

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  PLAINS GP HOLDINGS, LP		<b>2</b> Issuer's employer identification number (EIN)  90-1005472	
<b>3</b> Name of contact for additional information  Roy Lamoreaux	<b>4</b> Telephone No. of contact  866-809-1291	<b>5</b> Email address of contact  investorrelations@paalp.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  333 CLAY ST STE 1600		<b>7</b> City, town, or post office, state, and Zip code of contact  HOUSTON, TX 77002-4101	
<b>8</b> Date of action  Distribution paid on 11/14/2017		<b>9</b> Classification and description  Distribution to Class A shareholders	
<b>10</b> CUSIP number  72651A207	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  PAGP	<b>13</b> 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 ▶ PLAINS GP HOLDINGS, LP paid a quarterly distribution on November 14, 2017 to Class A shareholders of record at the close of business on October 31, 2017. At this time, based on reasonable assumptions by PLAINS GP HOLDINGS, LP, this cash distribution is estimated to be a non-taxable return of capital as PLAINS GP HOLDINGS, LP is not estimated to have any current or accumulated earnings and profits in 2017. Pursuant to Treasury Regulation under Section 1.6045B-1, Plains GP Holdings, LP will only be required to file a corrected Form 8937, within 45 days, if the determining facts results 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 ▶ PLAINS GP HOLDINGS, LP paid a distribution of \$0.30 per Class A share on November 14, 2017. At this time, based on reasonable assumptions by PLAINS GP HOLDINGS, LP, this cash distribution is estimated to be a non-taxable return of capital to the extent of a Class A Shareholder's tax basis in each PAGP Class A Share and a reduction in the tax basis of that Class A Share. Any cash distribution to the extent it exceeds a Class A Shareholder's tax basis 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 assumptions by PLAINS GP HOLDINGS, LP, this cash distribution is estimated to be a non-taxable return of capital to the extent of a Class A Shareholder's tax basis in each PAGP Class A Share and a reduction in the tax basis of that Class A Share. Any cash distribution to the extent it exceeds a Class A Shareholder's tax basis 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.

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

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

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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 ▶  Date ▶ 11/13/2017

Print your name ▶ WALTER VAN ZANTEN Title ▶ V.P. TAX

<b>Paid Preparer Use Only</b>	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.	