MPLX LP 2012 Incentive Compensation Plan MPC Non-Employee Director Phantom Unit Award Policy</u></a>	10-K	10.26	3/25/2013	001-35714
10.7	<a href="#"><u>Amended and Restated Transportation Services Agreement, dated January 1, 2015, between Hardin Street Marine LLC and Marathon Petroleum Company LP</u></a>	8-K	10.1	4/6/2016	001-35714
10.8	<a href="#"><u>First Amendment to the Amended and Restated Transportation Services Agreement, dated March 31, 2016, between Hardin Street Marine LLC and Marathon Petroleum Company LP</u></a>	8-K	10.2	4/6/2016	001-35714

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
10.9	<a href="#"><u>First Amendment to the Amended and Restated Transportation Services Agreement, dated March 31, 2016, between Hardin Street Marine LLC and Marathon Petroleum Company LP</u></a>	8-K	10.2	4/6/2016	001-35714		
10.10	<a href="#"><u>Series A Preferred Unit Purchase Agreement, dated as of April 27, 2016, by and among MPLX LP and the Purchasers party thereto</u></a>	8-K	10.1	4/29/2016	001-35714		

10.11	<a href="#">First Amendment to Amended and Restated Transportation Services Agreement, effective as of April 1, 2016, by and between Marathon Petroleum Company LP and Hardin Street Marine LLC</a>	10-Q	10.2	8/3/2016	001-35714
10.12	<a href="#">Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	8-K	10.6	3/2/2017	001-35714
10.13*	<a href="#">MPLX LP Executive Change in Control Severance Benefits Plan</a>	10-Q	10.3	10/30/2017	001-35714
10.14+	<a href="#">Storage Services Agreement, dated as of October 1, 2017, by and between Marathon Petroleum Company LP, Blanchard Refining Company LLC and Galveston Bay Refining Logistics LLC.</a>	8-K	10.1	2/2/2018	001-35714
10.15+	<a href="#">Storage Services Agreement, dated as of October 1, 2017, by and between Marathon Petroleum Company LP and Garyville Refining Logistics LLC.</a>	8-K	10.2	2/2/2018	001-35714
10.16	<a href="#">Master Amendment to Storage Services Agreements, dated as of October 1, 2017, by and between Marathon Petroleum Company LP, Blanchard Refining Company LLC, Galveston Bay Refining Logistics LLC and the other parties named therein.</a>	8-K	10.3	2/2/2018	001-35714
10.17+	<a href="#">Fuels Distribution Services Agreement, dated as of September 26, 2017, by and between Marathon Petroleum Company LP and MPLX Fuels Distribution LLC.</a>	8-K	10.4	2/2/2018	001-35714
10.18	<a href="#">First Amendment to Fuels Distribution Services Agreement, dated as of September 26, 2017, by and between Marathon Petroleum Company LP and MPLX Fuels Distribution LLC.</a>	8-K	10.5	2/2/2018	001-35714
10.19*	<a href="#">MPLX LP 2018 Incentive Compensation Plan</a>	8-K	10.1	3/5/2018	001-35714
10.20*	<a href="#">MPLX LP 2018 Incentive Compensation Plan MPC Non-Employee Director Phantom Unit Award Policy</a>	10-K	10.78	2/28/2019	001-35714
10.21*	<a href="#">MPLX GP LLC Amended and Restated Non-Management Director Compensation Policy and Director Equity Award Terms</a>	10-K	10.79	2/28/2019	001-35714
10.22*	<a href="#">First Amendment to the MPLX 2018 Incentive Compensation Plan</a>	10-K	10.75	2/28/2020	001-35714
10.23	<a href="#">Amended and Restated Loan Agreement dated as of July 31, 2019 by and between MPLX LP and MPC Investment LLC.</a>	8-K	10.2	8/1/2019	001-35714

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
10.9	<a href="#">Series A Preferred Unit Purchase Agreement, dated as of April 27, 2016, by and among MPLX LP and the Purchasers party thereto</a>	8-K	10.1	4/29/2016	001-35714		
10.10	<a href="#">First Amendment to Amended and Restated Transportation Services Agreement, effective as of April 1, 2016, by and between Marathon Petroleum Company LP and Hardin Street Marine LLC</a>	10-Q	10.2	8/3/2016	001-35714		
10.11	<a href="#">Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	8-K	10.6	3/2/2017	001-35714		

10.12*	<a href="#">MPLX LP Executive Change in Control Severance Benefits Plan</a>	10-Q	10.3	10/30/2017	001-35714
10.13+	<a href="#">Storage Services Agreement, dated as of October 1, 2017, by and between Marathon Petroleum Company LP, Blanchard Refining Company LLC and Galveston Bay Refining Logistics LLC.</a>	8-K	10.1	2/2/2018	001-35714
10.14+	<a href="#">Storage Services Agreement, dated as of October 1, 2017, by and between Marathon Petroleum Company LP and Garyville Refining Logistics LLC.</a>	8-K	10.2	2/2/2018	001-35714
10.15	<a href="#">Master Amendment to Storage Services Agreements, dated as of October 1, 2017, by and between Marathon Petroleum Company LP, Blanchard Refining Company LLC, Galveston Bay Refining Logistics LLC and the other parties named therein.</a>	8-K	10.3	2/2/2018	001-35714
10.16+	<a href="#">Fuels Distribution Services Agreement, dated as of September 26, 2017, by and between Marathon Petroleum Company LP and MPLX Fuels Distribution LLC.</a>	8-K	10.4	2/2/2018	001-35714
10.17	<a href="#">First Amendment to Fuels Distribution Services Agreement, dated as of September 26, 2017, by and between Marathon Petroleum Company LP and MPLX Fuels Distribution LLC.</a>	8-K	10.5	2/2/2018	001-35714
10.18*	<a href="#">MPLX LP 2018 Incentive Compensation Plan</a>	8-K	10.1	3/5/2018	001-35714
10.19*	<a href="#">MPLX LP 2018 Incentive Compensation Plan MPC Non-Employee Director Phantom Unit Award Policy</a>	10-K	10.78	2/28/2019	001-35714
10.20*	<a href="#">First Amendment to the MPLX 2018 Incentive Compensation Plan</a>	10-K	10.75	2/28/2020	001-35714
10.21	<a href="#">Amended and Restated Loan Agreement dated as of July 31, 2019 by and between MPLX LP and MPC Investment LLC.</a>	8-K	10.2	8/1/2019	001-35714
10.22	<a href="#">Fourth Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	10-K	10.102	2/28/2020	001-35714
10.23	<a href="#">Fifth Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	10-K	10.103	2/28/2020	001-35714

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
10.24	<a href="#">Fourth Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	10-K	10.102	2/28/2020	001-35714		
10.25	<a href="#">Fifth Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	10-K	10.103	2/28/2020	001-35714		
10.26	<a href="#">Sixth Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	10-Q	10.2	11/6/2020	001-35714		

10.27	<a href="#"><u>Seventh Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</u></a>	10-Q	10.3	8/2/2022	001-35714
10.28*	<a href="#"><u>Form of 2020 MPLX LP Phantom Unit Award Agreement - MPLX Officer</u></a>	10-Q	10.1	5/7/2020	001-35714
10.29*	<a href="#"><u>Form of 2020 MPLX LP Phantom Unit Award Agreement - MPC Officer</u></a>	10-Q	10.2	5/7/2020	001-35714
10.30*	<a href="#"><u>Form of 2020 MPLX LP Performance Unit Award Agreement 2020-2022 Performance Cycle - MPLX Officer</u></a>	10-Q	10.3	5/7/2020	001-35714
10.31*	<a href="#"><u>Form of MPLX LP Performance Unit Award Agreement 2020-2022 Performance Cycle - MPC Officer</u></a>	10-Q	10.4	5/7/2020	001-35714
10.32	<a href="#"><u>Redemption Agreement, dated July 31, 2020, between MPLX LP and Western Refining Southwest, Inc.</u></a>	10-Q	10.1	8/3/2020	001-35714
10.33	<a href="#"><u>Terminal Services Agreement, dated as of November 1, 2020, by and among the MPLX LP and Marathon Petroleum Corporation subsidiaries party thereto.</u></a>	8-K	10.1	11/5/2020	001-35714
10.34	<a href="#"><u>Amendment to Amended and Restated Transportation Services Agreement, executed as of September 10, 2020, by and between Marathon Petroleum Company LP and Hardin Street Marine LLC</u></a>	10-Q	10.3	11/6/2020	001-35714
10.35	<a href="#"><u>Notice of and Consent to Assignment, effective October 1, 2020, by and among Marathon Petroleum Company LP, Marathon Petroleum Trading and Supply LLC and Marathon Pipe Line LLC</u></a>	10-Q	10.5	11/6/2020	001-35714
10.36*	<a href="#"><u>Form of 2021 MPLX Phantom Unit Award Agreement</u></a>	10-K	10.105	2/26/2021	001-35714
10.37	<a href="#"><u>Amendment to Amended and Restated Transportation Services Agreement, executed as of February 15, 2021, by and between Marathon Petroleum Company LP and Hardin Street Marine LLC</u></a>	10-K	10.106	2/26/2021	001-35714
10.38	<a href="#"><u>Fourth Amendment to the Terminal Services Agreement, dated as of July 31, 2021, by and between the MPLX LP and Marathon Petroleum Corporation subsidiaries party thereto</u></a>	10-Q	10.1	11/2/2021	001-35714
10.39*	<a href="#"><u>Form of 2022 MPLX Phantom Unit Award Agreement</u></a>	10-Q	10.1	5/3/2022	001-35714

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
10.24	<a href="#"><u>Sixth Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</u></a>	10-Q	10.2	11/6/2020	001-35714		
10.25	<a href="#"><u>Seventh Amendment to Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</u></a>	10-Q	10.3	8/2/2022	001-35714		
10.26	<a href="#"><u>Redemption Agreement, dated July 31, 2020, between MPLX LP and Western Refining Southwest, Inc.</u></a>	10-Q	10.1	8/3/2020	001-35714		
10.27	<a href="#"><u>Terminal Services Agreement, dated as of November 1, 2020, by and among the MPLX LP and Marathon Petroleum Corporation subsidiaries party thereto.</u></a>	8-K	10.1	11/5/2020	001-35714		

10.28	<a href="#">Amendment to Amended and Restated Transportation Services Agreement, executed as of September 10, 2020, by and between Marathon Petroleum Company LP and Hardin Street Marine LLC</a>	10-Q	10.3	11/6/2020	001-35714
10.29	<a href="#">Notice of and Consent to Assignment, effective October 1, 2020, by and among Marathon Petroleum Company LP, Marathon Petroleum Trading and Supply LLC and Marathon Pipe Line LLC</a>	10-Q	10.5	11/6/2020	001-35714
10.30*	<a href="#">Form of 2021 MPLX Phantom Unit Award Agreement</a>	10-K	10.105	2/26/2021	001-35714
10.31	<a href="#">Amendment to Amended and Restated Transportation Services Agreement, executed as of February 15, 2021, by and between Marathon Petroleum Company LP and Hardin Street Marine LLC</a>	10-K	10.106	2/26/2021	001-35714
10.32	<a href="#">Fourth Amendment to the Terminal Services Agreement, dated as of July 31, 2021, by and between the MPLX LP and Marathon Petroleum Corporation subsidiaries party thereto</a>	10-Q	10.1	11/2/2021	001-35714
10.33*	<a href="#">Form of 2022 MPLX Phantom Unit Award Agreement</a>	10-Q	10.1	5/3/2022	001-35714
10.34	<a href="#">Master Amendment to Transportation Services Agreements, dated as of June 30, 2022, by and among Marathon Petroleum Company LP, Marathon Petroleum Supply and Trading LLC, Marathon Pipe Line LLC and Ohio River Pipe Line LLC</a>	8-K	10.1	7/7/2022	001-35714

Exhibit Number	Exhibit Description	Incorporated by Reference					Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.			
10.40*	<a href="#">CEO Phantom Unit Award Agreement, as Amended</a>	10-Q	10.2	5/3/2022	001-35714			
10.41*	<a href="#">CEO Performance Unit Award Agreement – 2020-2022 Performance Cycle, as Amended</a>	10-Q	10.3	5/3/2022	001-35714			
10.42	<a href="#">Master Amendment to Transportation Services Agreements, dated as of June 30, 2022, by and among Marathon Petroleum Company LP, Marathon Petroleum Supply and Trading LLC, Marathon Pipe Line LLC and Ohio River Pipe Line LLC</a>	8-K	10.1	7/7/2022	001-35714			
10.43	<a href="#">Revolving Credit Agreement, dated as of July 7, 2022, by and among MPLX LP, as borrower, Wells Fargo Bank, National Association, as administrative agent, each of Wells Fargo Securities, LLC, JPMorgan Chase Bank, N.A., Barclays Bank PLC, BofA Securities, Inc., Citibank, N.A., Mizuho Bank, Ltd., MUFG Bank, Ltd., RBC Capital Markets and TD Securities (USA) LLC, as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A., as syndication agent, each of Bank of America, N.A., Barclays Bank PLC, Citibank, N.A., Mizuho Bank, Ltd., MUFG Bank, Ltd., Royal Bank of Canada and The Toronto-Dominion Bank, New York Branch, as documentation agents, and the other lenders and issuing banks that are parties thereto</a>	8-K	10.1	7/12/2022	001-35714			

10.44	<a href="#">First Amendment to Transportation Services Agreement (Garyville Products System), between Marathon Petroleum Company LP and Marathon Pipe Line LLC</a>	X
10.45*	<a href="#">Form of 2023 MPLX Phantom Unit Award Agreement</a>	X
21.1	<a href="#">List of Subsidiaries</a>	X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>	X
24.1	<a href="#">Power of Attorney of Directors and Officers of MPLX GP LLC</a>	X
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934</a>	X
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934</a>	X
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350</a>	X
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350</a>	X
101.INS	Inline XBRL Instance Document	X
101.SCH	Inline XBRL Taxonomy Extension Schema	X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase	X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase	X

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
10.35	<a href="#">Revolving Credit Agreement, dated as of July 7, 2022, by and among MPLX LP, as borrower, Wells Fargo Bank, National Association, as administrative agent, each of Wells Fargo Securities, LLC, JPMorgan Chase Bank, N.A., Barclays Bank PLC, BofA Securities, Inc., Citibank, N.A., Mizuho Bank, Ltd., MUFG Bank, Ltd., RBC Capital Markets and TD Securities (USA) LLC, as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A., as syndication agent, each of Bank of America, N.A., Barclays Bank PLC, Citibank, N.A., Mizuho Bank, Ltd., MUFG Bank, Ltd., Royal Bank of Canada and The Toronto-Dominion Bank, New York Branch, as documentation agents, and the other lenders and issuing banks that are parties thereto</a>	8-K	10.1	7/12/2022	001-35714		
10.36	<a href="#">First Amendment to Transportation Services Agreement (Garyville Products System), between Marathon Petroleum Company LP and Marathon Pipe Line LLC</a>	10-K	10.44	2/23/2023	001-35714		
10.37*	<a href="#">Form of 2023 MPLX Phantom Unit Award Agreement</a>	10-K	10.45	2/23/2023	001-35714		
10.38	<a href="#">First Amendment dated as of January 1, 2023 to Amended and Restated Loan Agreement dated as of July 31, 2019 by and between MPLX and MPC Investment LLC.</a>	10-Q	10.1	5/2/2023	001-35714		
10.39	<a href="#">Fifth Amendment to the Terminal Services Agreement, dated as of June 1, 2023, by and between the MPLX LP and Marathon Petroleum Corporation subsidiaries party thereto</a>	10-Q	10.1	8/1/2023	001-35714		

10.40	<a href="#">Sixth Amendment to the Terminal Services Agreement, dated as of June 30, 2023, by and between the MPLX LP and Marathon Petroleum Corporation subsidiaries party thereto</a>	10-Q	10.2	8/1/2023	001-35714
10.41	<a href="#">Intercompany Assignment Agreement of the Terminal Services Agreement, dated as of May 1, 2023, by and between the MPLX LP and Marathon Petroleum Corporation subsidiaries party thereto</a>	10-Q	10.3	8/1/2023	001-35714
10.42	<a href="#">Eighth Amendment to the Third Amended and Restated Terminal Services Agreement, dated March 1, 2017, between MPLX Terminals LLC and Marathon Petroleum Company LP</a>	10-Q	10.4	8/1/2023	001-35714
10.43*	<a href="#">MPLX GP LLC Amended and Restated Non-Management Director Compensation Policy and Director Equity Award Terms</a>	10-Q	10.1	10/31/2023	001-35714
21.1	<a href="#">List of Subsidiaries</a>				X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>				X
24.1	<a href="#">Power of Attorney of Directors and Officers of MPLX GP LLC</a>				X

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	Exhibit	Filing Date	SEC File No.		
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934</a>					X	
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934</a>					X	
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350</a>					X	
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350</a>					X	
97.1	<a href="#">MPLX LP Officer Compensation Clawback Policy</a>					X	
101.INS	<a href="#">Inline XBRL Instance Document</a>					X	
101.SCH	<a href="#">Inline XBRL Taxonomy Extension Schema</a>					X	
101.PRE	<a href="#">Inline XBRL Taxonomy Extension Presentation Linkbase</a>					X	
101.CAL	<a href="#">Inline XBRL Taxonomy Extension Calculation Linkbase</a>					X	
101.DEF	<a href="#">Inline XBRL Taxonomy Extension Definition Linkbase</a>					X	
101.LAB	<a href="#">Inline XBRL Taxonomy Extension Label Linkbase</a>					X	
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)						

<sup>†</sup> The exhibits and schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K and will be provided to the Securities and Exchange Commission upon request.

\* Indicates management contract or compensatory plan, contract or arrangement in which one or more directors or executive officers of the Registrant may be participants.

+ Application has been made to the Securities and Exchange Commission for confidential treatment of certain provisions of these exhibits. Omitted material for which confidential treatment has been requested and has been filed separately with the Securities and Exchange Commission.

**Item 16. Form 10-K Summary**

Not applicable.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: **February 23, 2023** **February 28, 2024**

MPLX LP

By: MPLX GP LLC  
Its general partner

By: /s/ Kelly D. Wright  
*Kelly D. Wright*  
Vice President and Controller of MPLX GP LLC  
(the general partner of MPLX LP)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on **February 23, 2023** **February 28, 2024** on behalf of the registrant and in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Michael J. Hennigan</u> Michael J. Hennigan	Chairman of the Board, President and Chief Executive Officer of MPLX GP LLC (the general partner of MPLX LP) (principal executive officer)
<u>/s/ John J. Quaid</u> <u>C. Kristopher Hagedorn</u> John J. Quaid C. Kristopher Hagedorn	Director, Executive Vice President and Chief Financial Officer of MPLX GP LLC (the general partner of MPLX LP) (principal financial officer)
<u>/s/ Kelly D. Wright</u> Kelly D. Wright	Vice President and Controller of MPLX GP LLC (the general partner of MPLX LP) (principal accounting officer)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>Christine S. Breves</u>	Director of MPLX GP LLC (the general partner of MPLX LP)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>Christopher A. Helms</u>	Director of MPLX GP LLC (the general partner of MPLX LP)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>Maryann T. Mannen</u>	Director of MPLX GP LLC (the general partner of MPLX LP)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>Garry L. Peiffer</u>	Director of MPLX GP LLC (the general partner of MPLX LP)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>Dan D. Sandman</u> <u>John J. Quaid</u>	Director of MPLX GP LLC (the general partner of MPLX LP)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>Frank M. Semple</u>	Director of MPLX GP LLC (the general partner of MPLX LP)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>J. Michael Stice</u>	Director of MPLX GP LLC (the general partner of MPLX LP)
*	Director of MPLX GP LLC (the general partner of MPLX LP)
<u>John P. Surma</u>	Director of MPLX GP LLC (the general partner of MPLX LP)

\* The undersigned, by signing his name hereto, does sign and execute this report pursuant to the Power of Attorney executed by the above-named directors and officers of the general partner of the registrant, which is being filed herewith on behalf of such directors and officers.

By: /s/ Michael J. Hennigan  
Michael J. Hennigan  
Attorney-in-Fact

February 23, 2023 28, 2024

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#### Exhibit 10.44

#### **FIRST AMENDMENT Exhibit 4.3**

**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO TRANSPORTATION SERVICES AGREEMENT SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934  
DESCRIPTION OF COMMON UNITS**

In the text that follows, we have summarized the material provisions of our Sixth Amended and Restated Agreement of Limited Partnership, dated February 1, 2021, as may be amended or amended and restated from time to time (the "Partnership Agreement") relating to our outstanding classes of partnership interests. This discussion is subject to the relevant provisions of Delaware law and is qualified in its entirety by our Partnership Agreement and applicable Delaware law. You should read the provisions of the Partnership Agreement as currently in effect for more details regarding the provisions described below and for other provisions that may be important to you. References to "unitholders" refer to holders of our common units, unless the context otherwise requires.

MPLX LP ("MPLX"), a master limited partnership controlled by Marathon Petroleum Corporation ("MPC"), had one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our common units represent limited partner interests in MPLX (each, a "common unit," and collectively, the "common units") and are listed on the New York Stock Exchange under the symbol "MPLX."

#### **Units Outstanding**

**THIS FIRST AMENDMENT** As of December 31, 2023, we had 1,003,498,875 common units outstanding, of which 356,083,423 were held by the public and 647,415,452 were held by affiliates of MPC (excluding common units held by officers and directors of our general partner or MPC). In addition, as of December 31, 2023, we had (i) **TO 27,245,963 TRANSPORTATION SERVICES AGREEMENT** Series A Preferred units outstanding, all of which were held by private investors, (ii) a Special Limited Partner interest outstanding, which was held by an affiliate of MPC and (iii) a non-economic general partner interest held by our general partner, which is an affiliate of MPC. The Series A Preferred units are not deemed to represent any percentage interest in the Partnership unless or until they are converted into common units under certain circumstances as described in the Partnership Agreement. The Series A Preferred units constituted an approximate ("First Amendment") 2.6% limited partner interest in the Partnership on an as-converted basis and assuming a one-to-one conversion ratio as of December 31, 2023. The Special Limited Partner interest and non-economic general partner interest are not convertible into or exchangeable for any other securities or property. As of December 31, 2023, no other classes of partnership interests were outstanding.

#### **Issuance of Additional Securities; Preemptive Rights or Similar Rights**

The Partnership Agreement authorizes us to issue an unlimited number of additional partnership interests for the consideration and on the terms and conditions determined by our general partner without the approval of the unitholders, provided that the approval of the Series A Preferred units is required for issuances of additional partnership interests that rank

senior to or, subject to certain limitations, in parity with, the Series A Preferred units with respect to distributions on such partnership interests or distributions upon liquidation.

It is possible that we will fund acquisitions, distributions or our capital expenditures through the issuance of additional common units, preferred units, general partner units or other partnership interests. Holders of any additional common units we issue will be entitled to share equally with the then-existing holders of common units in our distributions of available cash. In addition, the issuance of additional common units, preferred units, general partner units or other partnership interests may dilute the value of the interests of the then-existing holders of common units in our net assets.

In accordance with Delaware law and the provisions of the Partnership Agreement, we may also issue additional partnership interests that, as determined by our general partner, may have special voting rights to which the common units are not entitled. In addition, the Partnership Agreement does not prohibit the issuance by our subsidiaries of equity interests, which may effectively rank senior to the common units.

Our general partner has the right, which it may from time to time assign in whole or in part to any of its affiliates, to purchase common units, or other partnership interests whenever, and between MARATHON PIPE LINE LLC ("MPL" on the same terms that, we issue those interests to persons other than our general partner and its affiliates, to the extent necessary to maintain the percentage interest of the general partner and its affiliates, including such interest represented by common units, that existed immediately prior to each issuance. The other holders of common units do not have preemptive rights to acquire additional common units or other partnership interests.

The common units are not subject to any sinking fund provisions.

#### Limited Liability

Assuming that a limited partner does not participate in the control of our business within the meaning of the Delaware Revised Uniform Limited Partnership Act, as amended, supplemented or restated from time to time (the "Delaware Act"), and that it otherwise acts in conformity with the provisions of the Partnership Agreement, its liability under the Delaware Act will be limited, subject to possible exceptions, to the amount of capital it is obligated to contribute to us for its common units plus its share of any undistributed profits and assets. If it were determined, however, that the right, or exercise of the right, by the limited partners as a group:

- to remove or replace our general partner;
- to approve some amendments to the Partnership Agreement; or
- to take other action under the Partnership Agreement;

constituted "participation in the control" of our business for the purposes of the Delaware Act, then the limited partners could be held personally liable for our obligations under the laws of Delaware, to the same extent as our general partner. This liability would extend to persons who transact business with us who reasonably believe that a limited partner is a general partner. Neither the Partnership Agreement nor the Delaware Act specifically provides for legal recourse against our general partner if a limited partner were to lose limited liability through any fault of our general partner.

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Under the Delaware Act, a limited partnership may not make a distribution to a partner if, after the distribution, all liabilities of the limited partnership, other than liabilities to partners on account of their limited partner interests and liabilities for which the recourse of creditors is limited to specific property of the partnership, would exceed the fair value of the assets of the limited partnership. For the purpose of determining the fair value of the assets of a limited partnership, the Delaware Act provides that the fair value of property subject to liability for which recourse of creditors is limited shall be included in the assets of the limited partnership only to the extent that the fair value of that property exceeds the nonrecourse liability. The Delaware Act provides that a limited partner who receives a distribution and knew at the time of the distribution that the distribution was in violation of the Delaware Act shall be liable to the limited partnership for the amount of the distribution for three years. Under the Delaware Act, a substituted limited partner of a limited partnership is liable for the obligations of its assignor to make contributions to the partnership, except that such person is not obligated for liabilities unknown to it at the time it became a limited partner and that could not be ascertained from the Partnership Agreement.

**Limitations on the liability of members or limited partners for the obligations of a limited liability company with offices at 539 South Main Street, Findlay, Ohio 45840 and MARATHON PETROLEUM COMPANY LP ("MPC"), a Delaware or limited partnership have not been clearly established in many jurisdictions.** If, by virtue of our ownership interests in our operating subsidiaries or otherwise, it were determined that we were conducting business in any state without compliance with offices at 539 South Main Street, Findlay, Ohio 45840, both referred to jointly as the "Parties" and individually applicable limited partnership or limited liability company statute, or that the right or exercise of the right by the limited partners as a "Party" group to remove or replace our general partner, to approve some amendments to the Partnership Agreement, or to take other action under the Partnership Agreement constituted "participation in the control" of our business for purposes of the statutes of any relevant jurisdiction, then the limited partners could be held personally liable for our obligations under the law of that jurisdiction to the same extent as our general partner under the circumstances. We will operate in a manner that our general partner considers reasonable and necessary or appropriate to preserve the limited liability of the limited partners.

#### RECITALS

#### Transfer of Common Units

By transfer of common units in accordance with the Partnership Agreement, each transferee of common units shall be admitted as a limited partner with respect to the common units transferred when such transfer and admission are reflected in our books and records. Each transferee:

WHEREAS, • MPL and MPC entered into that certain Transportation Services Agreement dated October 31, 2012 ("Agreement"), whereby MPC desired MPL automatically agrees to provide transportation services with respect to refined product owned be bound by MPC on the Garyville to Zachary pipeline system;

WHEREAS, the Parties now desire to amend the Agreement as set forth herein;

NOW THEREFORE, in consideration of the mutual representations and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, MPL and MPC agree to amend the Agreement as follows:

1. The definition for "Quarterly Throughput Commitment" shall be removed in its entirety and replaced with the following:

""Quarterly Throughput Commitment" means, with respect to a Quarter, a volume of Product equal to (a) (i) 320,000 Barrels per Day on the Garyville to Baton Rouge and/or Zachary Pipeline Segment and (ii) 80,000 Barrels Per Day on the Zachary to Colonial Pipeline Segment, as applicable, multiplied by (b) the number of Days in such Quarter. The Quarterly Throughput Commitment will be reduced proportionately for any partial Quarter during the Term."

2. This First Amendment shall be effective as of the date any part of the Additional Commitment is available for MPC's use, as such is defined in the Storage Services Agreement dated January 1, 2015, as amended.
3. Except as amended herein, all other terms and conditions of the Agreement shall remain in full force and effect. Partnership Agreement;

- represents and warrants that the transferee has the right, power, authority and capacity to enter into the Partnership Agreement; and

4. Any terms not defined herein shall have the same meaning as specified in the consents, waivers and approvals contained in the Partnership Agreement.

Our general partner will cause any transfers to be recorded on our books and records. We may, at our discretion, treat the nominee holder of a common unit as the absolute owner. In that case, the beneficial holder's rights are limited solely to those that it has against the nominee holder as a result of any agreement between the beneficial owner and the nominee holder.

Common units are securities and transferable according to the laws governing the transfer of securities. In addition to other rights acquired upon transfer, the transferor gives the transferee the right to become a substituted limited partner in our partnership for the transferred common units.

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#### Exhibit 10.44

IN WITNESS WHEREOF, Until a common unit has been transferred on our books, we and the Parties hereto have duly executed this First Amendment to transfer agent may treat the Agreement as record holder of the date first written above common unit as the absolute owner for all purposes, except as otherwise required by law or stock exchange regulations.

#### Voting Rights

The following is a summary of the unitholder vote required for the matters specified below. Matters that require the approval of a "unit majority" require the approval of holders of a majority of the outstanding common units (including the outstanding common units held by our general partner and its affiliates), the outstanding Series A Preferred units (voting on an as-converted basis at the then-applicable Series A conversion rate) and a majority of any other class of units, if any, entitled to vote on the matter, voting as a single class. Matters that require the approval of the "Series A required percentage" require the affirmative vote of the record holders of 75% of outstanding Series A Preferred units, voting separately as a single class.

In voting their common units, our general partner and its affiliates will have no duty or obligation whatsoever to us or the limited partners, including any duty to act in the best interests of us or the limited partners.

Issuance of additional units

No common  
unitholders  
approval

rights. The Series A required percentage is required for issuances of additional partnership interests that rank senior to or, subject to certain limitations, in parity with, the Series A Preferred units with respect to distributions on such partnership interests or distributions upon liquidation.

**Marathon Pipe Line LLC** **Amendment of the Partnership Agreement**

**Marathon Petroleum Company LP** Certain amendments may be made by the general partner without the approval of the unitholders. Other amendments generally require the approval of a unit majority. Amendments that would be materially adverse to the rights, preferences and privileges of the Series A Preferred units require the approval of the Series A required percentage.

Merger of our partnership or the sale of all or substantially all of our assets

**By: MPC Investment LLC, its General Partner** Unit majority.

Dissolution of our partnership

Unit majority.

**By: Continuation of our business upon dissolution**

**/s/** **Shawn Lyon**

**/s/** **David L. Whikehart** Unit majority.

Withdrawal of the general partner

**By:** No approval right.

**Name:** Removal of the general partner

**Shawn Lyon**

**David L. Whikehart** Not less than 66 2/3% of the outstanding common and Series A

		Preferred units (on an as-converted basis at the then-applicable Series A conversion rate), voting as a single class, including units held by our general partner and its affiliates.
Name:		
Transfer of the general partner interest		No approval right.
Title: Transfer of ownership interests in our general partner	President	SVP Light Product Supply
Declarations of payment of any distributions from capital surplus		Series A required percentage.

{Effective as Common Units. Any action that is required or permitted to be taken by the unitholders may be taken either at a meeting of June 12, 2019, the unitholders or, if authorized by our general partner, without a meeting if consents in writing describing the action so taken are signed by holders of the number of units that would be necessary to authorize or take that action at a meeting where all limited partners were present and voted. Meetings of the unitholders may be called by our general partner or by unitholders

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Exhibit 10.45

#### MPLX LP

**PHANTOM UNIT AWARD AGREEMENT** owning at least 20% of the outstanding units of the class for which a meeting is proposed. Unitholders may vote either in person or by proxy at meetings. The holders of a majority of the outstanding units of the class or classes for which a meeting has been called, represented in person or by proxy, will constitute a quorum unless any action by the unitholders requires approval by holders of a greater percentage of the units, in which case the quorum will be the greater percentage. The units representing the general partner interest are units for distribution and allocation purposes, but do not entitle our general partner to any vote other than its rights as general partner under the Partnership Agreement, will not be entitled to vote on any action required or permitted to be taken by the unitholders and will not count toward or be considered outstanding when calculating required votes, determining the presence of a quorum, or for similar purposes.

**SENIOR LEADERS (CEO, DESIGNATED POSITIONS & EXECUTIVE RESOURCES)** If at any time any person or group (other than our general partner and its affiliates, a direct transferee of our general partner and its affiliates, a transferee of such direct transferee who is notified by our general partner that it will not lose its voting rights, any other person or group who acquires an interest with the prior approval of the board of directors of our general partner, or the purchasers of the Series A Preferred units with respect to the Series A Preferred units or the common units into which the Series A Preferred units are convertible) acquires, in the aggregate, beneficial ownership of 20% or more of any class of units then outstanding, that person or group will lose voting rights on all of its units and the units may not be voted on any matter and will not be considered to be outstanding when sending notices of a meeting of unitholders, calculating required votes, determining the presence of a quorum, or for other similar purposes.

**As evidenced Series A Preferred Units.** The Series A Preferred units are entitled to vote on an as-converted basis with the common units, voting together as a single class, on all matters on which the common units are entitled to vote, and have certain other rights to vote as a separate class with respect to any amendment to the Partnership Agreement or the Partnership's certificate of limited partnership that would be materially adverse to any of the rights, preferences or privileges of the Series A Preferred units and certain other matters, as set forth in the foregoing table.

**Special Limited Partner Interest.** Holders of the Special Limited Partner Interest do not have any voting rights, except as provided by this Award the Delaware Act.

#### Distributions of Available Cash

Within 60 days following the end of each quarter, MPLX will distribute all of its Available Cash (as defined in the Partnership Agreement) to holders of its outstanding units as of the applicable record date.

Available Cash is defined in the Partnership Agreement and generally means, for any quarter ending prior to liquidation, all cash and cash equivalents on hand at the end of that quarter and, if our general partner determines, any portion of additional cash on hand resulting from working capital borrowings made after quarter end less, the amount of cash reserves established by our general partner to:

- provide for the proper conduct of MPLX business (including reserves for future capital expenditures and MPLX's anticipated future credit needs);
- comply with applicable law, any of MPLX's debt instruments or other agreements; or

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- provide funds for distributions to MPLX's unitholders for any one or more of the next four quarters (so long as MPLX distributes \$0.2625 on all common units with respect to the quarter).

Available Cash will be distributed as follows. First, MPLX will make distributions out of Available Cash to the holders of Series A Preferred units, pro rata, until all required cumulative quarterly and semi-annual distributions payable on the Series A Preferred units have been paid.

The holders of the Series A Preferred units are entitled to receive cumulative, quarterly distributions equal to the greater of \$0.528125 per unit or the amount of distributions they would have received on an as-converted basis. The distributions are payable within 60 days following the end of each quarter.

MPLX may not pay any distributions for any quarter on any junior securities, including the common units, unless the distribution payable on the Series A Preferred units for such quarter, together with any previously accrued and unpaid distributions, have been paid in full.

After payment of the cumulative quarterly and semi-annual distributions on the Series A Preferred units, Available Cash will be distributed, pro rata, to holders of common units, as of the record date selected by the general partner.

Except in the event of our dissolution and liquidation, the holder of the Special Limited Partner Interest shall not be entitled to any distributions.

#### **Liquidation Rights**

Upon dissolution of MPLX, if a liquidator is appointed, the liquidator will proceed to dispose of the assets of MPLX, discharge MPLX's liabilities, and otherwise wind up MPLX's affairs in the manner and time frame the liquidator deems appropriate, subject to the Delaware Act and the following:

- The assets may be disposed of by public or private sale or by distribution in kind to one or more partners on such terms as the liquidator and such partners may agree. The liquidator may defer the liquidation or distribution of MPLX's assets for a reasonable time if it determines that an immediate sale would be impractical or would cause undue loss to the partners.
- Liabilities of MPLX include amounts owed to the liquidator as compensation for serving in such capacity and amounts owed to partners otherwise than in respect of their distribution rights under the Partnership Agreement. With respect to any liability that is contingent, conditional, unmatured, or is otherwise not yet due and payable, the liquidator shall either settle such claim for such amount as it thinks appropriate or establish a reserve of cash or other assets to provide for its payment. When paid, any unused portion of the reserve will be distributed as additional liquidation proceeds.
- All property and all cash in excess of that required to discharge liabilities as described above and required to satisfy the Capital Accounts relating to the Series A Preferred units, will be distributed to the partners in

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accordance with, and to the extent of, the positive balances in their respective capital accounts, as determined after taking into account all capital account adjustments set forth in the Partnership Agreement for the taxable period during which liquidation occurs (as determined pursuant to Treasury Regulation Section 1.704-1(b)(2)(ii)(g)). Such distribution will be made by the end of such taxable period or, if later, within 90 days after the date of liquidation.

#### **Merger, Consolidation or Conversion or the Sale of all or Substantially All of Assets**

MPLX LP 2018 Incentive Compensation Plan, as amended (the "Plan"), MPLX GP LLC, may merge or consolidate with or convert into one or more entities (including a Delaware corporation, limited liability company, (the "Company"), trust or unincorporated business) pursuant to a merger agreement or plan of conversion approved in accordance with the Partnership Agreement.

A merger, consolidation or conversion of MPLX requires the prior consent of the general partner. The general partner must also approve the merger agreement or plan of conversion, as the case may be, which must include certain information as set forth in the Partnership Agreement. Subject to certain exceptions set forth in the Partnership Agreement and described below, once approved by the general partner, the merger agreement or plan of MPLX LP, conversion must be submitted to a Delaware limited partnership (the "Partnership") has granted to **{Participant Name}** (the "Participant"), an Employee and/vote or Officer approval by written consent of the Company, Partnership limited partners, and the merger agreement or an Affiliate, on **{Grant Date}** (the "Grant Date"), **{Number plan of Awards Granted}** Phantom Units (the "Award"), with each Phantom Unit representing the right to receive a Unit conversion will be approved upon receipt of the Partnership, subject affirmative vote or consent of the holders of a unit majority (which is the majority of voting eligible common units and Series A Preferred units, voting together as a single class (with the holders of the Series A Preferred units voting on an as-converted basis at the then-applicable Series A Conversion Rate)) except to the **terms** extent that the merger agreement or plan of conversion effects an amendment to the Partnership Agreement that requires the approval of a greater percentage of outstanding units or any class of limited partners.

The general partner may, without the vote or approval of the limited partners, consummate any merger or consolidation without the prior approval of unitholders if: (i) the general partner has received an opinion of counsel that the merger or consolidation, as the case may be, would not result in the loss of limited liability of any limited partner or cause MPLX to be treated as an association taxable as a corporation or otherwise to be taxed as an entity for federal income tax purposes; (ii) the transaction would not result in an amendment to the Partnership Agreement that could not otherwise be adopted solely by the general partner; (iii) MPLX is the surviving entity; (iv) each unit outstanding immediately prior to the transaction will be identical following the merger or consolidation; and (v) the units to be issued do not exceed 20% of MPLX's outstanding partnership securities immediately prior to the transaction.

In addition, if certain conditions in the **Plan** and this Award Agreement. The number Partnership Agreement are satisfied, the general partner may, without the vote or approval of **Phantom Units** awarded is subject the limited partners, convert MPLX or any of its subsidiaries into a new limited liability entity or merge MPLX or any of its subsidiaries into, or convey some or all of MPLX's assets to, adjustment as provided a newly formed entity if: (i) the general partner has received an opinion of counsel that the merger or conveyance would not result in the **Plan**, and loss of limited liability under the **Phantom Units** hereby granted are also subject Delaware Act of any limited partner or cause MPLX or any of its subsidiaries to be treated as an association taxable as a corporation or otherwise to be taxed as an entity for federal income tax purposes; (ii) the following terms and conditions:

**1. Relationship sole purpose of such conversion, merger or conveyance is to effect a mere change in the Plan.** This Award is subject to all legal form of the terms, conditions and provisions of the Plan and administrative interpretations thereunder, if any, that have been adopted by the Board. Except as defined in this Award Agreement, capitalized terms shall have the same meanings given to them under the Plan. To the extent that any provision of this Award Agreement conflicts with the express terms of the Plan, the terms of the Plan shall control and, if necessary, the applicable provisions of this Award Agreement shall be hereby deemed amended so as to carry out the purpose and intent of the Plan.

**2. Vesting and Forfeiture of Phantom Units.**

(a) Subject to Paragraph 3, the Phantom Units shall vest as follows:

- (i) one-third of the Phantom Units shall vest on the first anniversary of the Grant Date;
- (ii) an additional one-third of the Phantom Units shall vest on the second anniversary of the Grant Date; partnership into another limited liability entity; and
- (iii) all remaining Phantom Units shall vest on the third anniversary of the Grant Date;

provided, however, that the Participant must be in continuous Employment from the Grant Date through the applicable vesting date in order for the applicable Phantom Units to vest. If the Employment of the Participant is terminated for any reason other than one listed in subparagraph (b)(i) – (iv) of this Paragraph 2, any Phantom Units that have not vested as of the date of such termination of Employment shall be immediately forfeited to the Company.

(b) Subject to Paragraph 3, the Phantom Units shall immediately vest in full, irrespective of the limitations set forth in subparagraph (a) of this Paragraph 2, upon the occurrence of any of the following events:

- (i) the Participant's death;
- (ii) the Participant's Approved Separation, provided the Participant has been in continuous Employment from the Grant Date to the Approved Separation;

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(iii) the termination general partner determines that the governing instruments of the Participant's Employment due to Mandatory Retirement, provided new entity provide the Participant has been limited partners and the general partner with substantially the same rights and obligations as contained in continuous Employment from the Grant Date Partnership Agreement.

The general partner generally may not, without the prior approval of the holders of a unit majority, sell, exchange, or otherwise dispose of all or substantially all of the assets of MPLX and its subsidiaries, taken as a whole, in a single transaction or a series of related transactions. However, the general partner may, without the approval of the limited partners, mortgage, pledge, hypothecate, or grant a security interest in all or substantially all of the assets of MPLX and its subsidiaries, and may sell any or all of MPLX's assets in a forced sale pursuant to the Mandatory Retirement; foreclosure of, or other realization upon, any such encumbrance.

(iv)

The limited partners are not entitled to dissenters' rights of appraisal under the Participant's Qualified Termination, provided, that the Participant has been in continuous Employment from the Grant Date to the Qualified Termination.

**3. Forfeiture of Phantom Units if Award Not Timely Accepted.** This Award is conditioned upon and subject to the Participant accepting the Award by signing and delivering to the Company this Award Partnership Agreement or otherwise electronically accepting the Award applicable Delaware law in such manner as the Board may in its discretion

determine, no later than 11 months after the Grant Date. If the Participant does not timely accept this Award, all Phantom Units subject to this Award shall be forfeited to the Company. In the event of the Participant's death, conversion, merger or incapacitation prior to accepting the Award, the Company shall deem the Award as having been accepted by the Participant.

#### **4. Distribution Equivalent Right ("DER").** This Award includes a DER, the terms

Change of which are Management Provisions

Unitholders have only limited voting rights on matters set forth in this Paragraph 4. During the period between Partnership Agreement and, therefore, limited ability to influence management's decisions regarding our business. Unitholders do not elect our general partner or the Grant Date board of directors of our general partner on an annual or other continuing basis. The board of directors of our general partner is chosen by the member of our general partner, which is a wholly owned subsidiary of MPC.

In addition, the Partnership Agreement contains specific provisions that are intended to discourage a person or group from attempting to remove the general partner or otherwise change management.

Not less than 66 2/3% of the outstanding common and Series A Preferred units (on an as-converted basis at the date then-applicable Series A conversion rate), voting as a single class, including units held by our general partner and its affiliates, is required to remove our general partner.

Generally, if any person or group other than the Phantom Units are settled, general partner and its affiliates acquires beneficial ownership of 20% or more of any outstanding units of any class, the units owned by such person or group cannot be voted on any matter and will not be considered outstanding for purposes of calculating required votes, determining the presence of a quorum for other similar purposes under the Partnership Agreement. This loss of voting rights does not apply to any distributions person or group that acquires the units from the Partnership on outstanding Units general partner or its affiliates (other than MPLX) and any transferees of that person or group approved by our general partner or to any person or group who acquires the units with the prior approval of the Partnership, the Participant shall be credited with the equivalent board of all directors of the distributions that would be payable with respect our general partner. In addition, the provision does not apply to the Unit certain holders of the Partnership represented by each Phantom Unit, including any fractional Phantom Units, then credited to the Participant and the amount related to such credited distributions shall be accrued as a credit to the Participant's account on the date such distribution is made. Any additional cash or Phantom Units credited pursuant to this Paragraph 4 shall be subject to the same terms and conditions applicable to the Phantom Units to which these distributions relate, including, without limitation, the same vesting, restrictions on transfer, forfeiture, settlement, distribution, tax withholding, repayment and other terms, conditions and restrictions.

**5. Settlement and Issuance of Units.** Subject to the terms of the Plan, all vested amounts payable to the Participant Series A Preferred units in respect of the Phantom Units, including the issuance of Units their ownership of the Partnership pursuant to this Paragraph 5, shall Series A Preferred units or common units into which the Series A Preferred units may be settled in Units and for cash accruals credited under Paragraph 4 above, in cash, within 60 days following the vesting date, however, provided that any Phantom Units that vest on account converted.

Meetings of the Participant's Approved Separation, Mandatory Retirement unitholders may be called only by our general partner or Qualified Termination under Paragraphs 2(b)(ii), (iii) or (iv) shall be released and settled as provided herein, but according to the same payment timing resulting from the normal course vesting schedule set forth in Paragraph 2(a), and in such circumstance the Participant must only be in continuous Employment from the Grant Date to the applicable vesting event (i.e., the Participant's Approved Separation, Mandatory Retirement or Qualified Termination is a vesting event and not a payment event). During the period of time between the Grant Date and the date the Phantom Units settle, the Phantom Units will be evidenced by a credit to a bookkeeping account evidencing the unfunded and unsecured right unitholders owning at least 20% of the Participant to receive Units, subject to the terms and conditions applicable to the Phantom Units. Following vesting and upon the settlement date as described above, the Participant shall be entitled to receive a number of Units outstanding units of the Partnership equal to the total of the number of Phantom Units granted, with any fractional Phantom Units remaining settled in cash. Such Units shall be issued and registered in the name of the Participant. The Participant shall not have the right or be entitled to exercise any voting rights, receive distributions or have or be entitled to any rights as class for which a Partnership unitholder in respect of the Phantom Units until such time as the Phantom Units have vested and been meeting is proposed.

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#### **settled and corresponding Units**

Other provisions of the Partnership Agreement limit the ability of unitholders to acquire information about MPLX's operations or to otherwise influence the manner or direction of management.

#### **Exclusive Forum Provision**

The Partnership Agreement provides that the Court of Chancery of the State of Delaware shall be the exclusive forum for any claims, suits, actions or proceedings (i) arising out of or relating in any way to the Partnership Agreement (including any claims, suits or actions to interpret, apply or enforce the provisions of the Partnership Agreement or the duties, obligations or liabilities among our partners, or obligations or liabilities of our partners to us, or the rights or powers of, or restrictions on, our partners or us), (ii) brought in a derivative manner on our behalf, (iii) asserting a claim of breach of a duty owed by any of our, or our general partner's, directors, officers, or other employees, or owed by our general partner, to us or our partners, (iv) asserting a claim against us arising pursuant to any provision of the Delaware Act or (v) asserting a claim against us governed by the internal affairs doctrine.

Notwithstanding anything to the contrary above, the forum selection provision does not apply to any claims, actions or proceedings arising under the Securities Act of 1933, as amended, or the Exchange Act.

## Limited Call Right

If at any time our general partner and its affiliates own more than 85% of the then-issued and outstanding limited partner interests of any class, our general partner will have been issued. Notwithstanding the preceding sentence right, which it may assign in whole or in part to any of this Paragraph 5, its affiliates or to us, to acquire all, but not less than all, of the limited partner interests (but excluding the Series A Preferred units) of such class held by unaffiliated persons as of a record date to be selected by our general partner, on at least 10, but not more than 60, days' written notice.

The purchase price in the event of death, this purchase is the greater of:

- the highest cash price paid by either our general partner or any Units that are otherwise deliverable under this Award (including Units resulting from the vesting of its affiliates for any Phantom Units on account of death) will be distributed to the correlated brokerage account (or the SPS Participant Trust if an international employee) and will be subject to the designated beneficiary on file and then in effect with the recordkeeper for such brokerage (or the SPS Participant Trust, where applicable), or in the absence of a designated beneficiary, to the executor or administrator limited partner interests of the estate.

**6. Taxes.** Pursuant to class purchased within the applicable provisions of the Plan, the Company or its designated representative shall have the right to withhold applicable taxes from the Units otherwise deliverable to the Participant due to the vesting of Phantom Units pursuant to Paragraph 2, or from other compensation payable to the Participant, at the time of the vesting and delivery of such Units. Because the Participant is an employee of an Affiliate, and provides beneficial services to the Company and/or the Partnership through such employment with that Affiliate, such Affiliate as the employer of Participant shall be the designated representative for purposes of payroll administration of the Award and withholding of applicable taxes at the time of vesting.

## 7. Conditions Precedent.

This Paragraph 7 shall apply to this Award notwithstanding any other provision of this Award Agreement to the contrary. The Participant's services to the Company, the Partnership and MPC and their Affiliates (the "Company Group") are unique, extraordinary and essential to the business of the Company Group, particularly in view of the Participant's access to the confidential information and trade secrets of members of the Company Group, such as, the Company, the Partnership and MPC. Accordingly, in consideration of this Award Agreement and by accepting this Award, the Participant agrees that in order to otherwise vest in any right to payment of Phantom Units under this Award, the Participant must satisfy the following conditions to and including the vesting date and the payment date for each applicable annual installment or other applicable portion of this Award:

(a) The Participant agrees that the Participant will not, without the prior written approval of the Board, at any time during the term of the Participant's Employment and for a period of one year following 90 days preceding the date on which our general partner first mails notice of its election to purchase those limited partner interests; and

- the Participant's Employment terminates (the "Restricted Period"), directly or indirectly, serve as an officer, director, owner, contractor, consultant, or employee of any the following organizations (or any of their respective subsidiaries or divisions): BP plc; Chevron Corporation; ExxonMobil Corporation; HF Sinclair Corporation; PBF Energy Inc.; Phillips 66; Valero Energy Corporation; Buckeye Partners, L.P.; DCP Midstream Partners, L.P.; Enterprise Product Partners; Genesis Energy, L.P.; Holly Energy Partners L.P.; Magellan Midstream Partners, L.P.; Phillips 66 Partners, L.P.; Plains All American Pipeline L.P.; Western Midstream Partners, or otherwise engage current market price calculated in any business activity directly or indirectly competitive accordance with the business Partnership Agreement as of the any member of the Company Group as in effect from time to time.

(b) The Participant agrees that during the term of the Participant's Employment and for a period of one year following date three business days before the date on which the Participant's Employment terminates, notice is mailed.

As a result of our general partner's right to purchase outstanding limited partner interests, a holder of limited partner interests may have his limited partner interests purchased at a price that may be lower than market prices at various times prior to such purchase or lower than a unitholder may anticipate the Participant will not, alone or in conjunction with another party, hire, solicit for hire, aid in or facilitate the hire, or cause market price to be hired, either as an in the future.

## employee, contractor Redemption of Ineligible Holders

In order to avoid any material adverse effect on the maximum applicable rates that can be charged to customers by our subsidiaries on assets that are subject to rate regulation by the Federal Energy Regulatory Commission or consultant, any individual who is currently engaged, or was engaged analogous regulatory body, the general partner at any time during can request a transferee or a unitholder to certify or re-certify:

- that the six month period prior such event, transferee or unitholder is an individual or an entity subject to United States federal income taxation on the income generated by us; or
- that, if the transferee unitholder is an entity not subject to United States federal income taxation on the income generated by us, as an employee, contractor in the case, for example, of a mutual fund taxed as a regulated investment company or consultant a partnership, all the entity's owners are subject to United States federal income taxation on the income generated by us.

Furthermore, in order to avoid a substantial risk of cancellation or forfeiture of any member property, including any governmental permit, endorsement or other authorization, in which we have an interest as the result of the Company Group.

(c) The Participant agrees that the Participant may not, either during the Participant's Employment any federal, state or thereafter, make or encourage others to make any public statement or release any information or otherwise engage in any conduct that is intended to, or reasonably could be foreseen to, embarrass, criticize or harm the reputation or goodwill of the any member of the Company Group, or any of their employees, directors or shareholders; provided that this shall not preclude the Participant from reporting to the Company's management or directors or to the government or a regulator conduct the Participant believes to be in violation of the local law or regulation concerning the Code of Business Conduct (or similar code nationality, citizenship or rules) other related status of any member of the Company Group or responding truthfully to questions or requests for information to the government, a regulator or in a court of law in connection with a legal or regulatory investigation or proceeding.

(d) The Participant agrees and understands that the members of the Company Group own and/or control information and material which is not generally available to third parties and which the members of the Company Group consider confidential, including, without limitation, methods, products, processes, customer lists, trade secrets and other information applicable to its business and that it unitholder, our general partner may from time to time acquire, improve or produce additional methods, products, processes, customers lists, trade secrets and other information (collectively, the "Confidential Information"). The Participant acknowledges that each element of the Confidential Information constitutes a unique and valuable asset of the members of the Company Group, and that certain items of the Confidential Information have been acquired from third parties upon the express condition that such items would not be disclosed to all or certain members of the Company Group and the officers and agents thereof other than in the ordinary course of business. The Participant acknowledges that disclosure of the Confidential Information to and/or use by anyone other than in the Company, the Partnership's, or MPC's or other Company Group member's ordinary course of business would result in irreparable and continuing damage to the Company, the Partnership and/or MPC and/or other members of the Company Group. Accordingly, the Participant agrees to hold the Confidential Information in the strictest secrecy, and covenants that, during the term of the Participant's Employment or at any time thereafter, the Participant will not, without the prior written consent of the Board, directly request unitholders to certify as to, or indirectly, allow any element of the Confidential Information provide other information with respect to, be disclosed, published or used, nor permit the Confidential Information to be discussed, published or used, either by the Participant or by any third parties, except in effecting the Participant's duties for the Company, the Partnership and/or MPC and their nationality, citizenship or other Company Group members related status.

The certifications as to taxpayer status and nationality, citizenship or other related status can be changed in any manner our general partner determines is necessary or appropriate to implement its original purpose.

If a unitholder fails to furnish the certification or other requested information within 30 days or if our general partner determines, with the advice of counsel, upon review of such certification or other information that a unitholder does not meet the status set forth in the ordinary course of business.

(e) The Participant agrees that in addition certification, we will have the right to the forfeiture provisions otherwise provided for in this Award Agreement, upon the Participant's failure to satisfy in any respect of any of the conditions described in Paragraphs 7(a), (b), (c) or (d), any unvested or unpaid portion of this Award (including any otherwise vested, but unpaid portion of this Award) at the time of such failure shall be forfeited, and the rights of the Participant and the obligations of the Company under this Award Agreement shall be satisfied in full, in each case to the extent permitted by applicable law.

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## 8. Forfeiture or Repayment Resulting from Forfeiture Event.

(a) If there is a Forfeiture Event during the Participant's Employment or within two years after termination of the Participant's Employment, then the Board may, but is not obligated to, cause redeem all of the Participant's unvested Phantom Units and vested, but unpaid Phantom Units to be forfeited units held by such unitholder at the Participant and returned to the Company.

(b) If there is a Forfeiture Event either during the Participant's Employment or within two years after termination of the Participant's Employment, then with respect to Phantom Units granted under this Award Agreement that have vested and have been paid to the Participant, the Board may, but is not obligated to, require that the Participant pay to the Company an amount (the "Forfeiture Amount") up to (but not in excess of) the lesser of (i) the value of such previously vested Phantom Units market price as of the date such Phantom Units vested or (ii) the value of such previously vested Phantom Units as of three days before the date on which the Board makes a demand for payment notice of the Forfeiture Amount. Any Forfeiture Amount shall redemption is mailed.

The purchase price will be paid in cash or by the Participant within 60 days of receipt from the Company of written notice requiring payment of such Forfeiture Amount.

(c) This Paragraph 8 shall apply notwithstanding any provision of this Award Agreement to the contrary and is meant to provide the Company with rights in addition to any other remedy which may exist in law or in equity. This Paragraph 8 shall not apply to the Participant following the effective time delivery of a Change in Control.

(d) Notwithstanding the any other provision of this Award Agreement to the contrary, the Participant agrees that the Company may also require that the Participant repay to the Partnership (or the Company or an Affiliate) any compensation paid to the Participant under this Award Agreement, as is required by the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations thereunder or any other "clawback" provisions as required by law or by the applicable listing standards of the exchange on which the Units of the Partnership are listed for trading.

**9. Nonassignability.** Upon the Participant's death, the Phantom Units credited to the Participant under this Award Agreement shall be transferred to the Participant's designated beneficiary, personal representative or estate as provided in Paragraph 5. Otherwise, the Participant may not sell, transfer, assign, pledge or otherwise encumber any portion of the Phantom Units, and any attempt to sell, transfer, assign, pledge or encumber any portion of the Phantom Units shall have no effect.

**10. Nature of the Grant.** Under this Award Agreement, the Participant is subject to condition that this Award of Phantom Units is voluntary and occasional and this Award Agreement does not create any contractual or other right to receive future Awards of Phantom Units, or benefits in lieu of Phantom Units even if Phantom Units have been awarded repeatedly in the past.

**11. No Employment Guaranteed.** Nothing in this Award Agreement shall give the Participant any rights to (or impose any obligations for) continued Employment by the Company or any Affiliate or successor, nor shall it give

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such entities any rights (or impose any obligations) with respect to continued performance of duties by the Participant.

**12. Modification of Agreement.** Any modification of this Award Agreement shall be binding only if evidenced in writing and signed by an authorized representative of the Company, provided that no modification may, without the consent of the Participant, adversely affect the rights of the Participant hereunder.

**13. Specified Employee; Section 409A of the Code.** This Award is intended to comply with or be exempt from the requirements of Section 409A of the Code. Notwithstanding the foregoing or any other provision of this Award to the contrary, if the Participant is a "specified employee" within the meaning of Section 409A of the Code **promissory note**, as determined by our general partner. Any such promissory note will bear interest at the Company **rate of 5% annually** and be payable in accordance with its established policy, any **settlement** **three equal annual installments** of any amount in this Award Agreement which would be a payment of deferred compensation within the meaning of Section 409A of the Code with respect to the Participant as a result of the Participant's separation from service as defined under Section 409A of the Code (other than as a result of death) **principal** and which would otherwise be paid within six months of the Participant's separation from service shall be paid on the date that is **accrued interest**, commencing one **day** **year** after the earlier **redemption date**. Further, the units will not be entitled to any allocations of (i) the date that is six months after the Participant's separation from service income or (ii) the date that otherwise complies with the requirements of Section 409A of the Code. In addition, notwithstanding any provision of the Plan **loss, distributions** or this Award Agreement to the contrary, any settlement of the Phantom Units granted in this Award Agreement that would be a payment of deferred compensation within the meaning of Section 409A of the Code with respect to the Participant and is a settlement as a result of the Participant's separation from service in connection with a Change in Control, the term "Change in Control" under the Plan shall mean a change in ownership or change in effective control for purposes of Section 409A of the Code. The payment of each amount under this Award Agreement is deemed as a "separate payment" for purposes of Section 409A of the Code. For all purposes under this Award, "termination of Employment" and similar terms shall mean "separation from service" as defined and determined under Section 409A of the Code. **voting rights while held by such unitholder.**

**14. Definitions.** For purposes of this Award Agreement:

**"Approved Separation"** means termination of Employment on or after the date the Participant has attained age 55 and completed five years of Employment, provided, that, the termination of Employment occurs no earlier than the later of: (a) six month anniversary of the Grant Date; and (b) 90 days after the Participant has provided notice to the Committee or its delegate of the date of his or her termination of Employment. The Committee may, in its sole discretion, waive the notice requirement under clause (b) of the preceding sentence if the Participant is an Employee under its purview for the grant and administration of the Award, and the Chief Executive Officer of MPC may, in his or her sole discretion, waive the notice requirement under clause (b) of the preceding sentence if the Participant is an Employee not under the Committee's purview for the grant and administration of the Award.

**"Employment"** means employment with the Company or any of its subsidiaries or Affiliates including but not limited to MPC and its subsidiaries and Affiliates. The length of any period of Employment shall be determined by the Company or the subsidiary or Affiliate that either (a) employs the Participant or (b) employed the Participant immediately prior to the Participant's termination of Employment.

**"Forfeiture Event"** means the occurrence of at least one of the following events: (a) the Partnership is required, pursuant to a determination made by the Securities and Exchange Commission or by the Board, or an authorized subcommittee of the Board, to prepare a material accounting restatement due to the noncompliance of the Partnership with any financial reporting requirement under applicable securities laws as a result of misconduct, and the Board determines that (i) the Participant knowingly engaged in the misconduct, (ii) the Participant was grossly negligent with respect to such misconduct or (iii) the Participant knowingly or grossly negligently failed to prevent the misconduct or (b) the Board concludes that the Participant engaged in fraud, embezzlement or other similar misconduct materially detrimental to the Company or the Partnership.

**"Mandatory Retirement"** means termination of Employment as a result of the Company's or an Affiliate's policy, if any, in effect at the time of the Grant Date, requiring the mandatory retirement of officers and/or other employees upon reaching a certain age or milestone.

**"MPC"** means Marathon Petroleum Corporation or its successor.

**"Qualified Termination"** for purposes of this Award Agreement shall have the same definition as under the MPLX LP Executive Change in Control Severance Benefits Plan, as in effect on the Grant Date, and such definition and associated terms are hereby incorporated into this Award Agreement by reference.

MPLX GP LLC

By:

\_\_\_\_\_  
Authorized Officer

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Exhibit 21.1

MPLX LP  
LIST OF SUBSIDIARIES  
as of **December 31, 2022** **December 31, 2023**

<u>Name of Subsidiary</u>	<u>Jurisdiction of Organization/Incorporation</u>
ADCC Pipeline, LLC	Delaware
Andeavor Field Services LLC	Delaware
Andeavor Gathering I LLC	Delaware
Andeavor Logistics CD LLC	Delaware
Andeavor Logistics GP LLC	Delaware
Andeavor Logistics LP	Delaware
* Andeavor Logistics Rio Pipeline LLC	Delaware
Andeavor Midstream Partners GP LLC	Delaware
Andeavor Midstream Partners LP	Delaware
Andeavor Midstream Partners Operating LLC	Delaware
Andeavor MPL Holdings LLC	Delaware
Asphalt Terminals LLC	Delaware
* Bakken Pipeline Investments LLC	Delaware
* BANGL Operating, LLC	Delaware
* BANGL, LLC	Delaware
Blanchard Terminal Company LLC	Delaware
Canton Refining Logistics LLC	Delaware
Catlettsburg Refining Logistics LLC	Delaware
Centrahoma Processing LLC	Delaware
* Dakota Access Holdings LLC	Delaware
* Dakota Access Truck Terminals, LLC	Delaware
* Dakota Access, LLC	Delaware
* Delaware Basin Residue, LLC	Delaware
* Delek W2W, LLC	Delaware
Detroit Refining Logistics LLC	Delaware
* Eastern Gulf Crude Access, LLC	Delaware
* Energy Transfer Crude Oil Company, LLC	Delaware
* Enstor Waha Storage and Transportation, L.P.	Texas
* EO Resources, LLC	Oregon
* ETCO Holdings LLC	Delaware
* Explorer Pipeline Company	Delaware
Galveston Bay Refining Logistics LLC	Delaware
Garyville Refining Logistics LLC	Delaware
Green River Processing, LLC	Delaware
Guilford County Terminal Company, LLC	North Carolina
Hardin Street Marine LLC	Delaware

Hardin Street Transportation LLC	Delaware
* Illinois Extension Pipeline Company, L.L.C.	Delaware
* Jefferson Gas Gathering Company, L.L.C.	Delaware
Lincoln Pipeline LLC	Delaware
* LOCAP LLC	Delaware
* LOOP LLC	Delaware
Marathon Pipe Line LLC (d/b/a Marathon Pipe Line (Delaware) LLC)	Delaware
* MarEn Bakken Company LLC	Delaware
MarkWest Agua Blanca Pipeline, L.L.C.	Delaware
MarkWest Bluestone Ethane Pipeline, L.L.C.	Delaware
MarkWest Delaware Basin Gas Company, L.L.C.	Delaware
* MarkWest EMG Jefferson Dry Gas Gathering Company, L.L.C.	Delaware
MarkWest Energy East Texas Gas Company, L.L.C.	Delaware
MarkWest Energy Finance Corporation	Delaware
MarkWest Energy Operating Company, L.L.C.	Delaware
MarkWest Energy Partners, L.P.	Delaware
MarkWest Energy South Texas Gas Company, L.L.C.	Delaware
MarkWest Energy West Texas Gas Company, L.L.C.	Delaware
MarkWest Hydrocarbon, L.L.C.	Delaware
MarkWest Liberty Bluestone, L.L.C.	Delaware
MarkWest Liberty Ethane Pipeline, L.L.C.	Delaware
MarkWest Liberty Gas Gathering, L.L.C.	Delaware
MarkWest Liberty Midstream & Resources, L.L.C.	Delaware
MarkWest Liberty NGL Pipeline, L.L.C.	Delaware
MarkWest Mariner Pipeline, L.L.C.	Delaware
* MarkWest Ohio Fractionation Company, L.L.C.	Delaware
MarkWest Oklahoma Gas Company, L.L.C.	Oklahoma
MarkWest Panola Pipeline, L.L.C.	Texas
MarkWest Panola Utility Company, L.L.C.	Delaware
MarkWest Pioneer, L.L.C.	Delaware
MarkWest Pipeline Company, L.L.C.	Texas
* MarkWest POET, L.L.C.	Delaware
MarkWest Ranger Pipeline Company, L.L.C.	Delaware
MarkWest Texas PNG Utility, L.L.C.	Texas
* MarkWest Tornado GP, L.L.C.	Delaware
* MarkWest Utica EMG, L.L.C.	Delaware
MarkWest Utica Operating Company, L.L.C.	Delaware
* Matterhorn Express Pipeline, LLC	Delaware
* Midwest Connector Capital Company LLC	Delaware
* Minnesota Pipe Line Company, LLC	Delaware
* MPL Investments, Inc.	Delaware
MPL Louisiana Holdings LLC	Delaware
MPLX Alaska LLC	Delaware

MPLX Alaska Logistics LLC	Delaware
MPLX DAPLETCO Holdings LLC	Delaware
MPLX Delaware Basin LLC	Delaware
MPLX Fuels Distribution LLC	Delaware
MPLX Operations LLC	Delaware
MPLX Ozark Pipe Line LLC	Delaware
MPLX Pipe Line Holdings LLC	Delaware
MPLX Refining Logistics LLC	Delaware
MPLX Terminal and Storage LLC	Delaware
MPLX Terminals LLC	Delaware
* MPLX W2W Pipeline Holdings LLC	Delaware
MPLXIF LLC	Delaware
Mt. Airy Terminal LLC	Delaware
Mule Sidetracks, L.L.C.	Delaware
Mule Tracts, L.L.C.	Delaware
MWE GP LLC	Delaware
* Ohio Condensate Company, L.L.C.	Delaware
* Ohio Gathering Company, L.L.C.	Delaware
Ohio River Pipe Line LLC	Delaware
* Panola Pipeline Company, LLC	Texas
* PNAC, LLC	Nevada
* Rendezvous Gas Services, L.L.C.	Wyoming
Rendezvous Pipeline Company, LLC	Colorado
Robinson Refining Logistics LLC	Delaware
* Sakakawea Area Spill Response LLC	Delaware
* Sherwood Midstream Holdings LLC	Delaware
* Sherwood Midstream LLC	Delaware
Tesoro Alaska Pipeline Company LLC	Delaware
Tesoro Alaska Terminals LLC	Delaware
Tesoro Great Plains Gathering & Marketing LLC	Delaware
Tesoro Great Plains Midstream LLC	Delaware
Tesoro High Plains Pipeline Company LLC	Delaware
Tesoro Logistics Finance Corp.	Delaware
Tesoro Logistics Northwest Pipeline LLC	Delaware
Tesoro Logistics Operations LLC	Delaware
Tesoro Logistics Pipelines LLC	Delaware
Tesoro SoCal Pipeline Company LLC	Delaware
* Three Rivers Gathering, LLC	Delaware
* Uintah Basin Field Services, L.L.C.	Delaware
* W2W Finance LLC	Delaware
* W2W Holdings LLC	Delaware
* Waha Gas Storage, LLC	Delaware
* West Relay Gathering Company, L.L.C.	Delaware

MarkWest Texas PNG Utility, L.L.C.		Texas
MarkWest Tornado GP, L.L.C.	Delaware	
MarkWest Utica Operating Company, L.L.C.	Delaware	
MPL Louisiana Holdings LLC	Delaware	
MPLX Delaware Basin LLC	Delaware	
MPLX Fuels Distribution LLC	Delaware	
MPLX Operations LLC	Delaware	
MPLX Ozark Pipe Line LLC	Delaware	
MPLX Terminal and Storage LLC	Delaware	
MPLX Terminals LLC	Delaware	
MPLXIF LLC	Delaware	
Mt. Airy Terminal LLC	Delaware	
MWE GP LLC	Delaware	
Ohio River Pipe Line LLC	Delaware	
Rendezvous Pipeline Company, LLC	Colorado	
Robinson Refining Logistics LLC	Delaware	
Tesoro Alaska Pipeline Company LLC	Delaware	
Tesoro Alaska Terminals LLC	Delaware	
Tesoro Great Plains Gathering & Marketing LLC (d/b/a Patterson Rail Terminal)	Delaware	
Tesoro Great Plains Midstream LLC	Delaware	
Tesoro High Plains Pipeline Company LLC	Delaware	
Tesoro Logistics Finance Corp.	Delaware	
Tesoro Logistics Northwest Pipeline LLC	Delaware	
Tesoro Logistics Operations LLC	Delaware	
Tesoro Logistics Pipelines LLC	Delaware	
Tesoro SoCal Pipeline Company LLC	Delaware	
West Relay Gathering Company, L.L.C.	Delaware	
Western Refining Conan Gathering, LLC	Delaware	
	Western Refining Delaware Basin Storage, LLC	Delaware
	Western Refining Logistics GP, LLC	Delaware
	Western Refining Logistics, LP	Delaware
	Western Refining Pipeline, LLC	New Mexico
	Western Refining Terminals, LLC	Delaware
* Whistler Pipeline LLC	Delaware	
* Wink to Webster Pipeline LLC	Delaware	
WNRL Energy GP, LLC	Delaware	
WNRL Energy, LLC	Delaware	
Woodhaven Cavern LLC	Delaware	

\* Indicates a company that is not wholly owned, directly or indirectly, by MPLX LP.

Exhibit 23.1

#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-248443, 333-271922, 333-230172 and 333-211397) and Form S-8 (Nos. 333-223599, 333-222474 and 333-184707) of MPLX LP of our report dated **February 23, 2023** **February 28, 2024** relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Toledo, Ohio  
February 23, 2023 28, 2024

**Exhibit 24.1**

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each of the undersigned officers and directors of MPLX GP LLC, a Delaware limited liability company and general partner of MPLX LP, a Delaware limited partnership (the "Registrant"), does hereby constitute and appoint Michael J. Hennigan, **John J. Quaid**, **C. Kristopher Hagedorn** and Kelly D. Wright, and each of them, as his or her true and lawful attorney or attorneys-in-fact, with full power of substitution and revocation, for each of the undersigned and in the name, place, and stead of each of the undersigned, to sign on behalf of each of the undersigned an Annual Report of the Registrant on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023** pursuant to Section 13 of the Securities Exchange Act of 1934 and to sign any and all amendments to such Annual Report, and to file the same, with all exhibits thereto, and other documents in connection therewith including, without limitation, a Form 12b-25, with the Securities and Exchange Commission, granting to said attorney or attorneys-in-fact, and each of them, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue thereof.

This power of attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

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IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the **23rd** **28th** day of February **2023**.

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2024.

Signature	Title
/s/ Michael J. Hennigan Michael J. Hennigan	Chairman, President and Chief Executive Officer of MPLX GP LLC (the general partner of MPLX LP) (principal executive officer)
/s/ John J. Quaid C. Kristopher Hagedorn John J. Quaid C. Kristopher Hagedorn	Director, Executive Vice President and Chief Financial Officer of MPLX GP LLC (the general partner of MPLX LP) (principal financial officer)
/s/ Kelly D. Wright Kelly D. Wright	Vice President and Controller of MPLX GP LLC (the general partner of MPLX LP) (principal accounting officer)
/s/ Christine S. Breves Christine S. Breves	Director of MPLX GP LLC (the general partner of MPLX LP)
/s/ Christopher A. Helms Christopher A. Helms	Director of MPLX GP LLC (the general partner of MPLX LP)
/s/ Maryann T. Mannen Maryann T. Mannen	Director of MPLX GP LLC (the general partner of MPLX LP)
/s/ Garry L. Peiffer Garry L. Peiffer	Director of MPLX GP LLC (the general partner of MPLX LP)
/s/ Dan D. Sandman John J. Quaid Dan D. Sandman John J. Quaid	Director of MPLX GP LLC (the general partner of MPLX LP)
/s/ Frank M. Semple Frank M. Semple	Director of MPLX GP LLC (the general partner of MPLX LP)
/s/ J. Michael Stice J. Michael Stice	Director of MPLX GP LLC (the general partner of MPLX LP)
/s/ John P. Surma John P. Surma	Director of MPLX GP LLC (the general partner of MPLX LP)

Exhibit 31.1

**CERTIFICATION PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Michael J. Hennigan, certify that:

1. I have reviewed this report on Form 10-K of MPLX LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **February 23, 2023** **February 28, 2024**

*/s/ Michael J. Hennigan*

Michael J. Hennigan

Chairman of the Board, President and Chief Executive Officer of MPLX GP LLC (the general partner of MPLX LP)

**Exhibit 31.2**

**CERTIFICATION PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, **John J. Quaid**, **C. Kristopher Hagedorn**, certify that:

- 1. I have reviewed this report on Form 10-K of MPLX LP;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2023 February 28, 2024

/s/ John J. Quaid C. Kristopher Hagedorn

John J. Quaid C. Kristopher Hagedorn

Executive Vice President and Chief Financial Officer of MPLX GP LLC (the general partner of MPLX LP)

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of MPLX LP (the "Partnership") on Form 10-K for the year ended December 31, 2022 December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Hennigan, Chairman of the Board, President and Chief Executive Officer of MPLX GP LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: February 23, 2023 February 28, 2024

/s/ Michael J. Hennigan

Michael J. Hennigan

Chairman of the Board, President and Chief Executive Officer of MPLX GP LLC (the general partner of MPLX LP)

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of MPLX LP (the "Partnership") on Form 10-K for the year ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, **John J. Quaid**, **C. Kristopher Hagedorn**, Executive Vice President and Chief Financial Officer of MPLX GP LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: **February 23, 2023** **February 28, 2024**

/s/ John J. Quaid C. Kristopher Hagedorn

**John J. Quaid C. Kristopher Hagedorn**

Executive Vice President and Chief Financial Officer of MPLX GP LLC (the general partner of MPLX LP)

Exhibit 97.1

**MPLX LP**

## **OFFICER COMPENSATION CLAWBACK POLICY**

### **1. Purpose**

The purpose of this Officer Compensation Clawback Policy ("Policy") is to set forth the policy of MPLX LP (the "Company") on recouping compensation from certain of the Company's officers and other designated individuals upon the occurrence of specified events. This Policy consolidates (a) in Section 4, certain specific recoupment provisions under the Company's long-term incentive programs and (b) in Section 5, the requirements under Section 10D of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rule 10D-1 promulgated under the Exchange Act ("Rule 10D-1") and the listing standards and other rules and requirements (including Section 303A.14) of the New York Stock Exchange (the "Listing Standards") (such requirements, the "NYSE Clawback Requirements"). The applicable provisions of this Policy implementing the NYSE Clawback Requirements are generally referred to as the "NYSE Clawback Provisions."

Notwithstanding anything in this Policy to the contrary, this Policy is at all times subject to interpretation and operation in accordance with the final rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "SEC"), Rule 10D-1, the Listing Standards, and any applicable SEC or New York Stock Exchange guidance or interpretations issued from time to time regarding the NYSE Clawback Requirements (collectively, the "Final Requirements"). To the extent this Policy is in any manner deemed inconsistent with such Final Requirements, this Policy shall be treated as retroactively amended to be compliant with such Final Requirements.

### **2. Administration**

Except as specifically set forth herein, but subject to the Final Requirements, this Policy shall be administered by a committee (the "Committee") comprised of the independent directors of the Company's Board of Directors (the "Board"). The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy, including the authority to correct any defect, supply any omission or reconcile any ambiguity, inconsistency or conflict in this Policy, subject to the Final Requirements. Any determinations made by the Committee under the terms of the Policy shall be final and binding on all affected individuals and need not be uniform with respect to each individual covered by the Policy. In the administration of this Policy, the Committee is authorized and directed to consult with the full Board or such other committees of the Board, such as the Audit Committee, as may be necessary or appropriate as to matters within the scope of such other committee's responsibility and authority, subject to the Final Requirements. Subject to any limitation of applicable law, the Committee may authorize and empower any officer or employee of the Company or its subsidiaries to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee). Questions regarding this Policy should be directed to the Company's General Counsel.

### **3. Definitions**

As used in this Policy, the following additional terms shall have the meanings herein specified:

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**"Accounting Restatement"** means an accounting restatement of the Company's financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

**"Applicable Period"** means the three completed fiscal years immediately preceding the date on which the Company is required to prepare an Accounting Restatement, as well as any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years (except that a transition period between the last day of the Company's previous fiscal year and the first day of its new fiscal year end that comprises a period of at least nine (but no more than 12) months shall count as a completed fiscal year). The "date on which the Company is required to prepare an Accounting Restatement" is the earlier to occur of (a) the date the Board or the Audit Committee concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement or (b) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement, in each case regardless of if or when the restated financial statements are filed.

**"Covered Officer"** means (a) all current and former Executive Officers and (b) any other current or former employee of the Company or any of its subsidiaries or affiliates who, due to the nature of his or her role or responsibilities, has been deemed a "Designated Position" or an "Executive Resource" by the Compensation and Organization Development Committee of the Board of Directors of Marathon Petroleum Corporation.

**"Effective Date"** means October 2, 2023.

**"Erroneously Awarded Compensation"** has the meaning set forth in Section 5.2 of this Policy.

**"Executive Officer"** has the meaning set forth in Rule 10D-1.

**"Financial Reporting Measure"** is any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure. Financial Reporting Measures include but are not limited to the following (and any measures derived from the following): unit price; total unitholder return ("TUR"); revenues; net income; operating income; profitability of one or more reportable segments; financial ratios; earnings before interest, taxes, depreciation and amortization ("EBITDA"); funds from operations and adjusted funds from operations; liquidity measures; return measures; earnings measures; any of such financial reporting measures relative to a peer group, where the Company's financial reporting measure is subject to an Accounting Restatement; and tax basis income. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the SEC.

**"Forfeiture Event"** has the meaning set forth in Section 4.1 of this Policy.

**"Incentive-Based Compensation"** means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure. For purposes of clarity, Incentive-Based Compensation includes compensation that is in any plan, other than tax-qualified

retirement plans, including long term disability, life insurance, and supplemental executive retirement plans, and any other compensation that is based on such Incentive-Based Compensation, such as earnings accrued on notional amounts of Incentive-Based Compensation contributed to such plans.

**"LTI Awards"** means awards granted under the MPLX LP 2018 Incentive Compensation Plan and any successor plan(s) or alternative arrangements, including without limitation: options, unit appreciation rights, restricted units, phantom units, units and other unit-based awards, profits interest units, performance-based awards of cash or units, and other rights, interests or options relating to units or other property (including cash).

#### **4. Recoupment of Compensation upon Occurrence of a Forfeiture Event**

**4.1 Forfeiture Event.** A "Forfeiture Event" with respect to a Covered Officer occurs if:

(a) The Company is required to prepare an Accounting Restatement as a result of misconduct, and the Committee determines that (i) such Covered Officer knowingly engaged in the misconduct, (ii) such Covered Officer was grossly negligent with respect to such misconduct, or (iii) such Covered Officer knowingly or grossly negligently failed to prevent the misconduct; or

(b) The Committee concludes that such Covered Officer engaged in fraud, embezzlement or other similar misconduct materially detrimental to the Company.

**4.2 Compensation Covered.** This Section 4 applies to each LTI Award granted on or after the Effective Date to an individual who is a Covered Officer on the date of grant.

**4.3 Reserved.**

**4.4 Recoupment of LTI Awards.** Upon the occurrence of a Forfeiture Event with respect to such Covered Officer, the Committee may, but is not obligated to, require recoupment from such Covered Officer of an amount up to the sum of all LTI Awards granted to, held by, earned by, or settled with respect to, such Covered Officer during the fiscal year the misconduct occurred. The Committee may effect this recoupment using any or all of the following methods, or any other methods, as it deems appropriate in its sole discretion:

(a) In the case of unsettled LTI Awards, cause some or all of such LTI Awards to be forfeited by such Covered Officer;

(b) In the case of LTI Awards previously settled in cash, require that such Covered Officer pay to the Company an amount up to (but not in excess of) the amount paid in such settlements; and

(c) In the case of LTI Awards previously settled in shares or units, require that such Covered Officer pay to the Company an amount up to (but not in excess of) the lesser of (i) the value of such previously settled LTI Awards as of the date such awards were settled or (ii) the value of such previously settled LTI Awards as of the last trading day prior to the date on which the Company makes a demand for payment.

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**4.5 Timing of Recoupment.** Unless otherwise determined by the Committee, any amount payable by such Covered Officer under this Section 4 shall be paid by such Covered Officer within 60 days of receipt from the Company of written notice requiring payment.

**4.6 Effect of Change in Control.** Notwithstanding the foregoing, this Section 4 shall not apply to any Covered Officer following the effective time of a Change in Control of the Company (as defined in the MPLX LP Executive Change in Control Severance Benefits Plan, or any successor plan(s), program(s) or arrangement(s)).

**5. NYSE Clawback Provisions**

**5.1 Accounting Restatement.** Notwithstanding Section 4 of this Policy, and subject to Section 5.5 of this Policy, in the event the Company is required to prepare an Accounting Restatement, the Company shall, reasonably promptly, recoup the amount of any Erroneously Awarded Compensation Received by each Executive Officer during the Applicable Period.

**5.2 Compensation Covered.** This Section 5 applies to Incentive-Based Compensation Received by an Executive Officer on or after the Effective Date (a) after beginning services as an Executive Officer, (b) if that person served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation, and (c) while the Company had a class of securities listed on a national securities exchange or national securities association. Incentive-Based Compensation is "Received" for purposes of this Policy in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of such Incentive-Based Compensation occurs after the end of that period.

**5.3 Determination of Erroneously Awarded Compensation.**

(a) The amount of "Erroneously Awarded Compensation" subject to recovery under this Section 5 is the amount of Incentive-Based Compensation Received by the Executive Officer during the Applicable Period that exceeds the amount of Incentive-Based Compensation that would have been Received by the Executive Officer during such Applicable Period had it been determined based on the restated amounts.

(b) Erroneously Awarded Compensation shall be computed without regard to any taxes paid.

(c) With respect to any compensation plans or programs that take into account Incentive-Based Compensation, the amount of Erroneously Awarded Compensation subject to recovery hereunder includes, but is not limited to, the amount contributed to any notional account based on Erroneously Awarded Compensation and any earnings accrued to date on that notional amount.

(d) For Incentive-Based Compensation based on unit price or TUR: (i) the amount of Erroneously Awarded Compensation shall be based on a reasonable estimate of the effect of the Accounting Restatement on the unit price or TUR upon which the Incentive-Based Compensation was Received; and (ii) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the New York Stock Exchange.

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5.4 Timing and Method of Recoupment. Subject to the Final Requirements, the Committee shall determine, in its sole discretion, the timing and method for reasonably promptly recouping Erroneously Awarded Compensation hereunder, which methods may include without limitation (a) seeking reimbursement of all or part of any cash or equity-based award, (b) cancelling prior cash or equity-based awards, whether vested or unvested or paid or unpaid, (c) forfeiture of deferred compensation, subject to compliance with Section 409A of the Internal Revenue Code and the regulations promulgated thereunder and (d) any other method authorized by applicable law or contract. Subject to the Final Requirements and compliance with any applicable law, the Company may affect recovery under this Policy from any amount otherwise payable to the Executive Officer, including amounts payable to such individual under any otherwise applicable Company plan or program, including base salary, bonuses or commissions and compensation previously deferred by the Executive Officer.

5.5 Recoupment Required; Exclusions. The Company is required pursuant to this Policy to recoup Erroneously Awarded Compensation from an Executive Officer in compliance with this Policy unless the Committee has determined that recovery would be impracticable solely for the following limited reasons, and subject to the following procedural and disclosure requirements:

(a) The direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation from such Executive Officer for this reason, the Committee must make a reasonable attempt to recover such Erroneously Awarded Compensation from such Executive Officer, document such reasonable attempt(s) to recover and provide that documentation to the New York Stock Exchange;

(b) Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation from such Executive Officer for this reason, the Company must satisfy the applicable opinion and disclosure requirements of the Final Requirements; or

(c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder. For purposes of clarity, this reason only applies to tax-qualified retirement plans and does not apply to other plans, including long term disability, life insurance, and supplemental executive retirement plans, or any other compensation that is based on Incentive-Based Compensation in such plans, such as earnings accrued on notional amounts of Incentive-Based Compensation contributed to such plans.

5.6 No Indemnification of Executive Officers. Notwithstanding the terms of any indemnification or insurance policy or any contractual arrangement with any Executive Officer that may be interpreted to the contrary, or otherwise, the Company shall not indemnify any Executive Officer against the loss of any Erroneously Awarded Compensation, including any payment or reimbursement for the cost of insurance purchased by any Executive Officer to fund potential clawback obligations under this Policy.

## 6. Indemnification of Committee and Board

Any members of the Committee, and any other members of the Board who assist in the administration of this Policy, shall not be personally liable for any action, determination or interpretation made with respect to this Policy and, subject to the Final Requirements, shall be fully indemnified by the Company.

to the fullest extent under applicable law and Company policy with respect to any such action, determination or interpretation. Subject to the Final Requirements, the foregoing sentence shall not limit any other rights to indemnification of the members of the Board under applicable law or Company policy.

## **7. Amendment; Termination**

The Board may amend, modify, supplement, rescind or replace all or any portion of this Policy at any time and from time to time in its discretion, and shall amend this Policy as it deems necessary to comply with applicable law or any rules or standards adopted by a national securities exchange on which the Company's securities are listed, all subject to the Final Requirements.

## **8. Other Recoupment Rights, Terms and Conditions**

**8.1 Additional Rights.** The Board intends that this Policy shall be applied to the fullest extent of the law. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company under applicable law or pursuant to the terms of any similar policy in any employment agreement, bonus plan, incentive compensation plan, long-term incentive award agreement, or similar agreement and any other legal remedies available to the Company.

**8.2 Relationship of this Policy to Prior Clawback Policy.** The clawback provisions under Section 4 of this Policy represent an amendment, restatement and continuation of the Company's clawback policies and provisions in effect prior to the Effective Date and applicable under certain circumstances described therein (the "Prior Clawback Policy"). This Policy continues, uninterrupted, but as modified hereby, the Prior Clawback Policy. For purposes of clarification, to the extent any compensation or other amounts or Executive Officers are covered by or subject to the NYSE Clawback Provisions by this Policy's terms, Section 4 of this Policy will operate only after, and as a supplement to (as opposed to superseding and/or replacing), the NYSE Clawback Provisions regarding such compensation or other amounts or Executive Officers.

**8.3 Not Intended to Limit Other Claims.** Nothing contained in this Policy, and no recoupment or recovery as contemplated by this Policy, shall limit any claims, damages or other legal remedies the Company or any of its affiliates may have against a Covered Officer arising out of or resulting from any actions or omissions by such Covered Officer.

**8.4 No Duplicative Recovery.** To the extent that recovery of Erroneously Awarded Compensation is achieved under the NYSE Clawback Provisions of this Policy (or otherwise under the Final Requirements), then the Committee will credit the amount an applicable Executive Officer has already reimbursed the Company against the amount subject to recovery under the remainder of this Policy. Also, to the extent that recovery of compensation or other amounts is achieved under 15 U.S.C. 7243 (Section 304 of the Sarbanes-Oxley Act of 2002), then the Committee will credit the amount an applicable Covered Officer has already reimbursed the Company against the amount subject to recovery under Section 4 of this Policy.

## **9. Successors**

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This Policy shall be binding and enforceable against all Covered Officers and Executive Officers and their respective beneficiaries, heirs, executors, administrators or other legal representatives.

## **10. Exhibit Filing Requirement; Other Disclosure Requirements**

A copy of this Policy and any amendments thereto shall be posted on the Company's website and filed as an exhibit to the Company's annual report on Form 10-K. Otherwise, this Policy, and any recovery of compensation or other amounts by the Company pursuant to this Policy that is required to be disclosed in the Company's filings with the SEC, will be disclosed as required by the Securities Act of 1933, as amended, the Exchange Act, and related rules and regulations, including the Final Requirements.



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