

**PETROLOGISTICS GP LLC**  
**FINANCIAL CODE OF ETHICS**  
**Effective as of February 2013**

The Board of Directors (the “**Board**”) of PetroLogistics GP LLC (the “**Company**”), acting in its capacity as the general partner of PetroLogistics LP (the “**Partnership**” and, together with its subsidiaries and the Company, the “**Partnership Group**”), has adopted this Financial Code of Ethics (this “**Financial Code**”), which contains the ethical principles by which the Company’s Chief Executive Officer, Chief Financial Officer (or other principal financial officer), Controller (or other principal accounting officer) and other senior financial officers (collectively, the “**Senior Officers**”) are expected to conduct themselves when carrying out their duties and responsibilities on behalf of the Partnership Group. Senior Officers must also comply with the Partnership Group’s other ethics policies, including any amendments or supplements thereto, including the Corporate Code of Business Conduct and Ethics.

The Partnership Group reserves the right to amend this Financial Code or any portion of it at any time and to adopt different policies and procedures at any time, consistent with requirements of applicable laws, rules and regulations. If a law conflicts with this Financial Code, you must comply with the law.

You should read this Financial Code carefully, and promptly sign and return the Certification attached as **Annex A** to the address indicated on such Certification.

**I. Ethical Principles**

In carrying out his or her duties to and responsibilities for the Partnership Group, each Senior Officer should:

- Act ethically with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Partnership files with, or submits to, the Securities and Exchange Commission (“**SEC**”) and in other public communications made by the Partnership Group;
- Comply with applicable laws, rules and regulations of national, state, provincial and local governments and private and public regulatory agencies (including the New York Stock Exchange (the “**NYSE**”)) having jurisdiction over the Partnership Group;
- Promote honest and ethical behavior by others in the work environment;
- Respect the confidentiality of information acquired in the course of his or her work except when authorized or otherwise legally obligated to disclose such information.

Such confidential information must not be used for the personal advantage of any Senior Officer or parties related to the Senior Officer;

- Responsibly use and maintain all assets and resources employed or entrusted to the Senior Officer;
- Promptly report violations of this Financial Code to the Chairman of the Audit Committee of the Board (the “*Audit Committee*”); and
- Accept accountability for adherence to this Financial Code.

## **II. Waivers**

Consents obtained pursuant to this Financial Code, or waivers of any provision of this Financial Code, shall be made only by the Board or a committee thereof. Persons seeking a waiver should be prepared to disclose all pertinent facts and circumstances, respond to inquiries for additional information, explain why the waiver is necessary, appropriate, or in the best interest of the Partnership Group, and be willing to comply with any procedures that may be required to protect the Partnership Group in connection with a waiver. If a waiver of this Financial Code is granted for any Senior Officer, appropriate disclosure will be made promptly in accordance with the rules and regulations of the SEC and the listing requirements of the NYSE.

## **III. Amendment**

Any amendment to this Financial Code shall be made only by the Board or an appropriate committee thereof. If an amendment to this Financial Code is made, appropriate disclosure will be made promptly in accordance with the rules and regulations of the SEC and the listing requirements of the NYSE.

## **IV. Posting Requirement**

The Partnership shall cause this Financial Code to be posted on its website as required by applicable rules and regulations. In addition, the Partnership shall disclose in its Annual Report on Form 10-K that a copy of this Financial Code is available on its website and in print to any unitholder who requests a copy.

\* \* \*

*It is the intent of the Partnership Group that this Financial Code be its written code of ethics under the Sarbanes-Oxley Act of 2002, complying with the standards set forth in Item 406 of Regulation S-K promulgated by the Securities and Exchange Commission.*

*This document states a policy of the Partnership Group and is not intended to be regarded as the rendering of legal advice.*

**ANNEX A  
FINANCIAL CODE OF ETHICS  
CERTIFICATION**

I have read and understand the Financial Code of Ethics (the “*Financial Code*”) adopted by the Board of Directors of PetroLogistics GP LLC (the “*Company*”), acting in its capacity as the general partner of PetroLogistics LP (the “*Partnership*” and, together with its subsidiaries and the Company, the “*Partnership Group*”). I agree that I will comply with the policies and procedures set forth in the Financial Code and the spirit of the Financial Code. I understand and agree that my failure to comply in all respects with the Partnership Group’s policies, including the Financial Code and other ethics policies, is a basis for termination for cause of my employment.

In addition, I agree to promptly submit a written report to the Chairman of the Audit Committee of the Company’s Board of Directors describing any circumstances in which:

1. I have reasonable basis for belief that a violation of the Financial Code by any person has occurred;
2. I have or may have engaged in any activity that violates the policies and procedures or the spirit of the Financial Code; and
3. I am contemplating an activity which is likely to be in violation of the policies and procedures or the spirit of the Financial Code.

I am unaware of any violations or suspected violations of the Financial Code, except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

\_\_\_\_\_ No exceptions

I am aware that this signed Certification will be filed with my personal records in the Human Resources Department. Please send signed acknowledgement to: PetroLogistics GP LLC, 600 Travis, Suite 3250, Houston, TX 77002, Attn: Human Resources Department

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name

\_\_\_\_\_  
Date