

Code of **Business Conduct**

Commitment to Integrity



Language in our Code

We observe the separate legal status and independence of all majority-owned and controlled subsidiaries. However, to make the Code of Business Conduct easier to read, we use “Company” to refer to each one of these companies, and “we” and “our” as shorthand for our employees who make the Company a leader in integrity.

The official version of the Code of Conduct is available online. If you are reading a printed copy of this document, please verify that it is the current version. Individuals subject to the Code of Conduct are responsible for adhering to the current version.

Letter from Our Chairman and CEO

To all employees and stakeholders:

For more than 130 years, MPC has adapted to dramatic changes in technology, energy supplies, geopolitics, demographics and societal expectations. Throughout our history, our commitment to integrity has remained constant. The values of trust, respect, dignity and honesty guided us long ago, and they guide us today. In the years to come, we will continue to adapt and succeed in a constantly changing energy market, but one responsibility will remain the same: to act with integrity.

Our Code of Business Conduct is important. It applies to every individual who works for MPC or represents our good name. A reputation for integrity is one of the most important assets any individual or company can possess. Generations of employees have helped build our good reputation, but all their efforts can be ruined by a single unethical or thoughtless act. That's why it's vital that each and every one of us makes a personal commitment to uphold our Code.

Our Code of Business Conduct provides guidance for many situations. When it does not, I trust your good judgment will be guided by the principle of always doing the right thing for the right reason. Do not hesitate to bring up issues or concerns with your supervisor, manager or other appropriate personnel identified in our Code. Open and honest communication from the beginning will prevent many problems later.

A reputation for integrity has helped us compete successfully in the past and, with your commitment, will continue to help us be a leader.



Gary R. Heminger
Chairman and Chief Executive Officer
Marathon Petroleum Corporation



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Our CORE Values

MPC is in the business of creating value for our shareholders through the quality products and services we provide for our customers. We strongly believe how we conduct our business is just as integral to our bottom line. As a result, we strive to always act responsibly with those who work for us, with those business partners who work with us, and in every community where we operate.

Health and Safety

We have the highest regard for the health and safety of our employees, contractors and neighboring communities.

Environmental Stewardship

We are committed to minimizing our environmental impact and continually look for ways to reduce our footprint.

Integrity

We uphold the highest standards of business ethics and integrity, enforcing strict principles of corporate governance. We strive for transparency in all of our operations.

Corporate Citizenship

We work to make a positive difference in the communities where we have the privilege to operate.

Inclusive Culture

We value diversity and strive to provide our employees with a collaborative, supportive, and inclusive work environment where they can maximize their full potential for personal and business success.



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Trust

Respect

Dignity

Honesty

Accountability and Responsibility

We will make accountability and responsibility for ethical conduct a strategic business commitment.

Our Commitment

The purpose of our Code of Business Conduct is to set forth our commitment to high ethical standards and to reinforce prompt actions to maintain those standards.

Policies and Guidelines

Our Code addresses many business conduct issues. Additional information about our policies and guidelines may be accessed through the Company's internal website.

The Letter and Spirit

Legal standards of conduct act as our minimum acceptable level of conduct. We must obey the law, but we strive for a higher standard. Where the letter of the Code is not specific, the spirit must prevail.

Compliance with Laws

Our Code cannot incorporate every law or rule that applies to our business. While this Code is framed by our experience with U.S. law, the principle of doing the right thing and following applicable law applies to every community where we do business. We must seek advice and counsel when we are uncertain about our choices of action.

Our Values

A single document cannot list and explain every question or business practice. Remember the words found throughout our Code: *trust, respect, dignity and honesty*. These values form the foundation for good decision making.

Who Must Follow Our Code

Our Code applies to every employee at all levels of Marathon Petroleum Corporation and all consolidated subsidiaries, including those providing services to MPLX LP.

Business partners, including suppliers, consultants and contract workers, have an impact on our reputation. For this reason, we work with business partners that share our commitment to quality, safety, ethics and compliance, and we expect them and their employees to act in a way that is consistent with our Code. We must take the appropriate measures where we believe they have not met our high standards or their contractual obligations.

Questions? Concerns?

Talk to your management or contact the Integrity Helpline at **855-857-5700** or [**www.FuelingIntegrity.com**](http://www.FuelingIntegrity.com)

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Accountability and Responsibility



Management Commitment and Responsibilities

The Company is committed to living up to high standards of ethical behavior. To oversee the Company's ethics and compliance efforts, the Company has designated a senior officer as the Chief Compliance Officer and has established the Business Integrity Committee, comprised of several members of senior management, to enhance the Company's business integrity efforts. The Company also has established Business Integrity and Compliance, which is responsible for implementing the Code of Business Conduct through training, communication and administration of the Integrity Helpline.

Corporate Governance and Internal Controls

Effective corporate governance begins with a strong Board of Directors, able to make independent decisions on behalf of all our stakeholders. We have an independent outside auditor, as well as a system of internal controls and reporting mechanisms, to protect the assets and operations of the Company and to provide management and the Board with accurate, honest and timely information. Employees must live up to the letter and spirit of our system of internal controls, and cooperate fully with any audit or internal investigation.

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Trust

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Honesty

Accountability and Responsibility

Accountability and Responsibility

We make many decisions every day at all levels of the organization. This is how we move forward and accomplish our business goals. We, as individuals, are accountable for making sound decisions and for the outcomes those decisions produce. Our Code provides guidance for our decisions.

Our fellow employees look to us for leadership and to see if we take responsibility for our own actions. Each of us must act as a leader by taking responsibility for everything we do.

Each of us is responsible to:

- Create and sustain, in both actions and words, a work environment in which fellow employees, consultants and contract workers know that ethical and legal behavior is required of them.
- Be diligent in looking for indications that unethical or illegal conduct has occurred.
- Seek guidance from the Company-provided resources.
- Take appropriate action to address any situation that is in conflict with the law or the Code.

Violators of the Code are subject to prompt and appropriate discipline, up to and including dismissal from the Company and prosecution under the law.

A Responsibility to Ourselves

We believe honesty and integrity benefit the individual, as well as the Company.

Each of us wants to be known as a person of integrity. When we lose that reputation—with others or ourselves—it's painful. It can hurt our careers, our health and our relationships. If we engage in unethical or illegal conduct, we may have personal, legal liability or responsibility for any resulting damages or violations of law.

Probably the worst thing to do is to cover up a problem. Attempts to conceal even a minor violation by altering or destroying Company records can result in civil and criminal penalties that may be worse than the penalty for the original offense.

The Company reinforces a positive work environment where doing the right thing is the easy thing to do.

Question

Sometimes, it seems like safety takes a back seat to productivity, and I'm concerned for the safety of myself and others. What should I do?

Answer

We are committed to putting safety and health first. We all share the responsibility for safety and the responsibility to speak up without any fear of retaliation, even when it's not popular. Discuss your perceptions with a supervisor or contact the Integrity Helpline or any of the resources listed in the Getting Help section.

Accountability and Responsibility

Integrity Decision Model

Ethical and legal dilemmas are not hypothetical questions. The world is getting smaller, and communications are almost instantaneous. What we do today can be known immediately around the world. Always act in a way that you would be proud of your actions. If the best course of action isn't clear, talk to your supervisor or manager, contact the Integrity Helpline at 855-857-5700, www.FuelingIntegrity.com; Mexico – All Carriers 800.681.6945; Telmex 001 866 376 0139; Singapore – All Carriers 800.852.3912 Singapore Telecom 001 800 1777 9999; or contact the resources listed in the Getting Help section of this Code. When in doubt, ask for help.



Resources for Guidance

- Your supervisor or manager
- Another supervisor or manager
- Human Resources
- Law, Internal Audit or Environment, Safety, Security & Product Quality
- Business Integrity and Compliance
- Integrity Helpline:
855-857-5700
www.FuelingIntegrity.com

Trust

Respect

Dignity

Honesty

Responsibility to One Another

We will treat all employees with dignity, respect and fairness.

Dignity, Respect and Fairness

You and your ideas create value and success for the Company. We must value and respect the unique character and contribution of each employee. Treating each other with dignity, respect and fairness is the foundation of good business conduct. The Company respects the human, cultural and legal rights of individuals and communities and promotes, within its sphere of influence and legitimate business role, the goals and principles of the United Nations Universal Declaration of Human Rights.

Diversity

We promote diversity within our workforce. Diversity of people and ideas will provide the Company with a business advantage. We believe diverse companies compete more successfully in today's world economy.

You and your ideas create value and success for the Company. We value and respect the unique character and contribution of each employee. We respect the ideas of others and respect their courage to express those ideas. We will win as a team, but always understand the importance of each team member.

Discrimination

Discriminating against any employee or person with whom we do business on the basis of race, color, religion, creed, sex, gender (including pregnancy, childbirth, breastfeeding or related medical conditions), sexual orientation, gender identity, gender expression, age, physical or mental disability, medical condition or AIDS/HIV status, national origin, ancestry, genetic information, marital status, military, veteran status, citizenship, or any other status protected by applicable federal, state or local laws is not permitted.

Workplace Harassment and Violence

Harassment and violence in the workplace are strictly prohibited and will not be tolerated. Conduct that creates an unwelcome or uncomfortable situation or hostile work environment, such as unwelcome advances or requests for sexual favors, inappropriate comments, jokes, intimidation, bullying or physical contact, may be forms of workplace harassment. Employees should never act in ways or use words that might be interpreted by another as harassment or a threat of violence.

Question

Sometimes I feel like my supervisor is making fun of me. It isn't sexual or violent, but it is very uncomfortable. What can I do?

Answer

Our values and treatment of employees are based on respect and dignity of every employee. Discuss the situation with your supervisor, or if you don't feel comfortable doing so, speak with his or her supervisor or contact the Integrity Helpline or any of the resources listed in the Getting Help section.

Responsibility to One Another



Safety and Health

We are committed to providing a safe and healthy workplace. Each of us is responsible for observing all of the safety and health rules that apply to our jobs.

- Each of us is responsible for taking precautions to protect ourselves, fellow employees, visitors and others from accidents, injuries or unsafe conditions.
- Each of us must promptly report unsafe or unhealthy conditions and take steps to correct those conditions immediately.
- Additionally, to help ensure a safe work environment, the Company prohibits weapons on its premises.

Alcohol/Substance Abuse

We are committed to a workplace free of substance abuse. We jeopardize ourselves and each other if we report to work impaired by the influence of alcohol or drugs, including some over-the-counter and prescription medications. The use, possession or distribution of unauthorized drugs or alcohol on Company time or on Company premises is prohibited. Employees are encouraged to seek treatment for alcohol and substance abuse problems.

Questions? Concerns?

Talk to your management or contact the Integrity Helpline at **855-857-5700** or www.FuelingIntegrity.com

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Trust

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Honesty

Responsibility to the Public

We will take responsibility for our actions.

Customers

Each of us has important responsibilities to our customers. While some of us are closer to customers than others, we all should think in terms of how our customers might feel about how we conduct business and we should act accordingly.

Customers depend on us to be true to our word. Nothing undermines our reputation faster than misrepresenting ourselves, or engaging in manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

Simply put, those who do business with us deserve honest, accurate and clear communication. They also deserve and need to know that we keep our promises. Equally, customers and suppliers need to be aware of our standards regarding ethics and business integrity, and we should encourage them to help us uphold such standards.

Environment

Protecting the environment is one of our core principles.

- Reduce and prevent waste, emissions and releases in all of our operations.
- Safely use, handle, transport and dispose of all raw materials, products and wastes.
- Help others that we work with to understand their environmental responsibilities.
- Strive for continuous improvement of our environmental performance, in partnership with government agencies, contractors and communities.

Our environmental commitment is a responsibility shared by everyone. No one can assume it is the job of someone else.

Question

Recently, there was a small spill that was taken care of quickly, but nobody notified management. No one wants the paperwork, the aggravation or the possible expense of a government fine. What's the Company stance on this?

Answer

We all are responsible for obeying the law and being good environmental citizens. We will accurately and honestly report any problems in addition to promptly and effectively cleaning up a spill. Any event that threatens the environment or our reputation must be reported to management, who can help determine if additional reporting is necessary.

Responsibility to the Public



Communities

We are privileged to do business in many communities. As citizens of those communities, we must always act responsibly. This means conducting our operations safely and being prepared for emergencies that may occur. We give back to our communities by actively supporting and participating in hundreds of civic and charitable causes.

External Communications

Communications to those outside our Company require a unique understanding of policy, legal and media issues. To ensure professional handling, refer media and general public requests for information to Public Affairs and legal requests to Law.

Questions? Concerns?

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Trust

Respect

Dignity

Honesty

Responsibility to Shareholders

We will respect and protect the interests of those who invest in our future.

Protecting Company Assets

We are each entrusted with Company assets, and honoring that trust is a basic responsibility to each other and to our Company. We must protect Company assets from loss, damage, misuse or theft. This includes our time when compensated by the Company. Use of our Company assets for purposes other than Company business requires prior authorization by appropriate levels of management.

Use of Company Information Systems

Our information systems include computers and mobile devices, phones, email, internet and network access, software and applications and electronic storage devices. These systems and devices are intended to be used only for business purposes consistent with all Company policies.

Any information created or stored on Company information systems is Company property, and users should have no expectation of personal privacy or confidentiality with respect to that information.

Social Media

Before you post on any social media site or online forum, think carefully.

Here are some guidelines for interacting online:

- Unless you are authorized to speak on behalf of the Company, always state that your views are your own.
- Never comment on confidential or non-public Company information.
- Don't send emails or post confidential information or material that could be perceived as damaging to the Company's or your colleagues' reputations.
- Be smart, safe and respectful. Never post content that may be viewed as malicious, obscene, harassing, defamatory or discriminatory.

Question

My Company-issued smartphone is my only mobile device. If I download a non-business app using my personal ID or personal email account, that's okay, right?

Answer

Yes. While Company-issued devices are intended to be used for business purposes, occasional and brief personal use is permitted within reasonable limits. However, inappropriate apps (for example, apps that contain sexually-explicit or gambling content) are never appropriate! Also, you should have no expectation of personal privacy or confidentiality regarding your Company-issued smartphone. Any content stored on your device is Company property and should adhere to Company policies for what is and is not appropriate.

Question

Sometimes when I'm online in a public forum, I'll notice others posting incorrect information about the Company. Is it okay for me to correct it with my own post?

Answer

No, it is not your responsibility to respond to incorrect posts online. Team members in Public Affairs monitor what's being said about the Company online, but you are encouraged to let someone from their team know when you find erroneous information. No unauthorized employee may post information on behalf of the Company.

Responsibility to Shareholders



Protecting Our Good Name

It takes each of us—one person at a time and one action at a time—to protect our name and our reputation. Part of protecting our name and reputation is living up to the standards found in this Code. We must be careful to only use our Company name and logo for authorized Company business and never in connection with personal activities or personal communication.

Business Records and Communications

When we create or maintain reports, records and communications, we are responsible for the integrity of those records.

- We must not make false or misleading entries in Company books or records. All financial reports, sales reports, expense reports, time sheets, production records and other similar documents must be accurate.
- If you are uncertain of the validity of an entry or report, raise your concern to the best source for correcting it. Never allow yourself to be part of a chain of incorrect information.
- Whenever you write a memo, leave a voice mail or send an email, you create a record. These records are not private. Communicate in a way that you would be comfortable if you read what you said or wrote later in a newspaper or court of law.
- Dispose of documents in accordance with our records retention policy. Never destroy or alter any documents or records in response to any investigation, anticipated investigation or lawful request.

Trust

Respect

Dignity

Honesty

Responsibility to Shareholders

Confidential Information

Protecting confidential information, one of our most valuable assets, is part of our obligation to our Company. Confidential information includes proprietary technical information, business plans, status of operations and equipment, detailed financial data and all other non-public business information that would be of use to competitors or harmful to the Company if made public.

- We must not disclose confidential information to anyone outside the Company in a manner that could benefit our competitors or harm the Company unless disclosure is authorized or legally mandated. In many instances, we require written confidentiality agreements with the party to whom we will disclose such information.
- If you have questions about the confidentiality of information or the need for a confidentiality agreement, seek advice from Law.
- Avoid discussion of confidential information in public places and with individuals who have no need to have the information.
- Protect our information by appropriate use of reasonable security measures.

Protecting the confidential information of our employees and customers is also of the greatest importance.

- Personal employee information (including Personally Identifiable Information, like social security numbers and bank account numbers) should be limited to Company personnel who have appropriate authorization and a need to know such information.
- Our customers place their trust in us. We must protect their confidential information.

Anyone who handles confidential information of our employees and customers must take great care to preserve such confidentiality. Our responsibility to preserve confidential information continues even after our employment with the Company ends. Additionally, we should never try to persuade others to violate obligations of confidentiality they might have.

Question

It seems like news reporters know more about a plant upset or a unit failure than Company employees. It's almost as if someone in the Company shared the information. Is that appropriate?

Answer

Our ethics policy cautions employees to be sensitive to the danger of releasing proprietary – and potentially damaging – information to the media. Even a casual conversation with a reporter could result in sensitive information being unintentionally shared. The Public Affairs team is explicitly charged with handling media inquiries. This policy protects our reputation and helps the Company's competitive position.

Responsibility to Shareholders

Question

I often know about the financial results of the Company before most other people inside the Company. If we beat forecasts, this seems like the perfect time to buy our stock, right?

Answer

Wrong. If your information has not yet been shared with the public, and it is important enough that investors might change their perceptions of the Company, then you can't buy or sell. In a sensitive position such as yours, it's wise to check with Law to determine a safe window for investment actions.

Inside Information

Stocks and other securities are publicly traded and their market prices are based on public knowledge of our Company. Investors could gain an unfair advantage through material, non-public information that might affect their decisions to buy or sell securities.

Trading on, or "tipping" others about material, non-public information about the Company or the companies with whom we do business, could result in serious civil and criminal penalties for individuals and the Company. Insider trading is unethical and illegal, and will be dealt with decisively. Always seek advice from Law if you are unsure about the legality of a transaction.

Conflicts of Interest and Corporate Opportunities

Business decisions and actions on behalf of our Company must never be influenced by personal considerations or personal relationships.

- We must never use Company property, information or our position to create personal or family benefit. A conflict of interest may exist when family members or close personal friends are involved in business relationships with us, either inside or outside the Company, or when we or a family member or personal friend have a direct or indirect personal or financial interest in any business issue that is under consideration.
- A conflict may also exist when an outside interest interferes with our ability to do our jobs. For example, serving as a director, officer, employee or agent of any organization that is a competitor or which has a business relationship with the Company may give rise to a conflict. A conflict may also exist when an employee engages in a personal business venture that prevents devotion of the loyalty, time and effort required by the Company.

Responsibility to Shareholders

- A business opportunity you learn about because of your job belongs to the Company. Never take for yourself, or direct to any family member or friend, opportunities that are discovered on the job. For example, you should not attempt to acquire an interest in property or other assets in which our Company might reasonably be expected to have an interest, without first offering the opportunity to the Company.

You must promptly disclose all potential conflicts of interest, including those where even the appearance of a conflict of interest may exist, to your supervisor, or Business Integrity and Compliance, or one of the other resources listed in the Getting Help section. The Company also periodically requires designated employees to certify, with any disclosures noted, that they are not involved in any potential conflict situations. Disclosure and discussion are the best ways to protect against and deal with potential conflicts of interest.

Questions? Concerns?

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Responsibility to Shareholders

Question

Several vendors are competing for the Company's business, and we'll make our decision next week. One of the vendors invited me to dinner and a ball game this weekend. Is it okay to go?

Answer

If the Company is currently in negotiations with a vendor, it does not automatically mean that all offers of meals, gifts or entertainment need to be rejected. The employee and supervisor should be ultra-sensitive in these situations; however, the perception of others may be that the offer represents a conflict of interest or a form of undue influence.

Meals, Gifts and Entertainment

The exchange of gifts, meals and entertainment is a common practice in business, and can help us build better relationships with customers, vendors and other business allies. Although local and industry customs about gifts and entertainment vary, one principle is clear: you should not accept any gift, favor or entertainment if doing so will obligate, appear to obligate or is intended to obligate or unduly influence your behavior or decision making. Think about what others, including other employees, might think about your actions and what kind of example you would be setting.

Whether a gift or entertainment is appropriate to give or receive as a Company employee depends on many factors:

- If the meal, gift or entertainment in question is lavish or frequent, or unusual for the receiver's job or community, it is probably not acceptable.
- If you're in the middle of negotiations or bid evaluations, extra care is merited before accepting any gift or entertainment.
- Never request or solicit personal gifts, favors, entertainment or services.

Accepting gifts worth more than \$100 and entertainment worth more than \$200 requires your supervisor's approval by submitting a [Gift and Entertainment Disclosure](#).

These types of gifts are not prohibited, but you should proceed with caution and always seek pre-approval from your supervisor:

- Air transportation
- Lodging
- Lodging at a reduced rate
- Loans of property

Responsibility to Shareholders

These types of gifts always are prohibited:

- A gift or loan of cash or securities
- A gift or entertainment of an unlawful, lewd or offensive nature
- A gift or entertainment based on the quantity or volume of merchandise or services purchased or acquired by the Company
- A gift or entertainment offered in return for a specific decision or outcome, or offered with the expectation that it will unduly influence any decision you might make on behalf of the Company
- Free or discounted personal services

More detailed information, including tax reporting obligations, can be found in the Company's Meals, Gifts and Entertainment Policy and in the Guidelines for Meals, Gifts and Entertainment.

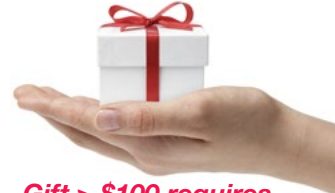
Travel

Business travel requires each of us to know and follow current travel and business expense reporting policies of the Company. Free transportation from vendors, suppliers, customers or those who wish to be vendors, suppliers or customers generally requires prior approval by an employee's supervisor.

Because of the many factors involved, every scenario cannot be itemized in this Code. When in doubt, seek the guidance of your supervisor, or contact the Integrity Helpline or any of the resources listed in the Getting Help section.



Never accept cash



Gift > \$100 requires supervisor's approval



Entertainment > \$200 requires supervisor's approval

Ultimately, the Company relies on its employees to make business judgments based on the Company's best interests. When in doubt, talk to your supervisor or contact the Integrity Helpline.

Responsibility to Our Business Partners

"Our terminal recently hosted representatives from the tank manufacturer, another oil company and an engineering services company to observe the operation of our new oil water separator. We have adopted the design of this particular oil water separator as the Company's standard for future installations. The attendees were interested in the options which might make their own installations safer and more environmentally sound. All attendees learned a lot during the visit, including the design engineer of the tank manufacturer, who learned several ways to make their product better. Educating our suppliers and business partners, and even our competitors, regarding safety and environmental best practices is representative of how we have grown the culture within our organization."

A Terminal Manager

We see our business partners as equals in the quest for high business conduct standards.

External Business Practices

We will deal honestly with our suppliers and contractors. We believe in doing business with those who embrace and demonstrate high standards of business conduct. We will not look favorably on suppliers that have a history of violating the law, including environmental, safety and employment laws. We will only make realistic agreements and commitments to each other, and we will comply with those agreements and commitments and expect our suppliers and contractors to do the same.

External business partners that knowingly seek to have Company employees violate our Code will be subject to appropriate sanctions, including the possible cancellation of all current and future contracts.

Marketing Practices

We will compete for business aggressively and honestly. We will not misrepresent our products, services or prices. We will not make false or misleading claims about our products or services, nor will we do so about the products and services of our competitors.

Purchasing Practices

Employees must base all purchasing decisions on the value realized by our Company and alignment with our business standards and goals. Important considerations in purchasing decisions include competitive bidding, partnering arrangements, incentive-based contracts, quality verification, confirming the legal and financial condition of the potential supplier, and avoiding personal conflicts of interest such as dealing with family members or friends. We must properly document any purchasing arrangement or agreement.

Trust

Respect

Dignity

Honesty

Responsibility to Governments and the Law

We will comply with legal and regulatory standards.

Antitrust and Fair Competition

Antitrust and fair competition laws generally prohibit agreements that tend to restrict competition (such as agreements between competitors as to their pricing, bidding, production, supply and customer practices), as well as a variety of forms of unfair conduct that may tend to create a monopoly. We will compete vigorously but we must comply with all applicable antitrust and fair competition laws.

Because antitrust and fair competition laws are far reaching and often complicated, employees must seek legal advice before taking any action that might be questioned under such laws.

Anti-bribery and Anti-corruption Laws

Anti-bribery and anti-corruption laws generally forbid bribes to government officials or their representatives. While the U.S., like nearly all nations, outlaws bribing its own government officials, the U.S. Foreign Corrupt Practices Act or “FCPA” also makes it a crime to bribe “foreign governmental officials.” A bribe is broadly defined to include promising, offering or delivering to any foreign or domestic government employee or official any gift, favor or other gratuity to influence the foreign official to act in violation of his or her lawful duty, or to secure an improper advantage in obtaining or retaining business for any person. “Foreign government official” is also broadly defined under the FCPA, and includes employees of foreign government-owned business, such as national oil companies. In recent years, many countries have passed similar legislation. You must consult with Law as soon as possible if you are concerned that there is or might be a potential violation of applicable anti-bribery or anti-corruption laws, including the FCPA.

The FCPA also requires the Company to keep books, records and accounts which, in reasonable detail, accurately and fairly reflect its foreign and domestic transactions. Consult with the Controller’s organization or Internal Audit as soon as possible if you are concerned that the Company’s books, records and accounts do not accurately reflect the Company’s transactions.

The Company requires comprehensive FCPA and anti-corruption compliance training for all employees whose job responsibilities give rise to FCPA and anti-corruption compliance issues.

Question

I am in negotiations on a fairly lucrative contract, and I am negotiating directly with an official for a foreign government who requested that I transfer \$25,000 into his personal account to “seal the deal.” He assured me that such payments are an accepted business practice in his nation. May I do so?

Answer

No. Doing so could subject you and the Company to severe criminal penalties. The U.S. Foreign Corrupt Practices Act (FCPA) makes it a crime for U.S. companies or their officers, employees, agents or other representatives to pay or provide, offer or promise to pay or provide, or authorize any other person to pay or provide anything of value to a foreign government official in order to assist in obtaining or retaining business. The payment would have all indications of being a bribe. The fact that such payments may be commonplace or an accepted business practice in some countries is not a defense under the FCPA.

Responsibility to Governments and the Law

Question

I will be meeting with an employee of a federal agency in Washington, D.C. I plan on taking her to lunch and picking up the check for both of us. Is that a problem?

Answer

Potentially, yes. U.S. law prohibits paying or providing anything of value to a government official or public employee in exchange for, as compensation for, or in acknowledgment of an action that he or she had a duty to perform.

In addition, many government bodies and agencies have adopted ethical codes and specific gift rules that limit the type and amount of meals, gifts and entertainment that government officials or public employees may accept from private persons.

Before offering any meal, gift or entertainment to a federal, state or local government official or public employee, employees must consult with Government Affairs to ensure that offering such meal, gift or entertainment is appropriate and that the government official or public employee can ethically and legally accept it.

Anti-money Laundering

Money laundering is the process of hiding illegal funds or making them look as though they are legitimate. It also covers the use of legitimate funds to support crime or terrorism. We do not condone any business activity that involves money laundering or the use of illegal funds.

Political Activities

We respect the right of each of our employees to participate in the political process and to engage in political activities of his or her choosing. When engaged in personal civic and political affairs, employees must at all times make clear that their views and actions are their own, and not those of the Company. Employees may not use Company resources to support their choice of political parties, causes or candidates.

Many governments have laws prohibiting or regulating corporate contributions to political parties, campaigns or candidates in the form of cash or the use of Company facilities, aircraft, automobiles, computers, mail services or personnel. Certain contributions may be prohibited by Company Policy, even if otherwise permitted by the applicable law. Any proposed corporate contribution should be arranged through Government Affairs.

Lobbying activity on behalf of the Company is highly regulated by law. Employees who communicate with government officials and employees on issues that affect our Company should contact Law to ensure that such activities fully comply with the law and that our Company's lobbying efforts are coordinated.

Getting Help

We have a process that supports employees in their search for always doing the right things for the right reasons.

Asking Questions

If you have questions about policies, practices or our Code, talk to your immediate supervisor or manager. If you are uncomfortable speaking with your immediate supervisor, please talk to another member of management or Business Integrity and Compliance. Don't put it off. Time may be of the essence in avoiding a bigger problem.

Reporting Non-compliance

If you suspect or have knowledge of illegal or unethical conduct related in any way to the Company, you must report it to your supervisor, your supervisor's manager, Internal Audit, Law, Human Resources, Environment, Safety, Security & Product Quality or the Integrity Helpline. Don't attempt to investigate on your own. Ask for help from any of the functional departments listed above. It is important that you speak with someone; it is of less importance with whom you choose to speak. Be confident that we will stand behind our Code of Business Conduct and stand behind those who raise issues in good faith.

If you contact the Integrity Helpline with a report of misconduct, here is what you can expect:

- You will be given the opportunity to remain anonymous.
- You will be assigned a number by which Business Integrity and Compliance representatives and investigators may ask for more information and update you on the progress of an investigation.
- Your report will be assigned an investigator. In most cases, this will be an internal investigator.
- Your report will be investigated in a manner and to the extent appropriate based on the nature of your allegation.
- Your report will be handled promptly, discreetly and professionally. Your identity, should you choose to reveal it, will only be disclosed as necessary to comply with legal requirements and investigate the reported conduct. Those made aware of your identity will be advised of the need for confidentiality.
- You will be advised when the investigation is complete.

Integrity Helpline

The Integrity Helpline is an additional resource for anonymous advice or discussion on workplace behavior and ethics. The Integrity Helpline enables employees, vendors, contractors and customers to report unethical or illegal acts, or suspicions of unethical or illegal acts.

Integrity Helpline Contact Information: 855-857-5700; www.FuelingIntegrity.com; Mexico – All Carriers 800.681.6945 Telmex 001 866 376 0139; Singapore – All Carriers 800.852.3912 Singapore Telecom 001 800 1777 9999. When in doubt, ask for help. (Callers may contact these resources anonymously. Caller ID is disabled.)

The Company will treat the employee's identity and the alleged illegal or unethical conduct as confidential information and will disclose the identity of such source only as necessary to comply with legal requirements and investigate the reported conduct. Those informed of the employee's identity shall be made aware of the need for confidentiality.

Question

If I call the Integrity Helpline, how do I know that I will be taken seriously and my anonymity will be respected?

Answer

The professionals who answer your call take all reports of misconduct seriously and understand the importance of maintaining confidentiality. All issues received through the Integrity Helpline are carefully investigated; please provide as much information as possible for the most effective investigation.

Getting Help

Question

Since I notified my supervisor about my safety concerns, I feel like I'm getting the cold shoulder. It's nothing terrible, but it's pretty obvious that my supervisor isn't happy about me voicing my concerns. Is there anything I can do?

Answer

Retaliation is never okay, and it can take many forms: threats, intimidation, discipline and exclusion. Being given "the cold shoulder" is a form of retaliation and is not acceptable. Contact your supervisor's manager or the Integrity Helpline to discuss the situation.

Questions? Concerns?

Talk to your management or contact the Integrity Helpline at **855-857-5700** or www.FuelingIntegrity.com

Mexico – All Carriers **800.681.6945**
Telmex **001 866 376 0139**

Singapore – All Carriers **800.852.3912**
Singapore Telecom **001 800 1777 9999**

If you contact the Integrity Helpline, you will be provided a case number to use in identifying your inquiry. The group of professionals who answer your call will work with you to get the information the Company needs to address your concern.

Business Integrity and Compliance coordinates the resolution of all allegations. This may include the involvement of Internal Audit, Law, Human Resources and departmental management as necessary.

If an employee becomes aware of any issue concerning the financial integrity of the Company, including questionable accounting or auditing matters, he or she must bring it to the attention of management or Business Integrity and Compliance. If requested by the employee, Business Integrity and Compliance will arrange for the confidential, anonymous submission to the Audit Committee of concerns regarding questionable accounting or auditing matters, consistent with applicable law.

Retaliation is Never Acceptable

The Company will not allow retaliation against any individual. We consider acts of retaliation to be misconduct and a violation of this Code. Filing a good faith report will never be a cause for disciplinary action. Retaliation can take many forms, such as threats, intimidation, exclusion and otherwise unwarranted discipline.

If you think that you or someone you know has experienced retaliation, contact any of the resources listed in this section of the Code.

Waivers and Exceptions

Any waiver of the provisions of this Code requires the personal review and approval of the Chairman and Chief Executive Officer of the Company. Any waiver of the provisions of this Code for the benefit of senior financial officers, members of executive management or members of the Board of the Company requires the personal review and approval of the Audit Committee or Board of Directors and must be promptly disclosed to shareholders. Waivers may be granted only as permitted by law and in extraordinary circumstances.

