

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name ANTERO MIDSTREAM GP LP		2 Issuer's employer identification number (EIN) 61-1748605	
3 Name of contact for additional information Dan Katzenberg	4 Telephone No. of contact 303-357-7219	5 Email address of contact dkatzenberg@anteroresources.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1615 WYNKOOP ST		7 City, town, or post office, state, and ZIP code of contact DENVER, CO 80202	
8 Date of action Distribution paid on February 21, 2019		9 Classification and description Distribution to Common Shareholders	
10 CUSIP number 03675Y 103	11 Serial number(s)	12 Ticker symbol AMGP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Antero Midstream GP LP paid a quarterly distribution on February 21, 2019 to its common shareholders of record at the close of business on February 1, 2019. At this time, based on reasonable updated assumptions by Antero Midstream GP LP, 75% of this cash distribution is estimated to be non-taxable return of capital as Antero Midstream GP LP is not estimating to have sufficient current or accumulated earnings and profits in 2019 to cause the distribution to be fully taxable as a dividend. The remaining 25% of the distribution is estimated to be comprised of qualified dividends. Pursuant to Treasury Regulation Section 1.6045B-1, Antero Midstream GP LP is filing this corrected Form 8937, within 45 days of the determining facts resulting in a different quantitative effect on basis from what was previously reported. Antero Midstream GP LP will only be required to file a corrected Form 8937, within 45 days, if the determining facts result in a different quantitative effect on basis from what was previously reported.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Antero Midstream GP LP paid a quarterly distribution of \$0.164 per share on February 21, 2019. At this time, based on reasonable updated assumptions by Antero Midstream GP LP, 75%, or \$0.123 per share, of this cash distribution is estimated to be non-taxable return of capital to the extent of a shareholder's tax basis in each Antero Midstream GP LP share and a reduction in the tax basis of that Antero Midstream GP LP share. Any cash distribution deemed to be non-taxable return of capital that exceeds a shareholder's tax basis in each Antero Midstream GP LP share is taxable as capital gains.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ At this time, based on reasonable updated assumptions by Antero Midstream GP LP, taking into account the effects of the closing of the previously announced simplification transaction between Antero Midstream Partners LP and Antero Midstream GP LP, 75%, or \$0.123 per share, of this cash distribution is estimated to be non-taxable return of capital to the extent of a shareholder's tax basis in each Antero Midstream GP LP share and a reduction in the tax basis of that share. Any cash distribution deemed to be non-taxable return of capital that exceeds a shareholder's tax basis in each Antero Midstream GP LP share is taxable as capital gains.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based _____

▶ Sections 301(c) and 316(a) of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ None

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ /S/ K. Phil Yoo Date ▶ 06/20/2019

Print your name ▶ K. Phil Yoo Title ▶ Chief Accounting Officer, VP Accounting

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	