
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 3
to

SCHEDULE 13E-3

**RULE 13e-3 TRANSACTION STATEMENT
(Under Section 13(e) of the Securities Exchange Act of 1934)**

ANTERO MIDSTREAM PARTNERS LP

(Name of the Issuer)

Antero Midstream Partners GP LLC
Antero Midstream GP LP
AMGP GP LLC
Antero IDR Holdings LLC
Arkrose Midstream Preferred Co LLC
Arkrose Midstream Newco Inc.
Arkrose Midstream Merger Sub LLC
Antero Resources Corporation
Warburg Pincus Private Equity VIII, L.P.
Warburg Pincus Netherlands Private Equity VIII C.V. I
WP-WPVIII Investors, L.P.
Warburg Pincus Private Equity X O&G, L.P.
Warburg Pincus X Partners, L.P.
WP-WPVIII Investors GP L.P.
Warburg Pincus X, L.P.
Warburg Pincus X GP L.P.
WPP GP LLC
Warburg Pincus Partners, L.P.
Warburg Pincus Partners GP LLC
Warburg Pincus & Co.
Warburg Pincus LLC
Charles R. Kaye
Joseph P. Landy
Yorktown Energy Partners V, L.P.
Yorktown Energy Partners VI, L.P.
Yorktown Energy Partners VII, L.P.
Yorktown Energy Partners VIII, L.P.
Paul Rady
Mockingbird Investments LLC
Glen C. Warren, Jr.
Canton Investment Holdings LLC
(Name of Person(s) Filing Statement)

Common Units Representing Limited Partner Interests
(Title of Class of Securities)

03673L 103

(CUSIP Number of Class of Securities)

Glen C. Warren, Jr.
1615 Wynkoop Street
Denver, Colorado 80202
(303) 357-7310

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

Copies to:

Douglas E. McWilliams
Lande A. Spottswood
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002-6760
713-758-2222

This statement is filed in connection with (check the appropriate box):

- (a) The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- (b) The filing of a registration statement under the Securities Act of 1933.
- (c) A tender offer.
- (d) None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

Transaction Valuation*

Amount of Filing Fee**

* **Calculated solely for the purpose of determining the filing fee.** The Transaction Value was calculated as follows: the product of (a) \$29.73, the average of the high and low prices of the common units of Antero Midstream Partners LP ("AM") as reported on the New York Stock Exchange on November 1, 2018 and (b) 187,050,402, the estimated maximum number of common units of AM that may be exchanged for the merger consideration in the merger of AM with a wholly owned subsidiary of Antero Midstream GP LP ("AMGP").

** In accordance with Rule 0-11(c)(1), the filing fee was calculated by multiplying 0.0001212 by the Transaction Valuation.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$673,995

Filing Party: Antero Midstream GP LP

Form or Registration No.: Form S-4 (Registration No. 333-228156)

Date Filed: November 5, 2018

INTRODUCTION

This Amendment No. 3 (this “Amendment”) to Rule 13e-3 Transaction Statement on Schedule 13E-3 (this “Schedule”) is being filed by: (1) (a) Antero Midstream Partners LP (“AM”), the issuer of common units representing limited partner interests in AM that are the subject of the Rule 13e-3 transaction, (b) Antero Midstream Partners GP LLC, the general partner of AM (“AMP GP,” and, together with AM, the “AM Parties”), (2) (a) Antero Midstream GP LP (“AMGP”), (b) AMGP GP LLC, the general partner of AMGP (“AMGP GP”), (c) Antero IDR Holdings LLC (“IDR Holdings”), (d) Arkrose Midstream Preferred Co LLC (“Preferred Co”), (e) Arkrose Midstream Newco Inc. (“NewCo”), (f) Arkrose Midstream Merger Sub LLC (“Merger Sub,” and together with AMGP, AMGP GP, IDR Holdings, Preferred Co and NewCo, the “AMGP Parties”), (3) Antero Resources Corporation (“Antero Resources”), (4) (a) Warburg Pincus Private Equity VIII, L.P. (“WPPE”), (b) Warburg Pincus Netherlands Private Equity VIII C.V. I (“WPNPE”), (c) WP-WPVIII Investors, L.P. (“WPWP”), (d) Warburg Pincus Private Equity X O&G, L.P. (“WPPEX”), (e) Warburg Pincus X Partners, L.P. (“WPXP”), (f) WP-WPVIII Investors GP L.P. (“WPWP GP”), (g) Warburg Pincus X, L.P. (“WPX”), (h) Warburg Pincus X GP L.P. (“WPX GP”), (i) WPP GP LLC (“WPP GP”), (j) Warburg Pincus Partners, L.P. (“WPP LP”), (k) Warburg Pincus Partners GP LLC (“WPP GP LLC”), (l) Warburg Pincus & Co. (“WP”), (m) Warburg Pincus LLC (“WP LLC”), (n) Charles R. Kaye, and (o) Joseph P. Landy (together with WPPE, WPNPE, WPWP, WPPEX, WPXP, WPWP GP, WPX, WPX GP, WPP GP, WPP LP, WPP GP LLC, WP, WP LLC and Mr. Kaye, “Warburg”), (5) (a) Yorktown Energy Partners V, L.P. (“YEP V”), (b) Yorktown Energy Partners VI, L.P. (“YEP VI”), (c) Yorktown Energy Partners VII, L.P. (“YEP VII”), and (d) Yorktown Energy Partners VIII, L.P. (“YEP VIII,” and together with YEP V, YEP VI, YEP VII, and YEP VIII, “Yorktown,” and together with Warburg, the “Sponsor Holders”), (6) Paul Rady, Mockingbird Investments LLC (“Mockingbird”), Glen C. Warren, Jr. and Canton Investment Holdings LLC (“Canton,” and together with Paul Rady, Mockingbird and Glen C. Warren, Jr., the “Management Holders”). This Schedule relates to the Simplification Agreement, dated as of October 9, 2018, by and among AMGP GP, AMGP, IDR Holdings, Preferred Co, NewCo, Merger Sub, AMP GP, and AM (the “Simplification Agreement”).

AMGP has filed with Securities and Exchange Commission a registration statement on Form S-4 (the “Form S-4”), which contains a joint proxy statement and a prospectus (the “proxy statement/prospectus”) and constitutes (i) a prospectus of AMGP under Section 5 of the Securities Act of 1933, as amended (the “Securities Act”), with respect to AMGP (or its successor entity) securities to be issued pursuant to the Simplification Agreement, (ii) a notice of meeting and a proxy statement of AMGP under Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with respect to the special meeting of AMGP shareholders, at which AMGP shareholders will be asked to consider and vote on, among other matters, a proposal to approve the Simplification Agreement and the transactions contemplated thereby and (iii) a notice of meeting and a proxy statement of AM under Section 14(a) of the Exchange Act with respect to the special meeting of AM unitholders, at which AM unitholders will be asked to consider and vote on a proposal to approve the Simplification Agreement and the transactions contemplated thereby. A copy of the Form S-4 is attached hereto as Exhibit (a)(3) and a copy of the Simplification Agreement is attached as Annex A to the proxy statement/prospectus. All references in this Schedule to Items numbered 1001 to 1016 are references to Items contained in Regulation M-A under the Exchange Act.

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the proxy statement/prospectus of the information required to be included in response to the items of Schedule 13E-3. The information contained in the proxy statement/prospectus, including all annexes thereto and documents incorporated by reference therein, is hereby expressly incorporated herein by reference. As of the date hereof, the proxy statement/prospectus is in preliminary form and is subject to completion. Terms used but not defined in this Schedule shall have the meanings given to them in the proxy statement/prospectus.

The Rule 13e-3 Transaction Statement on Schedule 13E-3 (together with the exhibits and annexes thereto and as amended and supplemented from time to time, the “Schedule 13E-3”), was originally filed with the Securities and Exchange Commission (the “SEC”) on November 5, 2018 by AMGP. Due to the large number of exhibits to be filed with the Schedule 13E-3, this Amendment is being filed to file electronically Exhibits (c)(62) through (c)(66) to Item 16 herein which were not filed with the original Schedule 13E-3. Unless set forth below, all previous Items of the Schedule 13E-3 are unchanged.

Item 16. Exhibits.

Regulation M-A Item 1016

- (a)(1) Letter to Common Unitholders of Antero Midstream Partners LP, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (a)(2) Notice of Special Meeting of Common Unitholders of Antero Midstream Partners LP, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (a)(3) Joint Proxy Statement/Prospectus of Antero Midstream Partners LP and Antero Midstream GP LP, incorporated herein by reference to the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018
- (b)(1) Amended and Restated Credit Agreement, dated as of October 26, 2017, among Antero Midstream Partners LP and certain of its subsidiaries, certain lenders party thereto, Wells Fargo Bank, National Association, as administrative agent, l/c issuer and swingline lender and the other parties thereto (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed on November 1, 2017).
- (b)(2) First Amendment and Joinder Agreement, dated as of October 31, 2018, among Antero Midstream Partners LP and certain of its subsidiaries, certain lenders party thereto, Wells Fargo Bank, National Association, as administrative agent, l/c issuer and swingline lender and the other parties thereto (incorporated by reference to Exhibit 10.5 to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018).
- (c)(1) Fairness Opinion of the AM Conflicts Committee's Financial Advisor, dated October 8, 2018, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (c)(2) Fairness Opinion of the AMGP Conflicts Committee's Financial Advisor, dated October 9, 2018, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (c)(3) Fairness Opinion of the AR Special Committee's Financial Advisor, dated October 8, 2018, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (c)(4)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated March 1, 2018.
- (c)(5)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated March 22, 2018.
- (c)(6)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated April 3, 2018.
- (c)(7)* Presentation prepared by Goldman Sachs & Co. LLC to the Board of Directors of AMGP GP LLC, dated April 7, 2018.
- (c)(8)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated April 10, 2018.
- (c)(9)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated April 10, 2018.

- (c)(33)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated August 30, 2018.
- (c)(34)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 6, 2018.
- (c)(35)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 13, 2018.
- (c)(36)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 21, 2018.
- (c)(37)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 24, 2018.
- (c)(38)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated October 3, 2018.
- (c)(39)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated October 6, 2018.
- (c)(40)* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated October 8, 2018.
- (c)(41)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated March 22, 2018.
- (c)(42)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated March 30, 2018.
- (c)(43)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated April 10, 2018.
- (c)(44)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated April 19, 2018.
- (c)(45)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated June 12, 2018.
- (c)(46)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated June 21, 2018.
- (c)(47)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 3, 2018.
- (c)(48)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 6, 2018.
- (c)(49)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 8, 2018.
- (c)(50)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 22, 2018.
- (c)(51)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated August 1, 2018.
- (c)(52)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated August 22, 2018.
- (c)(53)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated August 28, 2018.
- (c)(54)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated September 17, 2018.
- (c)(55)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated September 23, 2018.

- (c)(56)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 1, 2018.
- (c)(57)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 5, 2018.
- (c)(58)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 6, 2018.
- (c)(59)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 7, 2018.
- (c)(60)* Supplemental Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 7, 2018.
- (c)(61)* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 8, 2018.
- (c)(62)** Presentation prepared by Morgan Stanley & Co. LLC to the Board of Directors of Antero Midstream Partners GP LLC, dated March 20, 2018.
- (c)(63)** Presentation prepared by Morgan Stanley & Co. LLC to the Board of Directors of Antero Midstream Partners GP LLC, dated August 9, 2018.
- (c)(64)** Joint Presentation prepared by J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC to the Board of Directors of Antero Resources Corporation, dated February 21, 2018.
- (c)(65)** Presentation prepared by J.P. Morgan Securities LLC to the Board of Directors of Antero Resources Corporation, dated March 22, 2018.
- (c)(66)** Presentation prepared by J.P. Morgan Securities LLC to the Board of Directors of Antero Resources Corporation, dated August 9, 2018.
- (c)(67)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 17, 2018.
- (c)(68)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 19, 2018.
- (c)(69)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 20, 2018.
- (c)(70)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 28, 2018.
- (c)(71)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 30, 2018.
- (c)(72)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated July 12, 2018.
- (c)(73)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated July 14, 2018.
- (c)(74)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 14, 2018.

- (c)(75)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 14-15, 2018.
- (c)(76)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 26, 2018.
- (c)(77)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 26, 2018.
- (c)(78)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 31, 2018.
- (c)(79)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 1, 2018.
- (c)(80)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 2, 2018.
- (c)(81)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 17, 2018.
- (c)(82)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 20, 2018.
- (c)(83)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 23, 2018.
- (c)(84)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 28, 2018.
- (c)(85)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 2, 2018.
- (c)(86)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 6, 2018.
- (c)(87)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 8, 2018.
- (c)(88)*** Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 8, 2018.
- (c)(89)*** Discussion Materials of Citigroup Global Markets Inc. for the Sponsor Holders, dated September 10, 2018.
- (c)(90)*** Discussion Materials of Citigroup Global Markets Inc. for the Sponsor Holders affiliated with Warburg Pincus LLC, dated September 12, 2018.
- (c)(91)*** Discussion Materials of Citigroup Global Markets Inc. for the Sponsor Holders, dated September 13, 2018.
- (d)(1) Simplification Agreement, dated as of October 9, 2018, by and among AMGP GP LLC, Antero Midstream GP LP, Antero IDR Holdings LLC, Arkrose Midstream Preferred Co LLC, Arkrose Midstream NewCo Inc., Arkrose Midstream Merger Sub LLC, Antero Midstream Partners GP LLC and Antero Midstream Partners LP., incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018
- (f)(1) Agreement of Limited Partnership, dated as of November 10, 2014, by and between Antero Resources Midstream Management LLC, as the General Partner, and Antero Resources Corporation, as the Organizational Limited Partner (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on November 17, 2014).
- (f)(2)*** Delaware Code Title 6 § 17-212.
- (g) None

* Previously filed

** Filed herewith

*** To be filed by amendment

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 5, 2018

ANTERO MIDSTREAM PARTNERS LP

By: Antero Midstream Partners GP LLC, its general partner

By: /s/ Alwyn A. Schopp
Name: Alwyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice President and Treasurer

Dated: November 5, 2018

ANTERO MIDSTREAM PARTNERS GP LLC

By: /s/ Alwyn A. Schopp
Name: Alwyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice President and Treasurer

Dated: November 5, 2018

ANTERO MIDSTREAM GP LP

By: AMGP GP LLC, its general partner

By: /s/ Alwyn A. Schopp
Name: Alwyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice President and Treasurer

Dated: November 5, 2018

AMGP GP LLC

By: /s/ Alwyn A. Schopp
Name: Alwyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice President and Treasurer

Dated: November 5, 2018

ANTERO IDR HOLDINGS LLC

By: Antero Midstream GP LP, its managing member
By: AMGP GP LLC, its general partner

By: /s/ Alvyn A. Schopp
Name: Alvyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice
President and Treasurer

Dated: November 5, 2018

ARKROSE MIDSTREAM PREFERRED CO LLC

By: Antero Midstream GP LP, its sole member
By: AMGP GP LLC, its general partner

By: /s/ Alvyn A. Schopp
Name: Alvyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice
President and Treasurer

Dated: November 5, 2018

ARKROSE MIDSTREAM NEWCO INC.

By: /s/ Alvyn A. Schopp
Name: Alvyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice
President and Treasurer

Dated: November 5, 2018

ARKROSE MIDSTREAM MERGER SUB LLC

By: Arkrose Midstream NewCo Inc., its sole member

By: /s/ Alvyn A. Schopp
Name: Alvyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice
President and Treasurer

Dated: November 5, 2018

ANTERO RESOURCES CORPORATION

By: /s/ Alvyn A. Schopp
Name: Alvyn A. Schopp
Title: Chief Administrative Officer, Regional Senior Vice
President and Treasurer

Dated: November 5, 2018

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners, L.P., its general partner
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS NETHERLANDS PRIVATE EQUITY VIII C.V. I

By: Warburg Pincus Partners, L.P., its general partner
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WP-WPVIII INVESTORS, L.P.

By: WP-WPVIII Investors GP L.P., its general partner
By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS PRIVATE EQUITY X O&G, L.P.

By: Warburg Pincus X, L.P., its general partner
By: Warburg Pincus X GP L.P., its general partner
By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS X PARTNERS, L.P.

By: Warburg Pincus X, L.P., its general partner
By: Warburg Pincus X GP L.P., its general partner
By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WP-WPVIII INVESTORS, GP L.P.

By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS X, L.P.

By: Warburg Pincus X GP L.P., its general partner
By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS X GP L.P.

By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WPP GP LLC

By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS PARTNERS, L.P.

By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS PARTNERS GP LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Dated: November 5, 2018

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Managing Director

Dated: November 5, 2018

CHARLES R. KAYE

By: /s/ Charles R. Kaye
Name: Charles R. Kaye
By: Robert B. Knauss, Attorney-in-Fact*

Dated: November 5, 2018

JOSEPH P. LANDY

By: /s/ Joseph P. Landy
Name: Joseph P. Landy
By: Robert B. Knauss, Attorney-in-Fact*

Dated: November 5, 2018

YORKTOWN ENERGY PARTNERS V, L.P.

By: Yorktown V Company LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.
Name: W. Howard Keenan, Jr.
Title: Member

* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the SEC on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC with respect to WEX Inc. and is hereby incorporated by reference.

Dated: November 5, 2018

YORKTOWN ENERGY PARTNERS VI, L.P.

By: Yorktown VI Company LP, its General Partner
By: Yorktown VI Associates LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.
Name: W. Howard Keenan, Jr.
Title: Member

Dated: November 5, 2018

YORKTOWN ENERGY PARTNERS VII, L.P.

By: Yorktown VII Company LP, its General Partner
By: Yorktown VII Associates LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.
Name: W. Howard Keenan, Jr.
Title: Member

Dated: November 5, 2018

YORKTOWN ENERGY PARTNERS VIII, L.P.

By: Yorktown VIII Company LP, its General Partner
By: Yorktown VIII Associates LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.
Name: W. Howard Keenan, Jr.
Title: Member

Dated: November 5, 2018

By: /s/ Paul M. Rady
Name: Paul M. Rady

Dated: November 5, 2018

MOCKINGBIRD INVESTMENTS LLC

By: /s/ Paul M. Rady
Name: Paul M. Rady
Title: Manager

Dated: November 5, 2018

By: /s/ Glen C. Warren, Jr.
Name: Glen C. Warren, Jr.

Dated: November 5, 2018

CANTON INVESTMENT HOLDINGS LLC

By: /s/ Glen C. Warren, Jr.
Name: Glen C. Warren, Jr.
Title: Manager

Confidential Working Draft



Presentation to the Board of Directors

Project Alpine Preliminary Review

March 20, 2018

Morgan Stanley

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Executive Summary

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Section 2	Simplification Alternatives
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Executive Summary

- We have evaluated selected “simplification” strategies which would combine AM and AMGP and/or eliminate the IDR mechanism

- The optimal mechanism for combining AM and AMGP is via AMGP acquiring AM
 - Results in a simple C-Corp structure (for tax purposes only), increasingly the vehicle preferred by the market
 - Provides tax basis step-up and concomitant shelter and therefore improved distributions relative to other combination alternatives
 - Is however taxable to AM unitholders including AR, mitigated somewhat by public unitholders’ relatively high estimated average tax basis of \$23.53 per unit and AR’s \$3Bn of NOLs

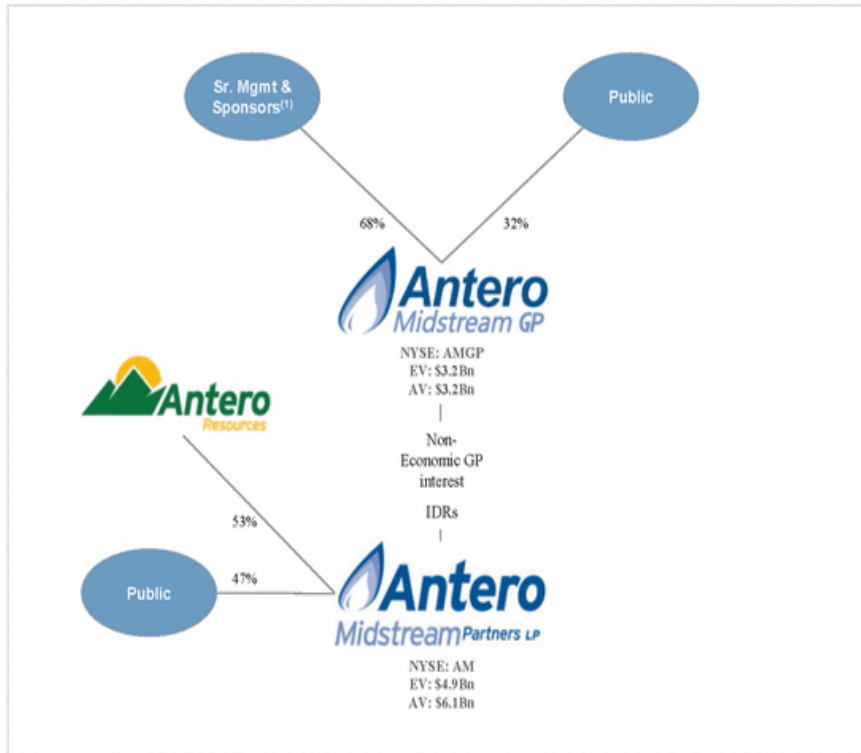
- In this presentation we will:
 - Benchmark AM and AMGP trading levels and performance
 - Review relative attributes and financial impact of selected simplification alternatives
 - Analyze financial impact of AMGP buying AM
 - Evaluate potential trading levels of the pro forma combined entity

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Section 1

Valuation Benchmarking

Antero Family Structure Overview



Notes

1. Includes senior management, Warburg Pincus, Yorktown, and Series B units on a fully diluted basis





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- AM currently trades at a higher multiple of 2019E DCF relative to its peers and exhibits higher DPU growth
- AMGP likewise trades at a higher multiple of 2019E DCF and exhibits much higher DPS growth than its peers
- In terms of basin, size and growth, the most comparable companies to AM and AMGP are EQM and EQGP

VALUATION BENCHMARKING

AM & AMGP Valuation vs. Peers⁽¹⁾⁽²⁾

Market Data as of March 15, 2018⁽³⁾

						
Unit / Share Price (\$ / Unit)	26.26	60.22	16.98	22.50		
% of LTM High	73.9%	75.3%	74.2%	70.8%		
FDUO (MM)	187	81	186	266		
Equity Value	4,909	4,853	3,162	5,989		
Net Debt	1,188	1,165	(6)	(0)		
Minority Interest	-	-	-	-		
Preferred Units	-	-	-	-		
Aggregate Value	6,097	6,017	3,156	5,989	LP Peer Averages	GP Peer Averages
Adj. AV / EBITDA (x)⁽⁴⁾						
2018E	10.7x	9.6x	10.6x	45.9x	20.0x	15.7x
2019E	8.0x	7.7x	8.6x	22.6x	16.3x	13.8x
2020E	6.4x	7.0x	7.4x	13.7x	13.4x	12.7x
Price / LP DCF (x)						
2018E	12.4x	11.0x	10.9x	31.8x	20.0x	13.9x
2019E	9.8x	9.3x	9.6x	19.6x	16.3x	12.1x
2020E	8.1x	8.6x	8.7x	13.1x	13.4x	11.2x
Distribution / Dividend Yield (%)						
Current	5.6%	6.8%	7.2%	1.8%	4.3%	6.3%
2018E	6.5%	7.4%	7.6%	3.1%	5.0%	7.4%
2019E	8.4%	8.5%	8.5%	5.1%	6.1%	8.2%
2020E	10.8%	9.7%	9.4%	7.7%	7.3%	9.1%
Cash Coverage (x)						
2018E	1.32x	1.30x	1.4x	1.01x	0.96x	1.1x
2019E	1.27x	1.34x	1.4x	1.00x	1.00x	1.1x
2020E	1.17x	1.23x	1.3x	1.00x	1.02x	1.0x
Growth & Returns						
DPU Growth (18E-20E CAGR)	28.9%	14.9%	12.4%	57.6%	21.6%	11.2%
Total Return (Current) (%)	34.5%	21.7%	19.5%	59.4%	25.9%	17.5%
Equity Research						
Consensus Median Price Target	37.0	83.0	75.9%	26.5	30.0	76.9%
Current as % of Price Target	71.0%	72.6%	75.9%	64.1%	75.0%	76.9%

Source: Capital IQ, Company filings

Morgan Stanley

Notes
 1. AM peers include CNXM, ENLK, EQM, HESM, NBLX and WES
 2. AMGP peers include ELNC, EQGP, TEGP and WGP
 3. Per consensus Wall Street research
 4. Represents aggregate value adjusted for the value of the GP cash flow

AM & AMGP Trading Performance vs. Peers⁽¹⁾⁽²⁾

LTM Price Performance; Market Data as of March 15, 2018

AM has underperformed its peers over the past year, but has outperformed the peer group more recently

AMGP has underperformed since IPO, but has outperformed the peer group in the last 3 and 6 months

LP Price Performance

Last Twelve Months

	AM	EQM	WES	ENLK	NBLX	CNIM	HESM	Avg.
Last 12 Mo.	(25%)	(23%)	(25%)	(22%)	-	(16%)	-	(21%)
Last 6 Mo.	(15%)	(20%)	(12%)	(14%)	(2%)	4%	(10%)	(9%)
Last 3 Mo.	(11%)	(16%)	(3%)	(9%)	(3%)	8%	(3%)	(4%)
Last 1 Mo.	(5%)	(10%)	(7%)	(14%)	(11%)	(3%)	1%	(9%)



GP Price Performance

Since AMGP IPO

	AMGP	EQGP	WGP	TEGP	ENLC	Avg.
Since IPO	(23%)	(14%)	(21%)	(27%)	(13%)	(19%)
Last 6 Mo.	(11%)	(21%)	(13%)	(29%)	(11%)	(18%)
Last 3 Mo.	(12%)	(18%)	(9%)	(21%)	(17%)	(17%)
Last 1 Mo.	(2%)	(3%)	(3%)	(1%)	3%	(1%)



Source: Capital IQ

Morgan Stanley

Notes

1. AM peers include CNIM, ENLK, EQM, HESM, NBLX and WES
2. AMGP peers include ENLC, EQGP, TEGP and WGP

Historical Exchange Ratio Analysis

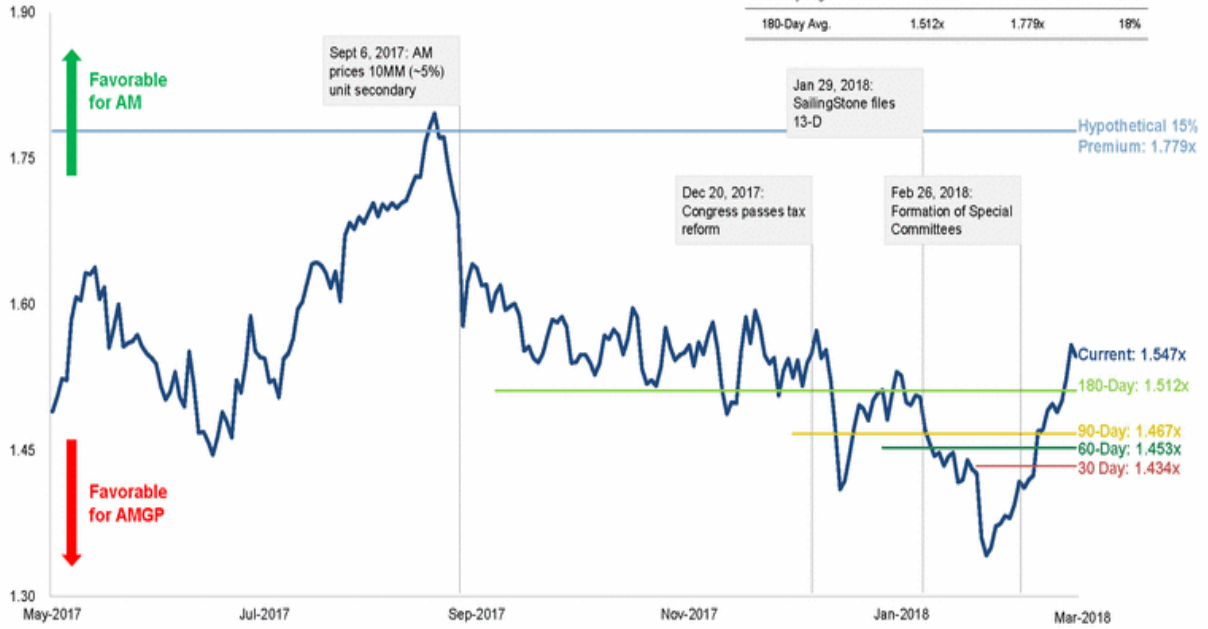
From AMGP IPO - Present

	Exchange Ratio (x)	15% Premium to Current	Implied Premium
3/15/2018	1.547x	1.779x	15%
30-Day Avg.	1.434x	1.779x	24%
60-Day Avg.	1.453x	1.779x	22%
90-Day Avg.	1.467x	1.779x	21%
180-Day Avg.	1.512x	1.779x	18%

AM / AMGP Exchange Ratio

From AMGP IPO - March 15, 2018

(x)



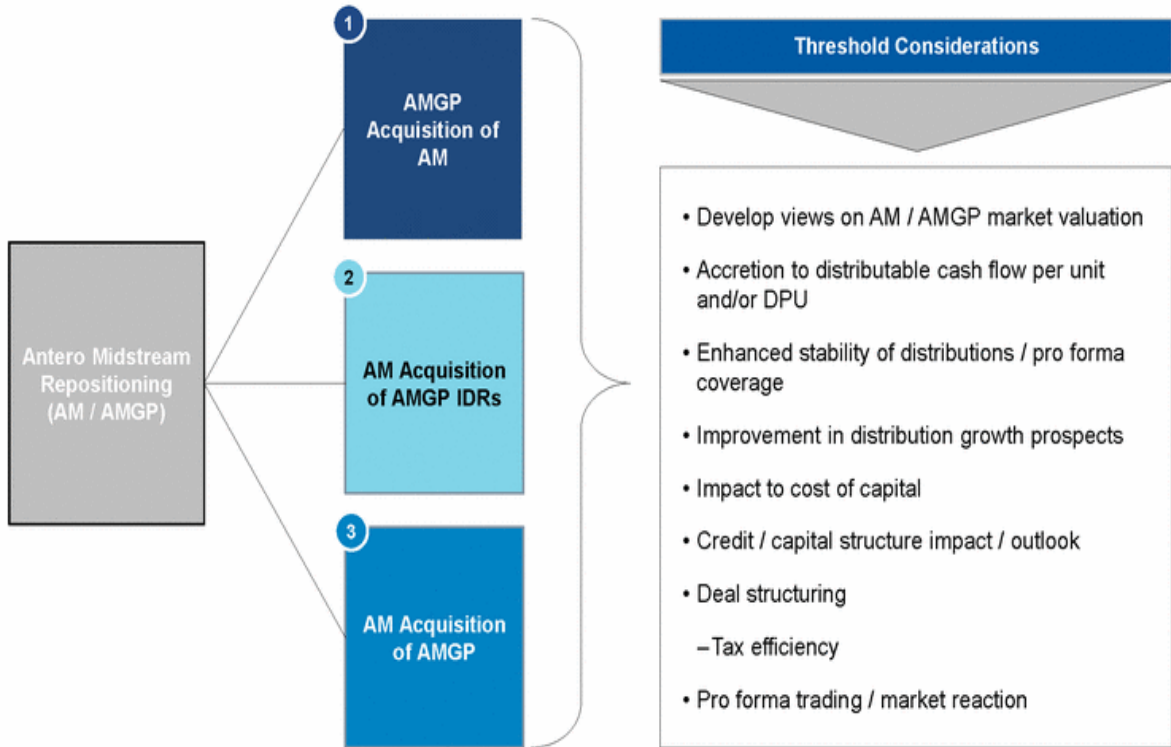
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Section 2

Simplification Alternatives

Selected Strategic Options for Consideration

Threshold Considerations

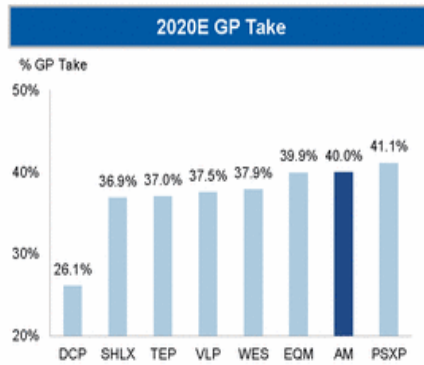
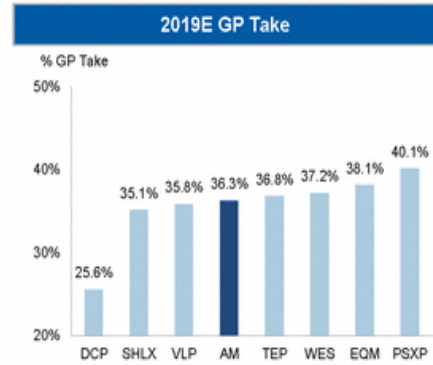
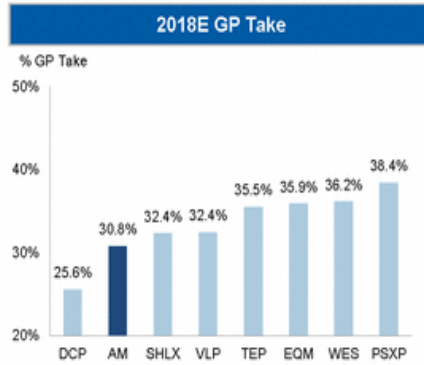


SUPPORTING MATERIALS

GP Take of LP Cash Flow Benchmarking⁽¹⁾

Market Data as of March 15, 2018

- 16 simplification transactions have occurred over the past 3 years, 11 in the past year alone
- By 2021, AMGP's share of AM's total DCF is equal to that of PSXP and higher than all other peers
- Most simplification transactions have occurred once GP take reaches the 30% - 35% range



Source: Company disclosure, Capital IQ
 Notes: 1. AM metrics per company projections

SIMPLIFICATION ALTERNATIVES

Selected Potential Simplification Alternatives

Initial Observations

	1 AMGP Acquisition of AM	2 AM Acquisition of AMGP IDRs	3 AM Acquisition of AMGP
Simplification	<ul style="list-style-type: none"> Simplifies structure ● 	<ul style="list-style-type: none"> Leaves both entities outstanding ● 	<ul style="list-style-type: none"> Simplifies structure ●
Cost of Capital	<ul style="list-style-type: none"> Improves cost of capital ● 	<ul style="list-style-type: none"> Improves cost of capital ● 	<ul style="list-style-type: none"> Improves cost of capital ●
Float / Trading Liquidity	<ul style="list-style-type: none"> Improves public float & trading ● Mitigates overhang ● 	<ul style="list-style-type: none"> Doesn't improve float / trading ● Continued overhang ● 	<ul style="list-style-type: none"> Improves public float & trading ● Mitigates overhang ●
Public Company Structure	<ul style="list-style-type: none"> Preserves C-Corp / depth of institutional access ● MLP elimination gives up dual-currency flexibility ● 	<ul style="list-style-type: none"> Preserves C-Corp / depth of institutional access & liquidity ● Maintains dual-currency structure / flexibility ● 	<ul style="list-style-type: none"> MLP outstanding ● C-Corp elimination gives up dual-currency & limits institutional access ●
Taxes	<ul style="list-style-type: none"> Taxable to AM unitholders, mitigated by high basis ● Pro forma benefits from basis step-up ● 	<ul style="list-style-type: none"> Non-taxable to AM unitholders ● No PF basis step-up ● 	<ul style="list-style-type: none"> Non-taxable to AM unitholders ● No PF basis step-up ● IDR income remains subject to corporate level tax ●
Pro Forma Impact to AM	<ul style="list-style-type: none"> AM receives up-front premium ● Med. & long-term DCF / distribution accretive ● Total cash coverage neutral ● Long-term growth enhanced ● 	<ul style="list-style-type: none"> AM pays up-front premium ● Med. & long-term DCF / distribution accretive ● Total cash coverage neutral ● Long-term growth enhanced ● 	<ul style="list-style-type: none"> AM pays up-front premium ● DCF / distribution dilutive ● Total cash coverage neutral ● Long-term growth enhanced ●
Pro Forma Impact to AMGP	<ul style="list-style-type: none"> Up-front DCF / distribution accretive ● Coverage increases ● Long-term growth decreased ● 	<ul style="list-style-type: none"> Up-front DCF / distribution accretive, med. / long-term dilutive ● No change in coverage ● Long-term growth decreased ● 	<ul style="list-style-type: none"> Up-front DCF / distribution accretive, med / long-term dilutive ● Coverage increases ● Long-term growth decreased ●
Precedent	<ul style="list-style-type: none"> Consistent with precedents ● 	<ul style="list-style-type: none"> Consistent with precedents ● 	<ul style="list-style-type: none"> Lack of notable precedents ●

1 Purchase Price Sensitivity – AMGP Buys AM

Accretion / (Dilution) to AM: 100% Equity Contribution; Company Projections

- This table illustrates the accretion or dilution in distributable cash flow per unit to AM unitholders at various up-front premiums
- Assumes \$2MM of synergies per management

		Purchase Premium (%)								
		0.0%	5.0%	10.0%	15.0%	20.0%	25.0%	30.0%	35.0%	40.0%
AM Unit Price		\$26.26	\$27.57	\$28.89	\$30.20	\$31.51	\$32.83	\$34.14	\$35.45	\$36.76
Implied AM Price / AM SA 2019E LP DCF		9.5x	10.0x	10.5x	10.9x	11.4x	11.9x	12.4x	12.8x	13.3x
L.P. DCF (\$ / Unit)	FY ⁰ 2018E	(10.0%)	(8.3%)	(6.7%)	(5.2%)	(3.8%)	(2.5%)	(1.2%)	(0.0%)	1.1%
	FY ¹ 2019E	(3.3%)	(1.5%)	0.1%	1.7%	3.3%	4.7%	6.0%	7.3%	8.5%
	FY ² 2020E	(0.4%)	1.4%	3.2%	4.8%	6.4%	7.9%	9.2%	10.6%	11.8%
	FY ³ 2021E	2.3%	4.2%	6.0%	7.7%	9.3%	10.8%	12.2%	13.6%	14.9%
	FY ⁴ 2022E	2.9%	5.9%	7.7%	9.4%	11.0%	12.6%	14.0%	15.4%	16.7%
2019E - 2022E Cum. DCF ⁽¹⁾		0.7%	2.9%	4.7%	6.4%	8.0%	9.5%	10.9%	12.2%	13.5%
2019E - 2022E Cum. DPU ⁽¹⁾		(1.1%)	1.1%	2.8%	4.5%	6.0%	7.5%	8.9%	10.2%	11.4%
Pre-tax Premium per Unit		\$0.00	\$1.31	\$2.63	\$3.94	\$5.25	\$6.57	\$7.88	\$9.19	\$10.50

Source Company projections

Notes

1. Calculated as the accretion/(dilution) cumulative for four years

2 Purchase Price Sensitivity – AM Buys IDRs

Accretion / (Dilution) to AM: 100% Equity Contribution; Company Projections

- Precedents for premiums paid on IDR buyouts are less clear since the transactions to date have largely involved MLPs that are cutting their distribution
- The IDR buyout is buying all of the assets of AMGP, but leaves the C-Corp stock trading, so a premium paid for the IDRs would be a point of negotiation; but doubtful that AMGP would be motivated to sell IDRs without a significant premium
- DCF accretion at zero premium is greater than AMGP buying AM case at zero premium due to assumptions on Series B exchange
- Assumes no synergies per management

		Purchase Premium (%)								
		0.0%	5.0%	10.0%	15.0%	20.0%	25.0%	30.0%	35.0%	40.0%
AMGP Share Price		\$16.98	\$17.83	\$18.68	\$19.53	\$20.38	\$21.23	\$22.07	\$22.92	\$23.77
Implied AMGP Price / 2019E GP CF		13.7x	14.4x	15.1x	15.9x	16.6x	17.3x	18.0x	18.7x	19.4x
L.P. DCF (\$ / Unit)	FY⁰ 2018E	(7.2%)	(9.0%)	(10.8%)	(12.6%)	(14.2%)	(15.8%)	(17.4%)	(18.9%)	(20.3%)
	FY¹ 2019E	(0.2%)	(2.3%)	(4.2%)	(6.0%)	(7.8%)	(9.5%)	(11.2%)	(12.8%)	(14.3%)
	FY² 2020E	2.8%	0.8%	(1.2%)	(3.2%)	(5.0%)	(6.8%)	(8.5%)	(10.1%)	(11.7%)
	FY³ 2021E	5.7%	3.5%	1.5%	(0.5%)	(2.4%)	(4.2%)	(6.0%)	(7.6%)	(9.3%)
	FY⁴ 2022E	7.4%	5.2%	3.2%	1.2%	(0.8%)	(2.6%)	(4.4%)	(6.1%)	(7.8%)
2019E - 2022E Cum. DCF⁽¹⁾		4.4%	2.3%	0.3%	(1.7%)	(3.6%)	(5.4%)	(7.1%)	(8.8%)	(10.4%)
2019E - 2022E Cum. DPU⁽¹⁾		2.5%	0.4%	(1.6%)	(3.5%)	(5.3%)	(7.1%)	(8.8%)	(10.4%)	(12.0%)
Pre-tax Premium Paid per AMGP Share		\$0.00	(\$0.85)	(\$1.70)	(\$2.55)	(\$3.40)	(\$4.25)	(\$5.09)	(\$5.94)	(\$6.79)

Source: Company projections

Notes

1. Calculated as the accretion/(dilution) cumulative for four years

Purchase Price Sensitivity – AM Buys AMGP

Accretion / (Dilution) to AM: 100% Equity Contribution; Company Projections

- Precedents point to premiums paid for change of control on a buying of GP
- AMGP / IDRs stay in place as a wholly owned subsidiary of AM resulting in tax leakage on IDR cashflow
- The tax leakage creates higher dilution of DCF than other simplification options; we have assumed no mitigation of this tax leakage
- Assumes \$2MM of synergies per management

		Purchase Premium (%)								
		0.0%	5.0%	10.0%	15.0%	20.0%	25.0%	30.0%	35.0%	40.0%
AMGP Share Price		\$16.98	\$17.83	\$18.68	\$19.53	\$20.38	\$21.23	\$22.07	\$22.92	\$23.77
Implied AMGP Price / 2019E GP CF		13.7x	14.4x	15.1x	15.9x	16.6x	17.3x	18.0x	18.7x	19.4x
L.P. DCF (\$ / Unit)	FY ⁰ 2018E	(10.5%)	(12.2%)	(13.8%)	(15.3%)	(16.8%)	(18.3%)	(19.7%)	(21.0%)	(22.3%)
	FY ¹ 2019E	(5.4%)	(7.2%)	(9.0%)	(10.7%)	(12.3%)	(13.8%)	(15.3%)	(16.8%)	(18.2%)
	FY ² 2020E	(4.5%)	(6.3%)	(8.1%)	(9.8%)	(11.5%)	(13.0%)	(14.6%)	(16.0%)	(17.5%)
	FY ³ 2021E	(2.9%)	(4.8%)	(6.6%)	(8.4%)	(10.0%)	(11.7%)	(13.2%)	(14.7%)	(16.2%)
	FY ⁴ 2022E	(2.2%)	(4.2%)	(6.0%)	(7.8%)	(9.5%)	(11.1%)	(12.7%)	(14.2%)	(15.7%)
2019E - 2022E Cum. DCF ⁽¹⁾		(3.6%)	(5.4%)	(7.2%)	(9.0%)	(10.6%)	(12.3%)	(13.8%)	(15.3%)	(16.7%)
2019E - 2022E Cum. DPU ⁽¹⁾		(5.4%)	(7.3%)	(9.0%)	(10.7%)	(12.4%)	(14.0%)	(15.5%)	(16.9%)	(18.4%)
Pre-tax Premium Paid per AMGP Share		\$0.00	(\$0.85)	(\$1.70)	(\$2.55)	(\$3.40)	(\$4.25)	(\$5.09)	(\$5.94)	(\$6.79)

Source: Company projections

Notes

1. Calculated as the accretion/(dilution) cumulative for four years

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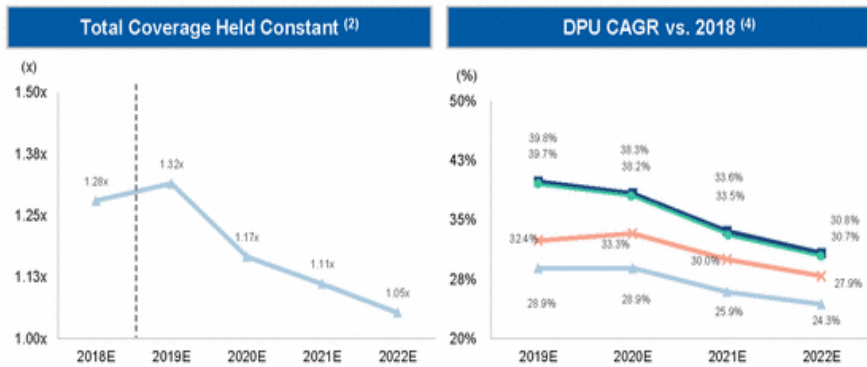
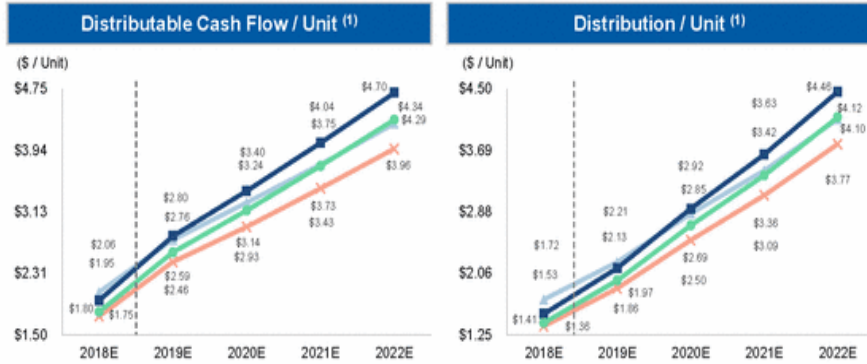
- Morgan Stanley has analyzed three potential transactions:
 - AMGP acquisition of AM
 - Assumes an hypothetical 15% purchase price premium to AM unit price
 - Assumes \$2MM of synergies per management
 - AM purchase of IDRs from AMGP
 - Assumes 15% premium to current AMGP share price
 - Assumes no synergies per management
 - AM acquisition of AMGP
 - Assumes 15% premium to current AMGP share price
 - Assumes \$2MM of synergies per management
- The case of AMGP buying AM creates the most accretive profile in DCF/unit and distribution/unit from the AM perspective

Source: Company projections
Morgan Stanley

SIMPLIFICATION ALTERNATIVES

Pro Forma Impact Analysis – Company Projections

Pro Forma **Impact to AM**; 100% Equity Contribution



Notes
 1. Assumes 186.6MM units standalone, 542.1MM pro forma
 2. Calculated as DCF / total distribution
 3. Assumes 15% premium to current AMGP share price
 4. Same DPU CAGR for both pro forma cases

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Section 3

AMGP Acquisition of AM

Transaction Overview

100% Equity Consideration

Summary Assumptions
<ul style="list-style-type: none"> AMGP purchases 100% of AM public units at a hypothetical 1.779x exchange ratio (hypothetical 15% premium based on average of comparable precedents) in a taxable transaction AMGP issues approximately 332MM shares to current AM unitholders Assumes AM current total coverage profile held constant All AM debt is assumed by AMGP For tax purposes, projected new capex D&A and a step-up in basis associated with tax portion of transaction provide NOL carryforward through 2022 Assumes IDRs eliminated and AMGP Series B units exchange into ~24MM common shares post transaction, based on post-transaction market capitalization AM and AMGP forecast based on company projections

Standalone & PF Ownership			
Summary Ownership			
	AM	AMGP	PF AMGP
AR	53%	-	32%
Management & Sponsors ⁽²⁾	-	66%	24%
Series B ⁽³⁾	-	2%	4%
Public (Current AM)	47%	-	28%
Public (Current AMGP)	-	32%	12%
Total	100%	100%	100%

Morgan Stanley

Source: Capital IQ, Company projections

Notes

1. Market data as of March 15, 2018

2. Sponsors include Warburg and Yorktown

3. Assumes IDRs eliminated and Series B units exchange into AMGP shares at current market capitalization for standalone AMGP and at the pro forma market cap for PF AMGP

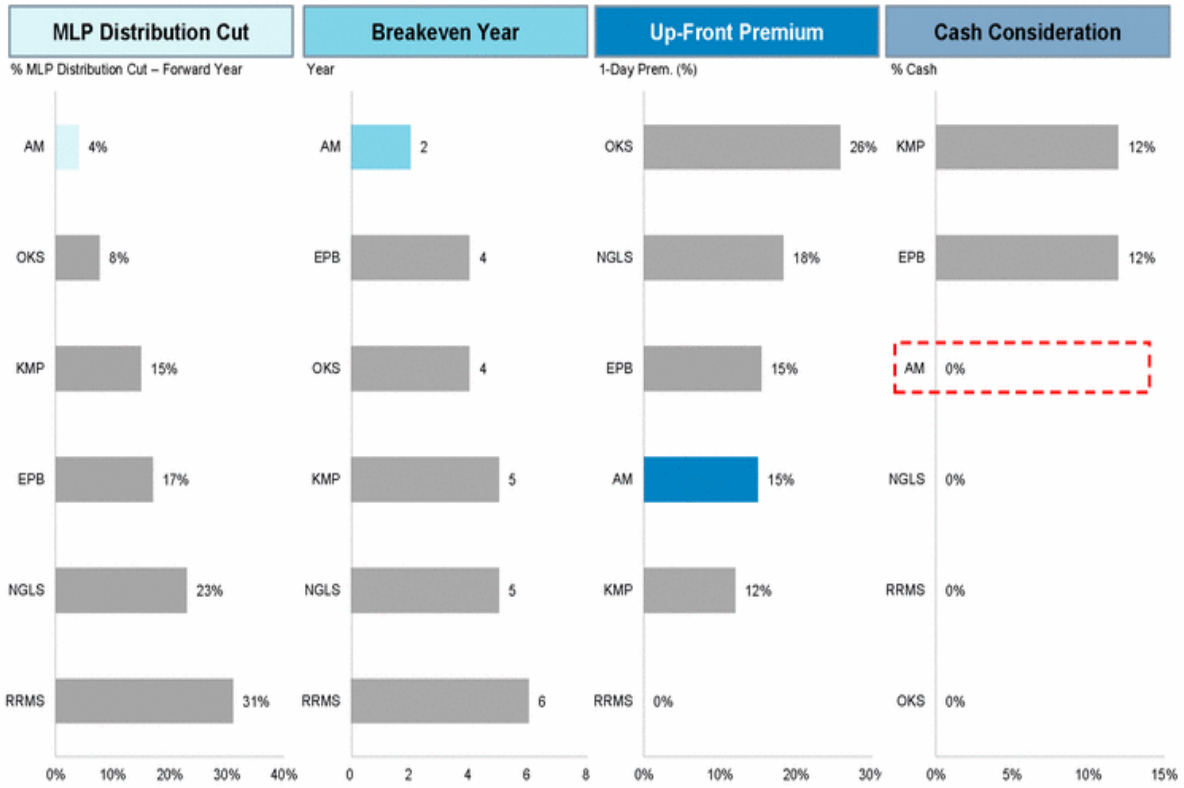
Purchase Price ⁽¹⁾	
AM Equity Take-Out	
AM Unit Price (\$ / Unit)	\$26.26
Illustrative Acquisition Premium	15.0%
Illustrative Acquisition Unit Price (\$ / Unit)	\$30.20
AM Fully Diluted Units Outstanding (MM)	186.6
AM Common Equity Offer Value	5,636

AM Valuation	
Equity Value	5,636
AM Total Debt	1,200
AM Noncontrolling Interest	288
AM Cash	(5)
Aggregate Value	7,119
AM 2019E LP DCF	516
Implied Price / 2019E LP DCF Multiple (x)	10.9x

AM Valuation	
Total Equity Value	5,636
% Debt Funded	0.0%
Assumed Net Debt	1,195
New Debt Issuance (Cash)	-
AMGP Price	\$16.98
AMGP Shares Issued to AM	331.9

Impact to AM vs. Selected Peer Precedents

Company Projections - Assumes Hypothetical 15% Premium



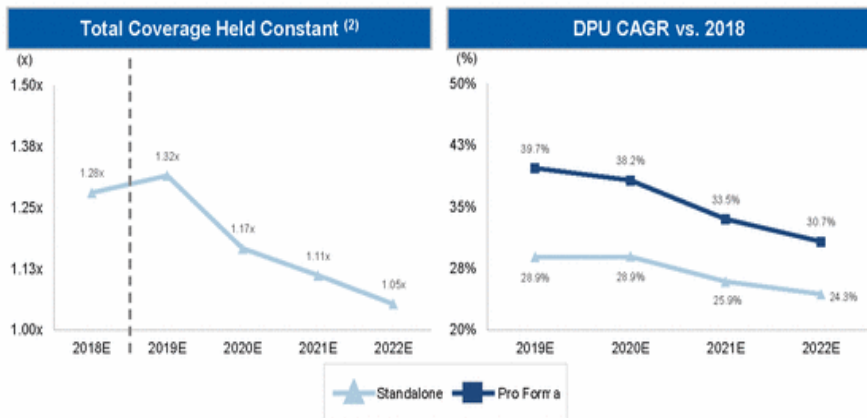
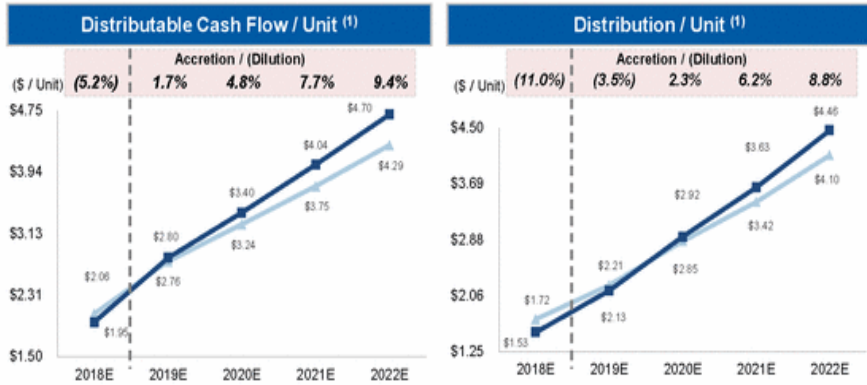
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AMGP ACQUISITION OF AM

Pro Forma Impact Analysis – Company Projections

Pro Forma **Impact to AM**; Hypothetical 15% Premium; 100% Equity Contribution

- AM distributions go from \$2.21 to \$2.13 per unit in 2019, a 3.5% decrease, but distribution growth increases from 29% to 40%
- Pro forma distributions to AM unitholders are higher beginning in 2020



Implied Yield	Standalone		Pro Forma	
	Yield	DPU CAGR	Yield	DPU CAGR
2018E	6.5%		5.8%	
2019E	8.4%	28.9%	8.1%	39.7%
2020E	10.9%	28.9%	11.1%	38.2%
2021E	13.0%	25.9%	13.8%	33.5%
2022E	15.6%	24.3%	17.0%	30.7%

Source: Company projections

Morgan Stanley

Notes
 1. Assumes 186.6MM units standalone, 542.1MM AMGP shares pro forma
 2. Calculated as DCF / total distribution

Project Alpine

- AMGP has over 77% increase in DCF per share in 2019
- In 2019, AMGP's distribution increases from a 5.2% yield up to 7.1% yield, while its 2019 - 2020 growth drops from 58% to 38%
- Morgan Stanley analysis of pro forma AMGP indicates that the uplift in yield will more than compensate for the drop in distribution growth rate

Implied Yield	Standalone		Pro Forma	
	Yield	DPU CAGR	Yield	DPU CAGR
2018E	3.2%		5.1%	
2019E	5.2%	64.8%	7.1%	39.7%
2020E	7.9%	57.6%	9.7%	38.2%
2021E	10.3%	47.8%	12.0%	33.5%
2022E	13.1%	42.5%	14.8%	30.7%

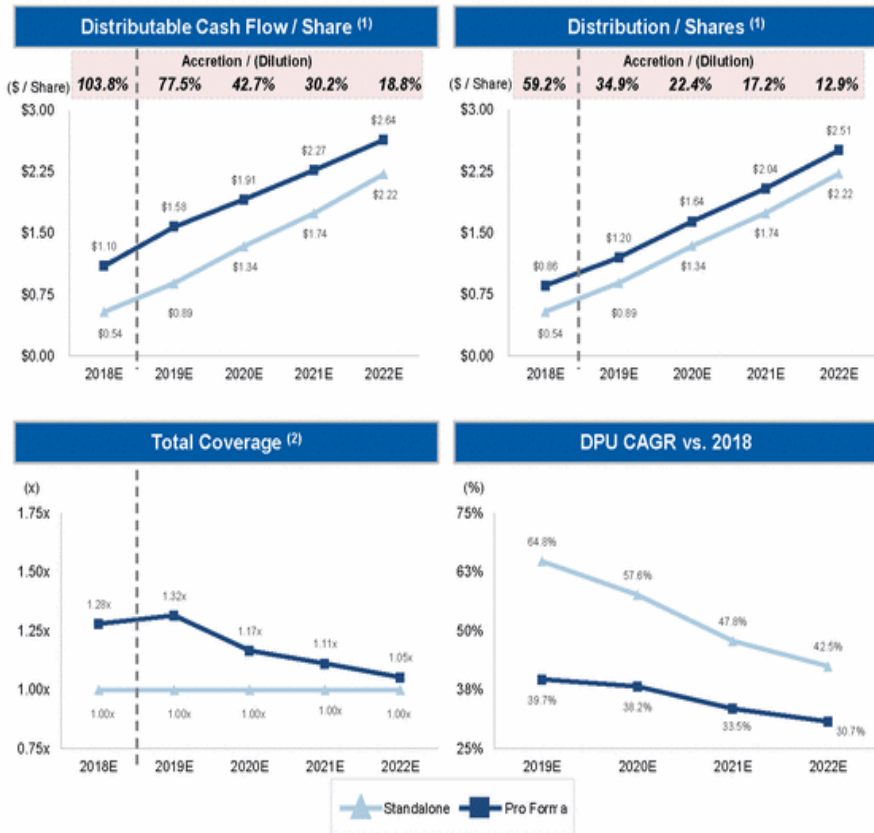
Source: Company projections

Morgan Stanley

AMGP ACQUISITION OF AM

Pro Forma Impact Analysis – Company Projections

Pro Forma **Impact to AMGP**; Hypothetical 15% Premium; 100% Equity Contribution



Notes
 1. Assumes 186.6MM units standalone, 542.1MM AMGP shares pro forma
 2. Calculated as DCF / total distribution

Project Alpine

AMGP ACQUISITION OF AM

Pro Forma AMGP Investment Highlights

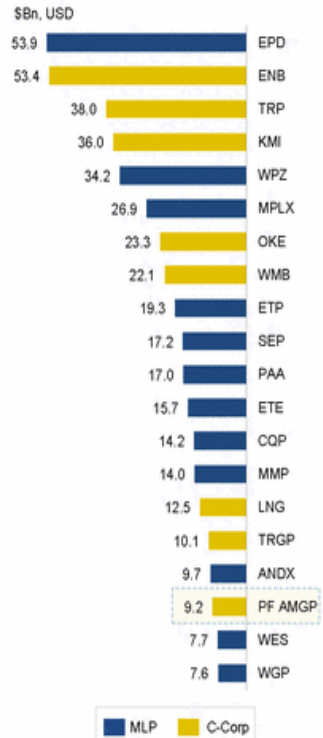
Market Data as of March 15, 2018

- Under the hypothetical exchange ratio, AM unitholders would have the largest pro forma ownership position in AMGP
 - AR would own 32% of AMGP
 - AM public holders would own 28% of AMGP
 - AR and AM public holders would own a combined 60% of AMGP
- As a result, it is critical to understand how AMGP would be expected to trade post the transaction to quantify the value implications for AM holders beyond the implied upfront premium
 - Pro forma AMGP will be extremely well positioned as a high-growth C-Corp with substantial current yield
 - Analysis of pro forma yield, growth and return attributes suggests higher trading levels for AMGP

Post-transaction, AMGP to be positioned as a leading midstream C-Corp with a number of factors that distinguish it from its peers:

- ✓ Fastest growing midstream C-Corp
 - Distribution growth exceeding 30% through 2022
- ✓ Highest total return midstream C-Corp
 - Pro forma 3-year implied IRR of ~30%
- ✓ Organic growth driven by backlog of \$2.7Bn of projects
- ✓ Strong balance sheet with 2.2x 2019E leverage
- ✓ Ability to grow without equity issuance
- ✓ Top-tier asset base, proven growth track record
- ✓ Top-tier Appalachian management team
- ✓ Depth of institutional access spanning traditional midstream investors and sector agnostic growth investors
 - Mitigation of overhang on secondary sell-downs / offerings
 - Significant enhancement of public float to ~\$3.7Bn vs. standalone AM and AMGP of ~\$2.3Bn and \$1.0Bn, respectively

Top 20 Midstream Companies
Ranked by Market Capitalization



Source: Company projections

Support for AMGP Trading Level⁽¹⁾

Market Data as of March 15, 2018

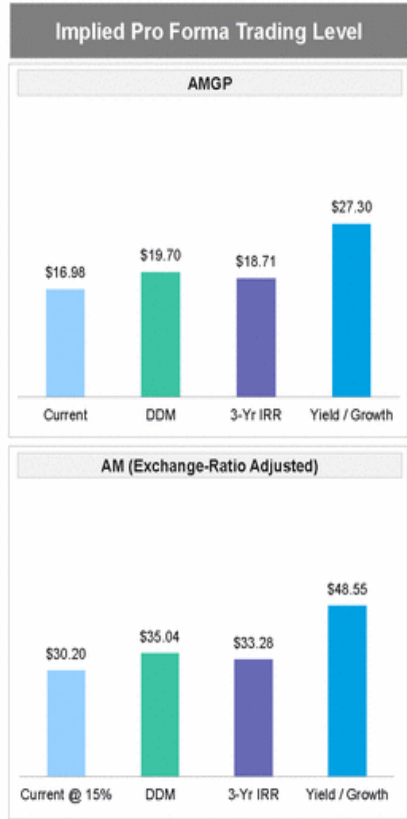
- 1 Trading Relative vs. Peers**

 - EQGP currently trades at a ~5.1% 2018 yield with a consensus ~22% 2-year forward growth rate
 - If pro forma AMGP maintained its current price, it would imply a 2018E yield of ~5.1% with a ~38% 2-year forward growth rate
 - EQGP currently trades at a 16.3x 2019E DCF multiple and ~22% 2-year forward DCF growth while pro forma AMGP at current price would imply a 10.7x 2019E DCF multiple and a ~32% growth rate
- 2 Dividend Discount Model**

 - 5-year dividend discount model with 10% cost of equity implies an ~11.3% terminal yield for standalone AMGP
 - Pro forma AMGP trading at current AMGP share price implies ~14.1% terminal yield
 - Resetting terminal yield to 11.3% implies PF AMGP price of \$19.70 / share
- 3 3-Year IRR Expectations**

 - Maintaining AMGP's standalone 3-year IRR implies a pro forma share price of \$18.71
- 4 Yield / Growth Correlation**

 - Correlation of yield vs. growth implies a pro forma share price of ~\$27.30 by the end of 2018



1 Peer Trading Metrics

Market Data as of March 15, 2018



- Pro forma AMGP would be projected to have higher growth with a similar yield as EQGP
- Pro forma DCF and EBITDA multiples projected to be attractive for new AMGP
- Pro forma AMGP projected to have minimal debt / 2019E EBITDA leverage compared to peers:
 - PF AMGP: 2.2x
 - Targa: 3.3x
 - ONEOK: 3.7x
 - EQGP: NM⁽¹⁾

	SA	PF	Commentary			
Trading Summary						
Equity Value	5,989	23,258	10,143	3,162	9,205	✓ PF AMGP becomes more in-line with C-Corp peers with minimal leverage
Aggregate Value	5,989	31,482	16,619	3,156	10,827	
Aggregate Value /						
2019E EBITDA	16.3x	12.5x	11.5x	25.0x	10.8x	✓ PF AMGP's high growth results in forward multiples that are in-line or lower than peers, assuming current AMGP standalone share price
2020E EBITDA	13.4x	15.1x	10.1x	15.1x	8.9x	
Equity Value /						
2019E DCF	16.3x	12.6x	11.8x	19.6x	10.7x	✓ PF AMGP's peer-leading DCF growth for suggests potential for upward share price rerating post-transaction
2020E DCF	13.4x	11.1x	10.1x	13.1x	8.9x	
DCF Growth (18E - 20E)	22.3%	12.5%	12.2%	55.9%	31.9%	
Yield & Growth Metrics						
2018E Yield	5.1%	5.6%	7.9%	3.2%	5.1%	✓ Significant coverage paired with high growth supports premium valuation relative to peers
2018E Cash Coverage Ratio	1.0x	1.2x	1.0x	1.0x	1.3x	
DPU Growth (18E-20E CAGR)	21.6%	10.4%	0.8%	57.6%	38.2%	
EBITDA Growth (18E-20E CAGR)	22.3%	-4.6%	13.2%	85.9%	29.4%	

Source: Capital IQ, Company projections for AM & AMGP

Notes
1. EQGP has no outstanding debt

2

Dividend Discount Method – AMGP Buys AM

Market Data as of March 15, 2018

- Utilizing a 10% cost of equity and Wall Street research, the current share price implies a ~11.3% terminal yield after 2022
 - Holding AMGP's current terminal yield constant would imply a pro forma share price of \$19.70 (~16% upside to current price)
- Pro forma for the transaction, AMGP would need a ~14.1% terminal yield to hold the current share price

Standalone AMGP							Pro Forma AMGP						
	2018	2019	2020	2021	2022	Terminal		2018	2019	2020	2021	2022	Terminal
Standalone AMGP Distributions							PF AMGP Distributions						
EBITDA	141	234	353	460	587		EBITDA	730	989	1,222	1,413	1,642	
Interest Expense	-	-	-	-	-		Interest Expense	(63)	(90)	(118)	(136)	(149)	
Cash Taxes	(34)	(56)	(85)	(110)	(140)		Cash Taxes	-	-	-	-	-	
Series B Payment	(7)	(12)	(20)	(26)	(34)		Series B Payment	-	-	-	-	-	
Maint. Capex & Other	-	-	-	-	-		Maint. Capex & Other	(71)	(43)	(67)	(48)	(62)	
Cash Flow Available	100	165	249	324	414		Cash Flow Available	596	855	1,037	1,230	1,431	
Coverage	-	-	-	-	-		Coverage	130	205	148	123	72	
AMGP Distributions	100	165	249	324	414		AMGP Distributions	465	650	889	1,107	1,360	
Present Value							Present Value						
Period	1.00	2.00	3.00	4.00	5.00	5.00	Period	1.00	2.00	3.00	4.00	5.00	5.00
PV @ 10.0% Cost of Equity	91	137	187	222	257	2,268	PV @ 10.0% Cost of Equity	423	537	668	756	844	5,977
Total PV @ 10.0% Cost of Equity						3,162	Total PV @ 10.0% Cost of Equity						9,205
Current Share Price						\$16.98	Current Share Price						\$16.98
Terminal Value							Terminal Value						
Implied Terminal Yield						11.3%	Implied Terminal Yield						14.1%
Undiscounted Terminal Value						3,652	Undiscounted Terminal Value						9,625

IRR Method Analysis

Market Data as of March 15, 2018

- Current implied 3-year IRR for standalone AMGP is ~29.9%
- Maintaining the same AMGP IRR implies a pro forma share price of \$18.71 (~10% upside to current price)

3-Year IRR

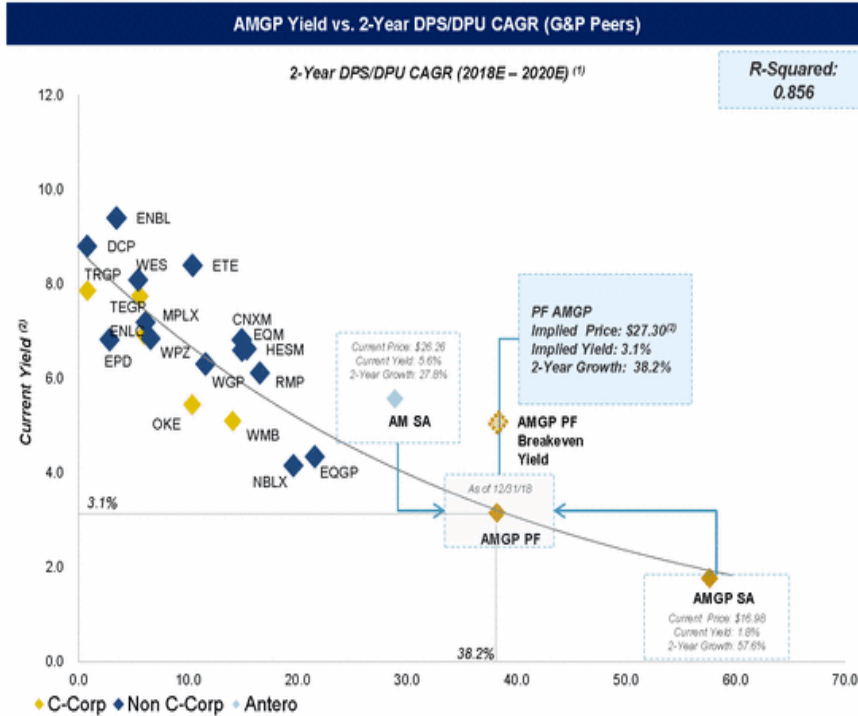
	Equity Value	Price (\$)	2018E	Distributions per Share (\$ / Share)			Growth	Exit	Predicted	3 Year IRR
			Yield (%)	2018E	2019E	2020E	CAGR (%)	Growth (%)	Exit Yield (%)	
Antero										
AMGP SA	3,182	\$16.98	3.2%	\$0.54	\$0.89	\$1.34	57.6%	28.8%	4.0%	29.9%
AMGP PF	10,144	\$18.71	4.6%	\$0.86	\$1.20	\$1.64	38.2%	23.7%	4.6%	29.9%
AM	4,909	\$26.26	6.5%	\$1.71	\$2.21	\$2.80	27.8%	20.7%	5.0%	36.6%
GP Peers										
WGP	7,628	\$34.84	6.8%	\$2.36	\$2.60	\$2.94	11.6%	5.4%	7.4%	12.2%
EQGP	5,989	\$22.50	5.1%	\$1.15	\$1.47	\$1.70	21.6%	9.0%	6.7%	10.4%
TEGP	3,509	\$18.99	10.1%	\$1.91	\$1.95	\$2.13	5.6%	1.2%	8.2%	21.3%
ENLC	2,704	\$14.95	7.2%	\$1.08	\$1.14	\$1.21	6.0%	16.4%	5.5%	20.9%
MLP Peers										
WES	7,672	\$45.55	8.4%	\$3.83	\$4.07	\$4.26	5.5%	4.7%	7.5%	16.5%
EQM	4,853	\$80.22	7.4%	\$4.43	\$5.09	\$5.85	14.9%	7.3%	7.0%	19.7%
NBLX	1,691	\$47.05	4.6%	\$2.18	\$2.61	\$3.12	19.6%	19.8%	5.1%	14.8%
CNXM	1,209	\$19.01	7.2%	\$1.37	\$1.58	\$1.81	14.9%	7.5%	7.0%	19.0%
HESM	1,061	\$19.44	7.3%	\$1.42	\$1.64	\$1.89	15.4%	12.0%	6.2%	24.1%
Peer Mean							12.8%	9.2%	6.7%	17.6%
Peer Median							14.9%	7.5%	7.0%	19.0%

Yield vs. Growth Correlation

Market Data as of March 15, 2018

- Correlation of yield vs. growth implies a pro forma share price of \$27.30 by the end of 2018 (~61% upside to current price)

AMGP Yield Sensitivity (YE2018)	
Assumed Yield	Implied Price
Breakeven Yield	
5.1%	\$16.98
4.1%	\$20.71
3.6%	\$23.55
Implied Yield	
3.1%	\$27.30
2.6%	\$32.46
2.1%	\$40.03



Source: Capital IQ, Company projections

Notes

- Peer and standalone Antero represents 2-year 2018-2020 DPS/DPY CAGR
- Peer and standalone Antero represents current yield; PF AMGP represents estimated current yield at 12/31/2018

Project Alpine

AMGP ACQUISITION OF AM

C-Corp Trading Advantage to MLPs

Wells Fargo Research

- Over the past 2 years (2016 - 2017), the median yield spread between midstream c-corps and large cap pipeline MLPs has been approximately 230 basis points
- The median EV/EBITDA multiple spread has been 0.9x over the same time frame

2016–2018 Midstream C-Corp. vs. Large-Cap Pipeline MLP Yield Spreads

Basis Points Yield Spread (Premium / Discount)



Source Wells Fargo Research

Morgan Stanley

Project Alpine

Appendix A

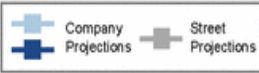
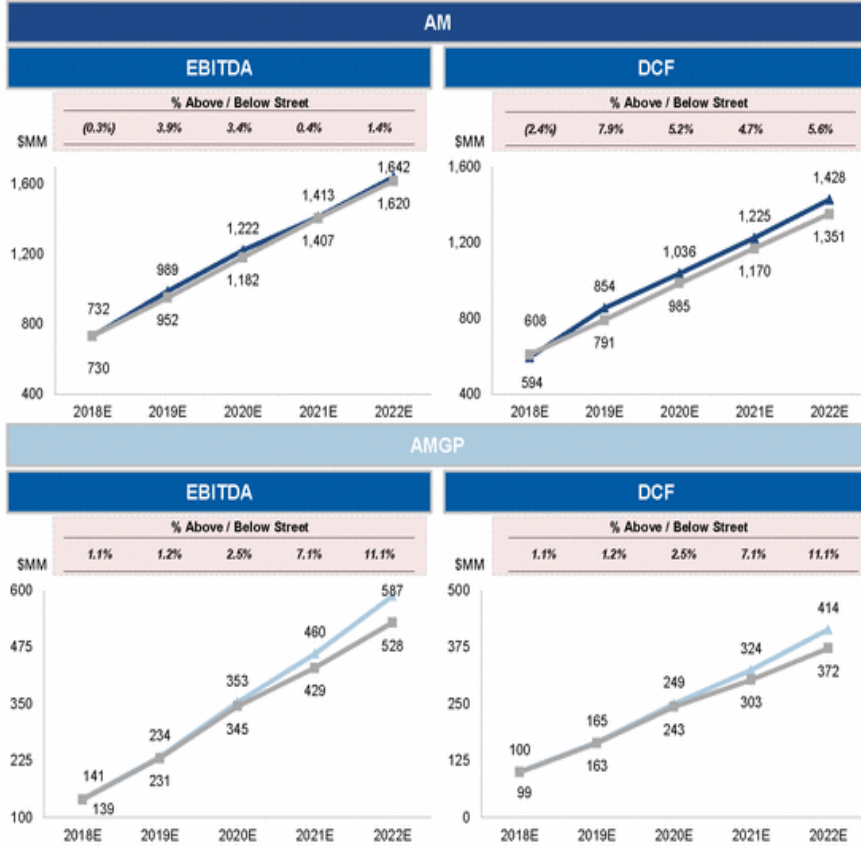
AMGP Acquisition of AM – Street Case

- Company projections are marginally higher than Street projections for both AM and AMGP on an EBITDA and DCF basis

AMGP ACQUISITION OF AM – STREET CASE

AM & AMGP Projection Comparison

Company vs. Street Projections



Source: Company projections, Wall Street research

Project Alpine

- Street vs. Company projections show modest differences, with Street numbers below Company projections

AMGP ACQUISITION OF AM – STREET CASE

AM Projection Comparison

Company vs. Street Projections

AM Company Projections

SMM, Unless Otherwise Noted

	2018E	2019E	2020E	2021E	2022E
Total EBITDA	730	989	1,222	1,413	1,642
Interest Expense	(63)	(90)	(117)	(139)	(150)
Maintenance Capex	(67)	(39)	(63)	(44)	(58)
Cash Taxes	0	0	0	0	0
Tax Withholding Reimbursement Paid to AR)	(6)	(6)	(6)	(6)	(6)
Distributable Cash Flow	594	854	1,036	1,225	1,428
GP Distributions	143	236	355	462	589
Distribution per L.P. Unit	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10
Acquisition Capex / Drop-Down / Earn-Out	0	(125)	(125)	0	0
Growth Capex	(579)	(651)	(531)	(386)	(294)
Total Debt	1,648	2,219	2,727	2,982	3,205
Average Units Outstanding	187.13	187.13	187.13	187.13	187.13
DCF / Unit	3.17	4.56	5.54	6.54	7.63

Street Estimates⁽¹⁾

SMM, Unless Otherwise Noted

	2018E	2019E	2020E	2021E	2022E
Total EBITDA	732	952	1,182	1,407	1,620
Interest Expense	(60)	(79)	(114)	(144)	(165)
Maintenance Capex	(65)	(83)	(85)	(95)	(105)
Cash Taxes	0	0	0	0	0
Tax Withholding Reimbursement Paid to AR)	1	1	1	1	1
Distributable Cash Flow	608	791	985	1,170	1,351
GP Distributions	142	232	347	431	530
Distribution per L.P. Unit	\$1.71	\$2.20	\$2.81	\$3.26	\$3.79
Acquisition Capex / Drop-Down / Earn-Out	0	(125)	(125)	0	0
Growth Capex	(593)	(625)	(563)	(388)	(343)
Total Debt	1,757	2,289	2,788	3,064	3,293
Average Units Outstanding	186.91	186.91	186.91	186.91	186.91
DCF / Unit	3.25	4.23	5.27	6.26	7.23

Company vs. Street

AM Distributions (%)	0.7%	0.9%	2.0%	5.9%	9.5%
AMGP DCF (%)	1.1%	1.2%	2.5%	7.1%	11.1%

Source Wall Street research

Notes

1. Consensus estimate comprised of February 16, 2018 Wells Fargo AM research and February 14, 2018 Morgan Stanley AM research

Project Alpine

- Using Street vs. Company projections yields only modest differences in accretion outlook for distribution per unit

Implied Yield	Standalone		Pro Forma	
	Yield	DPU CAGR	Yield	DPU CAGR
2018E	6.5%		5.7%	
2019E	8.4%	28.6%	7.9%	38.4%
2020E	10.7%	28.2%	10.8%	37.4%
2021E	12.4%	24.0%	13.1%	31.6%
2022E	14.4%	22.1%	15.7%	28.5%

Source: Wall Street research
Morgan Stanley

AMGP ACQUISITION OF AM – STREET CASE

Pro Forma Impact Analysis – Street Projections

Pro Forma **Impact to AM**; Hypothetical 15% Premium; 100% Equity Contribution



Notes
 1. Assumes 186.6MM units standalone, 542.1MM AMGP shares pro forma
 2. Calculated as DCF / total distribution

Project Alpine

- Street numbers produce almost the same accretion outlook in AMGP distribution per share as Company projections

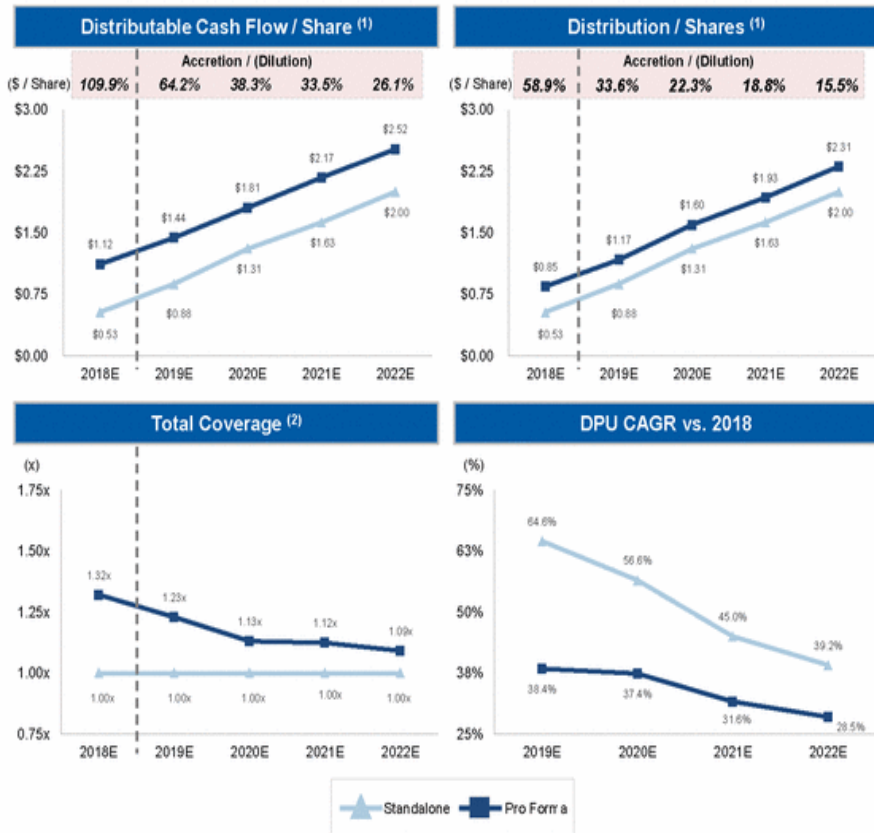
Implied Yield	Standalone		Pro Forma	
	Yield	DPU CAGR	Yield	DPU CAGR
2018E	3.1%		5.0%	
2019E	5.2%	64.6%	6.9%	38.4%
2020E	7.7%	56.6%	9.4%	37.4%
2021E	9.6%	45.0%	11.4%	31.6%
2022E	11.8%	39.2%	13.6%	28.5%

Source: Wall Street research
Morgan Stanley

AMGP ACQUISITION OF AM – STREET CASE

Pro Forma Impact Analysis – Street Projections

Pro Forma **Impact to AMGP**; Hypothetical 15% Premium; 100% Equity Contribution



Notes
 1. Assumes 186.6MM units standalone, 542.1MM AMGP shares pro forma
 2. Calculated as DCF / total distribution

Project Alpine

- Accretion to distributable cash flow per unit is slightly lower using Street numbers vs. Company projections
- Assumes \$2MM of synergies per management

AMGP ACQUISITION OF AM – STREET CASE

Purchase Price Sensitivity – AMGP Buys AM

Accretion / (Dilution) to AM: 100% Equity Contribution; Street Projections

		Purchase Premium (%)								
		0.0%	5.0%	10.0%	15.0%	20.0%	25.0%	30.0%	35.0%	40.0%
AM Unit Price		\$26.26	\$27.57	\$28.89	\$30.20	\$31.51	\$32.83	\$34.14	\$35.45	\$36.76
Implied AM Price / AM SA 2019E LP DCF		10.1x	10.6x	11.1x	11.6x	12.1x	12.6x	13.2x	13.7x	14.2x
L.P. DCF (\$ / Unit)	FY ⁰ 2018E	(10.1%)	(8.4%)	(6.8%)	(5.3%)	(3.9%)	(2.6%)	(1.3%)	(0.1%)	1.0%
	FY ¹ 2019E	(6.0%)	(4.2%)	(2.6%)	(1.0%)	0.4%	1.8%	3.1%	4.4%	5.6%
	FY ² 2020E	(1.8%)	0.1%	1.8%	3.4%	4.9%	6.4%	7.8%	9.1%	10.3%
	FY ³ 2021E	1.8%	3.7%	5.5%	7.2%	8.8%	10.3%	11.7%	13.1%	14.4%
	FY ⁴ 2022E	4.1%	6.1%	7.9%	9.6%	11.2%	12.8%	14.2%	15.6%	17.0%
2019E - 2022E Cum. DCF ⁽¹⁾		0.2%	2.0%	3.8%	5.5%	7.0%	8.5%	9.9%	11.2%	12.5%
2019E - 2022E Cum. DPU ⁽¹⁾		(1.6%)	0.2%	1.9%	3.5%	5.1%	6.5%	7.9%	9.2%	10.5%
Pre-tax Premium per Unit		\$0.00	\$1.31	\$2.63	\$3.94	\$5.25	\$6.57	\$7.88	\$9.19	\$10.50

Source: Wall Street Research

Notes

1. Calculated as the accretion/(dilution) cumulative for four years

Morgan Stanley

Project Alpine

Appendix B

Supporting Materials

Pro Forma Impact to AMGP

100% Equity Consideration; Hypothetical 15% Purchase Price Premium

	AMGP Standalone					Merger Adjustments					AMGP Pro Forma				
	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
Total EBITDA	141	234	353	460	587	589	755	869	954	1,055	730	989	1,222	1,413	1,642
Synergies	-	-	-	-	-	2	2	2	2	2	2	2	2	2	2
Interest Expense	-	-	-	-	-	(63)	(90)	(118)	(136)	(149)	(63)	(90)	(118)	(136)	(149)
Maintenance Capex	-	-	-	-	-	(67)	(39)	(63)	(44)	(58)	(67)	(39)	(63)	(44)	(58)
Cash Taxes	(34)	(56)	(85)	(110)	(140)	34	56	85	110	140	-	-	-	-	-
Series B Payments	(7)	(12)	(20)	(26)	(34)	7	12	20	26	34	-	-	-	-	-
Tax Withholding Reimbursement to AR	-	-	-	-	-	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)
Cash Flow Available for Dividends	100	165	249	324	414	495	689	787	906	1,017	596	855	1,037	1,230	1,431
Coverage	-	-	-	-	-	-	-	-	-	-	130	205	148	123	72
Dividends	100	165	249	324	414	365	485	639	782	946	465	650	889	1,107	1,360
Coverage Ratio	1.00x	1.00x	1.00x	1.00x	1.00x	-	-	-	-	-	1.28x	1.32x	1.17x	1.11x	1.05x
CAFD / Share	\$0.54	\$0.89	\$1.34	\$1.74	\$2.22	\$0.56	\$0.69	\$0.57	\$0.53	\$0.42	\$1.10	\$1.58	\$1.91	\$2.27	\$2.84
Distribution / Share	\$0.54	\$0.89	\$1.34	\$1.74	\$2.22	\$0.32	\$0.31	\$0.30	\$0.30	\$0.29	\$0.86	\$1.20	\$1.64	\$2.04	\$2.51
CAGR (vs. 2018)	-	64.8%	57.6%	47.8%	42.5%	-	-	-	-	-	122.3%	74.4%	55.8%	46.8%	-
Average Shares Outstanding ⁽¹⁾	186.2	186.2	186.2	186.2	186.2	355.9	355.9	355.9	355.9	355.9	542.1	542.1	542.1	542.1	542.1
Series B Shares	24.0	24.0	24.0	24.0	24.0	(24.0)	(24.0)	(24.0)	(24.0)	(24.0)	-	-	-	-	-
Accretion / Dilution											\$0.56	\$0.69	\$0.57	\$0.53	\$0.42
CAFD (\$ / Share)											103.8%	77.5%	42.7%	30.2%	18.8%
CAFD (%)											\$0.32	\$0.31	\$0.30	\$0.30	\$0.29
Distribution (\$ / Share)											59.2%	34.9%	22.4%	17.2%	12.9%
Distribution (%)															
Capex Detail															
Growth Capex	-	-	-	-	-	(579)	(651)	(531)	(386)	(294)	(579)	(651)	(531)	(386)	(294)
Acquisition Capex	-	-	-	-	-	-	(125)	(125)	-	-	-	(125)	(125)	-	-
Maintenance Capex	-	-	-	-	-	(67)	(39)	(63)	(44)	(58)	(67)	(39)	(63)	(44)	(58)
Total Capex	-	-	-	-	-	(646)	(815)	(719)	(430)	(352)	(646)	(815)	(719)	(430)	(352)
Credit Detail															
YE Debt	-	-	-	-	-	1,650	2,223	2,733	2,999	3,223	1,650	2,223	2,733	2,999	3,223
YE Debt / LTM EBITDA	-	-	-	-	-	2.3x	2.2x	2.2x	2.1x	2.0x	2.3x	2.2x	2.2x	2.1x	2.0x
LTM EBITDA / Interest Expense	-	-	-	-	-	-	-	-	-	-	11.6x	10.9x	10.3x	10.4x	11.0x

Source: Company projections

Notes

1. Pro forma includes converted Series B shares of ~24MM

- Tax reform reduced tax liability for both C-Corp and MLP investors, however the relative tax advantage of the MLP structure declined slightly vs. C-Corp

SUPPORTING MATERIALS

Fully Burdened Tax Difference

MLP vs. C-Corp

Post-Tax Reform MLP vs. C-Corp Tax Status⁽¹⁾

SMM, Unless Otherwise Noted

C-Corp Example	Previous	New	Net Benefit
Income	1,000	1,000	
Corporate Tax Rate (%)	35.0%	21.0%	
Income After Taxes	650	790	
Qualified Dividend Rate (%)	20.0%	20.0%	
Income After Taxes & Dividend Rate	520	632	
Effective Tax Rate	48.0%	36.8%	11.2%

MLP Example	Previous	New	Net Benefit
Income	1,000	1,000	
Deduction (%)	-	20.0%	
Income After Deduction	1000	800	
Income Tax Rate (%)	39.6%	37.0%	
Income After Taxes & Dividend Rate	604	704	
Effective Tax Rate	39.6%	29.6%	10.0%
Net Benefit MLP vs. C-Corp	8.4%	7.2%	1.2%











Source Wells Fargo Research

Project Alpine

SUPPORTING MATERIALS

Peer Trading Statistics

Market Data as of March 15, 2018

										
Valuation										
Share Price as of 15-Mar-18	\$45.55	\$14.09	\$60.22	\$47.05	\$19.01	\$19.44	\$34.84	\$22.50	\$18.99	\$14.95
Diluted Units Outstanding	168.4	350.0	80.6	35.9	63.6	54.6	218.9	266.2	184.8	180.9
Equity Value	7,672	4,932	4,853	1,691	1,209	1,061	7,628	5,989	3,509	2,704
Total Debt	3,465	3,468	1,167	229	411	-	28	0	146	74
Non-Controlling Interest	62	550	-	68	-	-	-	-	-	-
Cash and Equivalents	(792)	(31)	(3)	(11)	-	(48)	(1)	(0)	(1)	(0)
Aggregate Value	10,407	10,178	6,017	1,977	1,620	1,013	7,655	5,989	3,654	2,778
Adj. Aggregate Value	14,617	10,732	8,566	2,022	2,272	1,013	7,655	5,989	3,654	2,778
Trading Metrics										
Adj. Aggregate Value / EBITDA (x)										
2018E	12.2x	10.9x	9.6x	8.3x	13.0x	10.4x	14.6x	20.0x	9.6x	11.6x
2019E	10.5x	10.3x	7.7x	6.4x	10.3x	7.6x	13.3x	16.3x	8.8x	10.3x
Price / LP DCF (x)										
2018E	10.9x	8.6x	11.0x	12.1x	11.3x	11.7x	14.7x	20.0x	9.2x	11.6x
2019E	10.4x	8.4x	9.3x	10.5x	9.6x	9.9x	13.4x	16.3x	8.6x	10.2x
Coverage Ratio (x)										
2018E	1.1x	1.1x	1.2x	1.8x	1.2x	1.2x	1.0x	1.0x	1.1x	1.1x
2019E	1.1x	1.1x	1.3x	1.7x	1.3x	1.2x	1.0x	1.0x	1.1x	1.1x
Yield & Growth Metrics										
Current Yield (%)	8.1%	11.1%	6.8%	4.2%	6.6%	6.6%	6.3%	4.3%	7.7%	6.9%
4-Year Distribution CAGR (2018E-2022E) (%)	5.1%	2.7%	11.0%	19.7%	11.1%	13.7%	8.5%	15.6%	3.4%	9.0%
Total 4-Year Return (%)	13.2%	13.8%	17.8%	23.9%	17.7%	20.3%	14.8%	20.0%	11.1%	16.0%
Equity Research										
12-Month Median Price Target (\$)	\$58.00	\$18.00	\$83.00	\$62.50	\$24.00	\$26.00	\$45.50	\$30.00	\$26.00	\$18.00
Upside to Current Price (%)	27.3%	27.8%	37.8%	32.8%	26.2%	33.7%	30.6%	33.3%	36.9%	20.4%
IDR Detail										
Current IDR Tier / Top Tier	50% / 50%	48% / 48%	50% / 50%	25% / 50%	25% / 50%	0% / 50%	0% / 0%	0% / 0%	0% / 0%	0% / 0%
GP % of Distributed Cash	35%	10%	34%	3%	35%	0%	0%	0%	0%	0%
Credit										
Debt / 2018E EBITDA (x)	2.9x	3.5x	1.4x	1.0x	2.6x	0.0x	0.0x	0.0x	0.2x	0.1x
Debt Ratings (Moody's / S&P)	Ba1 / BBB-	Ba1 / BBB-	Ba1 / BBB-	NR / NR	NR	NR / NR	NR / NR	NR / NR	NA / NA	NR / NR
	LP Peers						GP Peers			

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Source: Capital IQ

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Appendix C

Precedent Transactions

PRECEDENT TRANSACTIONS

Premiums Paid Analysis on Selected Transactions

Acquisitions of Public LPs

KINDER MORGAN

KMP

EPB



Date	10-Aug-14	10-Aug-14	2-Nov-15	30-May-16	31-Jan-17	Average
Transaction Structure	Acquisition of Public LP	Acquisition of Public LP	Acquisition of Public LP	Acquisition of Public LP	Acquisition of Public LP	
1-Day Premium / (Discount)	12.0%	15.4%	18.4%	0.0%	25.8%	14.3%
5-Day Premium / (Discount)	10.8%	13.8%	19.8%	0.4%	22.6%	13.5%
10-Day Premium / (Discount)	6.9%	8.9%	14.3%	16.9%	21.0%	13.6%
30-Day Premium / (Discount)	9.5%	7.1%	8.5%	60.0%	20.9%	21.2%
MLP Distribution Cut	15.0%	17.0%	23.0%	31.1%	7.7%	18.8%
MLP Distribution Breakeven Year	Yr. 5	Yr. 4	Yr. 5	Yr. 6+	Yr. 4	Yr. 5+

Avg. ~15%

- Averaging the premiums paid over the previous 1, 5, 10, and 30 day periods, an average acquisition premium of ~15% was paid
- Transactions since 2014 were analyzed and excluded the following non-comparable transactions:
 - Tesoro Logistics, Crestwood, TransOcean TransCanada, and Archrock

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PRECEDENT TRANSACTIONS

Precedent Analysis on Selected Transactions

IDR Buyout Transactions

- Previous relevant transactions took place once GP take was >30% of the incremental cash flows
- Transactions since 2016 were analyzed and excluded the following non-comparable transactions:
 - TransMontaigne, Plains All American, USA Compression, and NuStar Energy



Date	9-Jan-17	14-Aug-17	19-Oct-17	15-Dec-17	22-Jan-18	Average
Transaction Structure	100% of IDRs / GP Int.	100% of IDRs / GP Int.	100% of IDRs / GP Int.	100% of IDRs / GP Int.	100% of IDRs / GP Int.	
Purchase Price (\$MM)	11,400	3,768	1,250	10,100	7,200	6,744
Indicative GP CF at Purchase (\$MM)	749	288	76	333	459	381
GP Take of Cash Flow (%)	31.2%	34.3%	31.5%	27.8%	30.2%	31.0%
Implied Purchase Multiple of Current GP CF (x)	15.2x	13.1x	16.4x	30.3x	15.7x	18.1x
Implied Purchase Multiple of FY1 GP CF (x)	12.7x	NA	10.0x	16.6x	13.3x	13.1x

Source: Company disclosure, Wall Street research

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Antero Midstream Partners LP Board Materials

Project Alpine

August 9, 2018

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SECTION 1

Executive Summary

Executive Summary

Project Alpine

- We are pleased to present our thoughts on the potential combination of AMGP and AM

- We evaluated a number of potential simplification strategies involving AR, AM and AMGP over the past 6+ months and have concluded that an acquisition of AM by AMGP appears to be the optimal restructuring strategy
 - Results in a simple C-Corp structure, increasingly the vehicle preferred by the market and larger long-only investment complexes, while paving a path to be an eligible entity for broader market indices over time (i.e., S&P 500)
 - Provides tax basis step-up and associated shelter, and therefore improved distributions relative to other combination alternatives
 - However, is taxable to AM unitholders including AR, mitigated somewhat by public unitholders' relatively high estimated average tax basis of ~\$23-\$24 per unit, and AR's ~\$3Bn of NOLs
 - Furthermore, ~95% of AM's public float is held by institutions, who are generally less sensitive to gain taxes vis-à-vis retail holders

- Additionally, we understand that pro forma AMGP will convert to a traditional C-Corp, which will further simplify its legal structure and enhance corporate governance of the entire midstream business

- In this presentation we will:
 - Discuss current midstream market trends and investor sentiment
 - Compare the current midpoint between counterproposals to precedent simplification transactions in the midstream sector
 - Provide observations on the potential trading levels of the combined entity

Investor Feedback to Morgan Stanley on “Midstream Model 2.0”

- The 2.0 business model starts with eliminating the general partner/ limited partner structure, along with burdensome IDRs
 - Removing the IDR mechanism and the need to pay an ever greater share of distributions to general partners better aligns the interests of all shareholders and gives businesses more flexibility in how they allocate capital
- Investors themselves are largely agnostic to base structure, though at the margin C-Corps have enjoyed enhanced liquidity and a broader addressable investor universe, which helps in markets where MLP fund flows are tight
- Traditional LP structures will still have equity access in the right market backdrop, but depth and discount will continue to be beholden to MLP fund flows and sentiment

		Investor Feedback
	Structural Form and Valuation Approach	<ul style="list-style-type: none"> • Generally indifferent to a C-Corp vs. MLP base structure, so long as IDR and governance issues addressed • At the margin, C-Corps enjoy enhanced liquidity and an expanded buyer universe • C-Corp valuation primarily AV / EBITDA focused; however the market is broadly moving to EBITDA and DCF multiples including for MLPs as generalist investors look at sector
	Governance	<ul style="list-style-type: none"> • Governance is the primary structural grievance with the traditional MLP structure • GP / LP misalignment – sponsor history of favorable GP treatment at the expense of LP • LP board representation is a major issue and focus for new investors – investors like traditional corporate style board independence (even if a controlled company)
	IDRs	<ul style="list-style-type: none"> • Dedicated MLP and generalist investor community are universally opposed • Dedicated MLP investors have varying degrees of tolerance of when IDRs are addressed but feel structures that still have IDRs with a material burden will have a hard time finding new capital
	Other	<ul style="list-style-type: none"> • Executives should be compensated based on normalized cash flow metrics • Coverage levels of ~1.2x viewed as generally appropriate dependent of the growth profile and a responsible balance sheet • Subordination is far less of a focus – focus is squarely on governance and IDR construct

What Investors are Saying in Their Own Shareholder Updates

Excerpts from a Recent Investor Letter

Exhibit 5: The New Business Model

MLP 1.0	MLP 2.0
Complex structure (GP/LP with IDRs)	Simplified structure (no IDRs)
Weak alignment of shareholder interests	Greater shareholder alignment
High leverage	Lower leverage
Maximized distribution growth / greater risk of distribution cuts	Higher distribution coverage / lower risk of distribution cuts
Asset buying to drive IDR payouts	Focus on core assets and return on invested capital
Frequent, dilutive equity issuance	Stock buybacks

Exhibit 6: A Shifting Return Profile Focused on Total Return

How to Identify a 2.0 Company:

- Has it removed its incentive distribution rights?
- Does it have high distribution coverage?
- Does it try to self-fund the majority of its capex?
- Is the management team aligned with all investors?
- Does it have an independent Board of Directors and best-in-class corporate governance?

It doesn't matter if it's a corporation, an MLP or Canadian company—if it approaches its business in this way, it represents the new model of midstream. If it doesn't, it's version 1.0 and, in our view, could face significant challenges ahead.

Source: Cohen & Steers "Green Shoots for MLP 2.0" Investor Letter

Recent Trends in C-Corp vs. LP Structures

Liquidity Benchmarking (LTM) ⁽¹⁾



Source: Bloomberg, Capital IQ

Select Midstream "C-Corp" Follow-Ons ⁽¹⁾

Pricing Date	Issuer	Size (\$MM)	% TSO	Discount (%)		Performance (%)	
				FID	All-in Cost	Offer / T+1	Offer / Current
07/31/18	Viper Energy Partners LP	315.0	8.9	(2.3)	(5.1)	10.1	14.9
01/04/18	ONEOK Inc.	1,190.8	5.6	(3.0)	(4.1)	2.9	23.9
05/25/17	Targa Resources Corp.	793.7	8.6	(4.8)	(5.6)	2.7	12.0
02/23/17	Targa Resources Corp.	400.1	3.7	(2.8)	(4.3)	1.5	(6.8)
02/23/17	Plains GP Holdings LP	1,497.3	20.0	(2.4)	(3.8)	2.7	(19.5)
01/23/17	Targa Resources Corp.	530.4	5.0	(4.0)	(5.1)	0.2	(10.4)
01/09/17	Williams Companies Inc.	2,167.8	10.0	(9.2)	(11.2)	(1.7)	7.4
02/24/16	Enbridge Inc.	1,674.4	6.5	(5.7)	(9.5)	13.7	21.3
03/12/15	Targa Resources Corp.	340.1	8.9	(3.8)	(4.5)	0.2	(43.3)
06/18/14	Enbridge Inc.	368.5	0.9	(0.3)	(4.8)	0.1	(23.5)
06/17/14	Williams Companies Inc.	3,474.2	8.9	1.8	(1.0)	0.6	(45.4)
Mean		1,168.4	7.9	(9.4)	(6.3)	9.6	(6.4)
Median		793.7	8.6	(5.0)	(4.8)	1.6	(6.8)

Source: Dealogic Converted to "Check-The-Box" C-Corp in March 2018

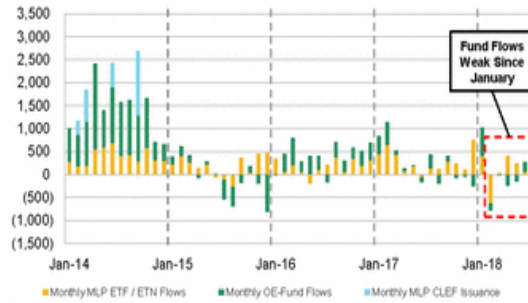
Select MLP Follow-Ons ⁽¹⁾

Pricing Date	Issuer	Size (\$MM)	% TSO	Discount (%)		Performance (%)	
				All-in Cost	Offer / T+1	Offer / Current	
06/26/18	Chx Midstream Partners LP	136.8	11.7	(11.9)	(13.3)	2.7	11.5
02/01/18	Shell Midstream Partners LP	680.0	13.3	(5.2)	(6.1)	(3.7)	(20.3)
09/06/17	Antero Midstream Partners LP	314.5	5.4	(6.4)	(7.4)	(0.7)	2.6
08/14/17	Energy Transfer Partners LP	1,007.1	4.9	(5.0)	(5.9)	(0.2)	29.2
07/19/17	Western Gas Partners LP	726.7	8.9	0.4	(0.6)	6.9	(1.0)
04/12/17	NuStar Energy LP	666.3	18.3	(10.0)	(13.0)	3.2	(42.6)
02/24/17	Hi-Crush Partners LP	424.4	37.0	(12.4)	(14.8)	(3.6)	(26.4)
10/24/16	Buckeye Partners LP	568.7	6.8	(6.5)	(7.7)	2.3	(45.0)
09/26/16	Sunoco Logistics Partners LP	652.1	8.1	(7.4)	(8.4)	1.9	N/A
08/09/16	Phillips 66 Partners LP	301.3	6.2	(4.0)	(4.9)	(2.8)	6.2
05/18/16	Shell Midstream Partners LP	401.5	12.4	(8.6)	(9.4)	0.0	(34.8)
Mean		606.3	12.1	(7.0)	(8.3)	0.8	(12.1)
Median		668.7	8.9	(6.9)	(7.7)	0.0	(19.7)

Source: Dealogic

Monthly MLP Fund Flows

Since 2014



Source: MLP Data

Notes:

- As of 8/2/18
- Investors who don't own AMSP or own Midstream C-Corps in materially bigger size

Incremental C-Corp Investors ⁽²⁾



Recent Counterproposals Comparison

AMGP & AM Counterproposals Dated July 20th & July 25th, Respectively

	AMGP Counterproposal (7/20)	AM Counterproposal (7/25)
Exchange Ratio / Cash Consideration	<ul style="list-style-type: none"> • <u>1.65x</u> AMGP shares per AM unit 	<ul style="list-style-type: none"> • <u>1.71x</u> AMGP shares per AM unit; plus • Cash consideration of <u>\$3.84</u> per AM common unit
Series B Shares	<ul style="list-style-type: none"> • All Series B units exchanged for an aggregate 18.5MM AMGP shares 	<ul style="list-style-type: none"> • Agreed, <u>except for</u>, new AMGP shares will be subject to the same vesting schedule as the Series B units
Reorganization	<ul style="list-style-type: none"> • AMGP will be reorganized as a Delaware corporation 	<ul style="list-style-type: none"> • Agreed • Governance terms are open
IDR Treatment	<ul style="list-style-type: none"> • All IDRs held in AM in will be canceled 	<ul style="list-style-type: none"> • Agreed
Pro Forma Dividend	<ul style="list-style-type: none"> • Expectation that AM Common Unit Holders will not realize a distribution cut from what they would have received for the first four quarters post transaction 	<ul style="list-style-type: none"> • Agreed, <u>except for</u>, expectation that concurrent with the announcement of the transaction, it is communicated to the public that there will be no "backdoor" distribution cut for existing AM unitholders
AM Unitholder Vote	<ul style="list-style-type: none"> • Approval by the majority of the non-affiliated AM unitholders 	<ul style="list-style-type: none"> • Agreed
Other Terms	<ul style="list-style-type: none"> • Willing to negotiate any potential Water Earn-Out separate and apart from this transaction 	<ul style="list-style-type: none"> • Agreed

Historical Exchange Ratio Analysis

Since AMGP IPO

AM / AMGP Exchange Ratio

As of 3 August 2018

	Exchange Ratio (x)	Adj. Ex. Ratio (x) ⁽¹⁾	AMGP		Implied AMGP Offer Premium		Implied Counteroffer Premium ⁽²⁾	
			Counteroffer	Counteroffer ⁽²⁾	Exchange Ratio (x)	Adj. Ex. Ratio (x)	Exchange Ratio (x)	Adj. Ex. Ratio (x)
8/3/2018	1.745x	1.827x	1.650x	1.918x	9%	(10%)	10%	9%
30-Day Avg	1.640x	1.717x	1.650x	1.918x	1%	(4%)	17%	12%
60-Day Avg	1.626x	1.703x	1.650x	1.918x	1%	(3%)	18%	13%
90-Day Avg	1.609x	1.685x	1.650x	1.918x	3%	(2%)	19%	14%
180-Day Avg	1.558x	1.632x	1.650x	1.918x	6%	1%	23%	18%
LTM	1.565x	1.639x	1.650x	1.918x	5%	1%	22%	17%
Spot at SailingStone Letter	1.472x	1.541x	1.650x	1.918x	12%	7%	28%	23%
Spot at Spec. Comm. Announce	1.380x	1.446x	1.650x	1.918x	20%	14%	38%	33%
30 Day Avg at SailingStone Letter	1.504x	1.575x	1.650x	1.918x	10%	5%	26%	21%



Source: Capital IQ

Notes:

1. Adjusted AM / AMGP exchange ratio calculated as the AMGP unaffected market cap grossed up by the percentage of Series B 2018E distributions divided by pro forma AMGP share count (inclusive of 18.5MM share Series B conversion)

2. Implied counteroffer premium includes the stippled 1.71x exchange ratio plus the \$3.64 cash component (All-in exchange ratio of 1.918x)

Illustrative Midpoint Offer Analysis

AMGP & AM Counterproposals Dated July 20th & July 25th, Respectively

Assumption

- For the analysis herein, we have assumed an "illustrative midpoint" between the most recent AMGP and AM counterproposals

Pro Forma Ownership

Stock Exchange Ratio	1.650x	1.680x	1.710x
PF AM Ownership	60.1%	60.6%	61.0%
PF AM Ownership in AMGP ⁽²⁾	31.8%	32.1%	32.3%
PF AMGP Public Float	43.2%	43.2%	43.3%

Adj. Series B AMGP Share Price

AMGP Share Price (as of 2/23/18) (\$ / share)	\$19.19
AMGP FDSO (MM)	196.20
AMGP Market Cap. (\$MM)	3,573
TSE AM Distributions to Series B (%)	4.7%
Implied AMGP Market Cap. (\$MM)	3,751
Proposed Series B Conversion (MM)	18.5
Pro Forma AMGP FDSO (MM)	204.7
Implied AMGP Share Price (\$ / share)	\$18.32
Implied Share Price Impact (%)	(4.5%)

Midpoint Offer Analysis

Market data as of 3 August 2018

	AMGP Counterproposal (7/20)	Illustrative Midpoint	AM Counterproposal (7/25)
Spot Exchange Ratio (x)	1.65x	1.68x	1.71x
Cash Consideration (\$/Unit)	-	\$1.92	\$3.84
All-in Exchange Ratio (x)	1.650x	1.784x	1.918x
Illustrative Equity Purchase Price (\$MM)	5,709	6,172	6,635
% Cash	-	5.8%	10.8%
Cash Consideration (\$MM) ⁽¹⁾	-	359	718
Cash to AR (\$MM) ⁽¹⁾⁽²⁾	-	190	380
AMGP Shares Issued to AM	308.6	314.2	319.8

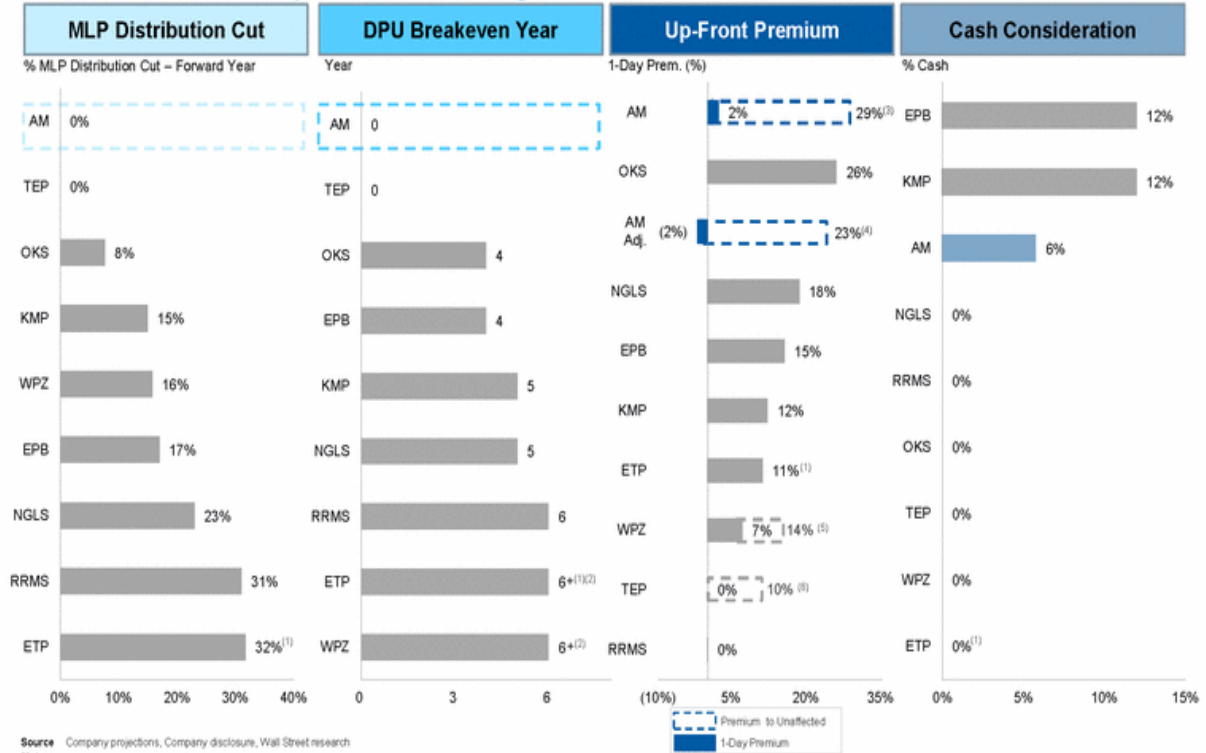
Premiums Analysis:	Exchange Ratio (x)	Adj. Exchange Ratio (x) ⁽²⁾	Exchange Ratio (x)	Adj. Exchange Ratio (x) ⁽²⁾	Exchange Ratio (x)	Adj. Exchange Ratio (x) ⁽²⁾
8/3/2018	(5.4%)	(9.7%)	2.2%	(2.1%)	9.9%	5.5%
30-Day Avg.	0.6%	(3.9%)	8.6%	4.0%	16.5%	11.8%
60-Day Avg.	1.4%	(3.1%)	9.5%	4.8%	17.5%	12.8%
90-Day Avg.	2.6%	(2.1%)	10.8%	6.1%	19.0%	14.2%
180-Day Avg.	5.9%	1.1%	14.6%	9.7%	23.3%	18.3%
Spot at Spec. Comm. Announce.	19.5%	14.1%	29.0%	23.5%	38.4%	32.8%

Notes:

- Excludes \$25MM of cash funded accelerated water earn-out payment made to AM
- Assumes cash and shares consistent with current ownership; election feature may provide a higher cash content for AR
- Adjusted AM / AMGP exchange ratio calculated as the AMGP unaffected market cap grossed up by the percentage of Series B 2018E distributions divided by pro forma AMGP share count (inclusive of 18.5MM share Series B conversion)

Impact to AM vs. Selected Peer Precedents

Assumes Illustrative Midpoint 1.680x Exchange Ratio & \$1.92 Cash Consideration



Source: Company projections, Company disclosure, Wall Street research

Notes:

1. Represents a non-taxable LP-to-LP transaction
2. Distribution does not breakeven throughout the 5 year projection period provided by Wall Street research
3. AM – 1.680x exchange ratios plus \$1.92 cash consideration per share for AM / AMGP as of 23 Feb 18 (Special Committee Announcement Date) represent a 29% spot premium to market value
4. AM (adjusted for AMGP share price reflected of Series B conversion as shown on page 10) – 1.680x exchange ratios plus \$1.92 cash consideration per share for AM / AMGP as of 23 Feb 18 (Special Committee Announcement Date) represent a 23% spot premium to market value
5. WPZ – 1.500x exchange ratio for WPZ / WMB as of 8 May 18 represent a 7% spot premium to market value and an incremental 7% premium to the spot exchange ratio the day before FERC press release (3/15/18)
6. TEP – 10% premium to 30-day VWAP before 7 Feb 18 restructuring review announcement, premium on the day prior to 30 Mar 18 announcement was 0%

Pro Forma Impact Analysis

Illustrative Pro Forma Impact to AM; 1.680x Exchange Ratio; \$1.92 Cash Consideration Reinvested

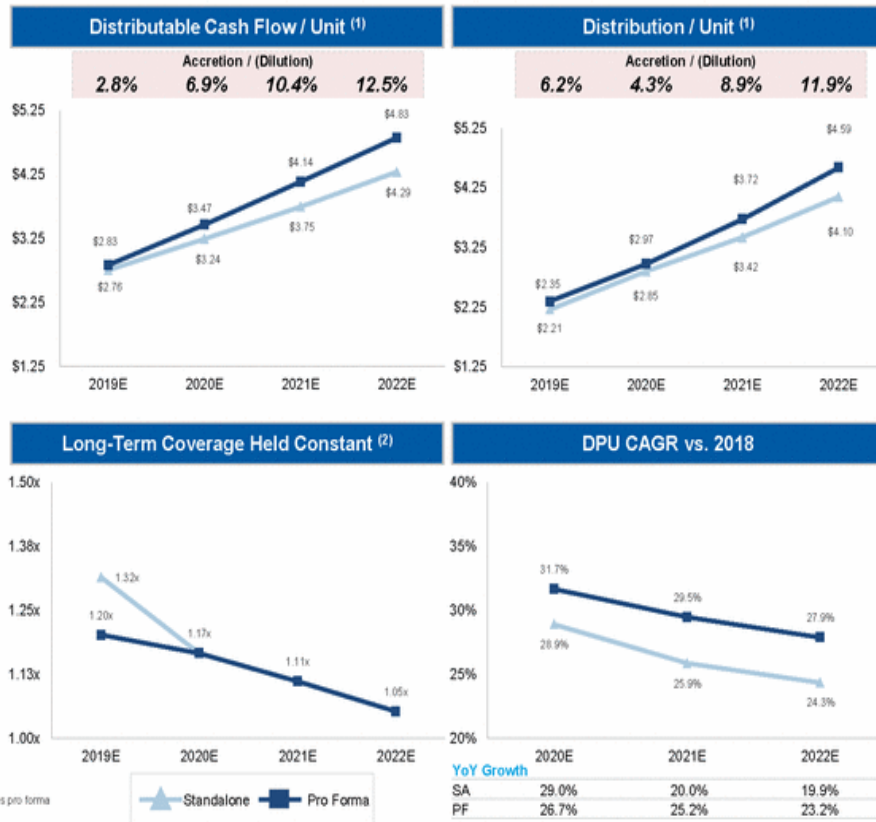
Assumptions

- Company provided projections
- Cash consideration (\$1.92) reinvested into AMGP at 8/3/18 price of \$18.50
- 2019E distribution set to match standalone AM distribution (on a 1.680x exchange ratio basis)
 - 2020E onwards assumes AM standalone total coverage profile held constant
- Acceleration of water earn-out for \$225MM of cash (if included in transaction)
- Cash consideration funded with debt with a 5.375% interest rate

	Consolidated	
	SA	PF
Total Debt	1,657	2,241
2018E EBITDA	730	730
Debt/18E EBITDA	2.3x	3.1x
OKE Debt/18E EBITDA		3.4x
TRGP Debt/18E EBITDA		5.0x
EQGP Debt/18E EBITDA		NM ⁽¹⁾

Source: Company projections

- Notes:
1. Assumes 187.0MM units standalone, 518.9MM AMGP shares pro forma
 2. Calculated as DCF / total distribution
 3. EQGP has no outstanding debt



Pro Forma AMGP Investment Highlights

Market Data as of August 3, 2018

- Under the proposed exchange ratio, AM unitholders would have a larger pro forma ownership position than AMGP
- As a result, it is critical to understand how AMGP would be expected to trade post the transaction to quantify the value implications for AM holders beyond the implied upfront premium
 - Pro forma AMGP will be extremely well positioned as a high-growth C-Corp with substantial current yield
 - Analysis of pro forma yield, growth and return attributes suggests higher trading levels for AMGP

Hypothetical Index Re-Weighting Calculation ⁽²⁾:

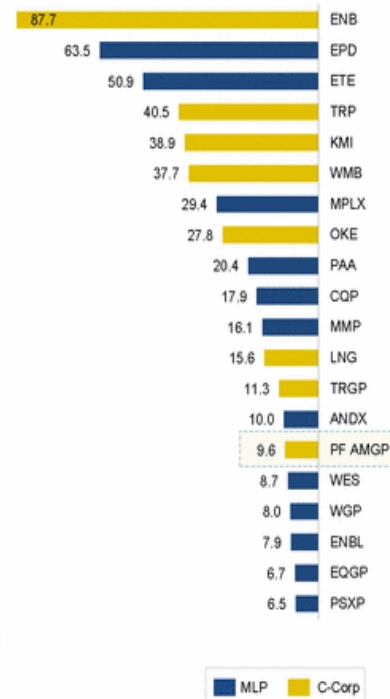
$$\begin{aligned}
 \text{Net Buying} &= \underbrace{\text{Total Index Fund (Passive) AUM Tracking Indices}}_{\text{Net Changes to Index Weighting}} \times \underbrace{\text{Net Change in Index Weightings } (\Delta x\%)}_{\text{Post-Weight} - \text{Pre-Weight}} \\
 &= \$1.2\text{Tn} \times 0.0195\% - 0.0000\% \\
 &= \$1.2\text{Tn} \times 0.0195\% \\
 &= \text{\textbf{\$233MM}} \\
 &= \text{\textbf{-12.6MM Shares} }^{(2)}
 \end{aligned}$$

Post-transaction, AMGP to be positioned as a leading midstream C-Corp with a number of factors that distinguish it from its peers:

- ✓ Fastest growing midstream C-Corp
 - Distribution growth exceeding 25% through 2021
- ✓ Highest total return midstream C-Corp
 - Pro forma 3-year implied IRR of ~38%
- ✓ Organic growth driven by backlog of \$2.7Bn of projects
- ✓ Strong balance sheet with 3.1x YE 2018E leverage (including accelerated water earn-out)
- ✓ Ability to grow without equity issuance
- ✓ Top-tier asset base, proven growth track record
- ✓ Top-tier Appalachian management team
- ✓ Depth of institutional access spanning traditional midstream investors and sector agnostic growth investors
 - Mitigation of overhang on secondary sell-downs / offerings
 - Significant enhancement of public float
 - Path to being index eligible (i.e., S&P 500) once public float is >50% of outstanding shares (initially will be ~43%)
- ✓ C-Corp governance, including a majority of independent directors

Top 20 Midstream Companies ⁽¹⁾

Ranked by Market Capitalization



PROJECT ALPINE Source: Company projections
 Notes:
 1. Pro forma for all announced simplification transactions
 2. Assumes inclusion to the S&P at 50% public float, based on PF TSO of 518.9MM shares and 8/3/18 price of \$18.50

Support for AMGP Trading Level⁽¹⁾

Market Data as of August 3, 2018

- 1 Trading Relative vs. Peers**

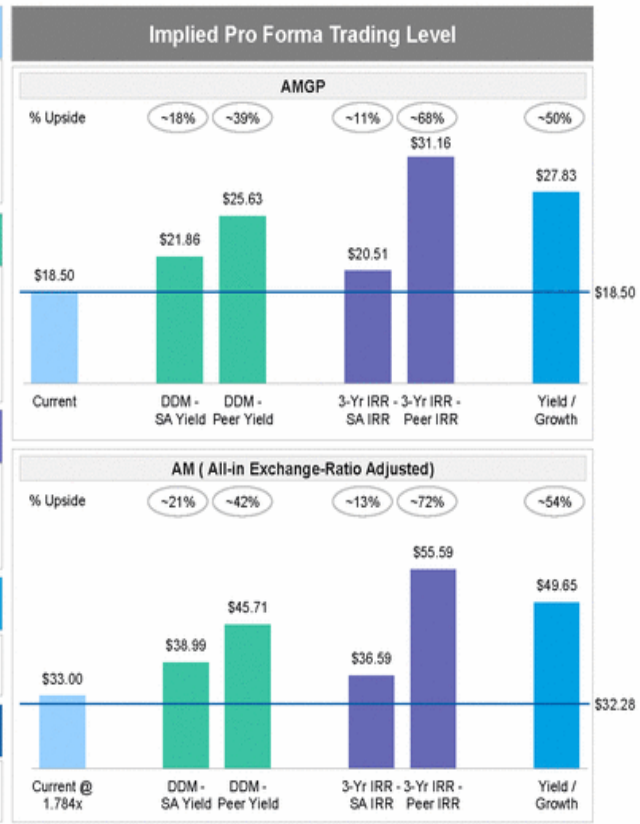
 - OKE currently trades at a ~5.3% 2019E yield with a consensus ~11% 2-year forward growth rate, while PF AMGP (at current price) would imply a 2019E yield of ~7.1% with a ~26% 2-year forward growth rate
 - OKE currently trades at a 14.7x 2019E DCF multiple and ~11% 2-year forward DCF growth while pro forma AMGP at current price would imply a 11.8x 2019E DCF multiple and a ~21% growth rate
- 2 Dividend Discount Model ("DDM")**

 - Dividend discount model with 10% cost of equity implies an ~11.8% terminal yield for standalone AMGP
 - Implies pro forma AMGP share price of **\$21.86**
 - Peer average DDM of ~9.5% implies a pro forma AMGP share price of **\$25.63**
- 3 3-Year IRR Expectations**

 - Maintaining AMGP's standalone 3-year IRR implies a pro forma share price of **\$20.51**
 - Maintaining a peer average 3-year IRR of 19.0% implies a pro forma share price of **\$31.16**
- 4 Yield / Growth Correlation**

 - Correlation of yield vs. growth implies a pro forma share price of **\$27.83**
- 5 Investor Universe**

 - Multiple long-only Midstream C-Corp investors and possible future inclusion into S&P 500 provide potential incremental buyers of PF AMGP



PROJECT ALPINE Notes:
1. Based on Company management projections

SECTION 2

Pro Forma Trading Considerations

1 Peer Trading Metrics

Market Data as of August 3, 2018

- Pro forma AMGP would be projected to have higher growth with a similar yield as OKE
- Pro forma DCF and EBITDA multiples projected to be attractive for new AMGP
- Assumes illustrative midpoint transaction structure and early settlement of water earn-out
- Pro forma AMGP projected to have a healthy total debt / 2018E EBITDA leverage compared to peers:
 - PF AMGP: 3.1x⁽¹⁾
 - Targa: 5.0x
 - ONEOK: 3.4x
 - EQGP: NM⁽²⁾

						
Trading Summary						
Equity Value	6,688	27,752	11,332	3,445	9,599	✓ PF AMGP becomes more in-line with C-Corp peers with minimal leverage
Aggregate Value	6,687	35,926	19,060	3,430	11,817	
Aggregate Value /						
2019E EBITDA	13.2x	14.4x	13.2x	15.9x	12.0x	✓ PF AMGP's high growth results in forward multiples that are in-line or lower than peers, assuming current AMGP standalone share price
2020E EBITDA	10.8x	12.9x	11.6x	10.7x	9.7x	
Equity Value /						
2019E DCF	13.2x	14.7x	13.1x	21.3x	11.8x	✓ PF AMGP's peer-leading DCF growth for suggests potential for upward share price rerating post-transaction
2020E DCF	10.8x	13.5x	11.2x	14.3x	9.7x	
DCF Growth (19E - 21E)	14.8%	10.5%	14.1%	33.1%	20.8%	
Yield & Growth Metrics						
2019E Yield	7.6%	5.3%	7.1%	4.8%	7.1%	✓ Significant coverage paired with high growth supports premium valuation relative to peers
2019E Cash Coverage Ratio	1.0x	1.3x	1.1x	1.0x	1.2x	
DPU Growth (19E-21E CAGR)	14.7%	10.7%	1.4%	40.1%	26.0%	
EBITDA Growth (19E-21E CAGR)	14.8%	11.1%	12.1%	33.1%	19.6%	
Credit Metrics						
Debt / 2019E EBITDA	NM	3.4x	5.0x	0.0x	3.1x	✓ Healthy pro forma balance sheet / credit metrics to support self-funding

Source: Capital IQ, Company projections for AM & AMGP

Notes:

1. Assumes 2018E YE total debt inclusive of \$284MM of debt used to fund the cash consideration and water earn-out
2. EQGP has no outstanding debt

2 Dividend Discount Method – AMGP Buys AM

Market Data as of August 3, 2018

- Utilizing a 10% cost of equity and Wall Street research, the current share price implies a ~11.8% terminal yield after 2022

- Pro forma for the transaction, AMGP would need a ~15.0% terminal yield to hold the current share price

Standalone AMGP						Pro Forma AMGP – Implied Terminal Yield					
	2019	2020	2021	2022	Terminal		2019	2020	2021	2022	Terminal
Standalone AMGP Distributions						PF AMGP Distributions					
EBITDA	234	353	460	587		EBITDA	989	1,222	1,413	1,642	
Interest Expense	-	-	-	-	-	Interest Expense	(121)	(147)	(162)	(176)	
Cash Taxes	(56)	(85)	(110)	(140)		Cash Taxes	-	-	-	-	
Series B Payment	(12)	(20)	(26)	(34)		Series B Payment	-	-	-	-	
Maint. Capex & Other	-	-	-	-		Maint. Capex & Other	(43)	(67)	(48)	(62)	
Cash Flow Available	165	249	324	413		Cash Flow Available	824	1,099	1,203	1,405	
Coverage	-	-	-	-		Coverage	142	144	120	70	
AMGP Distributions	165	249	324	413		AMGP Distributions	683	865	1,063	1,334	
Present Value						Present Value					
PV @ 10.0% Cost of Equity	157	216	255	296	2,520	PV @ 10.0% Cost of Equity	651	750	853	956	6,389
Total PV @ 10.0% Cost of Equity					3,445	Total PV @ 10.0% Cost of Equity					9,599
Current Share Price					\$18.50	Current Share Price					\$18.50
Terminal Value						Terminal Value					
Implied Terminal Yield					11.8%	Implied Terminal Yield					15.0%
Undiscounted Terminal Value					3,517	Undiscounted Terminal Value					8,919

Source Capital IQ, Company Materials

2 Dividend Discount Method – AMGP Buys AM (Cont'd)

Market Data as of August 3, 2018

B Holding AMGP's current terminal yield constant would imply a pro forma share price of \$21.86 (~18% upside to current price)

C Using peer average breakeven yield of 9.5%, implied pro forma AMGP would be \$25.63 (~39% upside to current price)

– Using OKE's implied terminal yield of 6.4%, pro forma AMGP price would be \$34.97 (~89% upside to current price)

B Pro Forma AMGP – Assuming Standalone Yield						C Pro Forma AMGP – Assuming Avg. Peer Yield					
	2019	2020	2021	2022	Terminal		2019	2020	2021	2022	Terminal
PF AMGP Distributions						PF AMGP Distributions					
EBITDA	989	1,222	1,413	1,642		EBITDA	989	1,222	1,413	1,642	
Interest Expense	(121)	(147)	(162)	(176)		Interest Expense	(121)	(147)	(162)	(176)	
Cash Taxes	-	-	-	-		Cash Taxes	-	-	-	-	
Series B Payment	-	-	-	-		Series B Payment	-	-	-	-	
Maint. Capex & Other	(43)	(67)	(48)	(62)		Maint. Capex & Other	(43)	(67)	(48)	(62)	
Cash Flow Available	824	1,009	1,203	1,405		Cash Flow Available	824	1,009	1,203	1,405	
Coverage	142	144	120	70		Coverage	142	144	120	70	
AMGP Distributions	683	865	1,083	1,334		AMGP Distributions	683	865	1,083	1,334	
Present Value						Present Value					
PV @ 10.0% Cost of Equity	651	750	853	956	8,132	PV @ 10.0% Cost of Equity	651	750	853	956	10,088
Total PV @ 10.0% Cost of Equity					11,342	Total PV @ 10.0% Cost of Equity					13,298
Current Share Price					\$21.86	Current Share Price					\$25.63
Terminal Value						Terminal Value					
Implied Terminal Yield					11.6%	Implied Terminal Yield					9.5%
Undiscounted Terminal Value					11,352	Undiscounted Terminal Value					14,083

Source: Capital IQ, Company Materials

3 IRR Method Analysis

Market Data as of August 3, 2018

A Current implied 3-year IRR for standalone AMGP is ~37.6%

– Maintaining the same AMGP IRR implies a pro forma share price of \$20.51 (~11% upside to current price)

B Current peer median 3-year IRR is 19.0%

– Maintaining the same for AMGP implies a pro forma share price of \$31.16 (~68% upside to current)

C Holding current AMGP price of \$18.50 constant implies 3-year IRR of over 42%

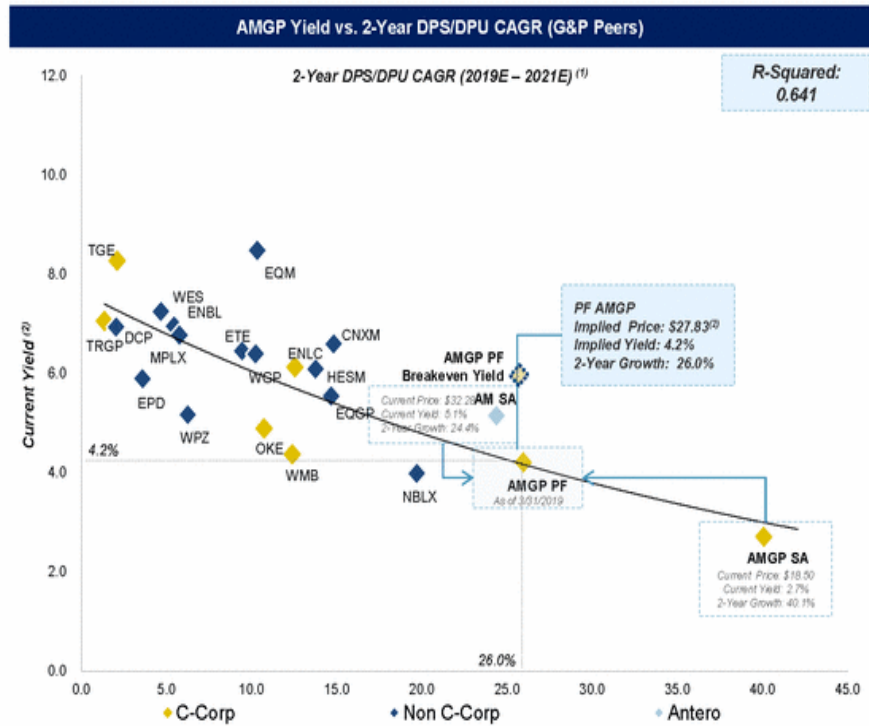
3-Year IRR										
	Equity Value	Price (\$)	2019E Yield (%)	Distributions per Share (\$ / Share)			Growth CAGR (%)	Exit Growth (%)	Predicted Exit Yield (%)	3 Year IRR
				2019E	2020E	2021E	2019 - 2021	2021 - 2022		
Antero										
AMGP SA	3,445	\$18.50	4.8%	\$0.89	\$1.34	\$1.74	40.1%	27.6%	4.1%	37.6%
A AMGP PF	10,844	\$20.51	6.4%	\$1.32	\$1.67	\$2.09	26.0%	23.2%	4.5%	37.6%
B AMGP PF	16,170	\$31.16	4.2%	\$1.32	\$1.67	\$2.09	26.0%	23.2%	4.5%	19.0%
C AMGP PF	9,599	\$18.50	7.1%	\$1.32	\$1.67	\$2.09	26.0%	23.2%	4.5%	42.7%
AM	6,041	\$32.28	6.6%	\$2.21	\$2.85	\$3.42	24.4%	19.9%	4.8%	36.5%
GP Peers										
WGP	7,984	\$36.47	7.1%	\$2.60	\$2.93	\$3.16	10.2%	8.5%	6.3%	18.5%
EQGP	6,888	\$22.11	7.6%	\$1.68	\$2.05	\$2.20	14.7%	6.0%	6.7%	22.2%
ENLC	3,159	\$17.45	6.9%	\$1.20	\$1.38	\$1.52	12.5%	7.2%	6.5%	17.5%
MLP Peers										
WES	8,714	\$52.46	7.8%	\$4.07	\$4.26	\$4.46	4.7%	4.5%	6.9%	14.8%
EQM	6,197	\$51.46	10.1%	\$5.22	\$6.00	\$6.35	10.3%	4.4%	6.9%	30.8%
NBLX	2,130	\$53.70	4.9%	\$2.61	\$3.12	\$3.74	19.7%	19.8%	4.8%	18.0%
CNXM	1,296	\$20.40	7.7%	\$1.57	\$1.81	\$2.07	14.8%	15.0%	5.4%	30.5%
HESM	1,239	\$22.71	7.2%	\$1.63	\$1.87	\$2.11	13.8%	11.4%	5.9%	23.5%
Operating C-Corp										
TRGP	11,332	\$51.63	7.1%	\$3.64	\$3.64	\$3.74	1.4%	4.3%	6.9%	8.5%
OKE	27,752	\$87.51	5.3%	\$3.60	\$3.95	\$4.42	10.7%	6.7%	6.5%	5.8%
Peer Mean							11.3%	8.8%	6.3%	19.0%
Peer Median							11.6%	7.0%	6.5%	18.2%

4 Yield vs. Growth Correlation

Market Data as of August 3, 2018

- Correlation of yield vs. growth implies a pro forma share price of \$27.63 (~50% upside to current price)

AMGP Yield Sensitivity (At 3/31/2019 Annualized)		
Assumed Yield	Implied Price	
Breakeven Yield	6.3%	\$18.50
	5.7%	\$20.51
	5.2%	\$22.48
	4.7%	\$24.87
Implied Yield	4.2%	\$27.83
	3.7%	\$31.59
	3.2%	\$36.52



Source: Capital IQ, Company projections


Notes:

- Peer and standalone Antero represents 2-year 2019-2021 DPS/DPU CAGR
- Peer and standalone Antero represents current yield, PF AMGP represents estimated current yield at 3/31/2019

5 S&P 500 Index Eligibility Criteria

Based on Latest S&P Methodology – June 2018

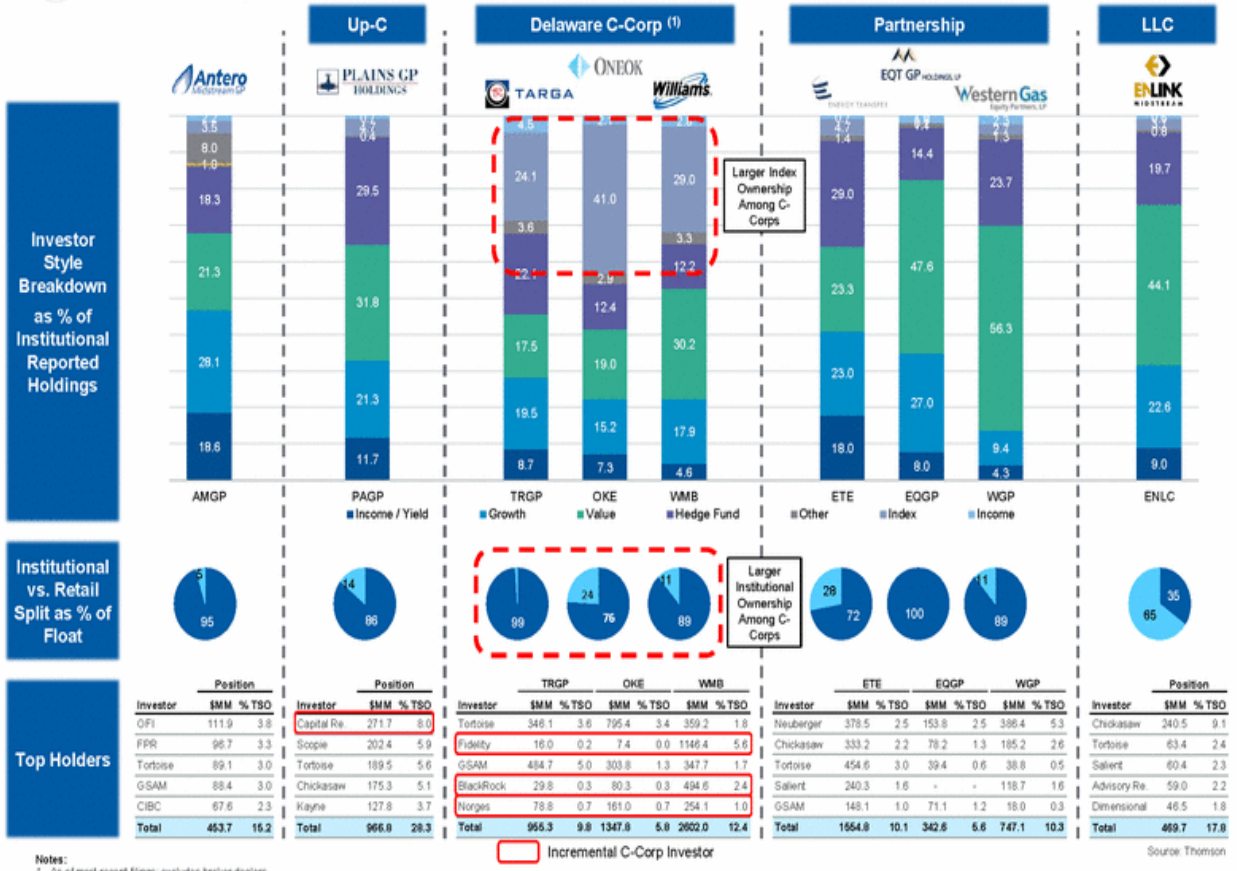
- The indices are maintained by the S&P Index Committee which meets on a regular basis
- All changes to the indices are fully discretionary
 - A company that satisfies all of the criteria may not be added and the timing of any addition is up to the S&P's discretion
- Antero Midstream GP will likely not meet all requirements for the S&P 500 immediately after the simplification transaction, given its public float is expected to remain below 50% of total shares outstanding**
- Should AMGP improve its float over time, it could be added to the S&P at the discretion of the index committee
 - MS estimates an addition to the S&P 500 could result in at least 12.5MM shares of demand from index funds, which is ~\$233MM based on current prices ⁽³⁾

			
1	Geography & Listing	<ul style="list-style-type: none"> U.S. Companies ⁽¹⁾ 	✓
2	Market Capitalization	<ul style="list-style-type: none"> Minimum of \$6.1Bn Market cap minimum is reviewed from time to time 	✓
3	Adequate Liquidity and Reasonable Price	<ul style="list-style-type: none"> Ratio of annual dollar value traded to float-adjusted capitalization for the company should be 1.00x or greater, and the company should trade a minimum of 250,000 shares in each of the trailing six months 	✓
4	Financial Viability	<ul style="list-style-type: none"> The sum of the most recent 4 consecutive quarters' as-reported earnings should be positive as should the most recent quarter; as-reported earnings are defined as GAAP net income excluding discontinued operations and extraordinary items 	✓
5	Public Float ⁽²⁾	<ul style="list-style-type: none"> Minimum of 50% required AMGP Pro-Forma Public Float (%) = 224.3MM shares / 518.9MM shares = ~43% 	✗
6	Sector Representation	<ul style="list-style-type: none"> Companies' industry classifications contribute to the maintenance of a sector balance that is in line with the sector composition of the universe of eligible companies within the defined market cap range 	✓
7	Eligible Securities and Organizational Structures	<ul style="list-style-type: none"> Eligible securities are the common stock of U.S. companies with a primary listing on one of the accepted U.S. exchanges (NYSE, NASDAQ, Bats). Ineligible exchanges include OTCBB and Pink Sheets Eligible organizational structures are Corporations, including equity and mortgage REITs (excluding) Ineligible organizational structures and share types include but are not limited to: BDCs, LPs, MLPs, LLCs, CLEFs, ETFs, ETNS, ADRs 	✓

Notes:

1. A U.S. company, for index purposes, should have the following characteristics: (1) files 10-K annual reports and should not be considered a foreign entity by the SEC, (2) the U.S. portion of fixed assets and revenues constitutes a plurality of the total, but need not exceed 50% (when these are in conflict, assets determine plurality whereas revenue determines plurality when asset information is incomplete), (3) the primary listing of the common stock is the NYSE (including NYSE Arca and NYSE MKT) or the NASDAQ (Global Select Market, Select Market, or Capital Market) (ADRs are not eligible for inclusion); (4) the corporate governance structure is consistent with U.S. practice. If criteria (2) is not met or ambiguous, S&P Dow Jones Indices may still deem it a U.S. company for index purposes if its primary listing, headquarters and incorporation are all in the U.S. and/or a "bonafide of convergence"
2. In general, float is calculated off basic shares outstanding; however, there are instances where S&P looks at common stock equivalent securities on a fully diluted basis
3. Assumes inclusion to the S&P at 50% public float, based on PF TSO of 518.9MM shares and current price of \$18.50

5 AMGP Style vs. Peers



5 Identifying Incremental Midstream Up-C / C-Corp Investors

Top Holders of Midstream C-Corps (1)(2)

- There are several quality long-only Midstream C-Corp investors who can be incremental buyers of AMGP, given they are currently materially underweight AMGP

Investor	AMGP	Position Held in Midstream C-Corp Peers (\$MM)									Total
	Pos (\$MM)	KMI	PAGP	TRGP	LNG	OKE	WMB	ENLC	TEGP		
Tortoise Capital Advisors, LLC	89.0	242.0	189.5	348.1	320.4	795.4	359.2	63.4	74.8	2,300.8	
Fidelity Management & Research Company	-	310.3	26.0	16.0	709.0	7.4	1,148.4	-	1.5	2,216.5	
Goldman Sachs Asset Management (US)	88.4	111.1	96.5	494.7	146.6	303.8	347.7	0.4	-	1,430.8	
Wayne Anderson Capital Advisors, LP	-	152.2	127.8	333.9	15.7	991.1	113.4	7.2	86.7	1,428.0	
Wellington Management Company, LLP	1.0	1,178.1	15.7	126.4	2.2	41.3	-	-	-	1,363.7	
Deutsche Asset & Wealth Management	11.9	252.0	-	225.1	144.4	183.2	371.7	-	-	1,176.5	
Harvest Fund Advisors LLC	30.6	23.5	1.8	313.7	134.9	369.7	235.8	-	-	1,152.9	
Salient Capital Advisor LLC	1.5	71.9	75.5	209.6	16.2	278.5	225.4	60.4	137.2	1,073.7	
Franklin Mutual Advisors, LLC	-	552.5	26.7	-	-	0.3	478.8	-	-	1,068.3	
CFI Steeplechase, Inc.	111.9	0.4	75.4	367.0	0.2	103.0	68.5	0.5	267.2	882.1	
Neuberger Berman, LLC	27.6	4.6	3.9	189.6	107.4	500.8	143.2	-	-	949.5	
Chickasaw Capital Management, L.L.C.	-	-	175.3	257.6	-	1.7	194.4	240.5	-	869.8	
Capital Research Global Investors	-	117.0	271.7	-	-	412.4	150.9	-	-	952.0	
ClearBridge Investments, LLC	0.8	192.0	24.9	154.4	0.7	225.1	265.1	0.8	50.8	913.9	
Norges Bank Investment Management (NBIM)	-	374.1	-	78.8	42.8	161.0	254.1	-	-	910.6	
Brookfield Investment Management Inc.	-	147.9	-	294.9	50.7	142.7	127.9	-	-	764.1	
BlackRock Investment Management (UK) Ltd	3.3	148.5	14.7	48.1	118.1	113.3	265.4	1.4	1.4	730.9	
JP Morgan Asset Management	31.7	232.5	0.6	1.0	0.6	74.2	340.7	-	-	649.4	
Energy Income Partners LLC	-	206.8	-	46.1	-	241.5	175.1	-	-	669.4	
BlackRock Financial Management, Inc.	-	41.2	1.1	29.8	16.7	80.3	494.6	-	2.3	666.1	
Pointstate Capital LP	-	-	75.0	202.6	366.0	-	-	-	-	643.6	
Nuveen LLC	0.1	127.3	44.5	41.9	60.0	94.4	263.8	-	-	621.9	
Cushing Asset Management, LP	44.4	75.5	64.6	161.4	62.2	123.7	48.7	33.3	1.0	570.3	
Millennium Management LLC	7.4	30.5	92.9	65.4	105.7	120.4	109.2	16.1	18.7	558.9	
Dimensional Fund Advisors, LP	-	228.3	-	92.1	28.8	58.4	96.3	46.5	0.0	550.4	
Advisory Research, Inc.	31.3	57.2	36.7	113.3	0.1	133.4	57.0	59.0	52.6	511.4	
Cohen & Steers Capital Management, Inc.	54.9	171.1	7.1	27.3	129.0	146.1	7.7	-	-	487.3	
Jennison Associates LLC	5.0	13.4	-	147.5	74.0	94.4	121.0	6.5	90.9	507.5	
Morgan Stanley Wealth Management	11.9	131.0	10.9	67.6	33.6	113.9	121.4	6.8	14.5	499.8	
FPR Partners	66.7	414.7	-	-	-	-	-	-	-	414.7	
Eagle Global Advisors, LLC	36.5	99.9	59.2	96.4	2.3	93.0	23.5	23.5	37.0	439.8	
Capital International Investors	-	161.6	-	-	-	-	304.0	-	-	465.6	
MFS Investment Management	-	36.0	110.2	49.9	172.1	14.2	56.5	-	13.0	450.8	
CI Investments Inc.	-	77.9	-	-	171.6	-	179.6	-	-	429.1	
Manulife Asset Management (US) LLC	-	41.7	-	-	228.6	139.1	10.1	-	-	419.5	
CIBC Atlantic Trust Private Wealth Management	67.6	101.0	36.1	94.8	4.1	75.5	9.5	-	12.0	335.0	
Commonwealth Bank of Australia	-	360.0	0.0	0.0	0.0	2.0	2.2	-	-	364.3	
Center Coast Capital Advisors, LP	-	0.0	42.3	232.8	-	88.8	0.0	-	-	363.8	
Franklin Advisers, Inc.	-	95.0	-	12.8	-	51.7	173.7	-	-	333.2	
Steadfast Financial LLC	-	-	-	-	248.1	-	67.2	-	-	315.4	

Source: Wall Street Research, Company Filings, Capital IQ

 Denotes Key Incremental Midstream C-Corp Investor

Notes:

- As of most recent filings, excludes index funds and broker dealers
- Midstream C-Corps include: KMI, PAGP, TRGP, LNG, OKE, WMB, ENLC, TEGP, AMGP, excludes holders of only 1 peer

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Project Sliding Rock: Board Meeting

FEBRUARY 21, 2018

- **Executive Summary**
- **Appendix A: AMGP Acquisition of AM Analysis**
- **Appendix B: AR Share Buyback Analysis**



Executive Summary

MORGAN STANLEY & J.P. MORGAN

Executive Summary

- Shareholders of Antero have made requests for management and the Board to consider and evaluate potential measures to remedy two perceived issues:
 - Perceived valuation discount and relative underperformance of AR versus its Appalachian peers
 - Shareholder “mis-alignment”, primarily referring to the IDR value stream being held outside of the AR family
- JPM and MS have been working with management to analyze potential actions through the lenses of:
 - Potential benefits to shareholders of AR, AMGP and AM
 - Potential to address shareholder concerns
- Though our analysis is ongoing, we want to highlight two potential actions which, in combination, appear to meet these criteria
 - Consolidation of midstream entities via AMGP buying AM
 - Appears financially attractive to AMGP and AM shareholders and solves a key mis-alignment issue for AR shareholders
 - AR share buyback of \$500MM+, effected over two years
 - Sizable enough to be meaningful while preserving leverage at 2.0x for 2019 and beyond
 - Potential use of proceeds to fund buyback from early monetization of water earn-out payments

Upstream

- Recovery in oil prices not matched by natural gas, and investors are generally skeptical regarding a catalyst for gas-levered operators
- Frustrated investors clamoring for free cash flow, shareholder returns and capital discipline over production growth
 - In the last six months, 6 firms have announced share repurchase programs and 5 have added or increased dividend programs
- Increased scrutiny of executive compensation and to some degree governance
 - All topics directly addressed by Antero at its Analyst Day
- Operational execution increasingly separating winners and losers in the eyes of investors
- Investors also expressing belief in value of intra-basin consolidation, although social issues and bid / ask on premia still impede activity

Midstream

- Lower commodity prices, slowing growth, and slowing producer activity have generally resulted in distribution cuts, lower MLP unit prices, and materially higher yields over the past 3 years
- In response, many investors (particularly retail) have exited the space in search of other yield-oriented investments (REITs, utilities, etc.), materially reducing equity capital market access for even the largest MLPs
- Institutional investors in the midstream space have become increasingly focused on distribution stability, ability to self-fund the business plan, elimination of IDRs / simpler structures, and more conventional valuation metrics (i.e. EV / EBITDA vs yield plus growth)
 - MLPs have responded by reducing distribution growth to build coverage and reduce capital markets reliance as well as by simplifying corporate structures (repurchasing IDRs or intra-family mergers)

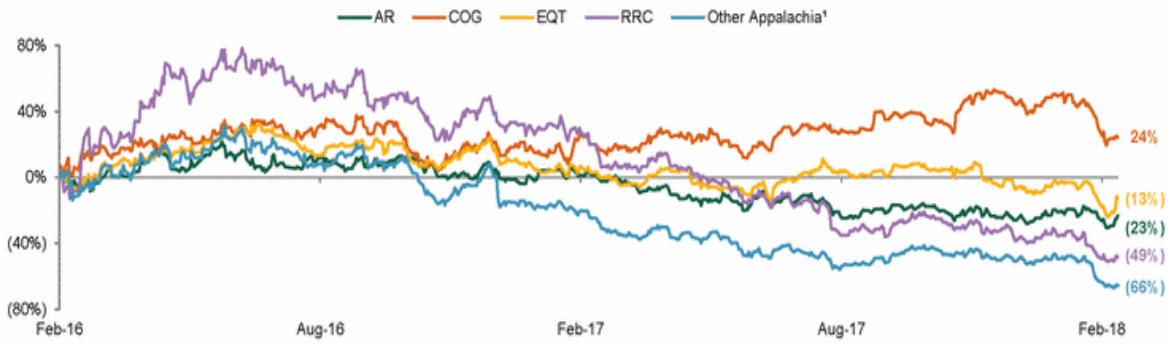
- Material increase in activist activity over the past 18 months across the oil and gas space with attention focused on upstream
 - 10 public campaigns launched, with many more undisclosed situations
- Commodity prices largely viewed as range-bound, with more optimism for oil vs. gas
 - Commodity price stability gives activists comfort that commodity price declines won't undermine investment/activism thesis
- Activist activity (both in oil and gas and across industries) expanding from "traditional" activists to investors who have historically been more passive
- Activist arguments generally center around the following themes, and are coupled with allegations of governance "failures"
 - Need for targeted company to engage in M&A to address undervaluation (whether due to lack of scale, insufficient management expertise or otherwise)
 - Need for targeted company to explore structural alternatives to address sum-of-parts discount

Select Campaigns

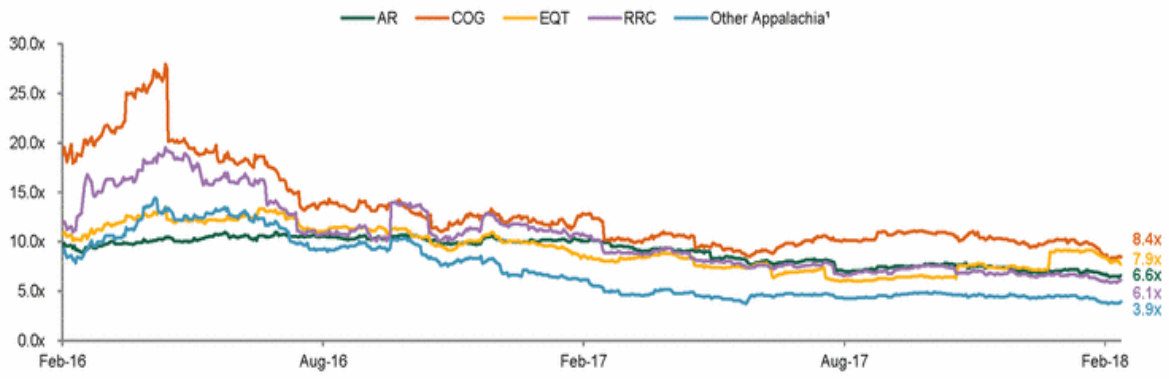
Target	Announcement date	Market cap (\$bn) ¹	Activist	Stake ¹	Activist Demands		
					Strategic	Structural	Governance
Resolute Energy Corporation	01/26/18	\$0.7	Monarch / Fir Tree	9.2% / 9.0%	✓	✗	✓
HESS	12/14/17	14.0	Elliott Management	6.7	✓	✓	✓
SandRidge	11/20/17	0.6	Icahn Associates / Fir Tree	13.5 / 8.3	✓	✗	✓
OCEAN RIG	10/16/17	2.2	Elliot / BlueMountain / Avenue	39.0	✓	✓	✗
UP	09/18/17	1.7	Fir Tree	18.5	✓	✗	✓
JONES	09/14/17	0.1	Q Investments / Fir Tree	7.9 / 7.2	✓	✓	✓
EQT	07/03/17	10.2	JANA Partners / D.E. Shaw	5.9 / 4.0	✓	✓	✓
ENERGEN	05/31/17	5.4	Convex Management	5.5	✓	✗	✓
BHP	04/10/17	98.3	Elliott Management	4.1	✓	✓	✓
M	11/21/16	22.9	Elliott Management	4.0	✓	✓	✗

Source: SharkRepellent, Wall Street Journal / Reuters, FactSet; Note: Most recent campaigns listed first; ¹ At start of agitation

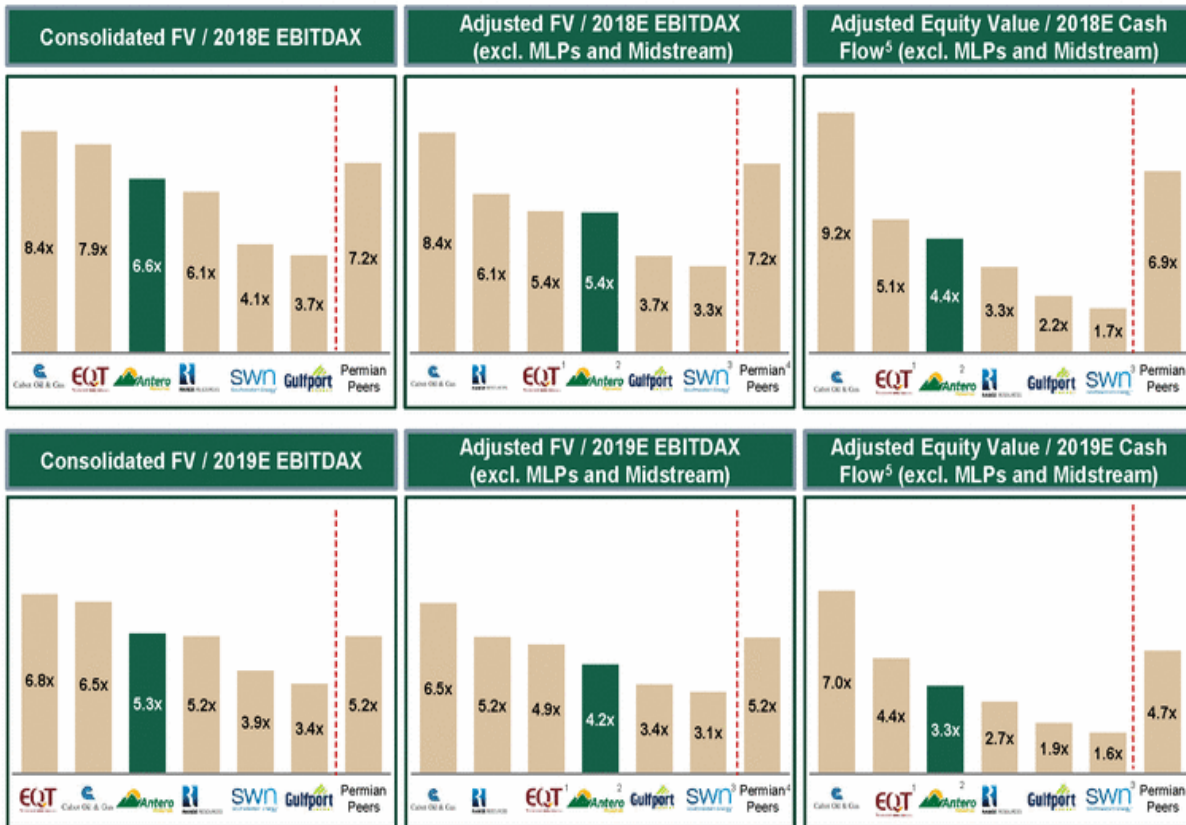
Two-Year Share Price Performance



Consolidated Two-Year Rolling FV / NTM EBITDAX

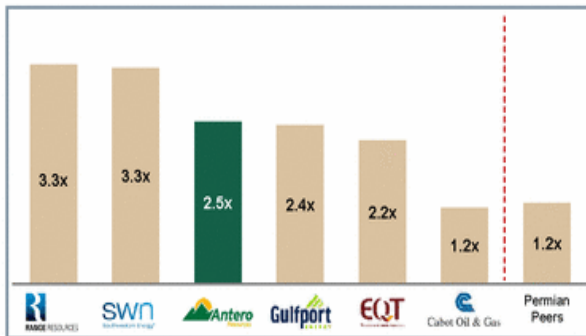


Source: FactSet as of 02/16/18
¹ Other Appalachia includes GPOR and SWN

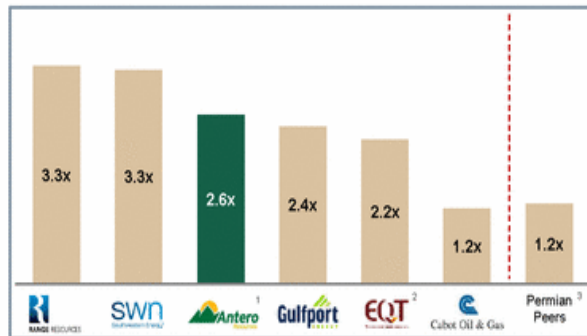


Source: FactSet as of 02/16/18, company filings
 Note: Firm value reflects market value of non-controlling interest for public MLPs, where applicable. Permian peers include CXO, FANG, PE, RSPP, EGN, CDEV, JAG, LPI and CPE
¹ Adjusted to remove MLP value based on public MLP ownership. Rice GP value based on LP ownership and 15.0x GP distributions as well as Rice Midstream Holdings based on 10.0x FV / 2018E EBITDA of \$130mm based on company estimates, assumes tax drag of 20% on EQT ownership of GP and LP cash flow and Rice Midstream Holdings; ² Adjusted to remove Antero Midstream value with no assumed tax drag as result of NOL usage; ³ Adjusted to remove midstream services contribution, based on 8.0x FV / 2018E EBITDA and 20% EBITDA margin on broker median projections for midstream services revenue; ⁴ FANG firm value adjusted to remove public MLP ownership in VNOM, assumes tax drag of 20%; ⁵ Equity value to deconsolidated discretionary cash flow

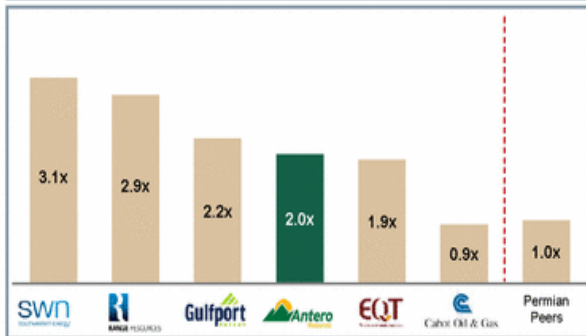
Consolidated Debt / 2018E Consolidated EBITDAX



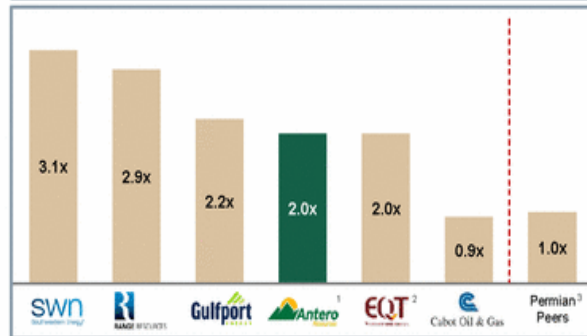
Deconsolidated E&P Debt / 2018E Adj. EBITDAX



Consolidated Debt / 2019E Consolidated EBITDAX



Deconsolidated E&P Debt / 2019E Adj. EBITDAX



Source: FactSet as of 02/16/18, company filings, broker estimates

¹ Debt adjusted to remove debt at AM; Adjusted EBITDAX equal to AR E&P-only EBITDAX plus distributions received from AM; ² Debt adjusted to remove debt at EOM, EQGP, and RMP; Adjusted EBITDAX equal to EQT E&P-only EBITDAX plus distributions received from EQGP, RMP and RMH; RMH distributions defined as \$130mm of RMH EBITDA less capex assumed at 10% of RMH EBITDA; ³ FANG debt adjusted to remove VNOM debt; Adjusted EBITDAX equal to FANG E&P-only EBITDAX plus distributions received from VNOM

Wall Street Believes In Less Upside At AR Relative To Peers

Broker Price Targets ⁽¹⁾⁽²⁾

- \$24.86 Street consensus price target
- 31% premium to current
- 50% “Buy” vs. 50% “Hold” street recommendations
- 67% “Buy” recommendations for peers on average
- 33% “Hold” recommendations for peers on average

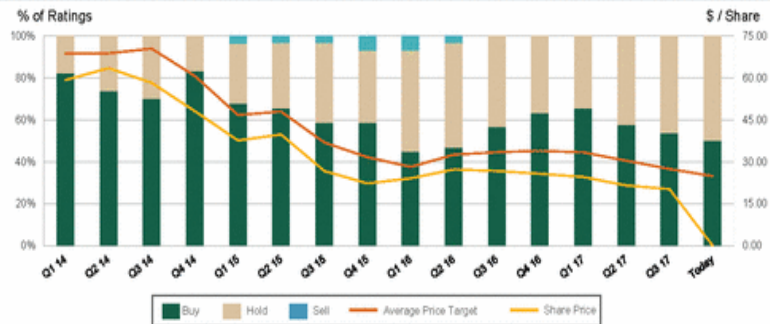
Broker Commentary

“We view [Antero’s] valuation multiple as cheap given that we forecast AR E&P can grow production at a mid-teens rate in 2020+ within cash flow with >10 years of inventory remaining post 2022.”

“Antero set the stage for strong growth for the next five years, while simultaneously transitioning to a FCF positive company with <2.0x leverage levels. We remain at Hold on the name as we take a wait-and see approach to the company’s ability to reach its targets. ... We think interest from investors could potentially pick up as the company positions itself for fiscally responsible growth.”

“While we believe management remains one of the best in the business, and the strategy of transitioning to free cash generation should be well received, we remain on the sidelines awaiting a better entry point given complexity of integrated corporate structure, momentum from 5 year plan that doesn’t build until 2019, and the 6% outperformance of shares vs. gassy peers over the last 12 months”

Buy Recommendations Have Declined Over the Last Year as the Street Shifted To More Hold Recommendations



Notes
 1. Market Data as of February 16, 2018
 2. AR peers include COG, EST and RRC

Structural Alternatives

- 1 AMGP acquisition of 100% of AM
- 2 AM purchase of IDRs
- 3 AMGP acquisition of AR's ownership in AM
- 4 AM acquisition of AMGP
- 5 AMGP acquisition of AR
- 6 AR acquisition of AMGP and/or AM
- 7 AR spin/split-off of AM units

Financial Alternatives

- 1 AR share repurchase, financed via:
 - a) AR leverage capacity
 - b) AR sale of AM via public secondary
 - c) AR sale of AM via private secondary to Infra/Pension
 - d) AR water earn out monetization
 - e) AR use of AM distributions
 - f) AR issuance of alternative AR security (e.g., mandatory TEU)
 - g) AR asset sale
 - h) AR hedge book monetization
 - i) AR margin loan of AM shares
 - j) AMGP bond issuance to buy AM units from AR
- 2 AR dividend

	✓ AMGP Acquisition of AM	✓ AM Acquisition of AMGP IDRs
Overview	<ul style="list-style-type: none"> AMGP acquires AM in all-equity transaction thereby eliminating the MLP 	<ul style="list-style-type: none"> AMGP eliminates AM's incentive distribution rights in exchange for newly issued AM common units and / or cash
Benefits	<ul style="list-style-type: none"> Dramatically improves "mis-alignment" issue; positive for AR Compelling Value proposition for both AM and AMGP <ul style="list-style-type: none"> AM receives up-front premium and accretion to distributions beginning in year 4 Tax shelter provided by step-up enhances DCF AMGP gets 100%+ up-front accretion and still enjoys 25% higher distributions 5 years out Analysis indicates AMGP will hold value and even improve C-Corp structure provides larger float, liquidity and access to institutional capital, reducing perceived overhang at AM today (i.e. from AR's significant ownership of AM) Lowers AM cost of capital due to elimination of IDRs Research analysts have done pre-conditioning by referring to the AMGP acquisition of AM as most logical combination structure 	<ul style="list-style-type: none"> Consistent with current market preference for simplifications / removals of IDRs Lowers AM cost of capital due to elimination of IDRs Creates "Up-C" structure for AM, and ability to raise midstream capital at C-Corp and MLP levels Significant near term accretion to AMGP given yield spread difference between AMGP and AM Dilutive to AM and AR for first few years but becomes accretive longer term No tax impact to AR, AMGP or AM shareholders / unitholders
Considerations	<ul style="list-style-type: none"> Taxable to AM unitholders, though average unitholder has relatively high basis in AM units (~\$24 / unit) Taxable to AR, though fully shielded by NOLs AM distribution dilution in 2018 – 2020 Potentially seen as reversal of AMGP IPO messaging Requires AMGP vote; need legal input regarding majority of minority voting 	<ul style="list-style-type: none"> Near-term LP dilution to AM holders (including AR), particularly with respect to '18E-'19E DPU; may require coverage reduction, non-distribution bearing units or cash to mitigate dilution IDRs not materially impacting AM cost of capital at current time Still maintains complexity of three public currencies and doesn't fully address perception of misalignment between AR and AMGP No tax step-up to AM (unless cash is used) Requires AMGP vote; need legal input regarding majority of minority voting

✓ *Analyzed in Detail*

	AMGP Acquisition of AR's Interest in AM	Merge AR and AMGP
Overview	<ul style="list-style-type: none"> • AMGP issues shares to AR for its 53% stake in AM • Preserves all 3 public entities • Pro forma AR would own 42% of AMGP; AMGP would own IDRs and 53% of AM 	<ul style="list-style-type: none"> • "Integrated Gas" business model Ⓐ AMGP issues shares to buy AR <ul style="list-style-type: none"> – AR no longer public Ⓑ Or AR issues shares (or AM units) to current AMGP shareholders <ul style="list-style-type: none"> – Issue AM units – AM consolidated simultaneously
Benefits	<ul style="list-style-type: none"> • AR owns largest stake in AMGP (~42%); improves alignment • Basis step-up • Source of funding for AR deleveraging or share repurchase 	<ul style="list-style-type: none"> • Brings AM control under AR, addressing some alignment concerns • Uses AMGP's comparably higher valuation • Creates a more liquid currency for future M&A
Considerations	<ul style="list-style-type: none"> • Taxable to AR, though fully shielded via NOLs • Does not eliminate IDRs for AM • Reduces near-term cash flow to AR • Leaves 3 public entities outstanding 	<ul style="list-style-type: none"> • Existing AMGP shareholders are unlikely to be supportive given dramatically different assets • Highly dilutive to AR • Co-mingles shareholder bases with notably different objectives

	AM Acquisition of AMGP	AR Spin / Split-off of AM Units
Overview	<ul style="list-style-type: none"> AM acquires AMGP in exchange for AM units and / or cash Extinguishment of AM's IDRs with AMGP becoming a wholly owned subsidiary of AM 	<ul style="list-style-type: none"> AR distributes AM units pro rata to its shareholders AR shareholders can enter into split-off transaction by exchanging AR shares for AM units
Benefits	<ul style="list-style-type: none"> Consistent with current market preference for simplifications / removals of IDRs Improves alignment between AR and AMGP / owners Lowers AM cost of capital due to elimination of IDRs Maintains upstream and midstream vehicles to raise capital Simplification without near-term tax burden to AR and AM unitholders No tax impact to AR or AM shareholders / unitholders 	<ul style="list-style-type: none"> Potentially tax efficient, depending on structure (if units contributed to C-Corp) Full clarity around AR and AM value in the public markets addressing SOTP discount issues Preserves optionality to address IDRs / AM cost of capital when IDRs are more substantial and dilution is less pronounced Cashless retirement of AR shares in the case of split – Split may be challenging if units contributed to C-Corp May be able to merge SpinCo with AMGP on a tax-efficient basis
Considerations	<ul style="list-style-type: none"> IDRs not materially impacting AM cost of capital at current time Inconsistent with the structure employed by recent GP / MLP simplifications Does not address concerns regarding MLP liquidity and capital market access Tax inefficient to have MLP acquire C-Corp Only one precedent in market where MLP acquired C-Corp IDR holder and may not be well received Near term LP dilution to AM holders (including AR) 	<ul style="list-style-type: none"> Does not address market preference for IDR elimination (unless simultaneously repurchased) Still maintains complexity of three (and potentially four) public currencies Potentially exacerbates market's perceived misalignment between AR and AMGP Limits balance sheet / capital structure flexibility for AR by removing dividends received by AM May require access to public markets to fund drilling program Premium is required to entice AR shareholders to exchange their shares for AM shares Utilize AR's tax assets if units not contributed to C-Corp

Benefits

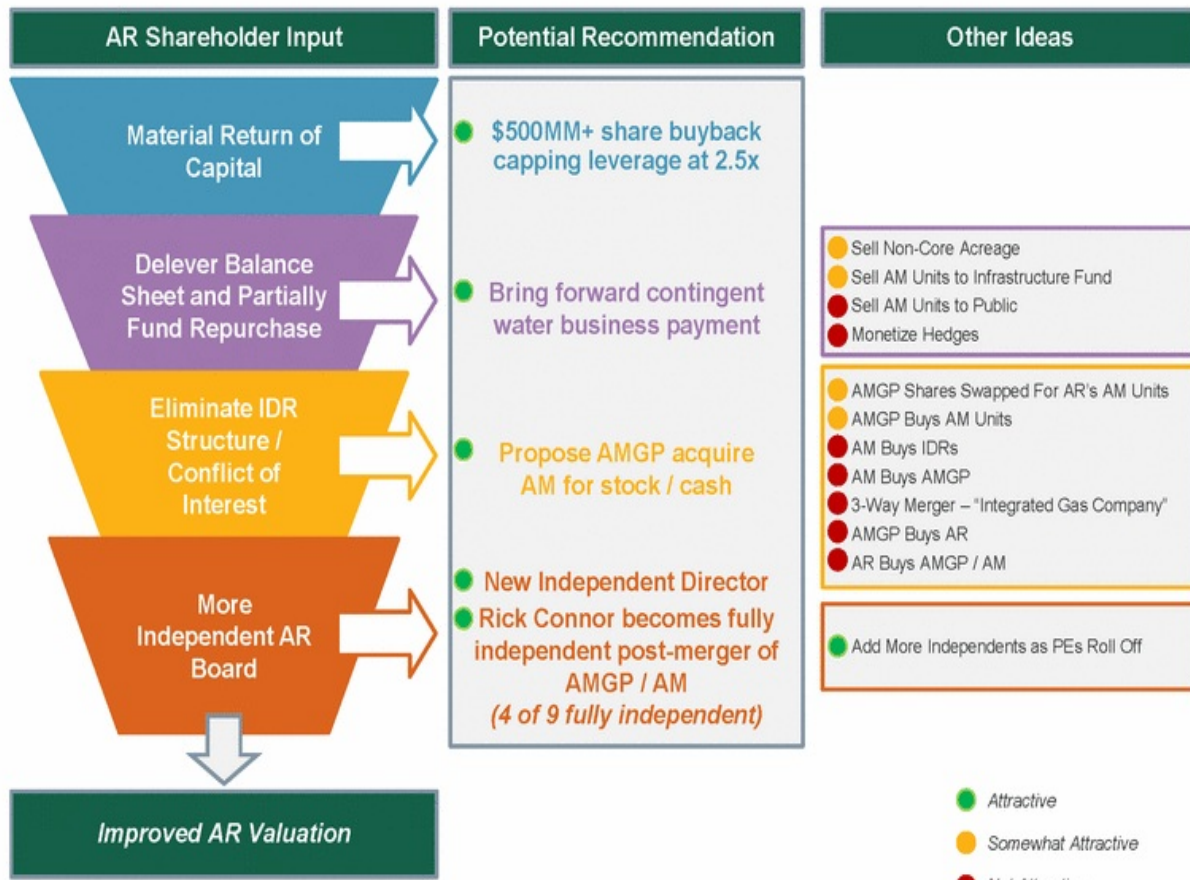
- Addresses investor calls for material return of capital
- Significantly accretive to discretionary cash flow per share at current valuations
- AR has balance sheet capacity given disciplined capital program and deleveraging steps
- Increasingly utilized across the E&P sector to address valuation discounts
- Several potential levers to generate cash at AR to finance
- Could be combined with simplification announcement to maximize market impact

Considerations

- Mixed market reception, particularly if announcing smaller program
- Cash on hand from divestitures and FCF viewed as best source of funds by investors
- Balance sheet capacity somewhat limited today, materially expands in 2019 as leverage declines further
- Largest potential source of funds in AM units difficult to monetize today

	AR Debt Issuance (Leverage Capacity)	AR Sale of AM Secondary	Private Secondary to Infra / Pension	AR Water Earn-Out Monetization	AR Use of AM Distributions
Benefits	<ul style="list-style-type: none"> AR net leverage projected at 2.1x at year end 2018, allowing for capacity if target hard 2.5x leverage cap Material decrease in net leverage in 2019 down to 1.5x by year end Hedge book, AM units and no near term maturities supportive of balance sheet strength 	<ul style="list-style-type: none"> Largest source of potential proceeds (\$2.7Bn market value of AM units) Most commonly cited by investor as potential funding source Potentially not receiving full value for AM units today in AR share price Minimal impact to pro forma net leverage 	<ul style="list-style-type: none"> Large pool of infrastructure capital seeking contracted midstream opportunities Yield and cash flow growth profile should be highly attractive to investors Offers ability for investor to acquire large block of units at one time 	<ul style="list-style-type: none"> Brings forward potentially \$250MM of proceeds AR is due to receive in 2019 and 2020 Unlikely receive full value in AR share price today No increase in leverage 	<ul style="list-style-type: none"> New financial policy of tying AR share repurchase to AM distributions received by AR Clear identification of on going share repurchase funds Modest impact on pro forma leverage AM distributions growing from \$170MM in 2018 to \$282MM in 2020
Considerations	<ul style="list-style-type: none"> AR not generating material FCF until 2019 Need to maintain IG ratings trajectory Larger programs (>5% of market cap) more likely to have significant share price impact 	<ul style="list-style-type: none"> Friction costs to execute given poor MLP market conditions Limited ability to execute in size (>\$350MM) Ongoing AM distributions contribute to FCF at AR Long term value in owning AM units Sequencing / disclosure issues if also pursuing simplification transaction 	<ul style="list-style-type: none"> Investors typically seeking structured opportunities with preferred or conversion features Partnership units not preferred investment structure Investor desire to acquire somewhat illiquid MLP position Likely seek discount to current market price 	<ul style="list-style-type: none"> Likely some discount to nominal value of the earn out Contributes to FCF profile in 2019 and 2020 	<ul style="list-style-type: none"> AM distributions not true FCF until 2020+ Any sell downs of AM shares would result in decreased AR share repurchase May be more attractive uses of capital at other times than share repurchase

	Issue Alternative AR Security	AR Asset Sale	Hedge Book Monetization	AR Margin Loan on AM Units	AMGP Bond Issuance	AR Common Dividend
Benefits	<ul style="list-style-type: none"> • Issuance of convertible/ preferred security to provide a source of funding • Provides ability to kick-start share repurchase without increasing debt or selling AM units 	<ul style="list-style-type: none"> • AR sells non-core acreage – likely in Utica Shale – as a near-term source of cash proceeds • Likely would not materially impact publicly disclosed capital plan 	<ul style="list-style-type: none"> • Monetize hedge book (currently 100% hedged for '18-'19) as a near-term source of cash proceeds • Previously pursued, well understood by the market 	<ul style="list-style-type: none"> • AR collateralizes AM units in a margin loan to fund ASR program to demonstrate their commitment to return capital • Debt is recourse only to AM units 	<ul style="list-style-type: none"> • AMGP uses proceeds from public bond issuance to buy AM units from AR as a means to structurally simplify AR from midstream • Increases near-term yield of AMGP • Near-term cash proceeds 	<ul style="list-style-type: none"> • Demonstrates commitment to returning capital to shareholders • Immediate, consistent shareholder return
Considerations	<ul style="list-style-type: none"> • Adds additional complexity • Likely higher cost of capital • Potentially viewed as debt by rating agencies 	<ul style="list-style-type: none"> • Reduces drilling inventory and optionality • Bearish gas markets won't support premium value • Limited buyer universe for Utica assets 	<ul style="list-style-type: none"> • Mixed market reaction to past hedge book monetization • Most confirm consistency with strategy and communicate with market 	<ul style="list-style-type: none"> • Increases total leverage • Another form of debt, on balance sheet • Higher cost of capital than RBL 	<ul style="list-style-type: none"> • AR loss of upside from AM units • Sale of AM units to repurchase AR shares dilutive • Reduces future flexibility at AMGP 	<ul style="list-style-type: none"> • Commits capital, future reductions difficult • Unusual for upstream companies under \$10Bn • "Token" dividend unlikely to alter trading multiple



Transaction Assumptions ⁽¹⁾

- AMGP purchases 100% of AM public units at a 1.552x exchange ratio (15% premium)
 - AMGP issues approximately 290MM shares to current AM unitholders
 - AR receives 154MM AMGP shares, representing its 53% ownership in standalone AM as of YE2017
 - Assumes AM current total coverage profile held constant
- All AM debt is assumed by AMGP
- For tax purposes, projected new capex D&A and a step-up in basis associated with tax portion of transaction provide NOL carryforward through 2022
- Assumes Series B AMGP shares convert into 23MM common shares upon transaction, based on transaction-implied market capitalization
- AR, AMGP and AM forecast based on company projections

Substantially Improves Alignment

Summary Ownership

	AR	AM	AMGP	PF AMGP
AR	-	53%	-	31%
Management	9%	-	19%	7%
Sponsors ⁽²⁾	23%	-	36%	14%
Series B ⁽³⁾	-	-	3%	5%
Public	69%	47%	42%	43%
Total	100%	100%	100%	100%

Notes

1. Market Data as of February 16, 2018
2. Sponsors include Warburg and Yorktown
3. Assumes Series B units converted into AMGP shares at current market capitalization for standalone AMGP

Purchase Price

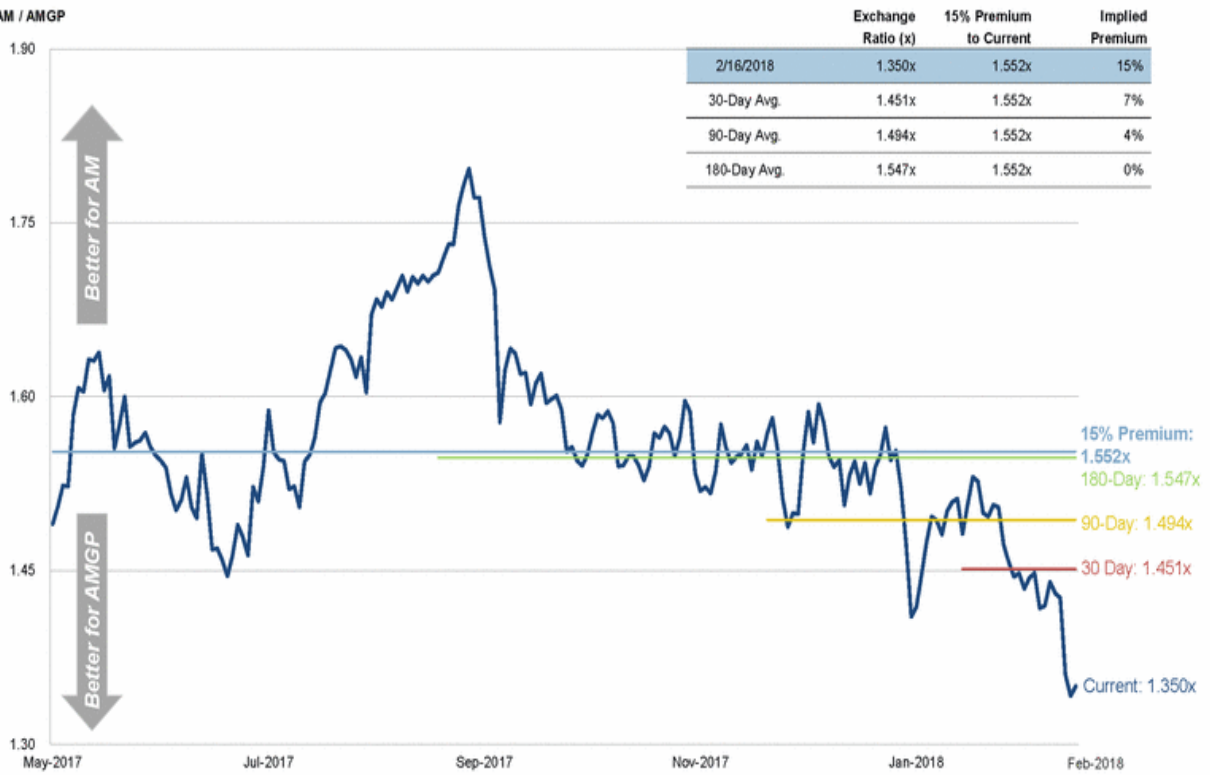
AM Equity Take-Out	
AM Share Price (\$ / Share)	\$27.70
Acquisition Premium	15.0%
Acquisition Share Price (\$ / Share)	\$31.86
AM YE 2017E FDUO (MM)	186.6
AM Common Equity Offer Value	5,945

AM Valuation	
Equity Value	5,945
AM YE 2017E Debt	1,200
AM Noncontrolling Interest	288
AM Cash	(5)
Aggregate Value	7,428
AM 2018E EBITDA	730
<i>Implied 2018E EBITDA Multiple (x)</i>	<i>10.2x</i>

AM Valuation	
Total Equity Value	5,945
% Debt Funded	0.0%
Assumed Net Debt	1,195
New Debt Issuance (Cash)	-
AMGP Price	\$20.52
AMGP Shares Issued to AM	289.7
<i>AMGP Shares Issued to AM Public</i>	<i>136.2</i>
<i>AMGP Shares Issued to AR</i>	<i>153.5</i>

Exchange Ratio – Since AMGP IPO ⁽¹⁾

AM / AMGP



Notes
 1. Market Data as of February 16, 2018

Pro Forma Impact to AM



Based on pro forma shares held by former AM unitholder
AM unitholder also has 15% more principal value on \$31.86 versus \$27.70 today (\$4.16 premium)

AMGP Buys AM

Distributable Cash Flow / Unit (1)

Accretion / (Dilution)				
(9.8%)	(3.2%)	(0.2%)	2.5%	4.2%



Distribution / Unit (1)

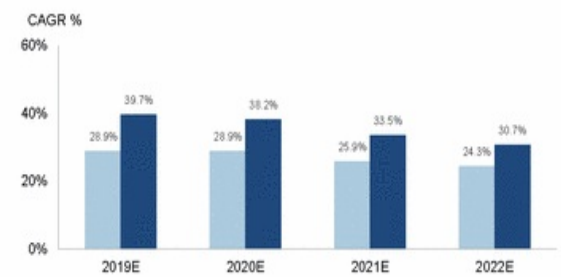
Accretion / (Dilution)				
(15.2%)	(8.2%)	(2.6%)	1.1%	3.6%



Total Coverage (2)



DPU CAGR vs. 2018

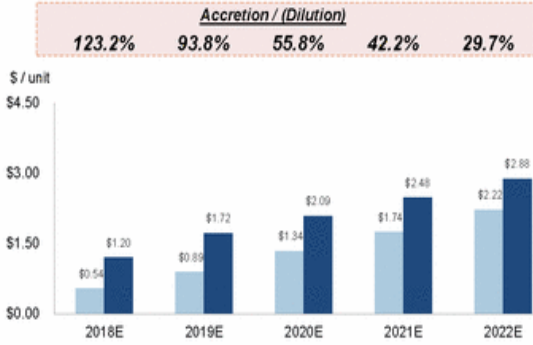


Notes
 1. Assumes 186.6MM units standalone, 499MM shares pro forma
 2. Calculated as DCF / total distribution

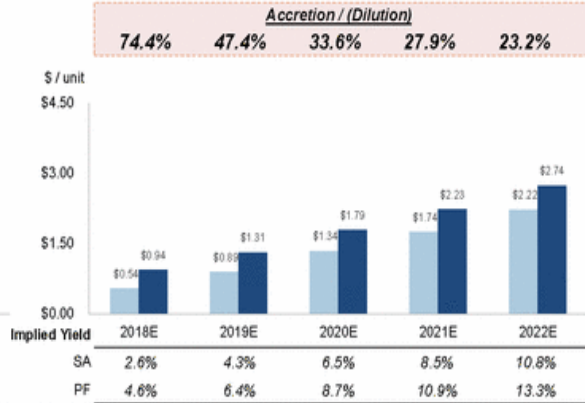


AMGP Buys AM

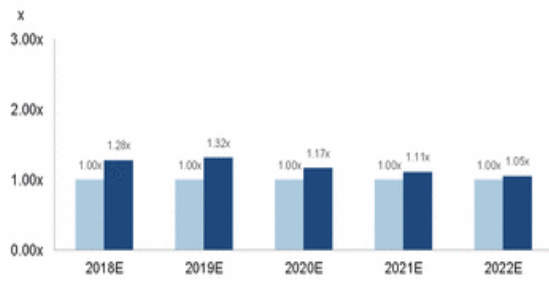
Distributable Cash Flow / Unit



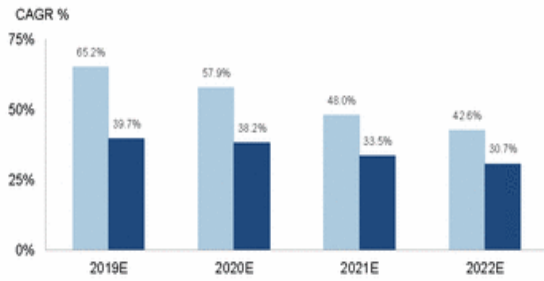
Distribution / Unit



Total Coverage



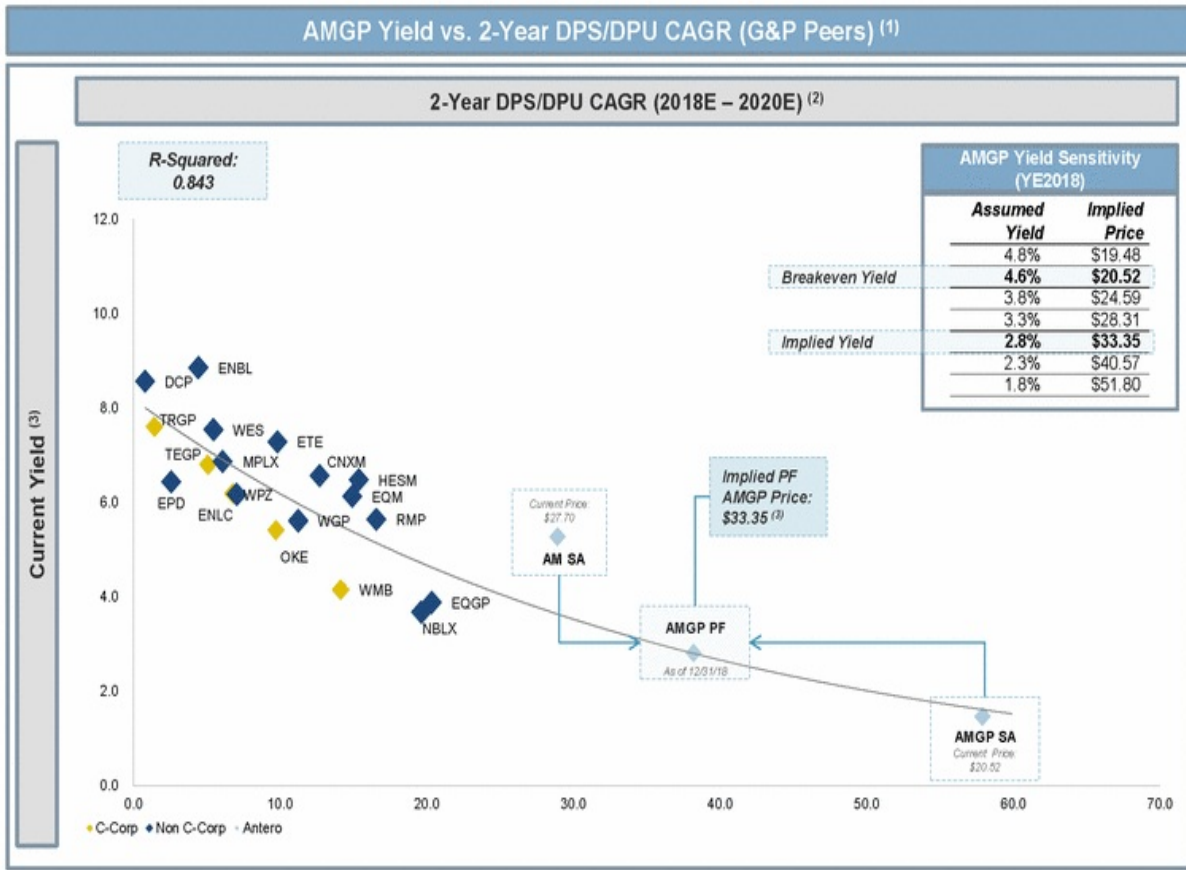
DPS CAGR vs. 2018



Legend: Standalone (light blue), Pro Forma (dark blue)

Key Trading Level Considerations

- 1 EQGP trades at a ~4.6% 2018 yield with a ~20% 2-year forward growth rate. Pro forma, AMGP will have a ~38% growth rate and would need a ~4.6% yield to hold its current price
- 2 5 year dividend discount model with 10% cost of equity implies an ~12.1% terminal yield to support current price; 8.0% terminal yield implies share price of \$23.03
- 3 Maintaining 3-year IRR would suggest a pro forma share price of \$24.40
- 4 Correlation of yield vs. growth would suggest a pro forma share price greater than ~\$33
- 5 Pro forma 2019E EBITDA multiple of 12.0x in-line with key peers



Notes
 1. Market Data as of February 16, 2018
 2. Peer and standalone Antero represents 2-year 2018-2020 DPS/DPU CAGR
 3. Peer and standalone Antero represents current yield, FF AMGP represents estimated current yield at 12/31/18



Appendix A: AMGP Buys AM

FEBRUARY 21, 2018

AR Recognized Strengths

- Long-term growth of 20%
- Deepest inventory among Appalachian peers
- Superior margins driven by liquids-rich production
- Best hedge book among peers
- Capital efficiencies driving toward positive free cash flow
- AR represents good value; upstream trades at a discount to peer group
 - Average one year price target of \$24.86, ~31% higher than current trading level

AR Pushback – Research View

- Capital efficiencies still a "show me" story
- E&P "clean" free cash flow not until 2020 and beyond
- Outspend required to meet FT requirements
- Management / sponsor "misalignment" given GP / IDRs are held outside of AR

Overview

- A combination of AMGP and AM via acquisition represents an attractive transaction from each of the AM, AMGP and AR perspectives

Benefits

- Dramatically improves "mis-alignment" issue; positive for AR
- Value proposition is compelling to both AM and AMGP
 - AM receives up-front premium and accretion to distributions beginning in year 4
 - This profile compares favorably to precedent simplifications
 - Tax shelter provided by step-up enhances DCF
 - AMGP gets 100%+ up-front accretion and still enjoys 25% higher distributions 5 years out
 - Our analysis indicates AMGP will hold value and even improve
 - DDM and yield-vs.-growth correlation indicate upside from current share price
- Structure provides larger float, liquidity and access to institutional capital
 - IDR elimination improves long-term cost of capital
 - Reduces overhang risk at AM level (which currently exists through AR's 53% LP ownership of AM)
- Research analysts have done some pre-conditioning by referring to the AMGP acquisition of AM as most logical combination structure
 - Also notable that GP take of cash flow is highest for AM vs. peers beginning in 2021

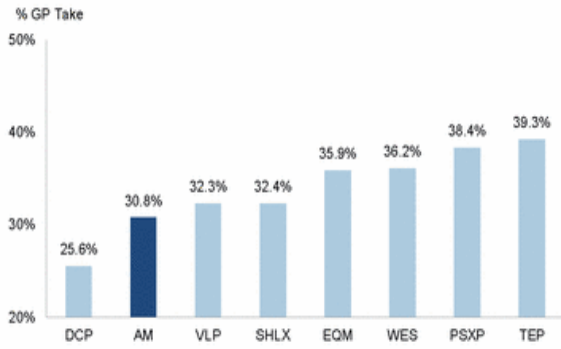
Considerations

- Taxable to AM unitholders
- Taxable to AR, though fully shielded by NOLs
- AM distribution dilution in 2018 - 2020

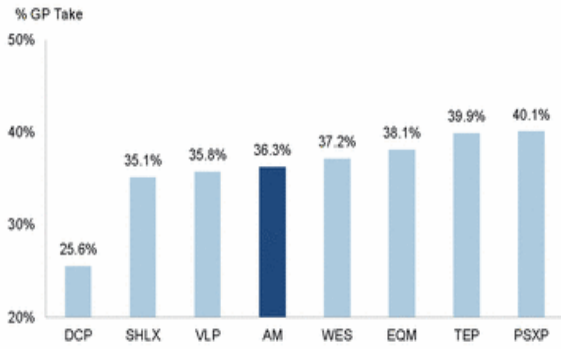
GP Take of LP Cash Flow Benchmarking (1)



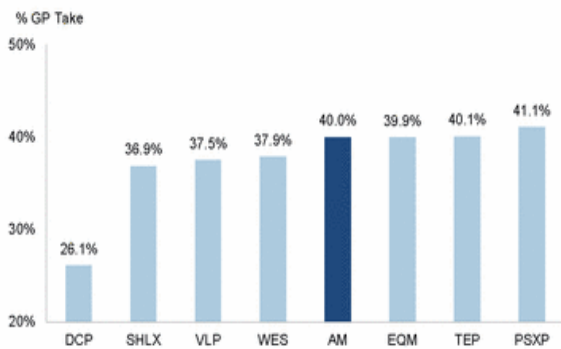
2018E GP Take



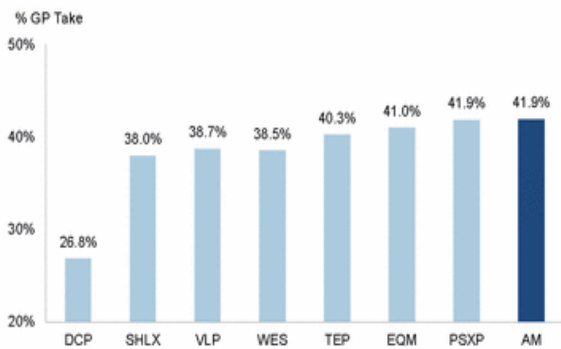
2019E GP Take



2020E GP Take

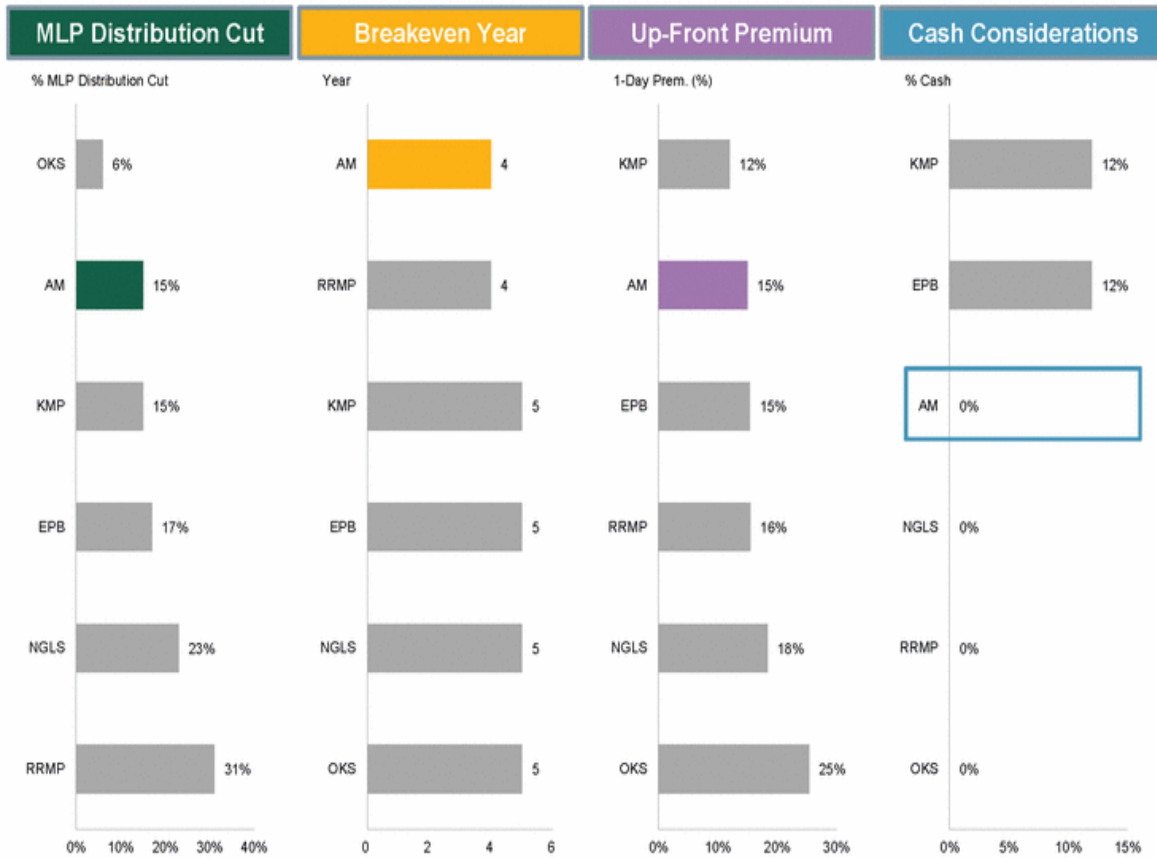


2021E GP Take



Notes
1. AM metrics per company projections

Impact To AM vs. Precedents



How Will Pro Forma AMGP Be Valued?



IRR Method ⁽¹⁾

	Equity Value	Price (\$)	2018E Yield (%)	Distributions per Share (\$ / Share)			Growth CAGR (%)	Exit Growth (%)	Predicted Exit Yield (%)	3 Year IRR
				2018E	2019E	2020E				
Antero				2018E	2019E	2020E	2018 - 2020	2020 - 2022		
AMGP SA	3,820	\$20.52	2.6%	\$0.54	\$0.89	\$1.34	57.9%	28.8%	3.7%	25.2%
AMGP PF	12,164	\$24.40	3.8%	\$0.94	\$1.31	\$1.79	38.2%	23.7%	4.2%	25.2%
GP Peers				2018E	2019E	2020E	2018 - 2020	2020 - 2022		
WGP	9,741	\$39.13	6.0%	\$2.36	\$2.61	\$2.92	11.2%	12.3%	5.8%	15.3%
EQGP	6,710	\$25.21	4.6%	\$1.16	\$1.47	\$1.68	20.3%	9.7%	6.2%	7.9%
TEGP	3,401	\$21.63	8.2%	\$1.77	\$1.92	\$1.96	5.1%	1.9%	7.8%	14.1%
ENLC	3,025	\$16.75	6.4%	\$1.07	\$1.13	\$1.22	6.8%	15.9%	5.2%	18.2%
MLP Peers				2018E	2019E	2020E	2018 - 2020	2020 - 2022		
WES	8,210	\$48.82	7.8%	\$3.83	\$4.07	\$4.26	5.5%	4.7%	7.2%	15.1%
EQM	5,395	\$66.95	6.6%	\$4.43	\$5.09	\$5.85	14.9%	7.3%	6.7%	16.9%
NBLX	1,914	\$53.27	4.1%	\$2.18	\$2.61	\$3.12	19.6%	19.8%	4.7%	12.5%
CNXM	1,215	\$19.10	7.2%	\$1.37	\$1.58	\$1.74	12.7%	7.7%	6.6%	19.4%
HESM	1,085	\$19.88	7.1%	\$1.42	\$1.64	\$1.89	15.4%	12.0%	5.9%	25.4%
Peer Mean							12.4%	10.1%	6.2%	16.1%
Peer Median							12.7%	9.7%	6.2%	15.3%

Dividend Discount Method ⁽¹⁾

	2018	2019	2020	2021	2022	Terminal
PF AMGP Distributions						
EBITDA	730	989	1,222	1,413	1,642	
Interest Expense	(61)	(88)	(115)	(131)	(144)	
Maintenance Capex	(67)	(39)	(63)	(44)	(58)	
Other	(4)	(4)	(4)	(4)	(4)	
Cash Flow Available	598	857	1,040	1,234	1,436	
Coverage	131	205	148	124	72	
AMGP Distributions	467	652	892	1,111	1,364	
Present Value						
Period	1.00	2.00	3.00	4.00	5.00	5.00
PV @ 10.0% Cost of Equity	424	539	670	759	847	6,994
Total PV @ 10.0% Cost of Equity						10,233
Current Share Price						\$20.52
Terminal Value						
Implied Breakeven Yield						12.1%
Undiscounted Terminal Value						11,264

	Share Price Sensitivity		
	Assumed Terminal Yield (%)		
	6.00%	8.00%	10.00%
10.0%	\$34.81	\$27.73	\$23.48
12.5%	\$31.33	\$25.01	\$21.21
15.0%	\$28.28	\$22.61	\$19.21

Notes
1. Market Data as of February 16, 2018

Peer Trading Statistics ⁽¹⁾

	EQT GP HOLDINGS, LP		ONEOK	TARGA	Antero Midstream GP		
	SA	Consolidated ⁽²⁾			SA	PF	Commentary
Trading Summary							
Equity Value	6,710	13,493	21,821	10,334	3,820	10,231	• PF AMGP becomes more in-line with C-Corp peers with minimal leverage
Aggregate Value	6,708	14,799	31,423	17,131	3,818	11,857	
Aggregate Value /							
2018E EBITDA	22.4x	12.7x	14.0x	13.3x	29.0x	16.2x	• PF AMGP's high growth results in forward multiples that are in-line or lower than peers, assuming current AMGP standalone share price
2019E EBITDA	18.2x	10.1x	12.8x	11.2x	17.7x	12.0x	
2020E EBITDA	15.0x	9.0x	12.4x	9.8x	11.8x	9.7x	
Equity Value /							
2018E DCF	22.4x	13.8x	13.8x	11.7x	46.7x	17.1x	• PF AMGP's peer-leading DCF growth for suggests potential for upward share price rerating post-transaction
2019E DCF	18.2x	11.2x	12.4x	9.8x	28.5x	11.9x	
2020E DCF	15.0x	10.0x	12.1x	8.4x	19.0x	9.8x	
DCF Growth (18E - 20E)	22.3%	17.6%	6.7%	17.8%	56.7%	31.9%	
Yield & Growth Metrics							
2018E Yield	4.6%		5.5%	7.6%	2.6%	4.6%	• Significant coverage paired with high growth supports premium valuation relative to peers
2018E Cash Coverage Ratio	1.0x		1.3x	1.1x	1.0x	1.3x	
DPU Growth (18E-20E CAGR)	20.3%		9.7%	1.4%	57.9%	38.2%	
EBITDA Growth (18E-20E CAGR)	22.3%		6.3%	16.4%	57.0%	29.4%	

Notes

- Market Data as of February 16, 2018
- Assumes \$730MM RMGP equity value, per Wall Street Research



Appendix B: AR Share Buyback Analysis

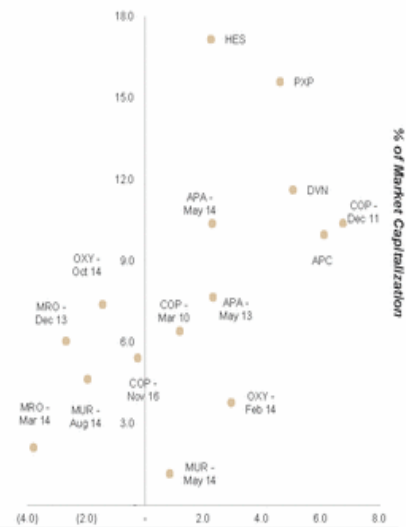
FEBRUARY 21, 2018

Key Considerations

- While only three E&P firms had announced share repurchase programs from 2015-2017, four more firms have already done so in Q1 '18
- Market reaction¹ has been mixed: 8.2% up for APC, 1.0% up for HES, and (8.9%) down for GPOR
- Larger programs (5-10% of market capitalization) with well-defined funding sources and timelines have received strongest response
- Analysis of 16 precedent Energy share buy-backs since 2010 indicates positive impact on share price
 - T+30 relative performance to E&P index averaged 4.5% outperformance when announced buy-back was 10% of market cap or higher
- AR share buy-backs need to be sized to balance impact, credibility, and balance sheet
 - Average FCF over 5 years is \$320mm / year
 - Two year, \$600mm program
 - A \$300mm debt issuance in 2018 and 2019 keeps debt / EBITDAX below 2.0x in 2019 and beyond
 - Two year, \$600mm program assuming approximately \$207mm³ of earn out proceeds and the balance with debt

Precedent Performance

% Relative Price Performance vs. S&P E&P Index T+30



E&P Share Repurchase Precedents

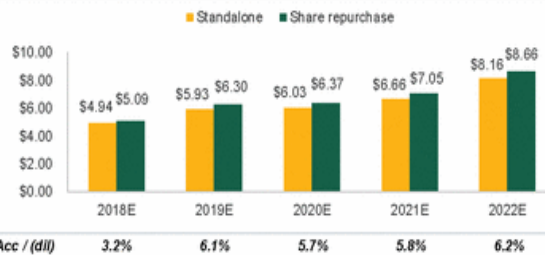
Announcement date	Company	Buyback value (\$mm)	% shares O/S	90-Day ADTV Multiple	Market reaction				Relative performance ²			
					1 days	5 days	30 days	60 days	1 days	5 days	30 days	60 days
02/15/18	Noble Energy	\$750	5.8%	5.8x	(0.3%)	-	-	-	(0.0%)	-	-	-
02/15/18	Encana Corporation	\$400	3.7%	4.5x	(1.4%)	-	-	-	(1.1%)	-	-	-
02/14/18	Laredo Petroleum	\$200	10.4%	8.5x	5.0%	-	-	-	5.3%	-	-	-
01/29/18	Gulfport Energy Corporation	\$100	4.5%	2.5x	(8.9%)	(24.3%)	-	-	(6.3%)	(15.8%)	-	-
11/16/17	Hess Corporation	\$500	3.6%	2.7x	1.0%	(0.5%)	10.2%	1.0%	1.2%	(1.1%)	1.9%	(3.2%)
09/20/17	Anadarko Petroleum Corporation	\$2,500	10.0%	11.6x	8.2%	9.5%	11.9%	7.7%	7.1%	4.2%	4.1%	2.6%
03/29/17	ConocoPhillips	\$3,000	4.9%	7.9x	8.8%	6.9%	3.6%	(2.2%)	8.1%	6.0%	7.7%	13.3%
08/07/14	Linn Energy, LLC	\$250	2.4%	6.9x	0.5%	(0.2%)	0.8%	(20.1%)	(1.6%)	0.1%	1.6%	(5.6%)
	Mean	\$1,092	6.0%	6.7x	2.4%	(1.7%)	6.6%	(3.4%)	2.3%	(1.3%)	3.8%	1.8%
	Median	\$375	4.7%	7.4x	3.0%	(0.2%)	6.9%	(0.6%)	3.2%	0.1%	3.0%	(0.3%)

Source: Factset as of 02/16/18; ¹ Market reaction defined as one day post-announcement; ² Relative performance based on S&P 500 E&P index; ³ Based on PV-10 of earn-out proceeds discounted to mid-year 2018

Illustrative AR Share Repurchase Analysis (Discretionary Cash Flow / Share)

\$600mm repurchase: AR debt issuance in 2018 and 2019

	Uses (\$mm)			
	2018	2019	2020	2021
Buybacks	300	300	0	0
Total uses	\$300	\$300	\$0	\$0
	Sources (\$mm)			
	2018	2019	2020	2021
AR leverage capacity	300	300	0	0
Water earn outs	0	0	0	0
AR sale of AM units	0	0	0	0
Total sources	\$300	\$300	\$0	\$0



Net free cash flow (\$mm)

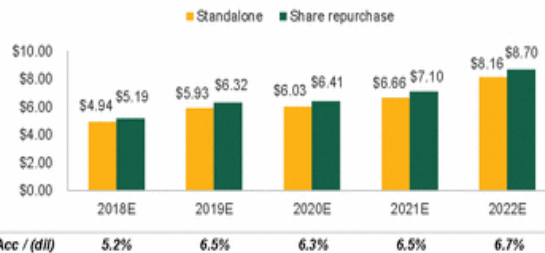
	2018E	2019E	2020E	2021E	2022E
Standalone	(\$69)	\$464	\$248	\$222	\$466
Pro forma	(\$77)	\$440	\$215	\$189	\$433
Difference	(\$8)	(\$25)	(\$33)	(\$33)	(\$33)

AR Net Debt / LTM EBITDAX (including AM distributions)

	2018E	2019E	2020E	2021E	2022E
Standalone	2.1x	1.5x	1.4x	1.2x	0.8x
Pro forma	2.3x	1.9x	1.7x	1.5x	1.1x

\$600mm repurchase: Water earn-out monetization¹ + AR debt issuance

	Uses (\$mm)			
	2018	2019	2020	2021
Buybacks	450	150	0	0
Total uses	\$450	\$150	\$0	\$0
	Sources (\$mm)			
	2018	2019	2020	2021
AR leverage capacity	243	150	0	0
Water earn outs ¹	207	0	0	0
AR sale of AM units	0	0	0	0
Total sources	\$450	\$150	\$0	\$0



Net free cash flow (\$mm)

	2018E	2019E	2020E	2021E	2022E
Standalone	(\$69)	\$464	\$248	\$222	\$466
Pro forma	\$131	\$321	\$101	\$201	\$444
Difference	\$200	(\$143)	(\$147)	(\$21)	(\$21)

AR Net Debt / LTM EBITDAX (including AM distributions)

	2018E	2019E	2020E	2021E	2022E
Standalone	2.1x	1.5x	1.4x	1.2x	0.8x
Pro forma	2.1x	1.7x	1.6x	1.4x	1.0x

¹ Based on PV-10 of earn-out proceeds discounted to mid-year 2018



Project Sliding Rock: AR Special Committee Discussion

MARCH 22, 2018

- **EXECUTIVE SUMMARY**
- **AMGP ACQUISITION OF AM**
- **AM ACQUISITION OF AMGP IDRS**
- **AR SHARE REPURCHASE**
- **WATER EARNOUT**
- **APPENDIX**

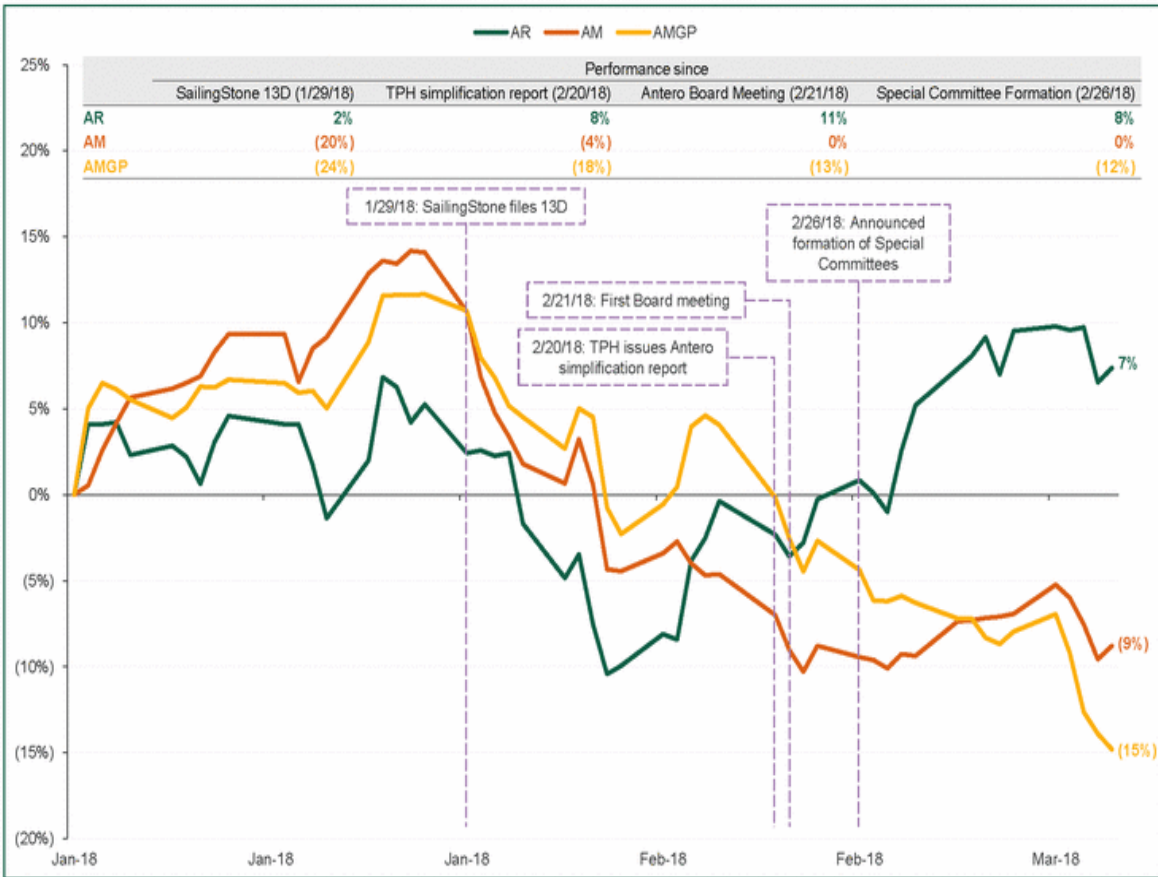


Executive Summary

Executive Summary

- J.P. Morgan ("JPM") is pleased to provide the materials herein to the Special Committee of the Board of Directors of Antero Resources Corporation ("AR, "Antero") and its advisors regarding our review of Antero's structural and financial alternatives
- Shareholders of Antero have made requests for management and the Board to consider and evaluate potential measures to remedy perceived issues associated with the following:
 - Shareholder "misalignment", primarily referring to the IDR value stream being held outside of the AR family
 - Perceived valuation discount and relative underperformance of AR vs. certain Appalachia peers
- As a result, Antero management and its financial advisors conducted a detailed review of potential financial and structural alternatives across the Antero family of companies
- Based on its analysis of the potential structural alternatives, Antero management and its advisors believe that an acquisition of AM by AMGP could be attractive
 - Financially viable to shareholders of AR, AMGP and AM
 - Addresses AR shareholder concerns regarding mis-alignment of incentives; and
 - Pro forma AM / AMGP would be highly-attractive midstream C-Corp with differentiated growth, coverage, leverage and yield profile
- A range of other potential structural alternatives have been considered, including an AM acquisition of AMGP's IDRs
- In addition, AR management and its advisors have considered a range of financial alternatives and believe that repurchases of AR shares funded in part by an early monetization of the water earn-out payments could be attractive
 - Sizable enough to be meaningful while preserving AR leverage below 2.0x for 2019 and beyond
 - Ability to structure an early settlement that is a win-win for AR and AM

Price performance YTD



Source: FactSet as of 3/16/18
 Note: SailingStone filed 13D during market trading on 1/29/18, unaffected date of 1/26/18 used; TPH released its Antero simplification report before market open on 2/20/18, unaffected date of 2/18/18 used; Antero Board Meeting held on 2/21/18, unaffected date of 2/21/18 used; Antero released its press release announcing the formation of Special Committees before market open on 2/26/18, unaffected date of 2/23/18 used

Antero Family Price Performance Benchmarking



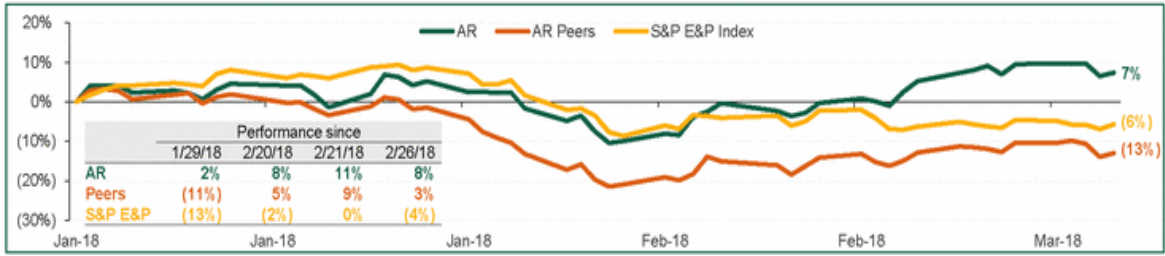
SailingStone 13D (1/29/18)

TPH simplification report (2/20/18)

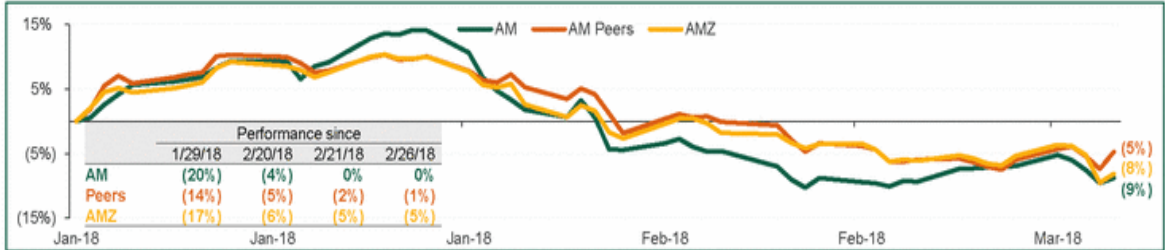
Antero Board Meeting (2/21/18)

Special Committee Formation (2/26/18)

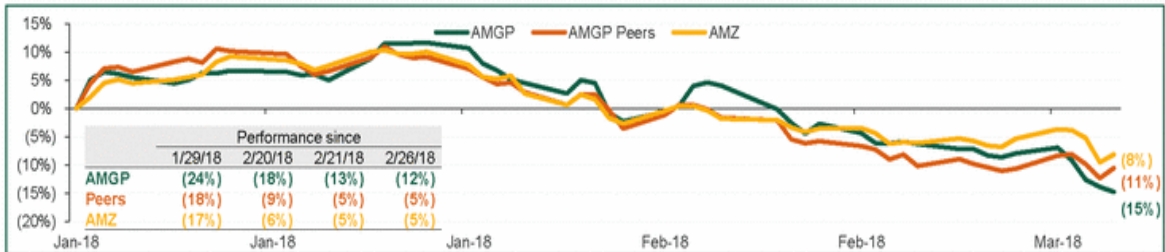
AR Price performance YTD



AM Price performance YTD



AMGP Price performance YTD



Source: FactSet as of 3/16/18

AR Peers: COG, EOT, GPOR, RRC, SWN; AM Peers: CNXM, EGM, HESM, NBLX, WES; AMGP Peers: ENLC, EOGR, TEGP, WGP

Note: Peer returns weighted by market cap; SailingStone filed 13D during market trading on 1/29/18, unaffected date of 1/26/18 used; TPH released its Antero simplification report before market open on 2/20/18, unaffected date of 2/18/18 used; Antero Board Meeting held on 2/21/18, unaffected date of 2/21/18 used; Antero released its press release announcing the formation of Special Committees before market open on 2/26/18, unaffected date of 2/23/18 used

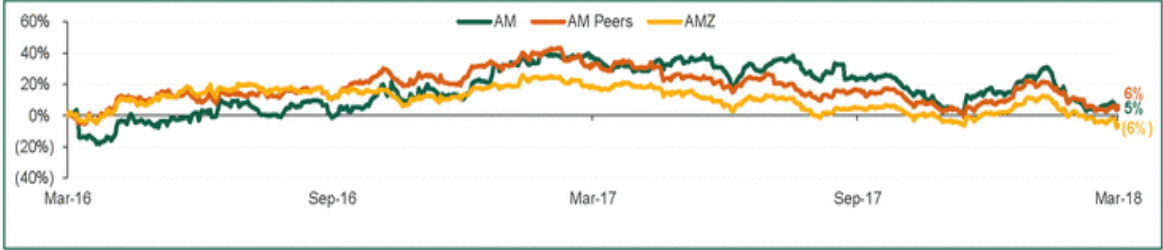
Antero Family Price Performance (cont'd)



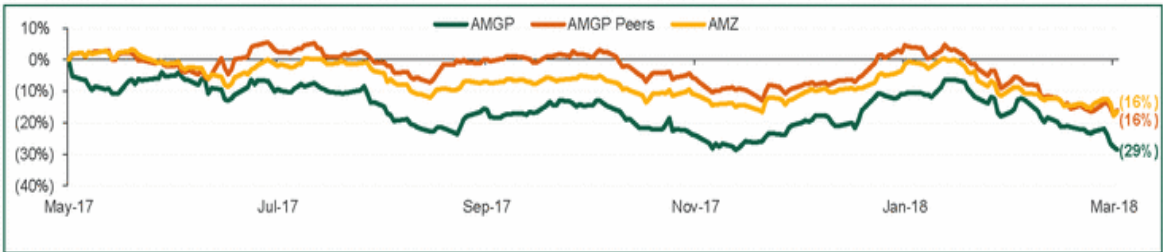
AR Two Year Price performance



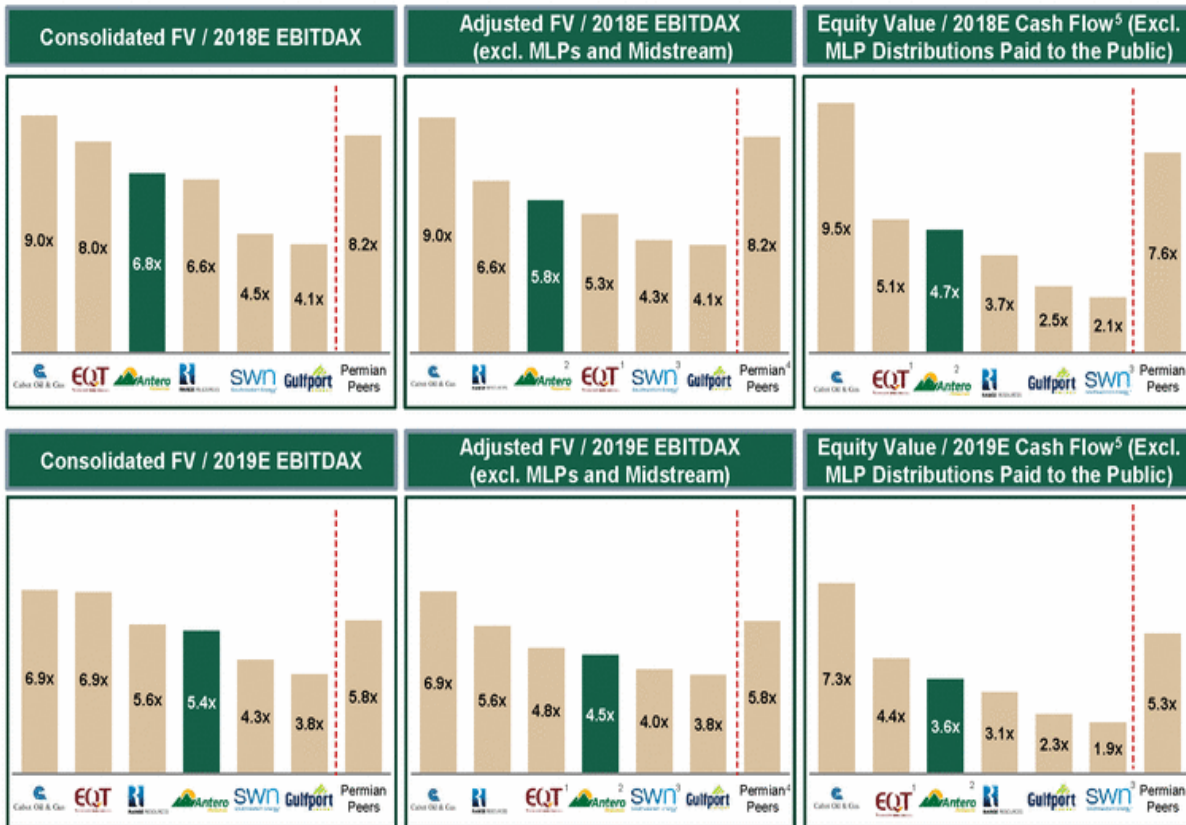
AM Two Year Price performance



AMGP Price performance since IPO

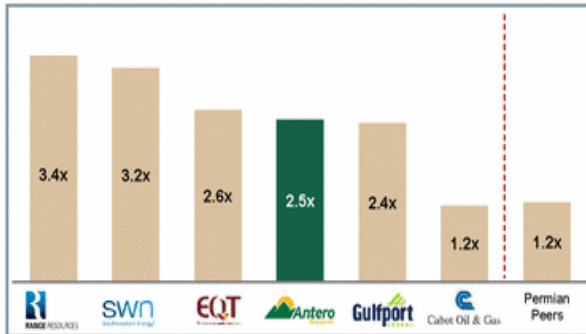


Source: FactSet as of 3/16/18
 Note: Peer returns weighted by market cap; **AR Peers:** COG: 9%, EOT: (22%), GPOR: (65%), RRC: (55%), SWN (44%); **AM Peers:** CNXM: 69%, EOM: (19%), HESM: NA, NBLX: NA, WES: (12%); **AMGP Peers:** ENLC: (13%), EOGP: (14%), TEGP: (30%), WGP: (20%)

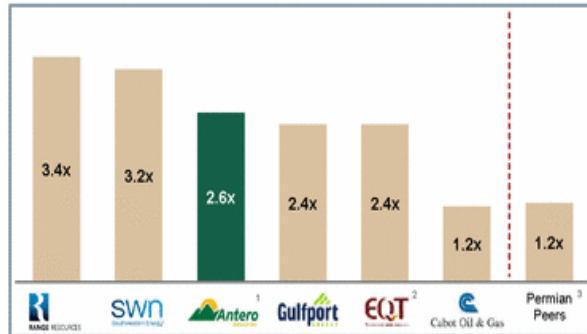


Source: FactSet as of 03/16/18, company filings
 Note: Firm value reflects market value of non-controlling interest for public MLPs, where applicable. Permian peers include CXO, FANG, PE, RSPP, EGN, CDEV, JAG, LPI and CPE; Consolidated EOT not pro forma for potential spin of EOT Midstream
¹ Adjusted to remove MLP value based on public MLP ownership; pro forma for dropdown of RMH midstream assets, merger of ECM and RMP, and EQGP acquisition of RMP IDRs;
² Adjusted to remove Antero Midstream value with no assumed tax drag as result of NOL usage; ³ Adjusted to remove midstream services contribution, based on 7.0x FV / 2019E EBITDA and 20% EBITDA margin on broker median projections for midstream services revenue; ⁴ FANG firm value adjusted to remove public MLP ownership in VNOM, assumes tax drag of 20%; ⁵ Equity value to consolidated cash flow less MLP distributions paid to public unitholders

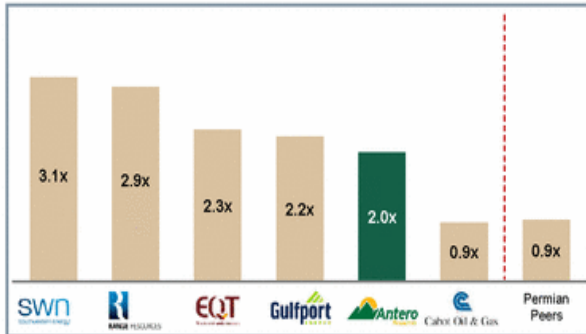
Consolidated Debt / 2018E Consolidated EBITDAX



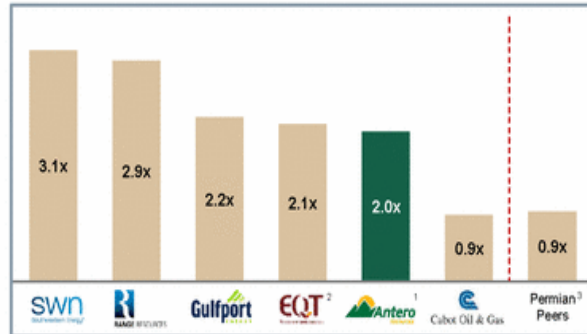
Deconsolidated E&P Debt / 2018E Adj. EBITDAX



Consolidated Debt / 2019E Consolidated EBITDAX



Deconsolidated E&P Debt / 2019E Adj. EBITDAX



Source: FactSet as of 03/16/18, company filings, broker estimates

Note: ; Consolidated EQT not pro forma for potential spin of EQT Midstream

¹ Debt adjusted to remove debt at AM; Adjusted EBITDAX equal to AR E&P-only EBITDAX plus distributions received from AM; ² Debt adjusted to remove debt at EGM, EGGP; Adjusted EBITDAX equal to EQT E&P-only EBITDAX plus distributions received from EGGP; ³ FANG debt adjusted to remove VNOM debt; Adjusted EBITDAX equal to FANG E&P-only EBITDAX plus distributions received from VNOM

Summary Results

- Recent Wall Street research analyst commentary has focused on the likelihood and attractiveness of an acquisition of AM by AMGP given relative valuation

Select
broker
commentary



"Relatedly, on the midstream-side, investors have speculated about incentives created by varying ownership levels in AR, AM, and AMGP across both AR itself and insiders."

- Raymond James 2/15/18

"Issue centers on management and private equity ownership in AMGP with fears AR may grow more than is optimal at the expense of E&P shareholders to the benefit of midstream."

- TPH 2/20/18

"Management is clearly attuned to investor calls for greater clarity surrounding segment-level reporting and engagement with the investment community generally."

- Morgan Stanley 2/14/18



*"relative valuation gap between AM and AMGP leaves a **GP buy-in of the LP as the more probable outcome.**"*

*"Given the **easier path to accretion** in the second scenario, our updated AM price target of \$38/unit assumes a midpoint between an assumed takeout value of ~\$36/unit (**~30% premium to current.**)"*

*"Recent sell-off at AM and taxable transaction likely necessitates a **meaningful premium to the LP**"*

*"the **combined midstream asset base could see a significant rerate** with NAV of inventory blowdown >\$12.5B vs. current combined equity value of ~\$8.5B."*

- TPH 2/20/18



*"We view a **consolidation of the midstream complex as the most likely outcome** of this review"*

- TPH 2/20/18

*"Though two scenarios are explored, **relative valuation gap between AM and AMGP leaves a GP buy-in of the LP as the more probable outcome.** Recent sell-off at AM and taxable transaction likely necessitates a meaningful premium to the LP."*

- TPH 2/20/18

"we see AM+AMGP potentially trading at 11.4x 2019e EBITDA, a level we believe could be quite attractive relative to an estimated 2019-2021 EBITDA CAGR of 22%."

- Morgan Stanley 2/14/18

Structural Alternatives

- 1 AMGP acquisition of 100% of AM
- 2 AM purchase of IDRs
- 3 AMGP acquisition of AR's ownership in AM
- 4 AM acquisition of AMGP
- 5 AMGP acquisition of AR
- 6 AR acquisition of AMGP and/or AM
- 7 AR spin/split-off of AM units

Financial Alternatives

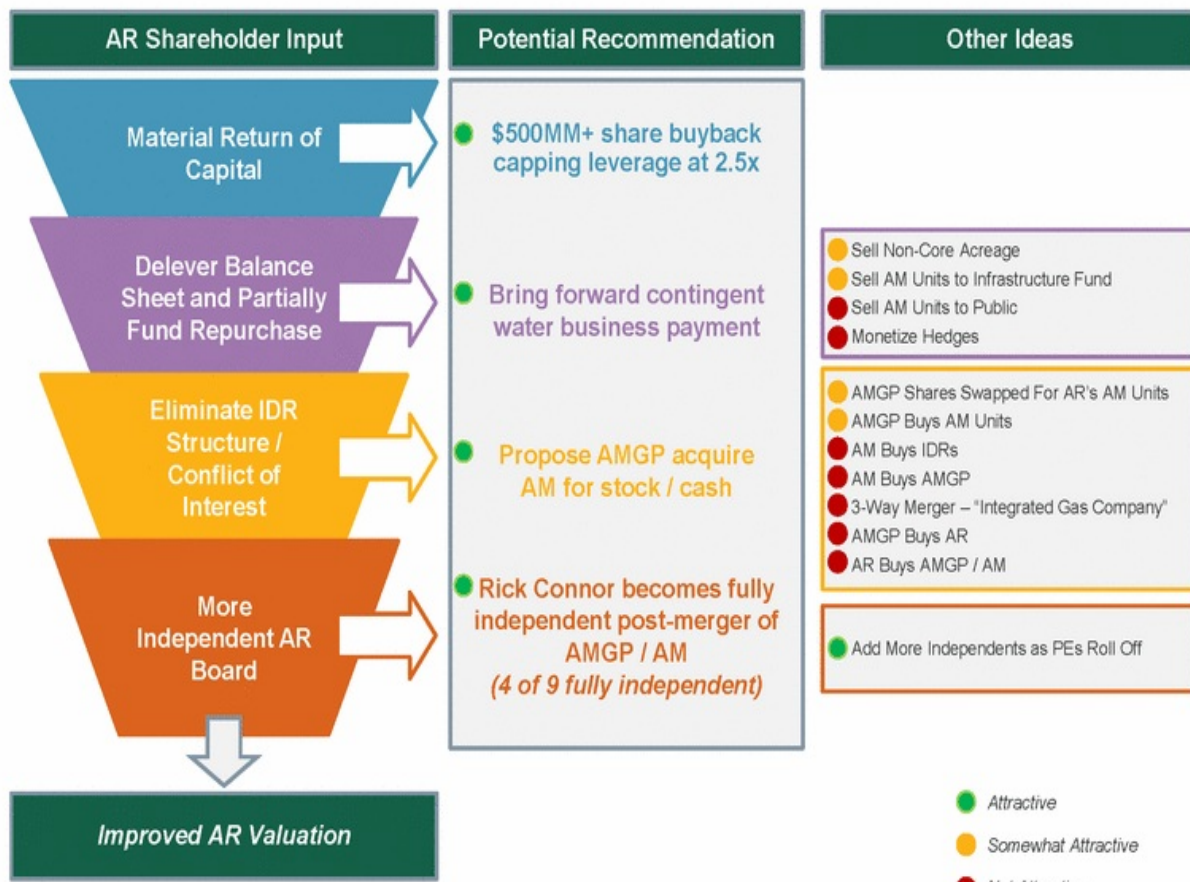
- 1 AR share repurchase, financed via:
 - a) AR leverage capacity
 - b) AR sale of AM via public secondary
 - c) AR sale of AM via private secondary to Infra/Pension
 - d) AR water earn out monetization
 - e) AR use of AM distributions
 - f) AR issuance of alternative AR security (e.g., mandatory TEU)
 - g) AR asset sale
 - h) AR hedge book monetization
 - i) AR margin loan of AM shares
 - j) AMGP bond issuance to buy AM units from AR
- 2 AR dividend

	AMGP Acquisition of AM	AM Acquisition of AMGP IDRs
Overview	<ul style="list-style-type: none"> AMGP acquires AM in all-equity transaction thereby eliminating the MLP 	<ul style="list-style-type: none"> AMGP eliminates AM's incentive distribution rights in exchange for newly issued AM common units and / or cash
Benefits	<ul style="list-style-type: none"> Dramatically improves "mis-alignment" issue; positive for AR Compelling value proposition for both AM and AMGP AM receives up-front premium and accretion to distributions beginning in 2020 Tax shelter provided by step-up enhances AMGP DCF Analysis indicates AMGP will hold value and even improve C-Corp structure provides larger float, liquidity and access to institutional capital, reducing perceived overhang at AM today (i.e. from AR's significant ownership of AM) Lowers AM cost of capital due to elimination of IDRs Research analysts have done pre-conditioning by referring to the AMGP acquisition of AM as most logical combination structure Potential for modest cash component with election structure to facilitate AR share repurchases 	<ul style="list-style-type: none"> Consistent with current market preference for simplifications / removals of IDRs Lowers AM cost of capital due to elimination of IDRs Creates "Up-C" structure for AM, and ability to raise midstream capital at C-Corp and MLP levels Significant near term accretion to AMGP given yield spread difference between AMGP and AM Dilutive to AM and AR for first few years but becomes accretive longer term No tax impact to AR, AMGP or AM shareholders / unitholders
Considerations	<ul style="list-style-type: none"> Taxable to AM unitholders, though average unitholder has relatively high basis in AM units (~\$24 / unit) Taxable to AR, though fully shielded by NOLs AM distribution dilution in '18E - '19E Potentially seen as reversal of AMGP IPO messaging Requires AM vote; need legal input regarding majority of minority voting 	<ul style="list-style-type: none"> Near-term LP dilution to AM holders (including AR), particularly with respect to '18E-'20E DPU; may require coverage reduction, non-distribution bearing units or cash to mitigate dilution IDRs not materially impacting AM cost of capital at current time Still maintains complexity of three public currencies and doesn't fully address perception of misalignment between AR and AMGP No tax step-up to AM (unless cash is used) Requires AMGP vote; need legal input regarding majority of minority voting

	AMGP Acquisition of AR's Interest in AM	Merge AR and AMGP
Overview	<ul style="list-style-type: none"> AMGP issues shares to AR for its 53% stake in AM Preserves all 3 public entities Pro forma AR would own ~46%¹ of AMGP; AMGP would own IDRs and 53% of AM 	<ul style="list-style-type: none"> "Integrated Gas" business model AMGP issues shares to buy AR <ul style="list-style-type: none"> AR no longer public Or AR issues shares (or AM units) to current AMGP shareholders <ul style="list-style-type: none"> Issue AM units AM consolidated simultaneously
Benefits	<ul style="list-style-type: none"> AR owns largest stake in AMGP (~46%)¹; improves alignment Basis step-up Source of funding for AR deleveraging or share repurchase 	<ul style="list-style-type: none"> Fully eliminates mis-alignment concerns Uses AMGP's comparably higher valuation Creates a more liquid currency for future M&A
Considerations	<ul style="list-style-type: none"> Taxable to AR, though fully shielded via NOLs Does not eliminate IDRs for AM Reduces near-term cash flow to AR Leaves 3 public entities outstanding 	<ul style="list-style-type: none"> Existing AMGP shareholders are unlikely to be supportive given dramatically different assets Highly dilutive to AR Co-mingles shareholder bases with notably different objectives

¹ Assumes 100% equity transaction with illustrative 0% premium on AM unit price as of 3/16/18

	AM Acquisition of AMGP	AR Spin / Split-off of AM Units
Overview	<ul style="list-style-type: none"> AM acquires AMGP in exchange for AM units and / or cash Extinguishment of AM's IDRs with AMGP becoming a wholly owned subsidiary of AM 	<ul style="list-style-type: none"> AR distributes AM units pro rata to its shareholders AR shareholders can enter into split-off transaction by exchanging AR shares for AM units
Benefits	<ul style="list-style-type: none"> Consistent with current market preference for simplifications / removals of IDRs Improves alignment between AR and AMGP / owners Lowers AM cost of capital due to elimination of IDRs Maintains upstream and midstream vehicles to raise capital Simplification without near-term tax burden to AR and AM unitholders No tax impact to AR or AM shareholders / unitholders 	<ul style="list-style-type: none"> Potentially tax efficient, depending on structure (if units contributed to C-Corp) Full clarity around AR and AM value in the public markets addressing SOTP discount issues Preserves optionality to address IDRs / AM cost of capital when IDRs are more substantial and dilution is less pronounced Cashless retirement of AR shares in the case of split <ul style="list-style-type: none"> Split may be challenging if units contributed to C-Corp May be able to merge SpinCo with AMGP on a tax-efficient basis
Considerations	<ul style="list-style-type: none"> IDRs not materially impacting AM cost of capital at current time Inconsistent with the structure employed by recent GP / MLP simplifications Does not address concerns regarding MLP liquidity and capital market access Tax inefficient to have MLP acquire C-Corp Only one precedent in market where MLP acquired C-Corp IDR holder and may not be well received Near term LP dilution to AM holders (including AR) 	<ul style="list-style-type: none"> Does not address market preference for IDR elimination (unless simultaneously repurchased) Still maintains complexity of three (and potentially four) public currencies Potentially exacerbates market's perceived misalignment between AR and AMGP Limits balance sheet / capital structure flexibility for AR by removing dividends received by AM May require access to public markets to fund drilling program Premium is required to entice AR shareholders to exchange their shares for AM shares Utilize AR's tax assets if units not contributed to C-Corp





AMGP Acquisition of AM

Transaction Assumptions
<ul style="list-style-type: none"> AMGP purchases 100% of AM public units at a 1.813x exchange ratio (illustrative 15% premium to current; 21% premium to unaffected date prior to the SailingStone 13D) AMGP issues approximately 340mm shares to current AM unitholders <ul style="list-style-type: none"> AR receives approximately 179mm AMGP shares, representing its 53% ownership in standalone AM as of YE2017 Assumes AM current total coverage profile held constant All AM debt is assumed by AMGP For tax purposes, projected new capex D&A and a step-up in basis associated with tax portion of transaction provide NOL carryforward through 2022 Assumes Series B AMGP shares convert into 24mm common shares upon transaction, based on transaction-implied market capitalization AR, AMGP and AM forecast based on company projections

Substantially Improves Alignment

Transaction Ownership				
	AR	AM	AMGP	PF AMGP
AR	-	53%	-	33%
Management / sponsors ¹	27%	-	68%	27%
Public	73%	47%	32%	40%
Total	100%	100%	100%	100%

Note: Market Data as of 3/16/18; standalone ownership per January 2018 investor presentation

¹ Includes Warburg, Yorktown, management and Series B units; assumes Series B units converted into AMGP shares at PF market capitalization for PF AMGP

Purchase Price	
AM Equity Take-Out	
AM unit price (\$ / share)	\$26.49
Illustrative acquisition premium	15.0%
Acquisition share price (\$ / share)	\$30.46
AM diluted shares outstanding (mm)	187.7
AM Common Equity Purchase Price	\$5,717
AM Valuation	
Equity Value	\$5,717
Debt	1,205
Cash	(8)
Firm Value	\$6,914
2018E LP DCF	383
<i>Implied 2018E Equity Value / LP DCF multiple</i>	18.1x
Transaction Mechanics	
AM Equity Value	\$5,717
% debt funded	0.0%
Assumed net debt	1,197
New debt issuance (cash)	0
AMGP share price	\$16.80
AMGP shares issued to AM	340
<i>AMGP share issued to AM public</i>	161.0
<i>AMGP shares issued to AR</i>	179.3

AM / AMGP Exchange Ratio Since AMGP IPO

	Unaffected Date	Exchange Ratio	Implied Premium Based on 5 - 25% Premium to Current				
			1.656x	1.734x	1.813x	1.892x	1.971x
Current	3/16/18	1.577x	5%	10%	15%	20%	25%
Special Committee announcement	2/23/18	1.380x	20%	26%	31%	37%	43%
Board Meeting	2/21/18	1.375x	20%	26%	32%	38%	43%
TPH Report	2/16/18	1.350x	23%	28%	34%	40%	46%
SallingStone 13D	1/26/18	1.505x	10%	15%	21%	26%	31%
90-day average	12/14/17	1.472x	12%	18%	23%	29%	34%
180-day average	9/14/17	1.514x	9%	15%	20%	25%	30%

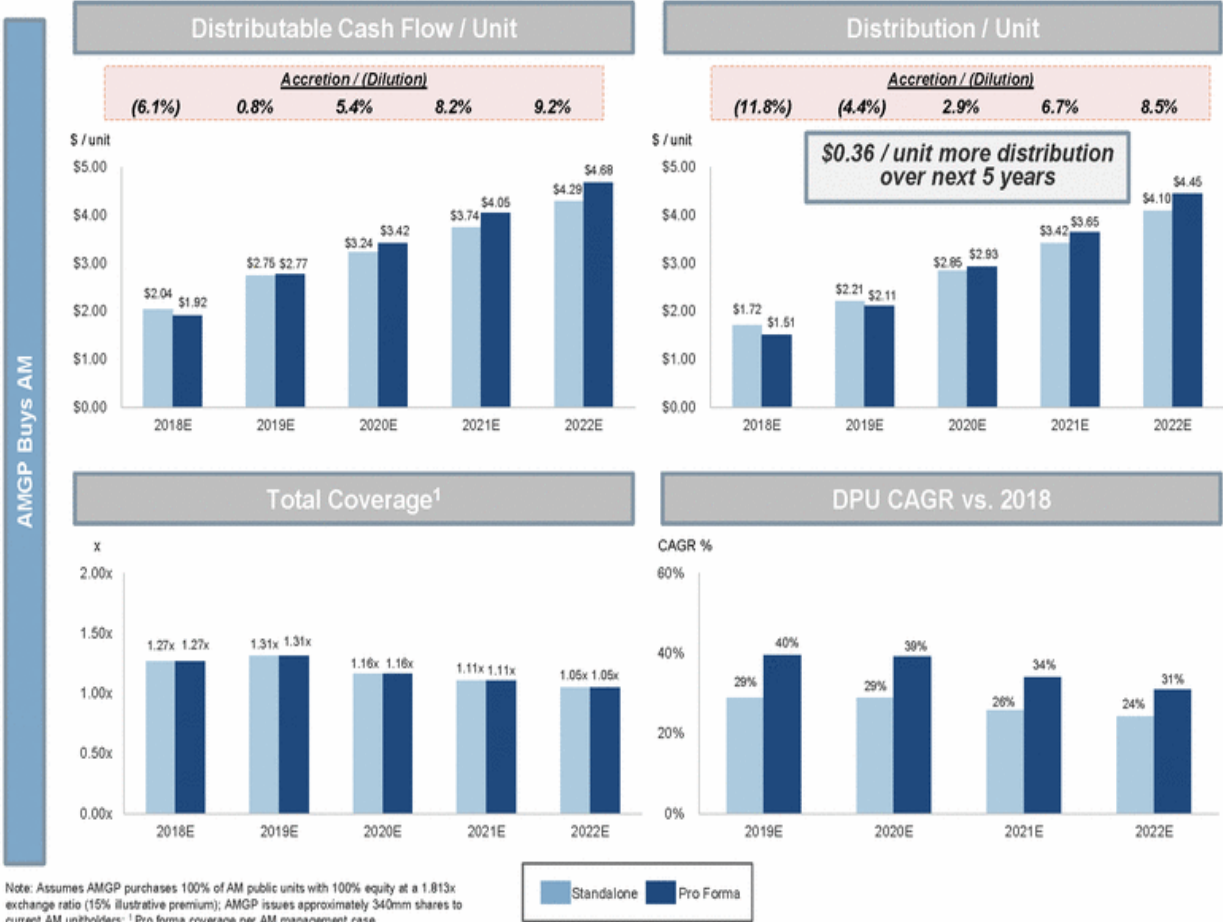


Better for AM

Better for AMGP

Source: FactSet as of 3/16/18

Note: SallingStone filed 13D during market trading on 1/29/18, unaffected date of 1/26/18 used; TPH released its Antero simplification report before market open on 2/20/18, unaffected date of 2/16/18 used; Antero Board Meeting held on 2/21/18, unaffected date of 2/21/18 used; Antero released its press release announcing the formation of Special Committees before market open on 2/26/18, unaffected date of 2/23/18 used



AMGP Buys AM

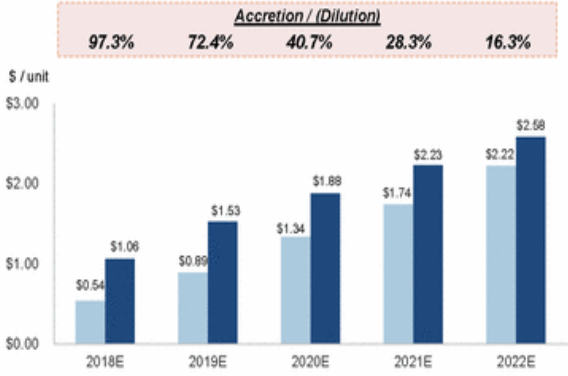
		Distributable Cash Flow / Unit				
		2018E	2019E	2020E	2021E	2022E
Prem. / (disc.) to current AM equity value	5%	(9%)	(2%)	2%	5%	6%
	10%	(8%)	(1%)	4%	7%	7%
	15%	(6%)	1%	5%	8%	9%
	20%	(5%)	2%	7%	10%	11%
	25%	(3%)	4%	8%	11%	12%

		Distribution / Unit				
		2018E	2019E	2020E	2021E	2022E
Prem. / (disc.) to current AM equity value	5%	(15%)	(7%)	(0%)	3%	5%
	10%	(13%)	(6%)	1%	5%	7%
	15%	(12%)	(4%)	3%	7%	9%
	20%	(10%)	(3%)	4%	8%	10%
	25%	(9%)	(2%)	6%	10%	12%

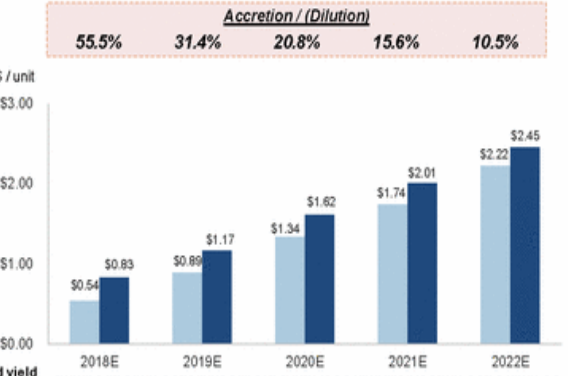
Note: Sensitivities based on 100% equity base case

AMGP Buys AM

Distributable Cash Flow / Unit

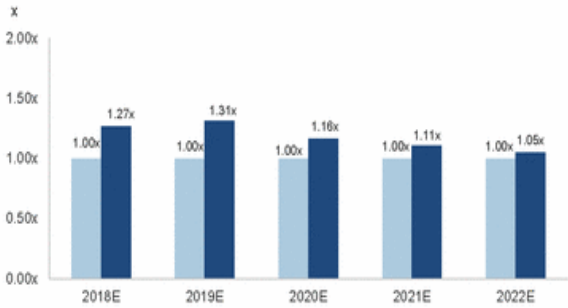


Distribution / Unit

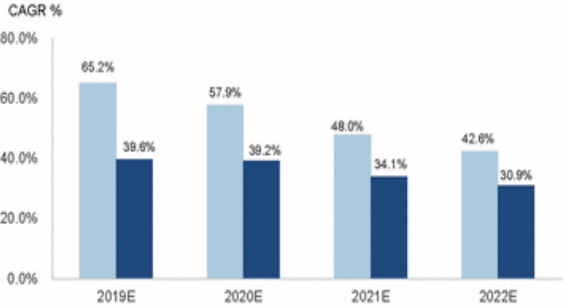


Implied yield	2018E	2019E	2020E	2021E	2022E
SA	3.2%	5.3%	8.0%	10.4%	13.2%
PF	5.0%	6.9%	9.6%	12.0%	14.6%

Total Coverage



DPS CAGR vs. 2018



Note: Assumes AMGP purchases 100% of AM public units with 100% equity at a 1.813x exchange ratio (15% illustrative premium); AMGP issues approximately 340mm shares to current AM unitholders; pro forma implied yield based on current market price



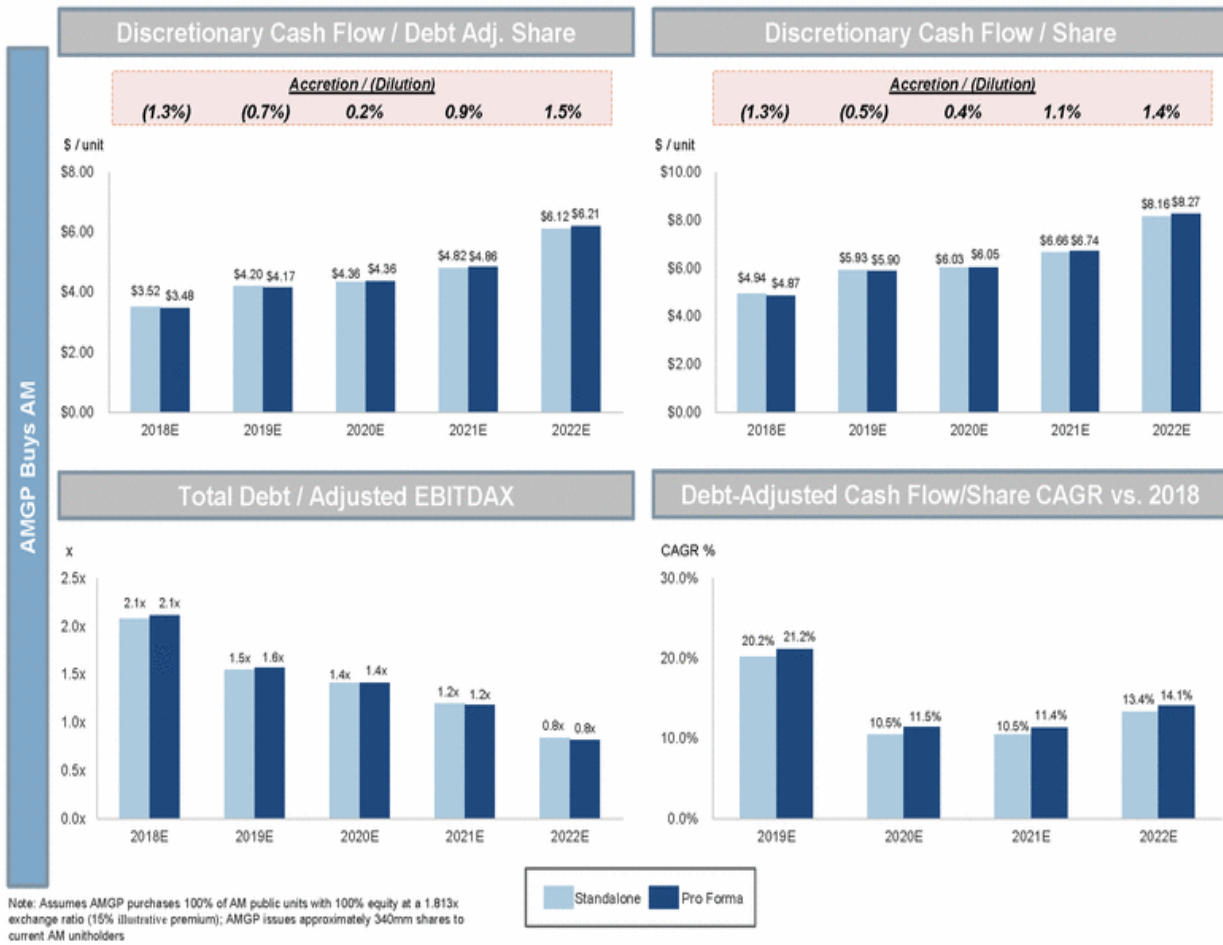
AMGP Buys AM

Distributable Cash Flow / Unit						
		% Premium				
2018E		5%	10%	15%	20%	25%
% cash	0%	109%	103%	97%	92%	87%
	5%	111%	105%	99%	93%	88%
	10%	113%	107%	101%	95%	89%
	15%	116%	109%	103%	97%	91%
2019E		% Premium				
0% <th>5%</th> <th>10%</th> <th>15%</th> <th>20%</th> <th>25%</th>		5%	10%	15%	20%	25%
% cash	0%	83%	77%	72%	68%	63%
	5%	86%	80%	75%	70%	66%
	10%	89%	83%	78%	73%	68%
	15%	93%	87%	81%	76%	71%
2020E		% Premium				
0% <th>5%</th> <th>10%</th> <th>15%</th> <th>20%</th> <th>25%</th>		5%	10%	15%	20%	25%
% cash	0%	49%	45%	41%	37%	33%
	5%	52%	48%	43%	39%	36%
	10%	55%	51%	46%	42%	38%
	15%	59%	54%	49%	45%	41%

Distribution / Unit						
		% Premium				
2018E		5%	10%	15%	20%	25%
% cash	0%	65%	60%	55%	51%	47%
	5%	66%	61%	57%	52%	48%
	10%	68%	63%	58%	54%	49%
	15%	70%	65%	60%	55%	50%
2019E		% Premium				
0% <th>5%</th> <th>10%</th> <th>15%</th> <th>20%</th> <th>25%</th>		5%	10%	15%	20%	25%
% cash	0%	39%	35%	31%	28%	24%
	5%	42%	37%	33%	30%	26%
	10%	44%	40%	36%	32%	28%
	15%	47%	42%	38%	34%	31%
2020E		% Premium				
0% <th>5%</th> <th>10%</th> <th>15%</th> <th>20%</th> <th>25%</th>		5%	10%	15%	20%	25%
% cash	0%	28%	24%	21%	17%	14%
	5%	31%	27%	23%	20%	16%
	10%	33%	29%	26%	22%	19%
	15%	36%	32%	28%	25%	21%

Pro Forma Leverage							
AMGP Buys AM	% cash	% Premium					
		<u>2018E</u>	5%	10%	15%	20%	25%
		0%	2.27x	2.27x	2.27x	2.27x	2.27x
		5%	2.63x	2.65x	2.66x	2.68x	2.70x
		10%	2.99x	3.03x	3.06x	3.09x	3.13x
	15%	3.35x	3.40x	3.46x	3.51x	3.56x	
	% cash	% Premium					
		<u>2019E</u>	5%	10%	15%	20%	25%
		0%	2.26x	2.26x	2.26x	2.26x	2.26x
		5%	2.53x	2.54x	2.55x	2.56x	2.58x
		10%	2.80x	2.82x	2.85x	2.87x	2.90x
	15%	3.07x	3.10x	3.14x	3.18x	3.22x	
	% cash	% Premium					
<u>2020E</u>		5%	10%	15%	20%	25%	
0%		2.24x	2.24x	2.24x	2.24x	2.24x	
5%		2.46x	2.47x	2.48x	2.49x	2.50x	
10%		2.68x	2.70x	2.72x	2.74x	2.77x	
15%	2.90x	2.93x	2.96x	3.00x	3.03x		

Note: % cash represents cash used to fund total equity purchase price of AM



AMGP Buys AM

Discretionary Cash Flow / Debt Adj. Share¹

		% Premium				
		5%	10%	15%	20%	25%
% cash	2018E					
	0%	(2%)	(1%)	(1%)	(1%)	(1%)
	5%	(2%)	(1%)	(1%)	(1%)	(1%)
	10%	(1%)	(1%)	(1%)	(1%)	(1%)
	15%	(1%)	(1%)	(1%)	(1%)	(1%)
% cash	2019E					
	0%	(1%)	(1%)	(1%)	(1%)	(0%)
	5%	(1%)	(0%)	(0%)	(0%)	0%
	10%	(0%)	(0%)	0%	0%	1%
	15%	0%	0%	1%	1%	1%
% cash	2020E					
	0%	(0%)	(0%)	0%	0%	1%
	5%	0%	0%	1%	1%	1%
	10%	1%	1%	1%	2%	2%
	15%	1%	2%	2%	2%	3%

Discretionary Cash Flow / Share

		% Premium				
		5%	10%	15%	20%	25%
% cash	2018E					
	0%	(2%)	(1%)	(1%)	(1%)	(1%)
	5%	(0%)	(0%)	0%	0%	1%
	10%	1%	1%	2%	2%	2%
	15%	2%	3%	3%	3%	4%
% cash	2019E					
	0%	(1%)	(1%)	(1%)	(0%)	(0%)
	5%	0%	1%	1%	1%	1%
	10%	2%	2%	2%	3%	3%
	15%	3%	3%	4%	4%	5%
% cash	2020E					
	0%	(0%)	0%	0%	1%	1%
	5%	1%	1%	2%	2%	2%
	10%	2%	3%	3%	4%	4%
	15%	4%	4%	5%	5%	6%

¹ Assumes AR uses cash proceeds received to repurchase AR shares at market value

- 1 **Pro forma AMGP would likely be traded as a “simple” corporate midstream company** (i.e., no need to account for different valuation metrics / growth rates between standalone AM and AMGP)
- 2 Despite pro forma AMGP demonstrating **DCF, EBITDA and cash distribution growth vastly superior to its new corporate peers** (and generally as good - if not better - than comparable MLPs), at the current AMGP share price, pro forma AMGP would be trading at multiples of 2019E DCF and EBITDA appreciably below its comparables, corporate or MLP
- 3 Moreover, a simple correlation of **projected yield to distribution growth would suggest strong support for the AMGP share price** materially above its current trading levels
- 4 Lastly, pro forma AMGP would offer a **conservative capital return and balance sheet posture with distribution coverage and balance sheet leverage superior to its corporate peers**

AMGP Pro Forma Valuation Considerations



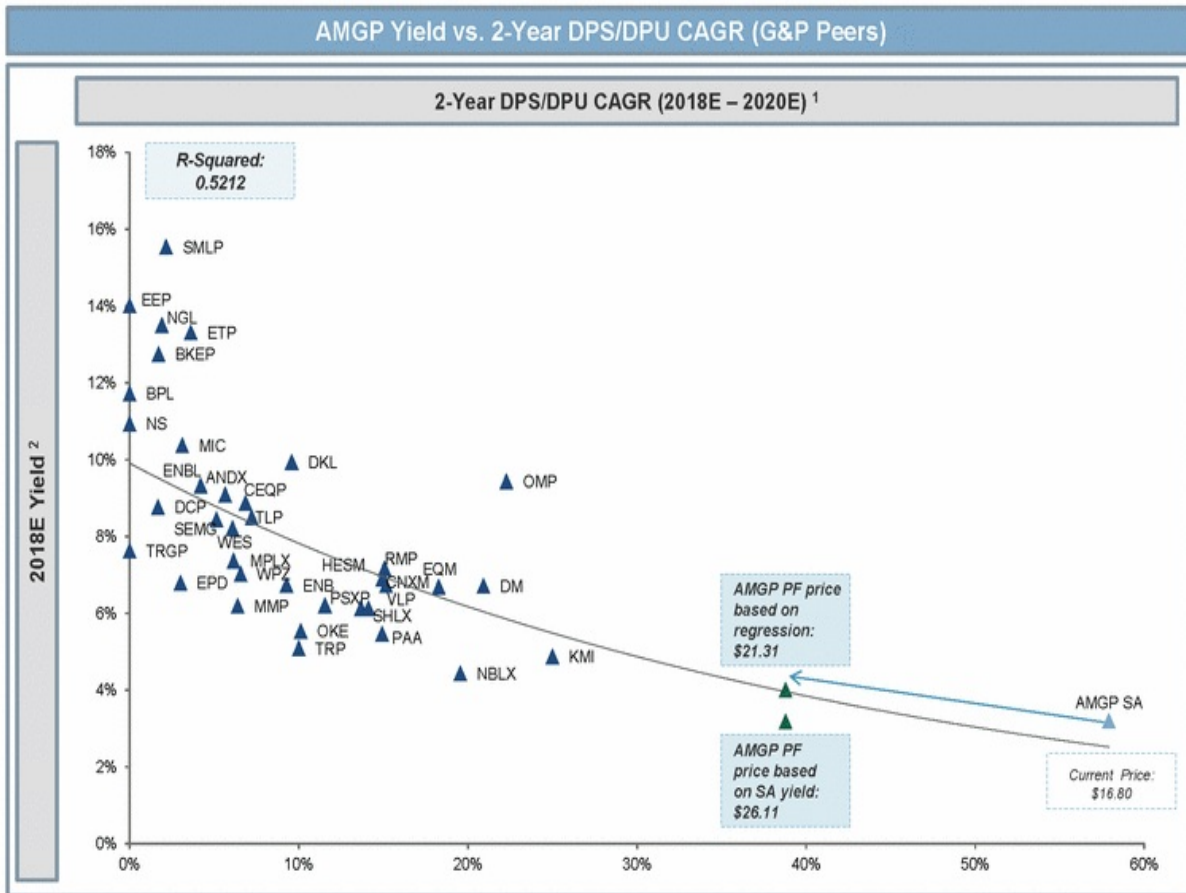
Peer Trading Statistics (\$mm except where otherwise noted)

	Equity Value	Firm Value	Firm Value / EBITDA			Equity Value / DCF			EBITDA Growth 18E-'20E CAGR	DCF Growth 18E-'20E CAGR	DPU Growth 18E-'20E CAGR	Yield 2018E	Yield 2019E	Cash Coverage 2018E	Debt / 2018E EBITDA
			2018E	2019E	2020E	2018E	2019E	2020E							
AMGP PF¹	\$9,250	\$10,450	14.3x	10.6x	8.6x	15.9x	11.0x	8.9x	29%	33%	39%	5.0%	6.9%	1.3x	2.3x
Midstream C-Corps															
OKE	\$23,862	\$33,024	14.3x	13.3x	11.8x	13.9x	12.7x	11.5x	10%	10%	10%	5.5%	6.1%	1.3x	4.0x
TRGP	\$10,594	\$17,045	13.4x	11.4x	10.0x	13.5x	11.8x	10.3x	16%	14%	0%	7.6%	7.6%	1.0x	3.8x
Median			13.8x	12.3x	10.9x	13.7x	12.2x	10.9x	13%	12%	5%	6.6%	6.9%	1.2x	3.9x
E&P Sponsored MLPs															
WES	\$7,732	\$16,684	14.7x	13.6x	12.8x	13.1x	11.6x	10.6x	13%	11%	6%	8.2%	8.7%	1.1x	3.5x
EQM PF	\$7,159	\$14,699	13.0x	10.2x	9.3x	12.2x	10.1x	9.4x	18%	17%	18%	6.7%	8.1%	1.3x	3.6x
NBLX	\$1,960	\$3,680	18.1x	15.6x	13.1x	15.7x	12.4x	9.4x	33%	29%	20%	4.4%	5.3%	2.1x	1.7x
CNXM	\$1,263	\$2,625	14.8x	11.8x	10.3x	14.9x	12.1x	9.9x	25%	23%	15%	6.9%	8.0%	1.2x	2.6x
HESM	\$1,082	\$3,377	13.9x	12.1x	9.9x	14.6x	11.8x	8.8x	40%	29%	15%	7.2%	8.3%	1.2x	0.0x
Mean			14.7x	12.1x	10.3x	14.6x	11.8x	9.4x	29%	26%	15%	7.2%	8.3%	1.2x	2.2x
Median			14.4x	12.0x	10.5x	14.4x	11.4x	9.4x	28%	24%	14%	6.8%	7.8%	1.4x	2.0x

Source: FactSet as of 3/16/18

Note: Firm values and equity values include an assumed GP value based on 2019E GP DCF at a 15.0x multiple or public market value, and DCF is total to LP and GP; CNXM, HESM, NBLX and WES 2019E & 2020E Firm Value adjusted to include financing required for future projected drop downs; EQGP pro forma for dropdown of RMH midstream assets, merger of EQM and RMP, and EQGP acquisition of RMP IDRs

¹ Assumes AMGP purchases 100% of AM public units with 100% equity at a 1.813x exchange ratio (15% premium); AMGP issues approximately 340MM shares to current AM unitholders



Note: Market Data as of 3/16/18
¹ Peer and standalone Antero represents 2-year 2018-2020 DPS/DPU CAGR, PF AMGP represents estimated 2-year 2018-2020 DPS/DPU CAGR
² Peer and standalone Antero represents 2018E yield

<p style="text-align: center; font-weight: bold;">AR</p>	<ul style="list-style-type: none"> ▪ Market likely to applaud elimination of IDRs and broader simplification of the Antero structure ▪ Potentially positive reaction for taking a material step to eliminate the perceived misalignment issue, as well as accretion to AM unitholders after 2018, including AR ▪ AMGP purchase of AM and elimination of IDRs helps AR pro forma cash flow (absent significant DPU reduction at AM) ▪ Transaction would potentially have a slight positive impact to AR's share price given the above factors <ul style="list-style-type: none"> ▪ A larger impact to AR's stock to the upside would require a re-rating of AR's multiple
<p style="text-align: center; font-weight: bold;">AM</p>	<ul style="list-style-type: none"> ▪ As with AR, market likely to applaud elimination of IDRs and broader simplification if structured appropriately ▪ Would be viewed positively as the slight near term dilution would be more than offset by the accretion in 2020+ ▪ Distribution growth profile for next 5+ years is materially enhanced for AM unitholders after the transaction ▪ AM unitholders may expect a greater than market premium given the material accretion expected to be had by AMGP ▪ As long as AM has an enhanced growth profile, higher distributions, and increased investor base through the C-Corp, AM could see a potential multiple re-rating to the upside
<p style="text-align: center; font-weight: bold;">AMGP</p>	<ul style="list-style-type: none"> ▪ In light of substantial DCF and cash flow accretion and slightly lower growth, AMGP could see a higher trading price albeit with a higher yield ▪ Market would positively view a tax step-up, which would materially reduce in corporate taxes going forward ▪ AMGP holders would positively view the transaction as long as the premium is within the range of precedents ▪ Despite having a PF multiple that would be lower than its corporate peers, PF AMGP would have superior growth and balance sheet, implying upside to the share price

Future Share Price Analysis - AR



Assumes AMGP acquires AM with 100% equity for \$5,717mm in exchange for AMGP shares

Standalone vs Pro Forma		Sensitivity Analysis				
2022 standalone cash flow per share	\$8.16	Implied pro forma share price premium / (discount) to current				
1-year forward cash flow per share multiple	4.5x					
Implied standalone future share price	\$36.93	1 - yr forward cash flow per share multiple				
Discount factor ¹	0.6x					
Implied standalone share price	\$23.89	Discount rate	4.5x	5.0x	5.5x	
2022 proforma cash flow per share	\$8.27		10.5%	23%	37%	50%
1-year forward cash flow per share multiple	4.5x		11.5%	19%	32%	45%
Implied standalone future share price	\$37.43	12.5%	15%	27%	40%	
Discount factor ¹	0.6x	Implied pro forma share price premium / (discount) to implied standalone share price ³				
Implied proforma share price	\$24.22					
		1 - yr forward cash flow per share multiple				
			4.5x	5.0x	5.5x	
		10.5%	1%	13%	24%	
		11.5%	1%	13%	24%	
		12.5%	1%	13%	24%	
premium / (discount) to current share price ²	18.7%					
premium / (discount) to implied standalone share price	1.4%					

¹ Assumes equity discount rate of 11.5%; ² AR current share price of \$20.40 as of 03/16/19; ³ Assumes standalone share price receives no multiple expansion

Future Share Price Analysis - AR



Assumes AMGP acquires AM with 90% equity 10% cash for \$5,717mm in exchange for AMGP shares

Standalone vs Pro Forma		Sensitivity Analysis			
2022 standalone cash flow per share	\$8.16	Implied pro forma share price premium / (discount) to current 1 - yr forward cash flow per share multiple 4.5x 5.0x 5.5x Discount rate 10.5% 26% 40% 54% 11.5% 22% 35% 49% 12.5% 18% 31% 44%			
1-year forward cash flow per share multiple	4.5x				
Implied standalone future share price	\$36.93				
Discount factor ¹	0.6x				
Implied standalone share price	\$23.89	Implied pro forma share price premium / (discount) to implied standalone share price³ 1 - yr forward cash flow per share multiple 4.5x 5.0x 5.5x Discount rate 10.5% 4% 16% 27% 11.5% 4% 16% 27% 12.5% 4% 16% 27%			
2022 proforma cash flow per share	\$8.49				
1-year forward cash flow per share multiple	4.5x				
Implied standalone future share price	\$38.43				
Discount factor ¹	0.6x				
Implied proforma share price	\$24.86				
<i>premium / (discount) to current share price²</i>	21.9%				
<i>premium / (discount) to implied standalone share price</i>	4.1%				

¹ Assumes equity discount rate of 11.5%; ² AR current share price of \$20.40 as of 03/16/16; ³ Assumes standalone share price receives no multiple expansion



AM Acquisition of AMGP IDR's

AM Acquisition of IDRs		AM Acquisition of IDRs	
Overview	<ul style="list-style-type: none"> AMGP eliminates AM's incentive distribution rights in exchange for newly issued AM common units Transaction assumes illustrative 15% premium to AMGP's current firm value implying a transaction value of \$3.6bn and, a multiple of 17.5x for 2018E GP DCF and a multiple of 25.2x 2018E GP distributions <ul style="list-style-type: none"> Series B are converted into 4.0mm shares of AMGP PF AMGP receives proportional allocation of net income of AM based on its PF ownership interest 	Overview	<ul style="list-style-type: none"> ✓ Lowers AM cost of capital due to elimination of IDRs ✓ Creates "Up-C" structure for AM, and ability to raise midstream capital at C-Corp and MLP levels ✓ Consistent with current market preference for simplifications / removals of IDRs ✓ Significant near term accretion to AMGP given yield spread difference between AMGP and AM ✓ Dilutive to AM and AR for first few years but becomes accretive longer term ✓ No tax impact to AR, AMGP or AM shareholders / unitholders ✗ Near-term LP dilution to AM holders (including AR), particularly with respect to 2018E-2019E DPU; may require coverage reduction, non-distribution bearing units or cash to mitigate dilution ✗ IDRs not materially impacting AM cost of capital at current time ✗ Still maintains complexity of three public currencies and doesn't fully address perception of misalignment between AR and AMGP ✗ No tax step-up to AM (unless cash is used) ✗ Requires AMGP vote; need legal input regarding majority of minority voting
Transaction Steps		Overview	
Pro Forma			
	<p>Sponsor¹ Public</p> <p>¹ Includes management and sponsor ownership; assumes Series B units converted into AMGP shares at current market capitalization of standalone AMGP</p>		

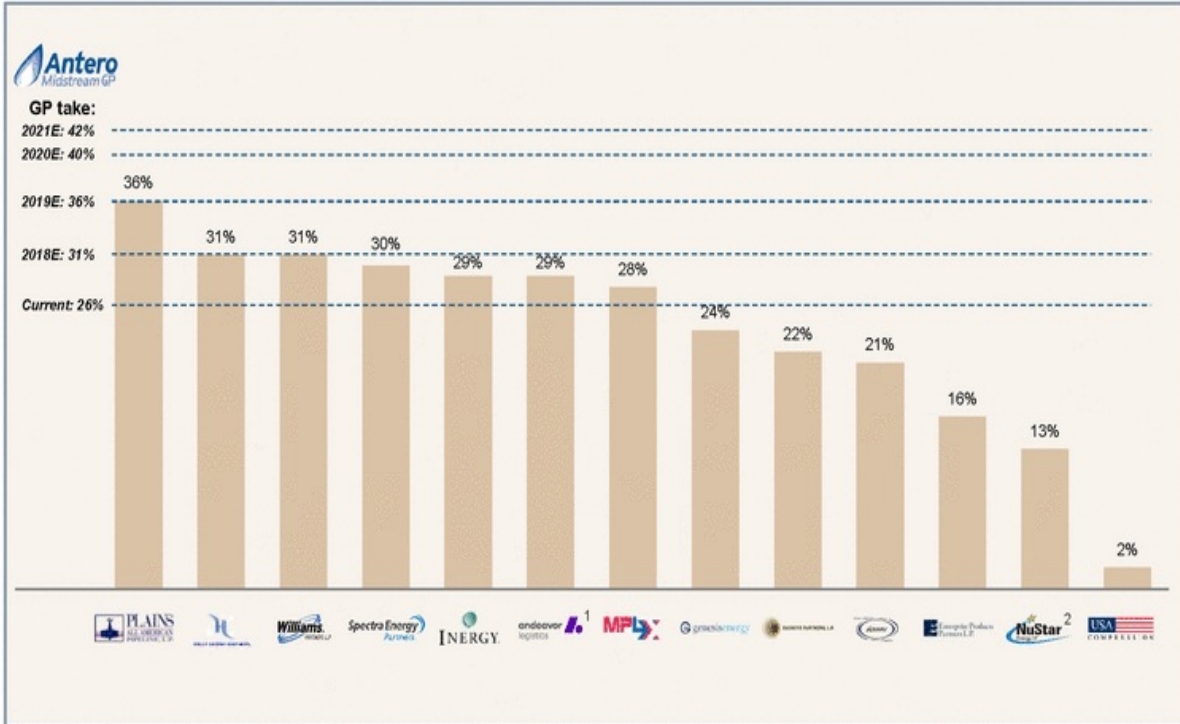
Implied Multiples Analysis (\$mm, except per unit data)

Value of IDRs - Premium to Current AMGP Firm Value						AM Current Market Multiples	
0.0%	5.0%	10.0%	15.0%	20.0%	25.0%		
\$3,122	\$3,278	\$3,434	\$3,590	\$3,746	\$3,902	LP Market Price	\$26.49
						LP Market Cap	\$4,971

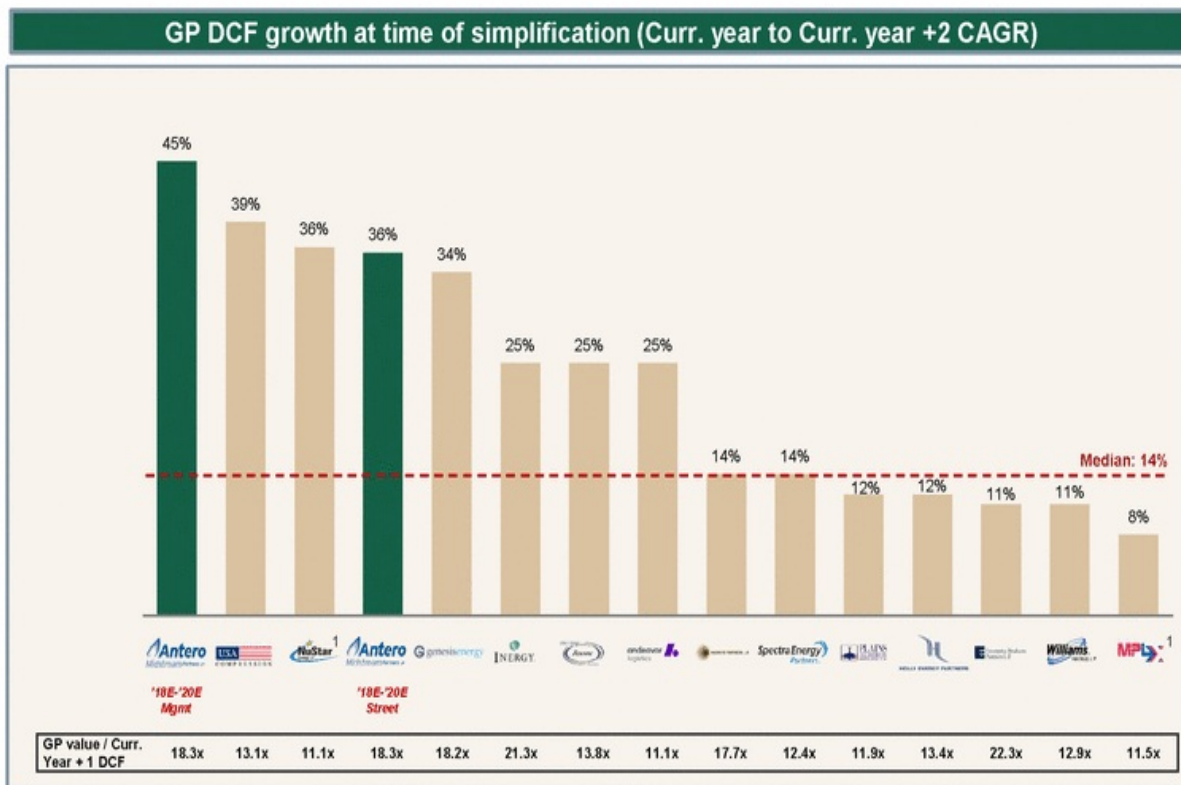
Multiple of:	Metric							Multiple of:	Metric	
2018E GP DCF	\$205	15.2x	16.0x	16.8x	17.5x	18.3x	19.0x	2018E LP DCF	\$383	13.0x
2019E GP DCF	\$337	9.3x	9.7x	10.2x	10.7x	11.1x	11.6x	2019E LP DCF	\$515	9.7x
2020E GP DCF	\$428	7.3x	7.7x	8.0x	8.4x	8.7x	9.1x	2020E LP DCF	\$606	8.2x
2018E GP distributions	\$143	21.9x	23.0x	24.1x	25.2x	26.3x	27.4x	2018E LP DPU	\$1.72	15.4x
2018E GP distributions	\$236	13.3x	13.9x	14.6x	15.2x	15.9x	16.6x	2019E LP DPU	\$2.21	12.0x
2020E GP distributions	\$355	8.8x	9.2x	9.7x	10.1x	10.5x	11.0x	2020E LP DPU	\$2.85	9.3x

Source: Management projections; AMGP firm value and AM market price as of 03/16/18
 Note: Assumes AM acquires its IDRs from AMGP funded with AM units issued to AMGP

I DR life cycle comparison vs. precedents – GP take as percentage of total distributions at time of transaction



Source: Management projections, company filings, equity research
¹ ANDX GP take of 29% at transaction includes \$50mm annual concessions in 2017E and 2018E (excluding concessions results in 34% GP take)
² Broker estimates pre-announcement of DPU cut

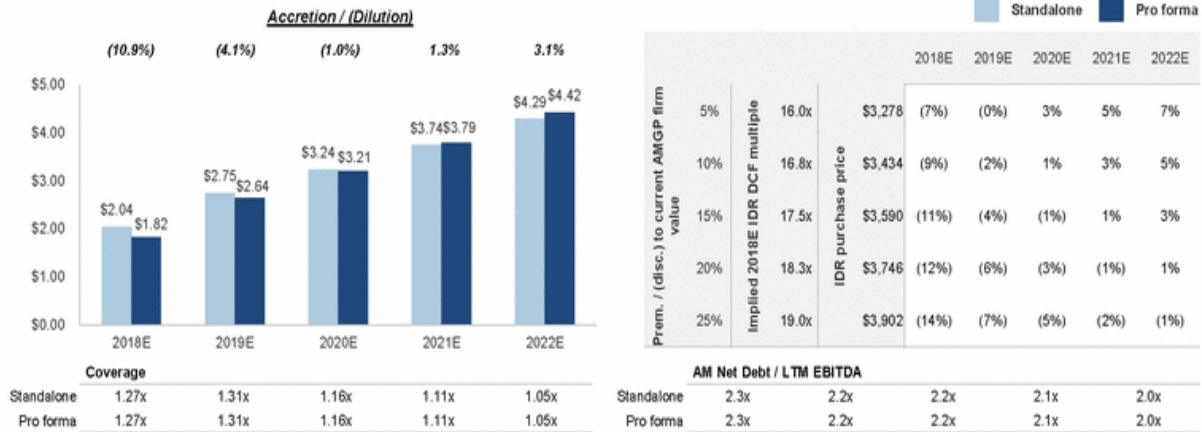


Source: Management projections, equity research; Note: Median excludes AM.¹ Based on 2018-2020E CAGR, adjusted for effect of \$8.1bn drop down announced concurrent with simplification
 Note: ANDX growth adjusted for 2017E GP DCF giveback
¹ Broker estimates pre-announcement of DPU cut

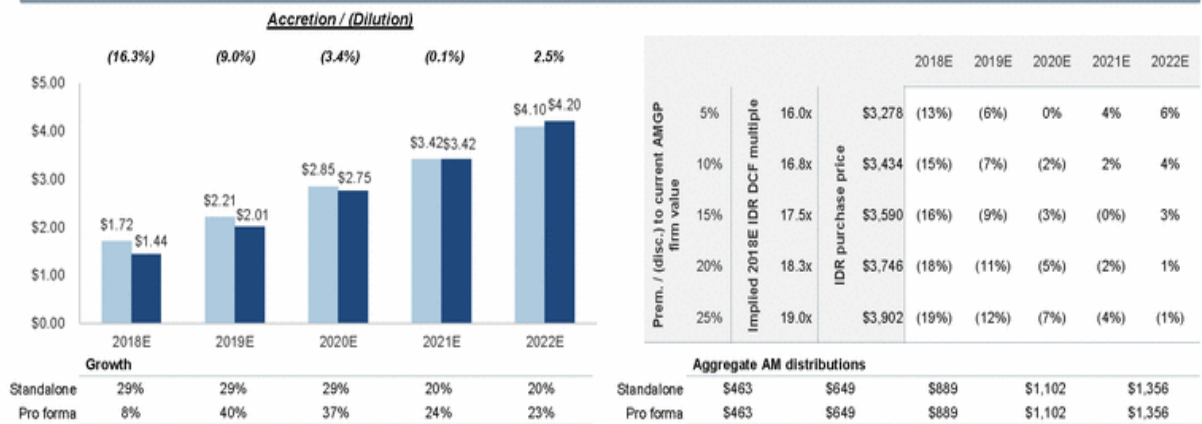
Pro Forma Impact to AM



Distributable Cash Flow / Unit



Distribution / Unit



Note: Assumes AM acquires its IDRs from AMGP for \$3,590mm (illustrative 15% premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18. Pro forma for the potential transaction. AMGP receives a pro rata allocation of AM taxable income based on its AM ownership. AM and AMGP pro forma total coverage ratio equal to standalone, respectively

AM Distribution / Unit Sensitivity Analysis



Distribution / Unit

IDR buy-in with coverage held flat¹

				2018E	2019E	2020E	2021E	2022E
Prem. / (disc.) to current AMGP firm value	5%	Implied 2018E IDR DCF multiple	IDR purchase price	\$3,278	(13%)	(6%)	0%	4%
	10%			\$3,434	(15%)	(7%)	(2%)	2%
	15%			\$3,590	(16%)	(9%)	(3%)	(0%)
	20%			\$3,746	(18%)	(11%)	(5%)	(2%)
	25%			\$3,902	(19%)	(12%)	(7%)	(4%)
Coverage				1.27x	1.31x	1.16x	1.11x	1.05x

IDR buy-in with coverage reduced 0.1x from 2018-2020

				2018E	2019E	2020E	2021E	2022E
Prem. / (disc.) to current AMGP firm value	5%	Implied 2018E IDR DCF multiple	IDR purchase price	\$3,278	(6%)	2%	9%	3%
	10%			\$3,434	(8%)	0%	7%	1%
	15%			\$3,590	(9%)	(2%)	5%	(1%)
	20%			\$3,746	(11%)	(3%)	3%	(2%)
	25%			\$3,902	(12%)	(5%)	2%	(4%)
Coverage				1.17x	1.21x	1.08x	1.11x	1.05x

IDR buy-in with coverage reduced 0.15x from 2018-2020

				2018E	2019E	2020E	2021E	2022E
Prem. / (disc.) to current AMGP firm value	5%	Implied 2018E IDR DCF multiple	IDR purchase price	\$3,278	(2%)	6%	14%	3%
	10%			\$3,434	(3%)	4%	12%	1%
	15%			\$3,590	(5%)	2%	10%	(1%)
	20%			\$3,746	(7%)	1%	8%	(3%)
	25%			\$3,902	(9%)	(1%)	6%	(4%)
Coverage				1.12x	1.16x	1.01x	1.11x	1.05x

IDR buy-in funded with \$386mm cash consideration²

				2018E	2019E	2020E	2021E	2022E
Prem. / (disc.) to current AMGP firm value	5%	Implied 2018E IDR DCF multiple	IDR purchase price	\$3,278	(12%)	(3%)	3%	7%
	10%			\$3,434	(14%)	(5%)	1%	5%
	15%			\$3,590	(15%)	(7%)	(1%)	3%
	20%			\$3,746	(17%)	(9%)	(3%)	1%
	25%			\$3,902	(18%)	(10%)	(4%)	(1%)
AM Net Debt / LTM EBITDA				2.8x	2.6x	2.6x	2.4x	2.2x

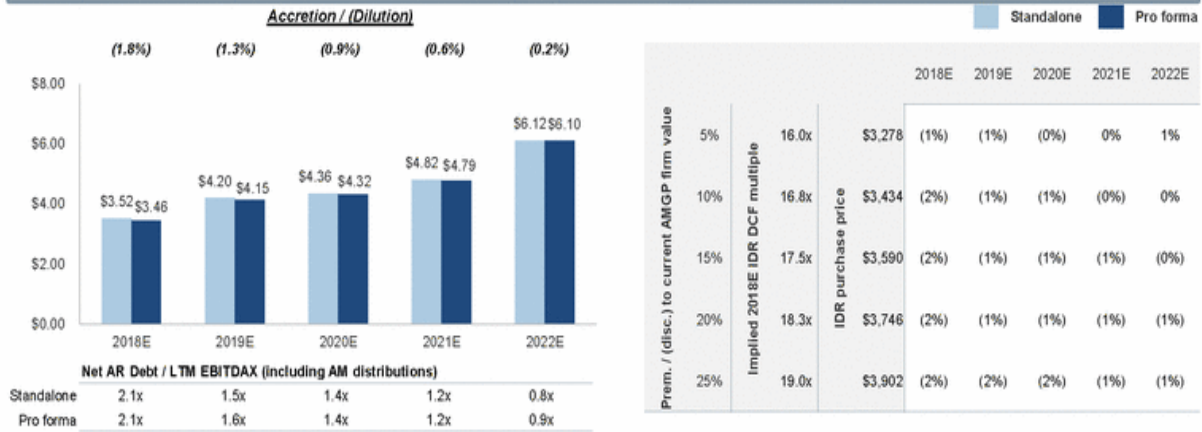
Note: Assumes AM acquires its IDRs from AMGP for \$3,590mm (illustrative 15% premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18. Pro forma for the potential transaction, AMGP receives a pro rata allocation of AM taxable income based on its AM ownership

¹ Pro forma coverage per AM standalone case; ² Assumes AM levers up to 3.0x 2017YE debt / 2017E EBITDA

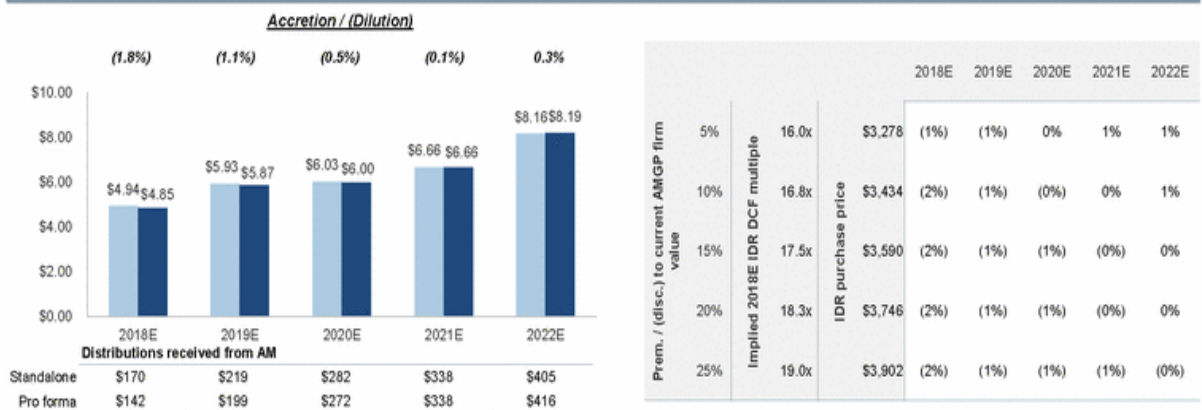
Pro Forma Impact to AR



Discretionary Cash Flow / Debt Adj. Share¹



Discretionary Cash Flow / Share²



Note: Assumes AM acquires its IDRs from AMGP for \$3,590mm (illustrative 15% premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18. Pro forma for the potential transaction. AMGP receives a pro rata allocation of AM taxable income based on its AM ownership. AM and AMGP pro forma total coverage ratio equal to standalone, respectively.
¹ Debt adjusted cash flow per share equal to discretionary cash flow plus after-tax interest expense / debt adjusted shares; debt adjusted shares: represents ending period debt divided by ending share price plus ending shares outstanding; forecasted debt-adjusted shares assumes AR share price of \$20.40 per share as of 03/16/18; ² Discretionary cash flow includes effect of AM distributions to AR

Future Share Price Analysis - AR



Assumes IDR purchase price of \$3,590mm in exchange for AM units

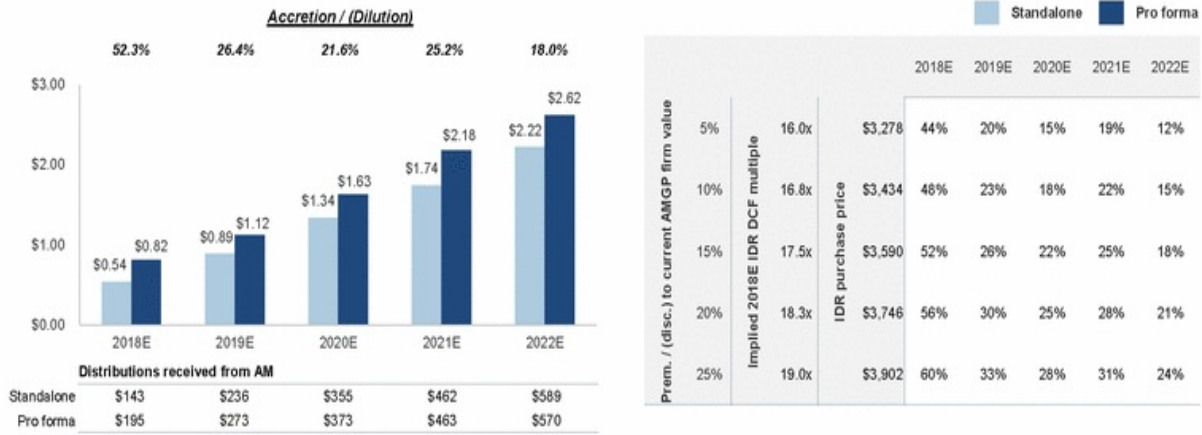
Standalone vs Pro Forma		Sensitivity Analysis				
2022 standalone cash flow per share	\$8.16	Implied pro forma share price premium / (discount) to current				
1-year forward cash flow per share multiple	4.5x					
Implied standalone future share price	\$36.93	1 - yr forward cash flow per share multiple				
Discount factor ¹	0.6x					
Implied standalone share price	\$23.89	Discount rate	4.5x	5.0x	5.5x	
2022 proforma cash flow per share	\$8.19		10.5%	22%	35%	49%
1-year forward cash flow per share multiple	4.5x		11.5%	18%	31%	43%
Implied standalone future share price	\$37.06	12.5%	13%	26%	38%	
Discount factor ¹	0.6x	Implied pro forma share price premium / (discount) to implied standalone share price ³				
Implied proforma share price	\$23.97	1 - yr forward cash flow per share multiple				
premium / (discount) to current share price ²	17.5%	Discount rate	4.5x	5.0x	5.5x	
			10.5%	0%	11%	23%
			11.5%	0%	11%	23%
premium / (discount) to implied standalone share price	0.3%	12.5%	0%	11%	23%	

¹ Assumes equity discount rate of 11.5%; ² AR current share price of \$20.40 as of 03/16/18; ³ Assumes standalone share price receives no multiple expansion

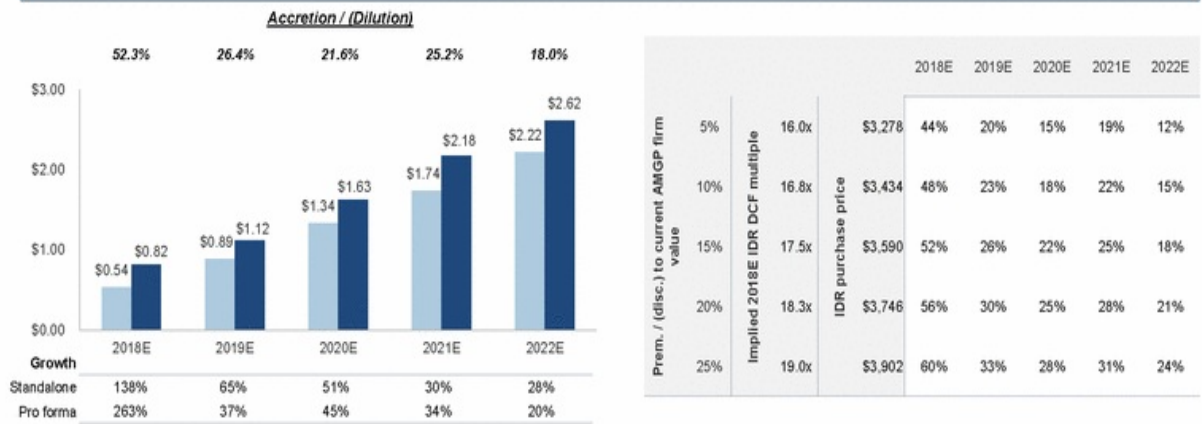
Pro Forma Impact to AMGP



Distributable Cash Flow / Share



Distribution / Share



Note: Assumes AM acquires its IDRs from AMGP for \$3,590mm (illustrative 15% premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18. Pro forma for the potential transaction, AMGP receives a pro rata allocation of AM taxable income based on its AM ownership; AM and AMGP pro forma total coverage ratio equal to standalone, respectively

Distribution / Share

IDR buy-in with coverage held flat¹

		2018E 2019E 2020E 2021E 2022E								
Prem. / (disc.) to current AMGP firm value	5%	Implied 2018E IDR DCF multiple	IDR purchase price	16.0x	\$3,278	44%	20%	15%	19%	12%
	10%			16.8x	\$3,434	48%	23%	18%	22%	15%
	15%			17.5x	\$3,590	52%	26%	22%	25%	18%
	20%			18.3x	\$3,746	56%	30%	25%	28%	21%
	25%			19.0x	\$3,902	60%	33%	28%	31%	24%
	Coverage				1.27x	1.31x	1.16x	1.11x	1.05x	

IDR buy-in with coverage reduced 0.1x from 2018-2020

		2018E 2019E 2020E 2021E 2022E								
Prem. / (disc.) to current AMGP firm value	5%	Implied 2018E IDR DCF multiple	IDR purchase price	16.0x	\$3,278	60%	32%	28%	18%	11%
	10%			16.8x	\$3,434	64%	36%	31%	22%	15%
	15%			17.5x	\$3,590	68%	40%	35%	25%	18%
	20%			18.3x	\$3,746	73%	43%	38%	28%	21%
	25%			19.0x	\$3,902	77%	46%	42%	31%	23%
	Coverage				1.17x	1.21x	1.08x	1.11x	1.05x	

IDR buy-in with coverage reduced 0.15x from 2018-2020

		2018E 2019E 2020E 2021E 2022E								
Prem. / (disc.) to current AMGP firm value	5%	Implied 2018E IDR DCF multiple	IDR purchase price	16.0x	\$3,278	68%	39%	35%	18%	11%
	10%			16.8x	\$3,434	73%	43%	39%	21%	14%
	15%			17.5x	\$3,590	78%	47%	43%	25%	17%
	20%			18.3x	\$3,746	82%	51%	46%	28%	20%
	25%			19.0x	\$3,902	86%	54%	49%	31%	23%
	Coverage				1.12x	1.16x	1.01x	1.11x	1.05x	

Note: Assumes AM acquires its IDRs from AMGP for \$3,590mm (illustrative 15% premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18; Pro forma for the potential transaction, AMGP receives a pro rata allocation of AM taxable income based on its AM ownership; ¹ Pro forma coverage per AM standalone case

<p style="text-align: center; font-weight: bold;">AR</p>	<ul style="list-style-type: none"> ▪ Market likely to applaud elimination of IDRs and partial simplification with respect to AM ▪ Potential reaction may be muted by retention of three public currencies and continued perceived misalignment, as well as potential dilution to AM unitholders, including AR ▪ IDR repurchase has minimal impact on AR pro forma cash flow (absent significant DPU reduction at AM) ▪ Unless there is a re-rating of AR's multiple due to the above factors, transaction may have limited impact on AR stock price
<p style="text-align: center; font-weight: bold;">AM</p>	<ul style="list-style-type: none"> ▪ As with AR, market likely to applaud elimination of IDRs and AM simplification if structured appropriately ▪ However, substantial near-term dilution to AM DCF/unit and DPU likely to be viewed as a negative by unitholders <ul style="list-style-type: none"> ▪ Will need to address through coverage, cash consideration and/or delivery of non-distribution bearing units ▪ Likewise, market may react negatively to multiple paid for IDRs relative to recent precedents; education regarding impact of IDR growth on multiple required ▪ Assuming dilution and multiple paid are addressed, AM would be expected to trade flat/modestly down on announcement, consistent with recent precedents <ul style="list-style-type: none"> ▪ However, if substantial dilution to DPU were to be realized, would likely lead to very negative trading reaction
<p style="text-align: center; font-weight: bold;">AMGP</p>	<ul style="list-style-type: none"> ▪ So long as value paid for IDRs is consistent with AMGP market-implied trading value and cash flow impact in near term is positive, market reaction for AMGP likely to be flat to positive ▪ In light of substantial accretion in cash flow in near-term and substantial tempering of growth, implied AMGP yield likely to rise materially ▪ After-tax yield at AMGP likely to track AM yield, although other precedents have seen C-Corp "holding company" trading at a slightly improved yield relative to the underlying MLP in light of enhanced liquidity and greater market depth



AR Share Buyback Analysis

Benefits

- Addresses investor calls for material return of capital
- Significantly accretive to discretionary cash flow per share at current valuations
- AR has balance sheet capacity given disciplined capital program and deleveraging steps
- Increasingly utilized across the E&P sector to address valuation discounts
- Several potential levers to generate cash at AR to finance
- Could be combined with simplification announcement to maximize market impact
- Potential to use cash consideration from AMGP/AM combination for share repurchases

Considerations

- Mixed market reception, particularly if announcing smaller program
- Cash on hand from divestitures and FCF viewed as best source of funds by investors
- Balance sheet capacity somewhat limited today, materially expands in 2019 as leverage declines further
- Largest potential source of funds in AM units difficult to monetize today

2018YTD E&P Share Repurchase and Dividend Increases Precedents

Announcement date	Company	Buyback value (\$mm)	% shares O/S	Dividend Increase %	Market reaction ¹			Benchmark performance			Relative performance ²		
					1 days	5 days	30 days	1 days	5 days	30 days	1 days	5 days	30 days
03/08/18	Hess Corporation	\$1,000	6.8		0.5%	4.5%	-	(0.4%)	-	-	0.8%	-	-
03/07/18	Devon Energy	\$1,000	6.1	33%	4.7%	5.4%	-	(0.4%)	-	-	5.0%	-	-
02/23/18	Cabot Oil	\$720	6.5		2.4%	4.4%	-	2.9%	-	-	(0.4%)	-	-
02/15/18	Noble Energy	\$750	5.8		(0.3%)	10.1%	-	(0.3%)	(2.8%)	-	(0.0%)	12.9%	-
02/15/18	Encana Corporation	\$400	3.7		(1.4%)	(5.9%)	-	(0.3%)	(2.8%)	-	(1.1%)	(3.1%)	-
02/14/18	Laredo Petroleum	\$200	10.4		5.0%	8.1%	-	(0.3%)	(2.8%)	-	5.3%	10.9%	-
02/06/18	Pioneer	\$100	0.3	300%	1.3%	(1.0%)	-	(1.8%)	(5.2%)	-	3.1%	4.2%	-
02/01/18	ConocoPhillips			8%	0.9%	(5.4%)	(8.2%)	1.0%	(7.5%)	(9.6%)	(0.1%)	2.1%	1.4%
01/29/18	Gulfport Energy Corporation	\$100	4.5		(8.9%)	(24.3%)	(11.6%)	(2.6%)	(8.6%)	(11.2%)	(6.3%)	(15.8%)	(0.3%)
01/03/18	Cabot Oil			20%	(0.4%)	(3.7%)	(17.3%)	1.1%	0.8%	(6.3%)	(1.5%)	(4.5%)	(11.1%)
	Mean	\$934	5.7%		2.1%	0.9%	(1.9%)	0.3%	(2.0%)	(2.5%)	1.8%	2.0%	0.6%
	Median	\$720	5.8%		1.7%	2.1%	(2.3%)	(0.2%)	(2.8%)	(5.2%)	1.0%	3.6%	1.6%

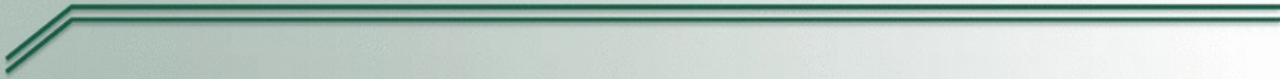
Source: FactSet as of 03/16/18; ¹ Market reaction defined as one day post-announcement; ² Relative performance based on S&P 500 E&P index; ³ Based on PV of earn-out proceeds discounted to 5/1/18 at 8%

	AR Debt Issuance (Leverage Capacity)	AR Sale of AM Secondary	Private Secondary to Infra / Pension	AR Water Earn-Out Monetization	AR Use of AM Distributions
Benefits	<ul style="list-style-type: none"> AR net leverage projected at 2.1x at year end 2018, allowing for capacity if target hard 2.5x leverage cap Material decrease in net leverage in 2019 down to 1.5x by year end Hedge book, AM units and no near term maturities supportive of balance sheet strength 	<ul style="list-style-type: none"> Largest source of potential proceeds (\$2.7Bn market value of AM units owned by AR) Most commonly cited by investor as potential funding source Potentially not receiving full value for AM units today in AR share price Minimal impact to pro forma net leverage 	<ul style="list-style-type: none"> Large pool of infrastructure capital seeking contracted midstream opportunities Yield and cash flow growth profile should be highly attractive to investors Offers ability for investor to acquire large block of units at one time 	<ul style="list-style-type: none"> Brings forward potentially ~\$210MM of proceeds AR is due to receive in 2019 and 2020 Unlikely receive full value in AR share price today No increase in leverage 	<ul style="list-style-type: none"> New financial policy of tying AR share repurchase to AM distributions received by AR Clear identification of on going share repurchase funds Modest impact on pro forma leverage AM distributions growing from \$170MM in 2018 to \$282MM in 2020
Considerations	<ul style="list-style-type: none"> AR not generating material FCF until 2019 Need to maintain IG ratings trajectory Larger programs (>5% of market cap) more likely to have significant share price impact 	<ul style="list-style-type: none"> Friction costs to execute given poor MLP market conditions Limited ability to execute in size (>\$350MM) Ongoing AM distributions contribute to FCF at AR Long term value in owning AM units Sequencing / disclosure issues if also pursuing simplification transaction 	<ul style="list-style-type: none"> Investors typically seeking structured opportunities with preferred or conversion features Partnership units not preferred investment structure Investor desire to acquire somewhat illiquid MLP position Likely seek discount to current market price 	<ul style="list-style-type: none"> Likely some discount to nominal value of the earn out Contributes to FCF profile in 2019 and 2020 	<ul style="list-style-type: none"> AM distributions not true FCF until 2020+ Any sell downs of AM shares would result in decreased AR share repurchase May be more attractive uses of capital at other times than share repurchase

	Issue Alternative AR Security	AR Asset Sale	Hedge Book Monetization	AR Margin Loan on AM Units	AMGP Bond Issuance	AR Common Dividend
Benefits	<ul style="list-style-type: none"> ▪ Issuance of convertible/preferred security to provide a source of funding ▪ Provides ability to kick-start share repurchase without increasing debt or selling AM units 	<ul style="list-style-type: none"> ▪ AR sells non-core acreage – likely in Utica Shale – as a near-term source of cash proceeds ▪ Likely would not materially impact publicly disclosed capital plan 	<ul style="list-style-type: none"> ▪ Monetize hedge book (currently 100% hedged for '18-'19) as a near-term source of cash proceeds ▪ Previously pursued, well understood by the market 	<ul style="list-style-type: none"> ▪ AR collateralizes AM units in a margin loan to fund ASR program to demonstrate their commitment to return capital ▪ Debt is recourse only to AM units 	<ul style="list-style-type: none"> ▪ AMGP uses proceeds from public bond issuance to buy AM units from AR as a means to structurally simplify AR from midstream ▪ Increases near-term yield of AMGP ▪ Near-term cash proceeds 	<ul style="list-style-type: none"> ▪ Demonstrates commitment to returning capital to shareholders ▪ Immediate, consistent shareholder return
Considerations	<ul style="list-style-type: none"> ▪ Adds additional complexity ▪ Likely higher cost of capital ▪ Potentially viewed as debt by rating agencies 	<ul style="list-style-type: none"> ▪ Reduces drilling inventory and optionality ▪ Bearish gas markets won't support premium value ▪ Limited buyer universe for Utica assets 	<ul style="list-style-type: none"> ▪ Mixed market reaction to past hedge book monetization ▪ Most confirm consistency with strategy and communicate with market 	<ul style="list-style-type: none"> ▪ Increases total leverage ▪ Another form of debt, on balance sheet ▪ Higher cost of capital than RBL 	<ul style="list-style-type: none"> ▪ AR loss of upside from AM units ▪ Sale of AM units to repurchase AR shares dilutive ▪ Reduces future flexibility at AMGP 	<ul style="list-style-type: none"> ▪ Commits capital, future reductions difficult ▪ Unusual for upstream companies under \$10Bn ▪ "Token" dividend unlikely to alter trading multiple



Water Earn-out



- Key considerations for a potential offer by AR to AM in connection with an early settlement of the earn-out of the fresh water delivery business ("Earn-Out")
- Goals for AR may include the following:
 - Maximize the cash proceeds received near term from any settlement
 - Conduct a relatively expedited negotiation process with the AM Special Committee, keeping in mind other likely transactions being considered
 - Enter into a transaction that would be seen as a "win-win" by both AR and AM investors
- Using Street and Management estimates, reaching the 2019 Earn-Out seems certain and reaching the 2020 Earn-Out seems likely, but less certain
 - For the 2019 Earn-Out, volumes are expected to be 11% above the threshold (184Kbbld Street and 178Kbbld Management vs. 161Kbbld Earn-Out trigger)
 - For the 2020 Earn-Out, volumes are expected to meet the threshold (217Kbbld Street and 200Kbbld Management vs. 200Kbbld Earn-Out trigger)
- Key topics to consider include:
 - Discount rate applied to the Earn-Out
 - Any risking factor applied to the 2020 Earn-Out
- Potential value to AM of any of the following:
 - Raising the volume level of the existing MVCs
 - Extending the tenor of the MVC commitments

Overview of Water Earn-Out

In September 2015, AR dropped down water assets to AM for \$1.05bn. The consideration also included an Earn-Out as outlined below:





- Earn-Outs include a payment at year end 2019 of \$125mm and at year end 2020 of \$125mm (total potential of \$250mm)
 - 2019 year end payment is contingent upon AM delivering 161Kbbld of average volume from 1/1/17 – 12/31/19
 - 2020 year end payment is contingent upon AM delivering 200Kbbld of average volume from 1/1/18 – 12/31/20
- Earn-Out payments are binary events
- Additionally, the transaction included average MVCs by AR to AM of 90Kbbld in 2016, 100Kbbld in 2017, and 120Kbbld in 2018 & 2019

Present Value of Water Payment (\$mm)¹

	Discount Rate						
	10.0%	9.5%	9.0%	8.5%	8.0%	7.5%	7.0%
2020 Earn-out Payment Risking ²							
100%	\$204	\$206	\$208	\$210	\$212	\$214	\$216
95%	199	201	203	205	207	209	211
90%	194	196	198	200	202	204	206
85%	189	191	193	195	196	198	200
80%	184	186	188	190	191	193	195
75%	179	181	183	185	186	188	190
70%	174	176	178	179	181	183	185
65%	170	171	173	174	176	178	179
60%	165	166	168	169	171	173	174
55%	160	161	163	164	166	167	169
50%	155	156	158	159	161	162	164

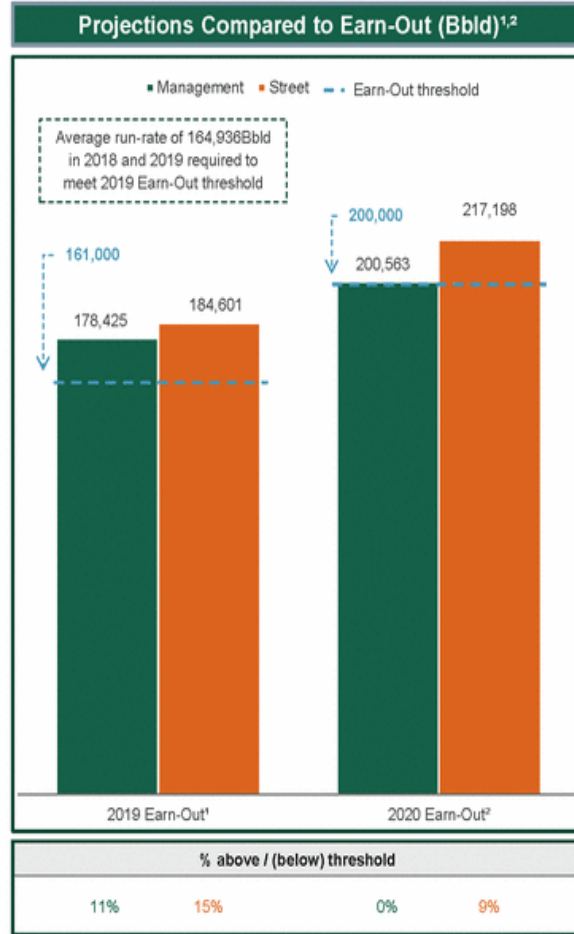
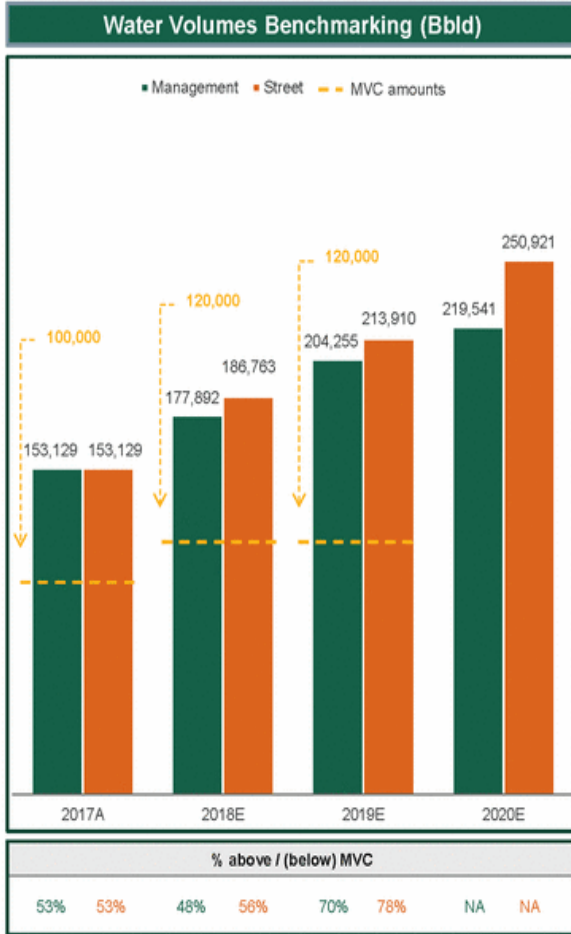
Source: Management projections; equity research
¹ As of 5/1/18; ² Assumes 100% risking of 2019 earn-out

Equity Research Perspectives

Broker	Entity	Date	Assumes Earn-Out threshold met in 2019 & 2020	Based on volume or payment
GUGGENHEIM	AM	2/14/18	✓ ¹	Volume
 Bank of America Merrill Lynch	AM	1/26/18	✓ ²	Payment
 BMO	AR	1/23/18	✓ ³	Payment
 citi	AM	12/6/17	✓ ⁴	Volume
 WELLS FARGO	AM	11/6/17	✓ ⁵	Payment

Source: Equity research

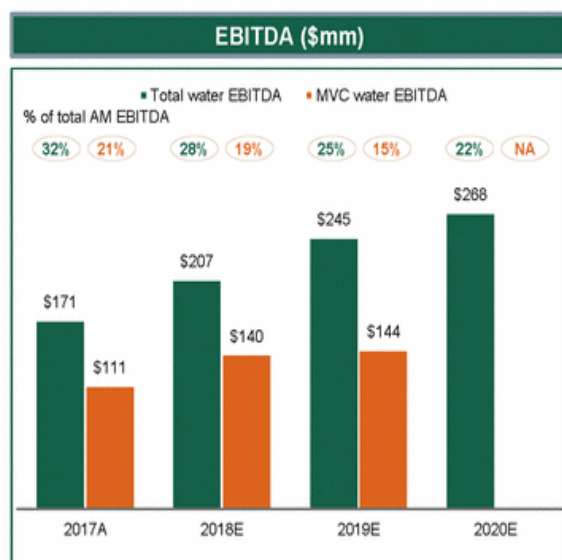
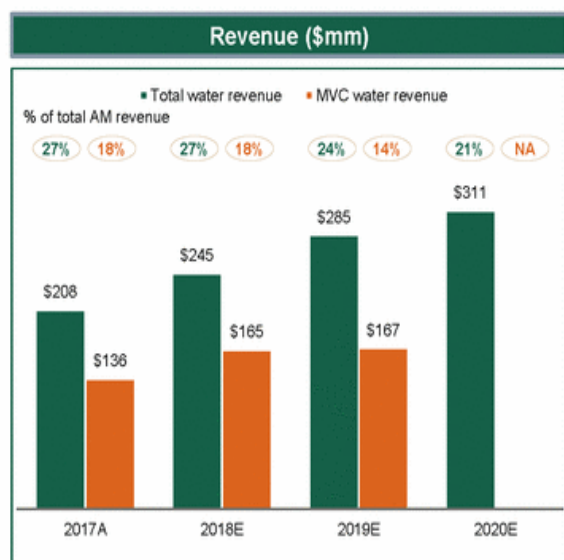
¹ Per water volume projections through 2020; Earn-Out payment not explicitly noted in growth capex; ² Earn-Out payment not explicitly broken out, however it is noted that payment is expected to be paid; ³ Of note, based on AR's current drilling plans AM expects both volume requirements will be met; ⁴ Earn-Out payments included in cash flow projections for 2019 and 2020; ⁵ Earn-Out payments not explicitly broken out, however it is noted that payment is expected to be paid; ⁶ Our forecast of 185 wells serviced by the water assets in 2020 would imply that AM will fulfill the requirements for Earn-Out payment to AR; ⁷ Earn-Out payments included as acquisition capex in 2019 and 2020



Source: Management projections; equity research

¹ 2019 Earn-Out is contingent upon AM delivering 161Kbd of average volume from 1/1/17 – 12/31/19; ² 2020 Earn-Out is contingent upon AM delivering 200Kbd of average volume from 1/1/18 – 12/31/20

Assumptions				
	Year end,			
	2017A	2018E	2019E	2020E
Water delivery volumes (Bbld)	153,129	177,892	204,255	219,541
Minimum volume commitment (Bbld)	100,000	120,000	120,000	--



Source: Management projections

Note: Revenue per Bbl of \$3.71, \$3.78, \$3.82, \$3.87 in 2017, 2018, 2019, 2020, respectively; EBITDA per Bbl of \$3.05, \$3.19, \$3.28, \$3.34 in 2017, 2018, 2019, 2020, respectively

Compelling Transaction for AM Unitholders

- AM is already expected to make both earn out payments
- Water delivery volumes ultimately controlled by AR
- Realize immediate discount on the Earn-Out Payments
- Enhances AM's MVCs and EBITDA profile
- Demonstrates continued sponsor support
- Mitigates overhang pressure on AM units

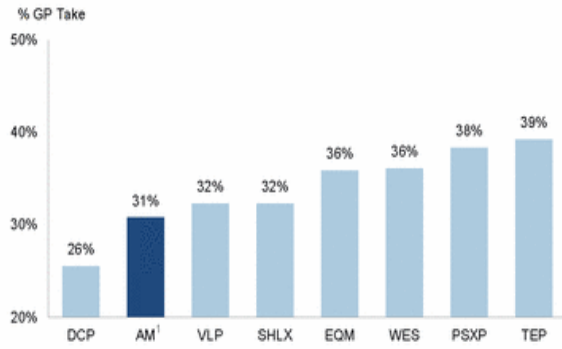


Appendix A:
AMGP Acquisition of AM

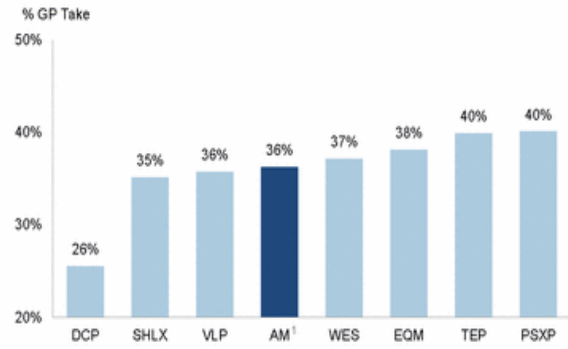
GP Take of LP Cash Flow Benchmarking¹



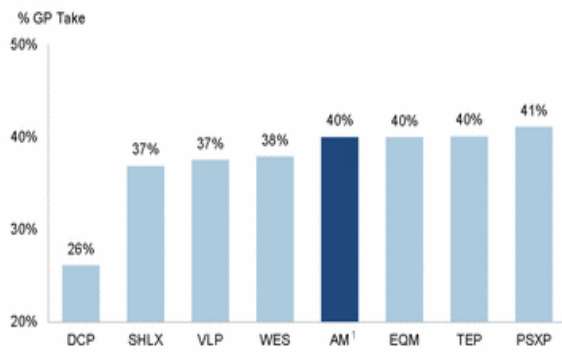
2018E GP Take



2019E GP Take



2020E GP Take



2021E GP Take














¹ AM metrics per company projections

MLP Buy-ins: Typically Occurred at Modest Premium

	Median	Mean
Premia to last close	12%	10%
Premia to 30-day	13%	14%

Selected Precedent Transaction Key Statistics

											
Year	2014	2015	2015	2016	2016	2017	2017	2017	2017	2017	2018
Cash / equity	Equity/Cash ¹	Equity	Equity	Equity	Cash	Cash	Equity	Cash	Cash	Equity	Equity
LP value / NTM DCF	15.4x / 14.6x	11.2x	11.0x	10.1x	20.5x	11.0x	16.0x	13.0x	10.7x	9.1x	6.7x
Premium to last close	12% / 15%	17%	18%	0%	11%	(9%)	26%	6%	3%	3%	23%
Premium to 30-day	10% / 10%	21%	16%	27%	17%	5%	22%	7%	2%	5%	27%
GP/IDR take at announcement date	46% / 27%	12%	24%	20%	~0%	2%	32%	4%	0%	No IDRs	3%
Yield spread at announcement date (bps)	200 / 300	200	500	500	200	1,300	300	N/A (private GP)	N/A (private GP)	800	500
% MLP distribution cut	21% / 27%	8%	32%	45%	NM	NM	7%	NM	NM	79% ²	41%
Rationale	<ul style="list-style-type: none"> Significant upfront dividend increase Enhanced future dividend growth and coverage Lowers cost of capital Substantial tax shield for foreseeable future 	<ul style="list-style-type: none"> Improved cost of capital Distribution growth and stability Unified corporate strategy Further reduce cost structure / fixed charges 	<ul style="list-style-type: none"> Improved coverage and credit profile Simplified structure Improved cost of capital Stronger long-term growth outlook Positive tax benefit 	<ul style="list-style-type: none"> Stronger LT growth outlook Improved cost of capital and capital markets access Simplified structure Improved credit profile 	<ul style="list-style-type: none"> Simplified structure Improve cost of capital Increases TCP backlog of droppable assets Tax savings (step up) due to buy-in of CPPL 	<ul style="list-style-type: none"> Reduces costs and simplifies corporate structure 	<ul style="list-style-type: none"> Significant upfront dividend increase and higher growth rate Greater capital market access No near term cash income taxes 	<ul style="list-style-type: none"> Under-performance despite drop-downs and distribution increases Cost of capital advantage of MLP had dissipated 	<ul style="list-style-type: none"> Simplifies structure Slower growth at MLP provides opportune time for buy-in 	<ul style="list-style-type: none"> Simplifies structure Reduce public company costs Reallocate cash flow to growth investments Allows drop-downs to DKL 	<ul style="list-style-type: none"> Simplifies structure Improved cost of capital LT financial stability No cash income taxes

Notes
 1. Each of KMP and EPB unitholders received 12% cash consideration
 2. Alon USA Partners was a variable rate distribution MLP

Pro Forma AMGP Tax Detail



Tax Step-Up Analysis		Summary Tax Calculation					
(\$mm)	AM	(\$mm)	2018E	2019E	2020E	2021E	2022E
AM unit price (\$ / share)	\$26.49	EBITDA and GP-level SG&A (GAAP)	\$676	\$925	\$1,144	\$1,332	\$1,548
Illustrative acquisition premium	15.0%	Synergies	2	2	2	2	2
Acquisition share price (\$ / share)	\$30.46	Interest expense	(76)	(103)	(118)	(136)	(135)
AM diluted shares outstanding (mm)	187.7	New capex ¹	(214)	(218)	(336)	(630)	(591)
AM Purchase Price	\$5,717	Step up in basis	(371)	(637)	(458)	(332)	(247)
Debt	1,205	Amortization of goodwill ²	(261)	(261)	(261)	(261)	(261)
Cash	(8)	Pre-tax income	(\$244)	(\$291)	(\$27)	(\$24)	\$315
Firm Value	\$6,914	NOL Balance					
Total basis	\$2,993	Beginning balance	\$0	\$244	\$536	\$563	\$587
Total incremental step-up value	\$3,921	NOL utilization ³	0	0	0	0	(252)
Allocable percentage to goodwill	100%	NOL realization	244	291	27	24	0
Total goodwill	3,921	Ending balance	244	536	563	587	335
		Pre-tax income	(\$244)	(\$291)	(\$27)	(\$24)	\$315
		NOL utilization / realization	244	291	27	24	(252)
		Taxable income	0	0	0	0	63
		Cash taxes due	\$0	\$0	\$0	\$0	\$16

Note: Market Data as of 3/16/18

¹ D&A and capital expense, including depreciation associated with water earn-out payments in 2019 and 2020

² Goodwill amortized straight line over 15 years

³ Utilization of NOLs created after 12/31/17 limited to 80% of pre-tax income per tax reform

Pro Forma Projections

Standalone						Pro forma				
	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
E&P EBITDAX	\$1,604	\$1,868	\$1,832	\$1,967	\$2,323	\$1,604	\$1,868	\$1,832	\$1,967	\$2,323
Midstream distributions to AR	170	219	282	338	405	150	209	290	361	440
EBITDAX including AM distributions to AR	\$1,774	\$2,086	\$2,114	\$2,305	\$2,728	\$1,754	\$2,077	\$2,122	\$2,328	\$2,763
Exploration expense	(9)	(10)	(11)	(12)	(14)	(9)	(10)	(11)	(12)	(14)
DD&A	(797)	(980)	(1,171)	(1,364)	(1,566)	(797)	(980)	(1,171)	(1,364)	(1,566)
Other	0	0	0	0	0	0	0	0	0	0
Interest expense	(207)	(204)	(201)	(190)	(141)	(207)	(204)	(201)	(191)	(140)
Pre-tax income	\$761	\$893	\$731	\$738	\$1,007	\$740	\$883	\$739	\$761	\$1,042
Income taxes	(148)	(169)	(112)	(100)	(150)	(144)	(167)	(113)	(103)	(156)
Net income	\$613	\$724	\$618	\$638	\$857	\$597	\$716	\$625	\$658	\$886
Discretionary cash flow										
Net income	\$613	\$724	\$618	\$638	\$857	\$597	\$716	\$625	\$658	\$886
DD&A	797	980	1,171	1,364	1,566	797	980	1,171	1,364	1,566
Non-cash taxes	148	169	112	100	150	144	167	113	103	156
Discretionary cash flow	\$1,557	\$1,872	\$1,901	\$2,102	\$2,574	\$1,537	\$1,862	\$1,909	\$2,125	\$2,609
Common shares outstanding	315	315	315	315	315	315	315	315	315	315
Cash flow / debt adj. share	\$3.52	\$4.20	\$4.36	\$4.82	\$6.12	\$3.48	\$4.17	\$4.36	\$4.86	\$6.21
Cash flow / debt adj. share accretion / (dilution) - %						(1%)	(1%)	0%	1%	1%
<i>y-o-y growth</i>		19%	4%	11%	27%		20%	5%	11%	28%
Discretionary cash flow per share	\$4.94	\$5.93	\$6.03	\$6.66	\$8.16	\$4.87	\$5.90	\$6.05	\$6.74	\$8.27
CFPS accretion / (dilution) - %						(1%)	(1%)	0%	1%	1%
<i>y-o-y growth</i>		20%	2%	11%	22%		21%	3%	11%	23%
Net debt	\$3,694	\$3,230	\$2,982	\$2,760	\$2,294	\$3,714	\$3,260	\$3,004	\$2,759	\$2,259
Leverage	2.1x	1.5x	1.4x	1.2x	0.8x	2.1x	1.6x	1.4x	1.2x	0.8x

Note: Assumes AMGP purchases 100% of AM public units with 100% equity at a 1.813x exchange ratio (15% illustrative premium); AMGP issues approximately 340mm shares to current AM unitholders

Pro Forma Projections

	Standalone					Pro forma				
	2018E	2019E	2020E	2021	2022E	2018E	2019E	2020E	2021	2022E
Total EBITDA	143	236	355	462	589	730	989	1,222	1,413	1,642
Cash interest expense	0	0	0	0	0	(76)	(103)	(118)	(136)	(143)
Maintenance capex	0	0	0	0	0	(67)	(39)	(63)	(44)	(58)
Synergies	0	0	0	0	0	2	2	2	2	2
G&A	(2)	(2)	(2)	(2)	(2)	0	0	0	0	0
Cash taxes	(34)	(56)	(85)	(110)	(140)	0	0	0	0	(16)
Tax Withholding Reimbursement Paid to AR	0	0	0	0	0	(6)	(6)	(6)	(6)	(6)
Cash flow to Series B	(7)	(12)	(20)	(26)	(34)	0	0	0	0	0
Cash flow available for dividends	\$100	\$165	\$249	\$324	\$413	\$583	\$842	\$1,037	\$1,230	\$1,422
Common shares outstanding	186	186	186	186	186	551	551	551	551	551
DCF per share	\$0.54	\$0.89	\$1.34	\$1.74	\$2.22	\$1.06	\$1.53	\$1.88	\$2.23	\$2.58
DCF per share accretion / (dilution) - %						97%	72%	41%	28%	16%
<i>y-o-y growth</i>		65%	51%	30%	28%		44%	23%	19%	16%
Coverage ratio	1.00x	1.00x	1.00x	1.00x	1.00x	1.27x	1.31x	1.16x	1.11x	1.05x
Distribution per share	\$0.54	\$0.89	\$1.34	\$1.74	\$2.22	\$0.83	\$1.17	\$1.62	\$2.01	\$2.45
Distribution per share accretion / (dilution) - %						55%	31%	21%	16%	11%
<i>y-o-y growth</i>		65%	51%	30%	28%		40%	39%	24%	22%

Note: Assumes AMGP purchases 100% of AM public units with 100% equity at a 1.813x exchange ratio (15% illustrative premium); AMGP issues approximately 340MM shares to current AM unit holders

Cost of Equity Summary					
Risk free rate ¹				2.8%	
Equity risk premium	5.25%	—			6.25%
Levered beta	1.00	—			1.90
Calculated cost of equity	8.1%	—			14.7%
Selected cost of equity	10.5%	—			12.5%

Capital Structure Benchmarks					
Company	Market cap	Debt/ total cap	Levered beta		Relevered historical ²
			Barra	Historical	
EQT	\$13,354	35.6%	1.426	0.988	1.149
Cabot Oil & Gas	\$11,599	11.6%	1.127	0.800	1.166
Range Resources	\$3,774	52.3%	1.927	1.003	0.924
Southwestern Energy	\$2,651	62.6%	2.307	1.021	0.771
Gulfport Energy	\$1,887	52.4%	1.864	1.116	0.844
Mean		42.9%	1.730	0.986	0.971
Median		52.3%	1.864	1.003	0.924
Antero Resources	\$6,553	42.5%	1.389	1.001	1.068

Source: FactSet, Barra, J.P. Morgan estimates

Note: Market data as of 03/16/18

¹ U.S. 10-year treasury bond yield as of 03/15/18

² Relevered historical beta is implied based on unlevering historical levered beta for each respective company based on their current capital structure and 5-year historical weighted average tax rate then subsequently relevering based on debt/total cap target of 45.2% and target marginal tax rate of 21.0%



Appendix A:
AM Acquisition of AMGP IDR's

Pro Forma Projections

Standalone						Pro forma					
	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E	
Weighted-average AM units owned	99	99	99	99	99	99	99	99	99	99	
AM LP Distribution per unit	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10	\$1.44	\$2.01	\$2.75	\$3.42	\$4.20	
LP distributions to AR	\$170	\$219	\$282	\$338	\$405	\$142	\$199	\$272	\$338	\$416	
E&P EBITDAX	\$1,604	\$1,868	\$1,832	\$1,967	\$2,323	\$1,604	\$1,868	\$1,832	\$1,967	\$2,323	
AM distributions to AR	170	219	282	338	405	142	199	272	338	416	
EBITDAX including AM distributions to AR	\$1,774	\$2,086	\$2,114	\$2,305	\$2,728	\$1,746	\$2,067	\$2,104	\$2,305	\$2,738	
Exploration expense	(9)	(10)	(11)	(12)	(14)	(9)	(10)	(11)	(12)	(14)	
DD&A	(797)	(980)	(1,171)	(1,364)	(1,566)	(797)	(980)	(1,171)	(1,364)	(1,566)	
Other	0	0	0	0	0	0	0	0	0	0	
Interest expense	(207)	(204)	(201)	(190)	(141)	(207)	(204)	(201)	(191)	(142)	
Pre-tax income	\$761	\$893	\$731	\$738	\$1,007	\$733	\$872	\$721	\$737	\$1,016	
Income taxes	(148)	(169)	(112)	(100)	(150)	(142)	(165)	(111)	(100)	(152)	
Net income	\$613	\$724	\$618	\$638	\$857	\$590	\$708	\$610	\$637	\$864	
Discretionary cash flow											
Net income	\$613	\$724	\$618	\$638	\$857	\$590	\$708	\$610	\$637	\$864	
DD&A	797	980	1,171	1,364	1,566	797	980	1,171	1,364	1,566	
Non-cash taxes	148	169	112	100	150	142	165	111	100	152	
Discretionary cash flow	\$1,557	\$1,872	\$1,901	\$2,102	\$2,574	\$1,529	\$1,852	\$1,891	\$2,101	\$2,582	
Common shares outstanding	315	315	315	315	315	315	315	315	315	315	
Cash flow / debt adj. share	\$3.52	\$4.20	\$4.36	\$4.82	\$6.12	\$3.46	\$4.15	\$4.32	\$4.79	\$6.10	
Cash flow / debt adj. share accretion / (dilution) - %						(2%)	(1%)	(1%)	(1%)	(0%)	
<i>y-o-y growth</i>		19%	4%	11%	27%		20%	4%	11%	28%	
Discretionary cash flow per share	\$4.94	\$5.93	\$6.03	\$6.66	\$8.16	\$4.85	\$5.87	\$6.00	\$6.66	\$8.19	
CFPS accretion / (dilution) - %						(2%)	(1%)	(1%)	(0%)	0%	
<i>y-o-y growth</i>		20%	2%	11%	22%		21%	2%	11%	23%	
Net debt	\$3,694	\$3,230	\$2,982	\$2,760	\$2,294	\$3,722	\$3,278	\$3,040	\$2,819	\$2,344	
Leverage	2.1x	1.5x	1.4x	1.2x	0.8x	2.1x	1.6x	1.4x	1.2x	0.9x	

Note: Assumes AM acquires its IDRs from AMGP for \$3,590mm (15% illustrative premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18. Pro forma for the potential transaction. AMGP receives a pro rata allocation of AM taxable income based on its AM ownership. AM and AMGP pro forma total coverage ratio equal to standalone, respectively.

Pro Forma Projections

Standalone	2018E					2019E					2020E					2021E					2022E				
	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
EBITDA	\$730	\$989	\$1,222	\$1,413	\$1,642	\$730	\$989	\$1,222	\$1,413	\$1,642	\$730	\$989	\$1,222	\$1,413	\$1,642	\$730	\$989	\$1,222	\$1,413	\$1,642	\$730	\$989	\$1,222	\$1,413	\$1,642
Tax Withholding Reimbursement Paid to AR	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)	(6)
Cash interest expense	(69)	(91)	(118)	(140)	(151)	(69)	(91)	(118)	(140)	(151)	(69)	(91)	(118)	(140)	(151)	(69)	(91)	(118)	(140)	(151)	(69)	(91)	(118)	(140)	(151)
Maintenance capex	(67)	(39)	(63)	(44)	(58)	(67)	(39)	(63)	(44)	(58)	(67)	(39)	(63)	(44)	(58)	(67)	(39)	(63)	(44)	(58)	(67)	(39)	(63)	(44)	(58)
Synergies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Distributable cash flow	\$588	\$852	\$1,035	\$1,223	\$1,427	\$588	\$852	\$1,035	\$1,223	\$1,427	\$588	\$852	\$1,035	\$1,223	\$1,427	\$588	\$852	\$1,035	\$1,223	\$1,427	\$588	\$852	\$1,035	\$1,223	\$1,427
GP DCF	\$205	\$337	\$428	\$523	\$625	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
LP DCF	383	515	606	701	803	588	852	1,035	1,223	1,427	588	852	1,035	1,223	1,427	588	852	1,035	1,223	1,427	588	852	1,035	1,223	1,427
Total coverage	1.27x	1.31x	1.16x	1.11x	1.05x	1.27x	1.31x	1.16x	1.11x	1.05x	1.27x	1.31x	1.16x	1.11x	1.05x	1.27x	1.31x	1.16x	1.11x	1.05x	1.27x	1.31x	1.16x	1.11x	1.05x
Total distributions	\$463	\$649	\$889	\$1,102	\$1,356	\$463	\$649	\$889	\$1,102	\$1,356	\$463	\$649	\$889	\$1,102	\$1,356	\$463	\$649	\$889	\$1,102	\$1,356	\$463	\$649	\$889	\$1,102	\$1,356
GP distributions	143	236	355	462	589	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
LP distributions	320	414	533	640	767	463	649	889	1,102	1,356	463	649	889	1,102	1,356	463	649	889	1,102	1,356	463	649	889	1,102	1,356
Average LP units outstanding ¹	187	187	187	187	187	322	323	323	323	323	322	323	323	323	323	322	323	323	323	323	322	323	323	323	323
LP DCF / unit	\$2.04	\$2.75	\$3.24	\$3.74	\$4.29	\$1.82	\$2.64	\$3.21	\$3.79	\$4.42	\$1.82	\$2.64	\$3.21	\$3.79	\$4.42	\$1.82	\$2.64	\$3.21	\$3.79	\$4.42	\$1.82	\$2.64	\$3.21	\$3.79	\$4.42
LP DCF accretion / (dilution) - %						(11%)	(4%)	(1%)	1%	3%	(11%)	(4%)	(1%)	1%	3%	(11%)	(4%)	(1%)	1%	3%	(11%)	(4%)	(1%)	1%	3%
<i>y-o-y growth</i>			35%	18%	16%	15%			45%	21%	18%	17%			45%	21%	18%	17%			45%	21%	18%	17%	
DPU	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10	\$1.44	\$2.01	\$2.75	\$3.42	\$4.20	\$1.44	\$2.01	\$2.75	\$3.42	\$4.20	\$1.44	\$2.01	\$2.75	\$3.42	\$4.20	\$1.44	\$2.01	\$2.75	\$3.42	\$4.20
DPU accretion / (dilution) - %						(16%)	(9%)	(3%)	(0%)	3%	(16%)	(9%)	(3%)	(0%)	3%	(16%)	(9%)	(3%)	(0%)	3%	(16%)	(9%)	(3%)	(0%)	3%
<i>y-o-y growth</i>			29%	29%	20%	20%			40%	37%	24%	23%			40%	37%	24%	23%			40%	37%	24%	23%	
Net debt	\$1,651	\$2,223	\$2,733	\$2,990	\$3,213	\$1,651	\$2,223	\$2,733	\$2,990	\$3,213	\$1,651	\$2,223	\$2,733	\$2,990	\$3,213	\$1,651	\$2,223	\$2,733	\$2,990	\$3,213	\$1,651	\$2,223	\$2,733	\$2,990	\$3,213
Leverage	2.3x	2.2x	2.2x	2.1x	2.0x	2.3x	2.2x	2.2x	2.1x	2.0x	2.3x	2.2x	2.2x	2.1x	2.0x	2.3x	2.2x	2.2x	2.1x	2.0x	2.3x	2.2x	2.2x	2.1x	2.0x

Note: Assumes AM acquires its IDRs from AMGP for \$3.590mm (15% illustrative premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18. Pro forma for the potential transaction, AMGP receives a pro rata allocation of AM taxable income based on its AM ownership. AM and AMGP pro forma total coverage ratio equal to standalone, respectively.

¹ Assumes AMGP Series B units converted; results in additional 4.0mm AM units issued to AMGP

Pro Forma Projections

Standalone						Pro forma				
	2018E	2019E	2020E	2021	2022E	2018E	2019E	2020E	2021	2022E
AM LP units owned	0	0	0	0	0	136	136	136	136	136
AM DPU	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10	\$1.44	\$2.01	\$2.75	\$3.42	\$4.20
LP distributions to AMGP	\$0	\$0	\$0	\$0	\$0	\$195	\$273	\$373	\$463	\$570
GP / IDR cash flow from AM	\$143	\$236	\$355	\$462	\$589	\$0	\$0	\$0	\$0	\$0
Total distributions to AMGP	\$143	\$236	\$355	\$462	\$589	\$195	\$273	\$373	\$463	\$570
Cash flow to Series B	(7)	(12)	(20)	(26)	(34)	0	0	0	0	0
Cash flow to AMGP	\$136	\$223	\$336	\$436	\$556	\$195	\$273	\$373	\$463	\$570
G&A	(\$2)	(\$2)	(\$2)	(\$2)	(\$2)	(\$2)	(\$2)	(\$2)	(\$2)	(\$2)
Interest expense	0	0	0	0	0	0	0	0	0	0
Cash taxes	(34)	(56)	(85)	(110)	(140)	(37)	(57)	(62)	(47)	(70)
Cash consideration utilized to pay cash taxes	0	0	0	0	0	0	0	0	0	0
DCF to AMGP	\$100	\$165	\$249	\$324	\$413	\$155	\$213	\$309	\$414	\$498
Common shares outstanding	186	186	186	186	186	190	190	190	190	190
DCF per share	\$0.54	\$0.89	\$1.34	\$1.74	\$2.22	\$0.82	\$1.12	\$1.63	\$2.18	\$2.62
DCF per share accretion / (dilution) - %						52%	26%	22%	25%	18%
<i>y-o-y growth</i>		65%	51%	30%	28%		37%	45%	34%	20%
Coverage ratio	1.00x	1.00x	1.00x	1.00x	1.00x	1.00x	1.00x	1.00x	1.00x	1.00x
Distribution per share	\$0.54	\$0.89	\$1.34	\$1.74	\$2.22	\$0.82	\$1.12	\$1.63	\$2.18	\$2.62
Distribution per share accretion / (dilution) - %						52%	26%	22%	25%	18%
<i>y-o-y growth</i>		65%	51%	30%	28%		37%	45%	34%	20%

Note: Assumes AM acquires its IDRs from AMGP for \$3,500mm (15% illustrative premium to AMGP's firm value as of 3/16/18) in exchange for 136mm newly-issued AM common units issued to AMGP based on AM's closing unit price of \$26.49 as of 3/16/18. Pro forma for the potential transaction, AMGP receives a pro rata allocation of AM taxable income based on its AM ownership. AM and AMGP pro forma total coverage ratio equal to standalone, respectively.

Precedent Transactions Key Statistics

Year	2010	2010	2010	2010	2010	2016	2017	2017	2017	2017	2018	2018	2018
Transaction value (\$mm)	\$1,157	\$2,092	\$9,121	\$948	\$689	\$6,869	\$11,173	\$3,768	\$1,250	\$10,067	\$140	\$7,200	\$419
Structure	MLP acquires public GP	MLP acquires public GP	MLP acquires public GP	MLP acquires public GP	MLP acquires privately held IDRs	MLP acquires privately held IDRs	MLP acquires privately held IDRs	MLP acquires privately held IDRs	MLP acquires privately held IDRs	MLP acquires publicly held IDRs	MLP acquires privately held IDRs	MLP acquires privately held IDRs	MLP acquires public GP
GP value / Curr. Year + 1 DCF	17.7x	21.3x	22.3x	13.8x	18.2x	11.9x	12.9x	11.1x	13.4x	11.5x	13.1x	12.4x	11.1x
MLP LP Price / Curr. Year + 1 DCF	13.2x	14.5x	18.5x	12.3x	12.4x	10.1x	12.9x	11.4x	12.1x	11.6x	7.5x	12.1x	8.6x
DCF valuation differential	4.4x	6.8x	3.8x	1.5x	5.8x	1.8x	0.1x	(0.3x)	1.3x	(0.1x)	5.7x	0.4x	2.4x
GP value / Curr. Year + 1 distribution	20.0x	20.8x	23.0x	16.3x	29.7x	17.4x	23.2x	11.1x	14.1x	17.7x	35.9x	15.7x	6.8x
MLP LP Price / Curr. Year + 1 distribution	14.7x	14.4x	23.7x	12.9x	14.8x	12.2x	16.1x	11.4x	12.4x	14.4x	8.3x	13.6x	7.1x
Distribution valuation differential	5.3x	6.4x	(0.7x)	3.4x	14.9x	5.2x	7.1x	(0.3x)	1.7x	3.4x	27.6x	2.2x	(0.3x)
Forecast GP DCF growth (Curr. Year + 0 - 2)	14%	25%	11%	25%	34%	12%	11%	25%	12%	8% ¹	39%	14%	36% ²
Forecast LP DCF growth (Curr. Year + 0 - 2)	6%	10%	6%	8%	7%	2%	2%	7%	4%	4% ¹	5%	5%	10%
Timeline until accretion (years) ²	Long-term	FY1	Long-term	FY2	Long-term	Long-term	Long-term	FY2	Immediate	FY2	FY1	FY2	Long-term

Source: Equity research, company filings

Note: Andevor Logistics and Andevor transaction multiples are based on ANDX DCF pro forma for WNRL; ANDX GP growth adjusted to exclude 2017E GP DCF giveback; USAC multiples represent 2018E multiples given no 2017 figures available for proforma entity; ¹ Based on 2018-2020E CAGR, adjusted for effect of \$8.1bn drop down concurrent with simplification; ² Estimates for DCF accretion based on company disclosure, in the absence of company disclosure based on equity research commentary; Long-term represents FY3+; ³ Broker estimates pre-announcement of DPU cut

Market Reaction – Precedent IDR Buy-In Analysis



Precedent IDR Buy-in Analysis																
Announcement date	Company	Structure	Timeline until accretion (years) ¹	GP value / curr. Year + 1 DCF	GP value / curr. Year + 1 dist.	Transaction value (\$bn)	Market reaction ¹						Relative reaction			
							1 day			30 day			1 day		30 day	
							LP	GP	AMZ	LP	GP	AMZ	LP	GP	LP	GP
2/9/18	NuStar	MLP acquires public GP	Long-term	11.1x	6.8x	\$0.7	(19%)	(19%)	(3%)	-	-	-	(16%)	(15%)	-	-
1/22/18	Spectra Energy	MLP acquires privately held IDRs	FY2	12.4x	15.7x	7.2	1%	2%	2%	(20%)	(8%)	(13%)	(2%)	(0%) ²	(7%)	4%
1/16/18	USA Compression	MLP acquires privately held IDRs	FY1	13.1x	33.3x	0.1	1%	1%	(1%)	4%	(7%)	(12%)	2%	2%	16%	4%
12/15/17	MPLX	MLP acquires privately held IDRs	FY2	11.5x	17.7x	10.1	(5%)	2%	(1%)	2%	10%	10%	(4%)	1% ³	(8%)	3% ³
10/19/17	Hess Midstream Operations	MLP acquires privately held IDRs	Immediate	13.4x	14.1x	1.3	0%	0%	0%	(3%)	23%	(8%)	(0%)	(0%) ³	5%	14% ³
8/14/17	Andeavor Logistics	MLP acquires privately held IDRs	FY2	11.1x	11.1x	3.8	(1%)	1%	(0%)	(1%)	10%	0%	(1%)	0% ³	(2%)	(1%) ³
1/9/17	Williams Shippers LP	MLP acquires privately held IDRs	Long-term	12.9x	23.2x	11.2	(0%)	(11%)	(2%)	4%	(12%)	4%	1%	(8%)	(1%)	(16%)
7/11/16	Plains All American Energy Services LP	MLP acquires privately held IDRs	Long-term	11.9x	17.4x	6.9	11%	12%	3%	10%	15%	(1%)	8%	9%	10%	16%
12/29/10	Genesis Energy	MLP acquires privately held IDRs	Long-term	19.2x	29.7x	0.7	3%	-	1%	6%	-	4%	2%	-	2%	-
9/21/10	Anadarko	MLP acquires public GP	FY2	13.8x	16.3x	0.9	(4%)	0%	0%	10%	15%	7%	(4%)	0%	4%	8%
9/7/10	Enterprise Products Partners LP	MLP acquires public GP	Long-term	22.3x	23.0x	9.1	(1%)	12%	(0%)	9%	24%	7%	(1%)	12%	2%	17%
8/9/10	Inergy	MLP acquires public GP	FY1	21.3x	16.3x	2.1	(2%)	2%	(1%)	(11%)	(8%)	(1%)	(1%)	3%	(9%)	(7%)
6/11/10	Buckeye Partners, L.P.	MLP acquires public GP	Long-term	17.7x	5.3x	1.2	(4%)	18%	1%	8%	32%	12%	(5%)	17%	(4%)	20%
				Mean		\$4.2	(2%)	2%	(0%)	1%	8%	1%	(2%)	2%	1%	6%
				Median		\$2.1	(1%)	2%	(0%)	4%	10%	2%	(1%)	0%	0%	4%

¹ Market reaction based on trading days from unaffected date

² SEP relative reaction based on peer index that includes TRP, KMI, OKE, ETP, PAA, WMB

³ GP relative reaction based on peer index that includes VLO, PSX, HFC, MPC, ANDV

⁴ Based on company disclosure; in the absence of company disclosure based on equity research commentary, long-term represents FY3+

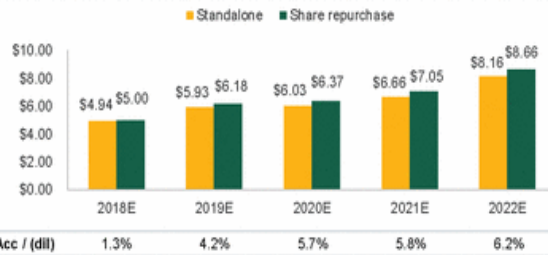


Appendix B:
AR Share Buyback Analysis

Illustrative AR Share Repurchase Analysis (Discretionary Cash Flow / Share)

\$600mm repurchase: AR debt issuance in 2018 and 2019

	Uses (\$mm)			
	2018	2019	2020	2021
Buybacks	300	300	0	0
Total uses	\$300	\$300	\$0	\$0
	Sources (\$mm)			
	2018	2019	2020	2021
AR leverage capacity	300	300	0	0
Water earn outs	0	0	0	0
AR sale of AM units	0	0	0	0
Total sources	\$300	\$300	\$0	\$0



Net free cash flow (\$mm)

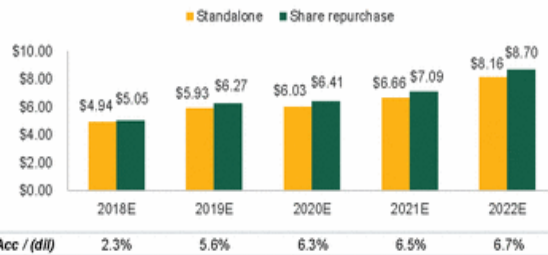
	2018E	2019E	2020E	2021E	2022E
Standalone	(\$69)	\$464	\$248	\$222	\$466
Pro forma	(\$77)	\$440	\$215	\$189	\$433
Difference	(\$8)	(\$25)	(\$33)	(\$33)	(\$33)

AR Net Debt / LTM EBITDAX (including AM distributions)

	2018E	2019E	2020E	2021E	2022E
Standalone	2.1x	1.5x	1.4x	1.2x	0.8x
Pro forma	2.3x	1.9x	1.7x	1.5x	1.1x

\$600mm repurchase: Water earn-out monetization¹ + AR debt issuance

	Uses (\$mm)			
	2018	2019	2020	2021
Buybacks	450	150	0	0
Total uses	\$450	\$150	\$0	\$0
	Sources (\$mm)			
	2018	2019	2020	2021
AR leverage capacity	240	150	0	0
Water earn outs	210	0	0	0
AR sale of AM units	0	0	0	0
Total sources	\$450	\$150	\$0	\$0



Net free cash flow (\$mm)

	2018E	2019E	2020E	2021E	2022E
Standalone	(\$69)	\$464	\$248	\$222	\$466
Pro forma	(\$76)	\$447	\$226	\$201	\$444
Difference	(\$7)	(\$17)	(\$21)	(\$21)	(\$21)

AR Net Debt / LTM EBITDAX (including AM distributions)

	2018E	2019E	2020E	2021E	2022E
Standalone	2.1x	1.5x	1.4x	1.2x	0.8x
Pro forma	2.2x	1.7x	1.6x	1.4x	1.0x

¹ Based on PV-8.5 of earn-out proceeds discounted to 5/1/18



Board Materials

AUGUST 9, 2018

As Antero Resources ("AR") continues to evaluate a potential simplification transaction between Antero Midstream GP LP ("AMGP") and Antero Midstream Partners ("AM"), J.P. Morgan has prepared these discussion materials to address the following topics:

Benefits to AR of a simplification transaction	Trading and valuation of pro forma AMGP / AM	Credit and leverage considerations of pro forma AMGP / AM
<ul style="list-style-type: none"> ▪ AR improves its position at AM across a range of criteria, including governance, valuation, trading liquidity and ability to monetize <ul style="list-style-type: none"> ▪ Eliminates concerns regarding incentives associated with IDRs and Series B units held by AMGP ▪ Places midstream assets in C-Corp structure with traditional governance favored by investors ▪ As the largest owner of pro forma AMGP (without IDRs and Series B units), AR can benefit from acquisitions of integrated upstream and midstream assets ▪ The transaction also provides an efficient way to raise cash sufficient to reduce leverage and / or execute a prudent share repurchase program at AR ▪ The transaction addresses a majority of the key issues raised by AR shareholders 	<ul style="list-style-type: none"> ▪ Transaction results in a best-in-class midstream C-Corp with traditional governance, peerless distribution growth and a self-sustaining balance sheet <ul style="list-style-type: none"> ▪ We would expect the pro forma entity to trade at a significant premium to AMGP's current share price ▪ AR owning pro forma AMGP C-Corp shares vs. AM LP units materially enhances liquidity and monetization ability <ul style="list-style-type: none"> ▪ C-Corp structure provides larger float, trading volume, access to institutional capital, and an improved future source of liquidity for AR ▪ Precedent E&P monetizations of midstream LP interests have been mixed and often require a significant discount (e.g., Devon and EnLink) 	<ul style="list-style-type: none"> ▪ In evaluating potential levels of cash consideration in a transaction, the following should be considered: <ul style="list-style-type: none"> ▪ Pro forma AM / AMGP leverage metrics as compared to peers ▪ Potential implications of higher leverage (>3.0x Debt / 2018E EBITDA) at AM / AMGP on credit spreads and rating agency views ▪ Implications of higher leverage on equity investor views and strategic financial flexibility ▪ Considerations raised by AM's credit documents including the RP basket in AM's bond indenture

After a multi-month, detailed review of all potential alternatives, J.P. Morgan continues to believe that the currently contemplated transaction between AMGP and AM is the most attractive structural alternative for AR

J.P. Morgan believes that an acquisition of AM by AMGP is attractive to AR for the following reasons:

- ✓ Significantly addresses "misalignment" concerns regarding incentives associated with IDRs and Series B units held by AMGP and creates C-Corp structure with traditional governance
- ✓ AR receiving a premium for AM units in part for cash; sales of AM units today would carry a substantial discount
- ✓ C-Corp structure provides larger float, liquidity, access to institutional capital, and an improved future source of liquidity for AR
- ✓ Pro forma AM / AMGP would be a highly-attractive midstream C-Corp with differentiated growth, coverage, leverage and yield profile
 - ✓ AM receives up-front premium and accretion to long-term distributions
 - ✓ Tax shelter provided by step-up enhances AMGP DCF
 - ✓ Analysis indicates AMGP should trade at a significant premium to its current share price
- ✓ AR goes from having limited voting rights at AM to being the largest AMGP stockholder with proportionate voting rights
- ✓ Lowers AM cost of equity capital due to elimination of IDRs and Series B units
- ✓ Generally consistent with expectations of third party commentators
- ✓ Potential for modest cash component facilitates AR share repurchases consistent with recent peer actions and investor preferences

A Merger of AMGP and AM Provides More Benefits to AR Than Any Other Proposed Transaction

Proposed Transaction: Key Items for AR's Consideration			J.P. Morgan Assessment
	<u>Standalone</u>	<u>Pro Forma</u>	
Perceived alignment of Management	*Ownership of IDRs and Series B drives decision making*	AR owns greater percentage than Management of same midstream security	
Governance / Control of Antero Midstream	None; AMGP's ownership of AM's General Partner limits AR control	Largest single shareholder with significant influence and voting power, depending on terms of shareholder agreement	
Immediate Cash Infusion to AR	None	Potential of up to ~\$360 million (depending on election)	
Trading Liquidity	AM current public float is \$2.5bn; ADTV ¹ as a % of public float is 0.7%	AM unitholders to enjoy enhanced liquidity as midstream C-Corp; Pro forma public float is \$3.8bn ² ; midstream C-Corp ADTV ¹ as a % of public float is typically 1.1%	
Valuation of AM to AR in Monetization	AR ability to monetize likely at a significant discount	AR has ability to realize premium cash value for AM in transaction; future monetizations may be at lower discounts	
Midstream Distributions to AR per annum	2019E distributions of \$219 million to AR	Pro forma DPU expected to be flat; distributions to AR depends on cash election	
Equity Cost of Capital	Burdened by IDRs and Series B units (36% GP / IDR take in 2019)	Removal of IDRs and Series B units permanently lowers Antero Midstream's cost of capital	
Ownership of Antero Midstream	53% of AM	~29 – 32% of Pro Forma AMGP	

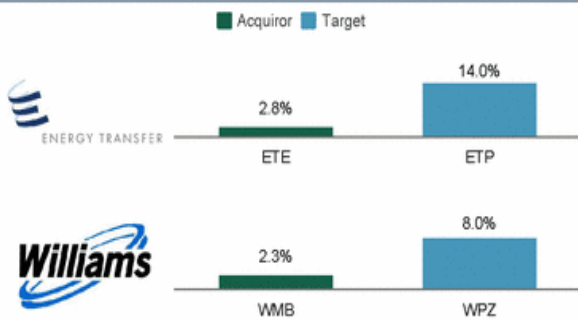
Source: FactSet as of 8/2/18

¹ 90 day average daily traded volume; ² Based on 1.68x exchange ratio on AM public float

Simplification Trend Has Accelerated

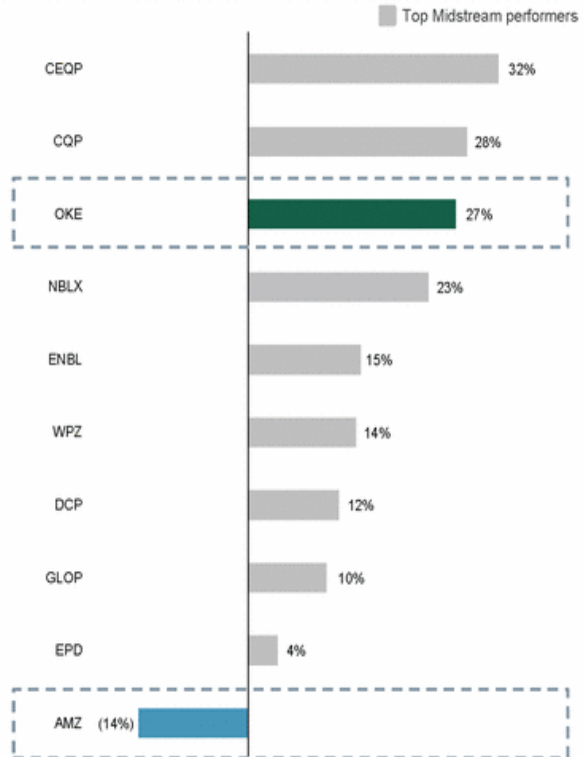
- Shortly after the 2008 / 2009 financial crisis, a handful of bellwether MLPs underwent similar simplifications (Magellan, Enterprise, etc.), and entered the Shale revolution with a more advantageous and cost-effective structure
- In recent years, several major MLPs folded into their publicly traded GP C-Corps (KMI, OKE, TRGP), resulting in structural simplification, enhanced corporate governance and greater institutional ownership
- In an acceleration of the trend, and in recognition of the long-term benefits many of the most reputable MLPs have taken action in 2018 towards some type of corporate simplification

One-Day Price Reactions to Recent Large-Scale Simplification Announcements



Source: Company filings, FactSet
 † Simplification announcement took place on 2/1/17 and closed on 6/30/17

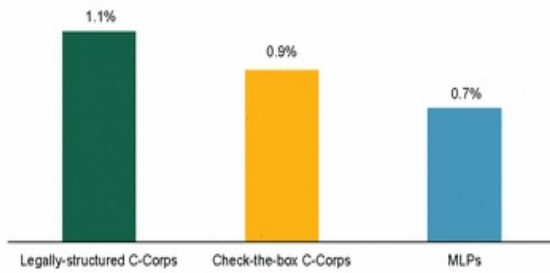
ONEOK Has Been a Top 3 Performer Since Simplification Announcement¹



C-Corps Attract More Index Investors and Have Meaningfully Higher Trading Liquidity Than MLPs



ADTV as % of Public Float – Current Public Companies



ONEOK Simplification Case Study – Average Daily Trading Volume¹

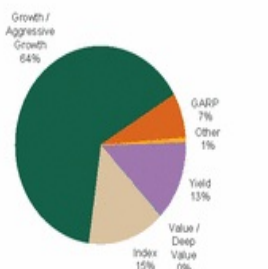
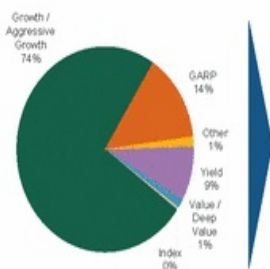


Macquarie Infrastructure Corp – LLC to C-Corp Conversion Case Study

Change in Investor Base

Pre-conversion – 3/31/15

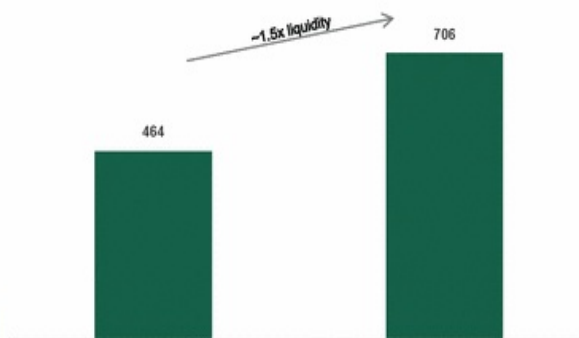
Post-conversion – 12/31/16



Change in Average Daily Trading Volume (000s)

6-months pre-conversion⁴

6-months post-conversion⁴



Index ownership increased to 15%

Source: FactSet as of 8/2/18, equity research

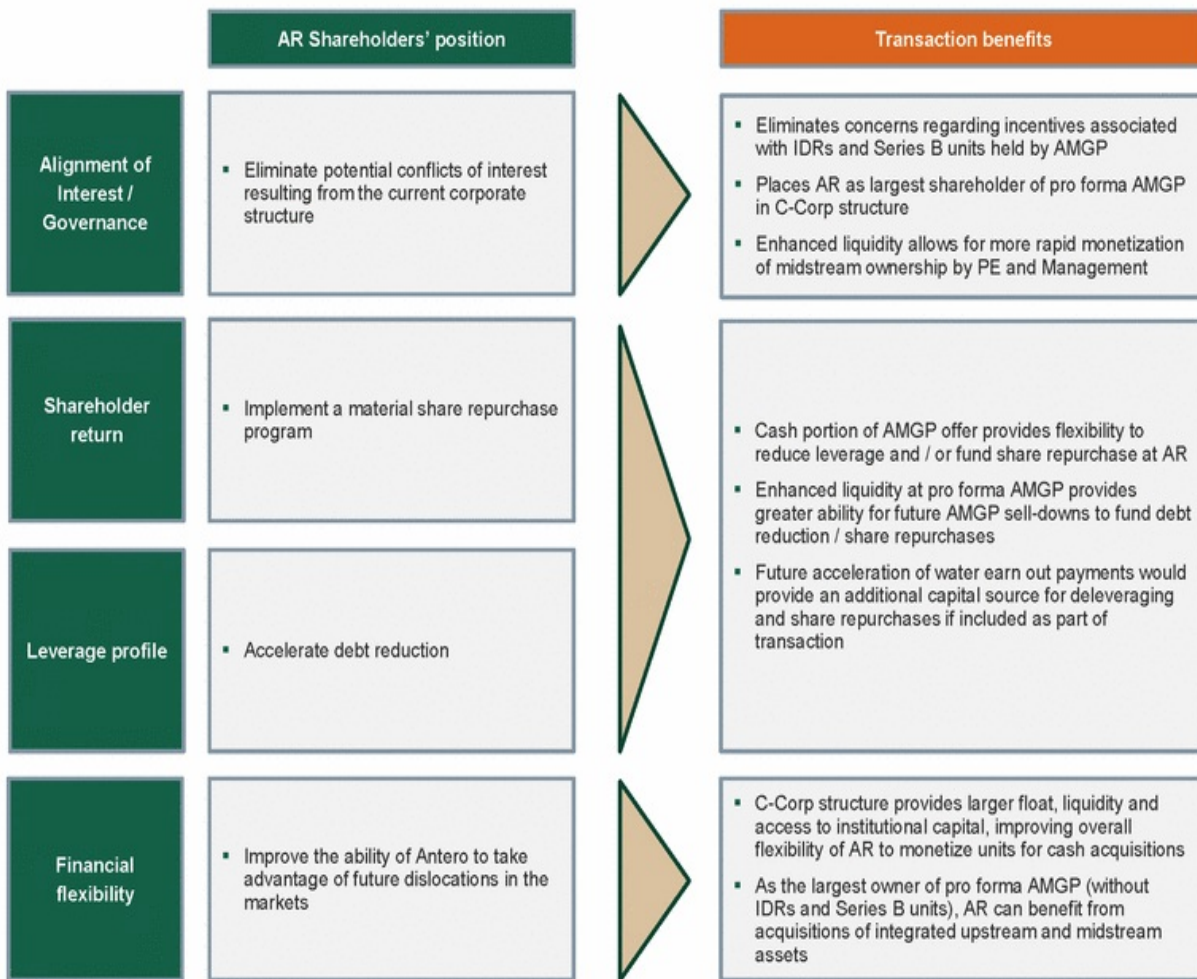
Note: Legally-Structured C-Corps: KMI, OKE, SEMG, TRGP, WMB; Check-the-Box C-Corps: AMGP, ENLC, PAGP, TEGP

¹ Reflects 30 day ADTV as of 9/30/17 (i.e. as of three months post-closing of OKE / OKS transaction) unless otherwise noted

² Represents ADTV from 9/30/17 – 12/31/17

³ Represents 30 day ADTV as of 1/31/17 (unaffected date prior to roll-up announcement)

⁴ Based on conversion date of 5/21/15

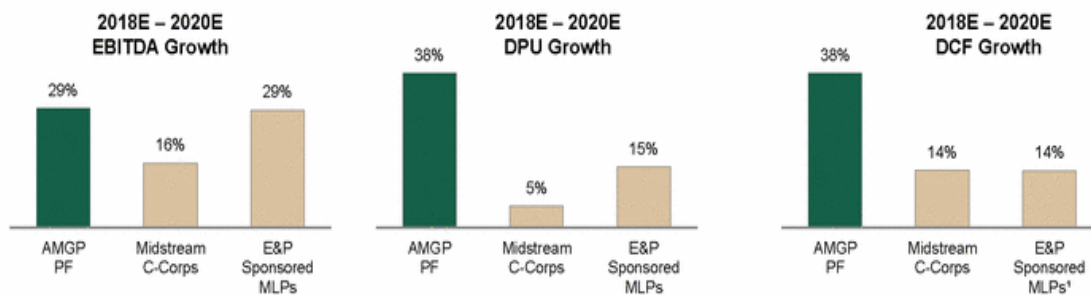




Pro Forma Trading & Valuation

Summary

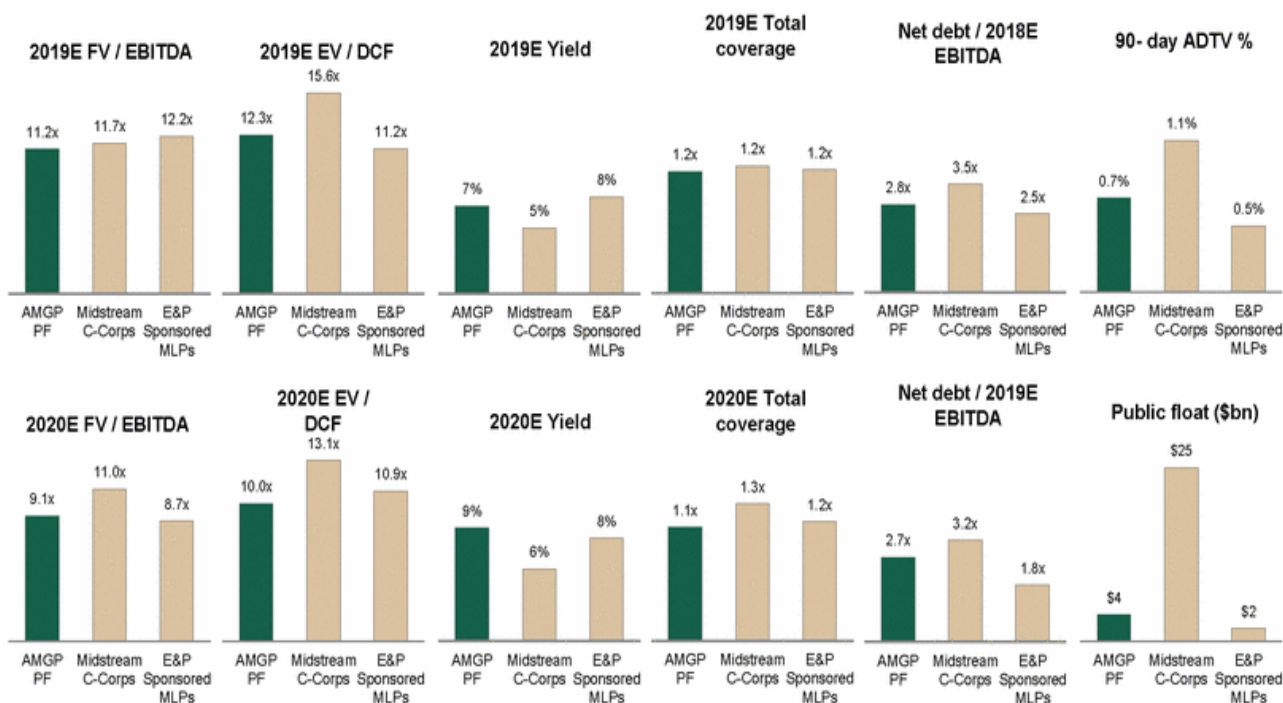
- Transaction places midstream assets in **best-in-class C-Corp structure with traditional governance favored by investors**
- Pro forma AMGP would have **DCF, EBITDA and cash distribution growth vastly superior to its new corporate peers**, thereby suggesting strong support for AMGP **above its current trading level**
- Pro forma AMGP would offer a **conservative capital return and balance sheet posture with distribution coverage and balance sheet leverage superior to its corporate peers**
- Ultimately, pro forma AMGP's **superior growth and balance sheet will imply upside to the share price, to the benefit of AR**



Note: Assumes AMGP acquires AM for 1.66x exchange ratio plus \$1.92 in cash per unit; Assumes current AMGP share price of \$19.04 as of 8/2/18 in calculating metrics
¹ Represents LP DCF growth rather than total DCF growth

Peer Trading Statistics (\$mm except where otherwise noted)

- Despite materially higher DCF growth, AMGP PF trades at significantly lower cash flow multiples with 100 - 300bps of potential yield improvement
- Every 100bps improvement in 2019E yield would represent a \$3.25 increase in share price, or a ~18% improvement to AMGP's current price



Source: FactSet as of 8/2/18; Midstream C-Corps include: OKE, TRGP,WMB; E&P Sponsored MLPs include: WES, EOM, NBLX, CNXM, HESM
 Note: Assumes AMGP acquires AM for 1.68x exchange ratio plus \$1.92 in cash per unit; Assumes current AMGP share price of \$19.04 as of 8/2/18 in calculating metrics

In Both Secondary Offerings and Sales of a Full Stake, Parent Companies Realize a Significant Discount to the Market Value of Their MLP Ownership



Selected Recent Secondary MLP Follow-Ons

Pricing date	Issuer	Deal type	Size (\$mm)	% Mkt cap	xADTV	File/ Offer	All-in discount	Offer/ 1-Day	Offer/ Current	Selling shareholder
06/26/18	CNX Midstream Partners LP	CMPO	\$137	11.7%	68.0x	(11.9%)	(13.3%)	2.7%	10.5%	Noble Energy
06/12/18	USA Compression Partners LP	Block	81	5.2	24.0	(9.9)	(11.0)	0.3	2.3	Riverstone
09/06/17	Antero Midstream Partners LP	Block	315	5.4	26.3	(6.4)	(7.4)	(0.7)	7.8	Antero Resources
01/30/17	Summit Midstream Partners LP	Block	96	5.5	21.5	(8.2)	(9.5)	(0.2)	(27.9)	Energy Capital Partners
09/09/16	GasLog Pts LP	Block	46	10.9	18.4	(4.6)	(6.3)	0.1	28.5	Directors of the Company
06/13/16	Western Gas Equity Pts LP	Block	481	5.7	77.8	(7.8)	(8.8)	(3.6)	(5.5)	Anadarko Petroleum
03/24/16	Antero Midstream Pts LP	Block	179	4.5	17.5	(10.3)	(10.9)	(2.9)	51.3	Antero Resources
06/04/15	Western Gas Equity Pts	Fully Marketed	134	1.1	31.6	(8.3)	(11.1)	-	(37.5)	Anadarko Petroleum
06/04/15	Western Gas	TEU	460	5.5	110.1	n/a	n/a	-	(37.5)	Anadarko Petroleum
04/09/15	Memorial Production Pts	Block	77	5.3	5.8	(4.4)	(6.0)	0.1	n/a	NGP
Total			\$2,006							
Mean			\$201	6.1%	40.1x	(8.0%)	(8.4%)	(0.4%)	(0.9%)	
Median			\$135	5.4%	25.2x	(8.2%)	(9.5%)	-	2.3%	

Devon Energy Divestiture of its Stake in EnLink Midstream

- In June 2018, Devon Energy sold its entire stake in the EnLink Midstream complex, comprised of ~115 million shares in EnLink Midstream LLC ("ENLC") and ~95 million units in EnLink Midstream Partners LP ("ENLK") for \$3.1bn to Global Infrastructure Partners ("GIP")
- Sale represented a 16.4% discount to then current market value and a discount of 8.0% to ENLC/ENLK's respective 30 day volume weighted average prices

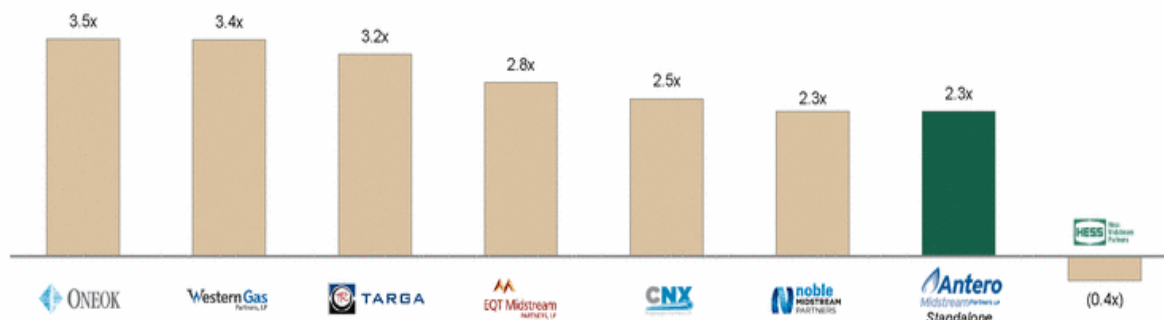
ENLC share price as of 6/5/18	\$17.80
ENLK unit price as of 6/5/18	\$17.77
DVN ownership (shares / units in mm)	
ENLC	115.5
ENLK	94.7
DVN ownership (\$mm)	
ENLC	2,056
ENLK	1,682
Total equity value attributable to Devon	\$3,738
Global Infrastructure Partners purchase price (\$mm)	\$3,125
Implied discount to market value	(16.4%)
Implied discount to 30-day VWAPs	(8.0%)

Source: Dealogic and FactSet as of 8/2/18, company filings



Pro Forma Leverage & Credit Considerations

2018E Net Debt / EBITDA



Current Debt Trading Levels

Issuer	Issue type	Coupon	Amount		Issue Date	Maturity	Issue Ratings	Current as of 8/2/18			Implied Tenor
			(\$mm)					Price	YTW	YTW date	
CNX Midstream Partners LP	Sr Nts	6.500%	400		Mar-18	Mar-26	B3 / BB-	99.00	6.67%	Mar-26	7.6
Nustar Logistics	Sr Nts	5.625%	550		Apr-17	Apr-27	Ba2 / BB	98.13	5.90%	Apr-27	8.7
Summit Midstream Partners	Sr Nts	5.500%	300		Jul-14	Aug-22	B1 / BB-	99.25	5.71%	Aug-22	4.0
Enlink Midstream Partners	Sr Nts	4.850%	500		Jul-16	Jul-26	Ba1 / BB+	95.88	5.50%	Jul-26	7.9
Hess Infrastructure Partners LP	Sr Nts	5.625%	800		Nov-17	Feb-26	Ba3 / BB+	100.63	5.49%	Feb-24	5.5
Antero Midstream Partners	Sr Nts	5.375%	650		Sep-16	Sep-24	B1 / BB+	100.75	5.17%	Sep-22	4.1
EQT Midstream Partners	Sr Nts	4.125%	500		Nov-16	Dec-26	Ba1 / BBB-	93.16	5.15%	Dec-26	8.3
Western Gas Partners	Sr Nts	4.650%	500		Jun-16	Jul-26	Ba1 / BBB-	99.37	4.75%	Jul-26	7.9
JPMorgan Global HY									6.70%		

Source: FactSet and Bloomberg as of 8/2/18; Note: Antero metrics represent company projections

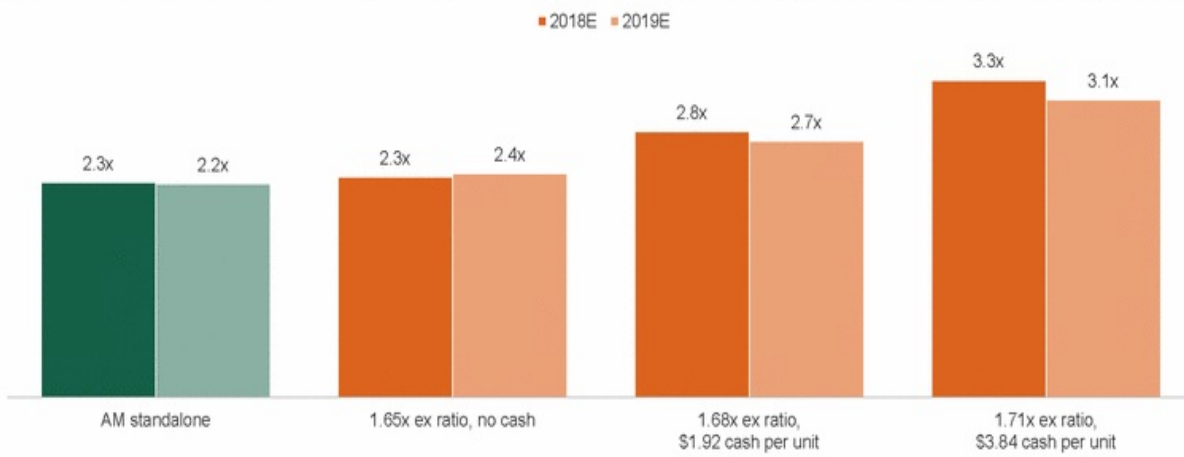
Rating Agency Considerations

- J.P. Morgan believes that leverage levels of up to 3.0x should not pose a risk to the ratings
- Leverage levels near 4.0x or greater would clearly cause a downgrade of both Ba2 and BB+ ratings
- A leverage level from 3.0 – 4.0x is in the "grey zone" and ratings will fundamentally depend on the financial policy articulated to the rating agencies and the deleveraging in the business plan

Financial and Strategic Considerations

- Pro forma leverage of >3.0x raises the following considerations
 - Higher credit spreads – as much as 100bps – for new issuances, including upcoming term out of AM revolver
 - Negative reaction from equity investors who viewed AMGP / AM's balance sheet as differentiating
 - Reduced financial flexibility including the ability to fund new growth capex and/or external M&A

Net Debt / LTM EBITDA



Source: Antero management projections

Overview

- J.P. Morgan understands that the cash consideration of any AMGP / AM transaction will be structured to avoid requiring AM bondholder consent
- Since its inaugural bond offering, AM has communicated a financial policy to bondholders of leverage between 2.0x – 2.5x, with the potential to flex up to ~3.0x in conjunction with accretive acquisitions
 - With a cash component at / near \$700 million, AMGP pro forma leverage will exceed 3.0x, a departure from AM's corporate policy
- Both Antero and Antero Midstream have been able to achieve best in class pricing in the high yield market over time and are now considered a "darling" of the high yield space with a trajectory to investment grade
 - The current AM high yield trading levels of \$100.75 / 5.17% reflect not only AM's credit profile but also the trust that AR and AM management have built with investors through years of delivering strong financial and operational results

Ramifications for High Yield

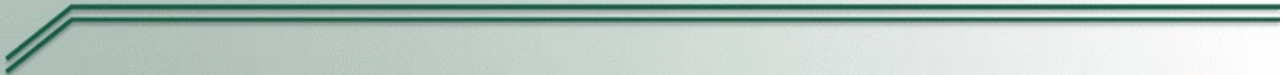
- AM trading levels could be negatively impacted as a result of incremental leverage and investor surprise with the Company's breach of its financial policy and the flexibility of the existing indenture
- Antero currently estimates their restricted payment capacity in AM's high yield indenture to be ~\$700 - \$750 million
 - Restricted payment calculations are notoriously challenging for investors to calculate without direct input from the Company
 - Meaningful usage of AM's large restricted payment capacity will likely be surprising to investors as most high yield issuers, particularly public companies, rarely push the envelope of their restricted payment capacity
 - Additionally, MLPs rarely make any meaningful restricted payments outside of their regular distribution to unitholders
- While impossible to perfectly predict, J.P. Morgan believes that with the contemplated amount of cash consideration, AM's existing high yield notes could trade off by ~100bps and expect a similar impact to any near-term new issues rates used to term out revolving credit facility borrowings

Ramifications for Credit Facility

- AM's credit agreement does not allow for any restricted payments outside of regular distributions to unitholders
- Any cash consideration as part of a simplification transaction will require AM to seek a 50.1% amendment from RCF lenders to allow for the restricted payment
- Given current drawing under the RCF, AM has been contemplating exercising the incremental with the credit facility and increasing commitments from \$1.5bn to \$2.0bn in conjunction with any simplification
 - The RCF lenders are all private side bank relationship lenders who have seen the AM's projections over time and also heard their communicated financial policy
 - The increased leverage profile of AMGP PF could make the execution of the amendment and the \$500mm upside more challenging



Conclusion



Based on its detailed analysis of the potential structural alternatives previously reviewed with the AR Special Committee and the Board, Antero management and its advisors continue to believe that an acquisition of AM by AMGP is the most attractive structural alternative for AR's shareholders

- ✓ Financially viable to equity holders of AR, AMGP and AM
- ✓ Best addresses AR shareholder concerns regarding mis-alignment of incentives
- ✓ Pro forma AM / AMGP would be highly-attractive midstream C-Corp with differentiated growth, coverage, leverage and yield profile
 - ✓ AM receives up-front premium and accretion to long-term distributions
 - ✓ Tax shelter provided by step-up enhances AMGP DCF
 - ✓ Analysis indicates AMGP should hold value and even improve
- ✓ C-Corp structure provides larger float, liquidity, access to institutional capital, and an improved future source of liquidity for AR as exemplified by ONEOK and Macquarie Infrastructure
- ✓ At pro forma leverage of 3.0x or lower, there is little risk of a credit downgrade at AMGP pro forma

A Merger of AMGP and AM Provides More Benefits to AR Than Any Other Proposed Transaction



Appendix



The Antero Family has Modestly Outperformed Peers as Market Waits for an Anticipated Simplification Announcement



SailingStone 13D (1/29/18)

Special Committee Formation (2/26/18)

AR Price performance YTD

	Performance since			
	1/29/18	2/26/18	3 months	1 month
AR	(5%)	0%	(1%)	(10%)
Peers	(11%)	2%	3%	(7%)
S&P E&P	4%	16%	6%	1%

AM Price performance YTD

	Performance since			
	1/29/18	2/26/18	3 months	1 month
AM	2%	28%	24%	12%
Peers	(10%)	3%	4%	4%
AMZ	(5%)	8%	9%	8%

AMGP Price performance YTD

	Performance since			
	1/29/18	2/26/18	3 months	1 month
AMGP	(14%)	(1%)	9%	2%
Peers	(15%)	(0%)	3%	1%
AMZ	(5%)	8%	9%	8%

AR Commentary

- AR price performance has been in line with industry but 6% above peers since SailingStone filed 13D
- Peers continue to pursue midstream simplification / separation (EQT and GPOR) and announce share repurchase programs (EQT and COG)
- Living within cash flow and focus on shareholder returns remain core themes in the upstream industry

AMGP / AM Commentary

- AM has outperformed its peers by of 12% since SailingStone filed 13D (7% versus AMZ)
- IDR and Series B elimination and governance simplification remain core themes in the midstream space
- AM outperformance is driven in part by expectation of a potential AMGP offer to AM at a premium
- AMGP performance in line with industry and peers
- AMGP's performance relative to AM possibly driven by investor expectations for proposed transaction

Source: FactSet as of 8/2/18

AR Peers: COG, EQT, GPOR, RRC, SWN, CHX; AM Peers: CNXM, EGM, HESM, NBLX, WES; AMGP Peers: ENLC, EOGP, TEGP, WGP

Note: SailingStone filed 13D during market trading on 1/29/18, unaffected date of 1/26/18 used; Antero released its press release announcing the formation of Special Committees before market open on 2/26/18, unaffected date of 2/23/18 used

Midstream Simplification

"We view a consolidation of the midstream complex as the most likely outcome of this review"

- TPH

"the combined midstream asset base could see a significant rerate with NAV of inventory blowdown >\$12.5B vs. current combined equity value of ~\$8.5B."

- TPH

"Though two scenarios are explored, relative valuation gap between AM and AMGP leaves a GP buy-in of the LP as the more probable outcome."

- TPH

Pro forma Valuation

"We believe that the focus remains on the potential merger of Antero Midstream GP and conversion from an MLP structure to a corporation. We would view a simplified proforma entity favourably."

- TD Securities

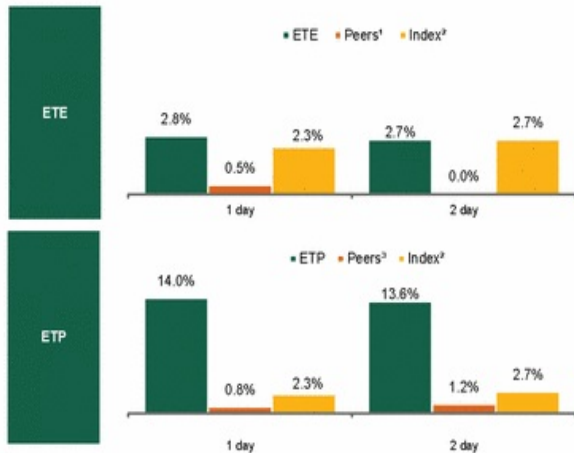
"[Post-transaction, the pro-forma entity] would retain a far and away best in class dividend / share growth outlook with conservative coverage and a very conservative leverage ratio for the foreseeable future."

- Raymond James

"we see AM+AMGP potentially trading at 11.4x 2019e EBITDA, a level we believe could be quite attractive relative to an estimated 2019- 2021 EBITDA CAGR of 22%."

- Morgan Stanley

Market reaction



Select ratings agency commentary

MOODY'S affirms ETP at Baa3, negative outlook (8/2/18)

"This simplification transaction, which, with the projected elimination of ETE's Incentive Distribution Rights (IDRs), will relieve ETP of the growing IDR burden on its cost of capital, while enabling it to retain a significantly greater amount of cash flow with which to fund its future growth. The combined entities' extremely large and diversified midstream asset base, generating largely fee-based cash flows should enable the company to manage its financial leverage to a modestly lower level while sustaining high levels of distribution coverage"

Pro forma metrics

	Standalone	Pro forma	AMGP pro forma ⁴
ETE			
2019E DCF	\$1.48	\$2.05	1.54
2019E DPU	\$1.22	\$1.22	1.32
Coverage	1.20x	1.68x	1.17x
DPU growth (2019-2021 CAGR)	6.7%	6.7%	24.4%
ETP			
2019E LP DCF/unit	\$2.85	\$2.63	
2019E DPU	\$2.26	\$1.56	
2019E LP coverage	1.26x	1.68x	
DPU growth (2019-2021 CAGR)	2.6%	6.7%	
2019E GP take of distributions	37.4%	-	

"From the perspective of the consolidated credit profile, the acquisition of ETP in an all equity transaction will reduce structural complexity, enhance corporate transparency, and further grow scale and business segment diversity. The combined entity will have strong distribution coverage metrics and the corresponding ability to internally fund a meaningful portion of its growth capital expenditures. This will result in less reliance on equity capital markets to fund growth expenditures while correspondingly providing for sounder liquidity."

Source: FactSet as of 8/1/18, broker research, investor presentation, press release

¹ ETE peers include WGP, EQGP, AMGP, ENLC; ² Alerian MLP Index; ³ ETP peers include ENB, TRP, WPZ, EPD, KMI, PAA; ⁴ Assumes AMGP acquires AM at 1.68x exchange ratio + \$1.92 in cash consideration per AM unit