



Our Code

Code of Business Ethics and Conduct





Letter from Our CEO

Dear ConocoPhillips Employees,

Our company has a legacy of pursuing the highest standards of excellence in all areas of business. As the world’s largest independent E&P company based on production and proved reserves, it is important to maintain our commitment to the SPIRIT Values that have shaped ConocoPhillips and remain core to our company.

The ConocoPhillips Code of Business Ethics and Conduct explains how our SPIRIT Values influence the way we do business. The standards described in this Code reflect company policy as well as the laws that we must all follow. Our Code applies to all of us and should serve as a guide for making ethical business decisions. We also expect contractors and other individuals who work on our behalf to be guided by these standards.

Since no code could cover every possible situation you may encounter, my fellow

leaders and I count on you to use your own good judgment. If you are ever unsure about the best course of action, ask your supervisor or one of the other points of contact in this Code for advice. You will never face retaliation for asking questions or raising concerns in good faith. We cannot solve problems we do not know about, so we rely on input from each of you.

Your continued dedication to compliance and ethical business conduct enables us to build on our foundation of excellence and fulfill our vision of being the E&P company of choice in the global marketplace. Thank you.

Sincerely,

Ryan Lance
Chairman and Chief Executive Officer

Our SPIRIT Values

S

SAFETY

No task is so important that we can’t take the time to do it safely. A safe company is a successful company.

P

PEOPLE

We respect one another. We recognize that our success depends upon the capabilities and inclusion of our employees. We value different voices and opinions.

I

INTEGRITY

We are ethical and trustworthy in our relationships with internal and external stakeholders. We keep our promises.

R

RESPONSIBILITY

We are accountable for our actions. We care about our neighbors in the communities where we operate. We strive to make a positive impact across our operations.

I

INNOVATION

We anticipate change and respond with creative solutions. We are responsive to the changing needs of the industry. We embrace learning. We are not afraid to try new things.

T

TEAMWORK

We have a “can do” attitude that inspires top performance from everyone. We encourage collaboration. We celebrate success. We win together.



ConocoPhillips headquarters,
Houston, Texas

ConocoPhillips

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APLNG, Curtis Island, Australia

1.0 Introduction: How We Use Our Code

QatarGas facility, Doha, Qatar

1.1 Using Our Code

Our SPIRIT Values define what we expect from ourselves and each other, including our commitment to integrity. In today's business environment, living our values is critical for our continued success in the global marketplace.

Our Code forms the foundation of our compliance and ethics program and guides us in our day-to-day work. It outlines ConocoPhillips' standards as well as our legal and ethical responsibilities, and provides guidance for the behaviors expected of us.



Our Code

1.2 Following Our Code

We all share a commitment to our SPIRIT Values, regardless of position, location or level of seniority. We all have a responsibility to:

- Take the initiative to educate ourselves about the policies, procedures and laws that apply to our work.
- Comply with our Code, policies and all applicable laws and regulations.
- Maintain appropriate ethical behavior.
- Ask questions if we are unsure or need guidance on where to find information.
- Report any known or suspected violations of our Code, policies, laws or other requirements.
- Participate in the Annual Code Certification process.

In addition, we seek out business partners who share our values. If you are responsible for selecting or interacting with suppliers, agents, business partners, consultants or licensees, be aware that ConocoPhillips expects those third parties to adhere to the same high ethical standards that we do.

When in doubt about the best course of action, you should seek guidance from your supervisor or any of the other resources provided in our Code.

Our company's Global Compliance & Ethics organization manages and administers our compliance and ethics program. For additional information regarding our program and for compliance and ethics resources, please visit our **Global Compliance & Ethics website**.

Icon Legend



Consider This

Things to consider before making decisions and taking action.



Questions and Answers

Common questions and answers on the topic presented.



Policy Links

Learn more about specific policies or resources that may impact your work.

2.0 Our Responsibility: To Ask Questions and Report Concerns



Penglai field,
Bohai Bay, China

2.1 Making Ethical Decisions

If you are in a situation where the ethical choice is not clear, ask yourself:



Is it legal?



Does it reflect our
SPIRIT Values and culture?



Could it adversely impact
company stakeholders?



Would you feel concerned if it
appeared in social media?

If you are not sure, stop and reconsider the impact of your actions.
Ask for guidance by contacting ethics@conocophillips.com.

2.2 Asking Questions and Reporting Concerns

What You Should Do

If you become aware of a situation that may involve a violation of our Code, company policy or the law, you have a responsibility to report it.

Reporting actual or suspected misconduct allows our company to investigate potential problems, stop actual misconduct and prevent future issues.



Consider This

Reporting Concerns

The ConocoPhillips Ethics HelpLine is managed by a third party. You can report concerns anonymously. When you report anonymously, your identity will be kept confidential by the third party. You will be assigned a confidential identification number that allows you to exchange information with Global Compliance & Ethics.

Voice a Concern, Ask a Question or Report a Violation

Our HelpLine is available in several languages. To seek guidance or report a concern, you may consult any of the following resources:



Talk to your supervisor, Human Resources representative or Global Compliance & Ethics.



VISIT: <https://secure.ethicspoint.com>



CALL: The ConocoPhillips Ethics HelpLine at 877-327-2272 (within the U.S. or Canada).

If calling from outside the U.S. or Canada, use the telephone numbers listed on the website.



EMAIL: ethics@conocophillips.com



Contact the board of directors:
Corporate Secretary
ConocoPhillips
P.O. Box 4783
Houston, TX 77210-4783



Investigating Concerns

From time to time, our company may ask for your assistance in investigating a concern or issue. You have an obligation to cooperate fully and completely and provide truthful and accurate information. Any effort to hinder an investigation, such as destroying or altering documents or other evidence, providing untrue information or encouraging others to provide untrue information, violates this policy and could also result in prosecution for obstructing an investigation.

Disciplinary Action

In the event an investigation reveals that a violation of our Code, our policies or the law has occurred, our company will respond appropriately. Depending on the circumstances, this may include disciplinary action, up to and including termination. Individuals may also be subject to civil or criminal prosecution if they have violated the law.

Waivers

Any waivers of our Code for our directors and executive officers may be made only by our board of directors (or a designated committee of our board) and will be promptly disclosed to the extent required by law.

2.3 Non-Retaliation

Our Commitment

ConocoPhillips is committed to creating an environment in which we can report suspected violations, participate in investigations and engage in any other legally protected activities without fear of retribution or retaliation. Individuals who do retaliate against others will be subject to disciplinary action, up to and including termination.

Our Expectations

We prohibit retaliation of any kind against employees for raising concerns in good faith. Acting in good faith means that you have provided all the information you have and have made a sincere report — it does not mean that your report must turn out to be an actual violation. Our company takes proactive steps to assure retaliation does not occur.

If you feel you or someone else is being retaliated against, report the situation immediately.



Policy Link

Non-Retaliation



Consider This

Examples of Retaliation

The following are some examples of retaliation our company prohibits:

- Adverse employment action affecting an employee's salary or compensation.
- Demoting, suspending or terminating employment.
- Taking away opportunities for advancement.
- Excluding an employee from important meetings.
- Threatening an employee.
- Directing an employee not to report to outside regulators.
- Deliberately rude or hostile behaviors or speech.
- Creating or allowing the creation of a work atmosphere that is hostile toward an employee.
- Changing project assignments or work hours.

2.4 Leading Responsibly

Our Commitment

Regardless of position or level at ConocoPhillips, we lead by example, demonstrate integrity and promote compliance with our Code. Leaders, which includes all supervisors, have an additional responsibility to act in a manner reflecting their position of trust and influence.

Our Expectations

- Our leaders will act as role models by demonstrating a commitment to ConocoPhillips' culture of compliance and ethics.
- Our leaders will ensure their direct reports have access to the information and training necessary to perform their work in compliance with our Code.
- Our leaders will create an environment in which colleagues feel comfortable asking questions and raising concerns.
- Our leaders will promptly respond to any concerns and be supportive of those who raise concerns in good faith.
- Our leaders will promptly report to Global Compliance & Ethics all information received concerning any potential violation of company policy, regulation or the law regardless of how such information was received.

3.0 Our Commitment: To Each Other

ConocoPhillips Canada
headquarters, Calgary

3.1 Creating a Healthy, Safe, Secure and Environmentally Responsible Workplace

Our Commitment

No activity is so urgent or important that we cannot take the time to do it safely and in an environmentally responsible manner.

We are committed to complying with all applicable health, safety and environmental rules, laws and regulations.

Our HSE Management System guides safe work practices that drive continuous improvement and mitigate risk to our workforce, neighbors and the environment.

Extensive and continuous training and regular independent HSE audits are essential for understanding and complying with these requirements.

Our Expectations

All employees and contractors have the responsibility and authority to stop work that they believe is unsafe. In addition to implementing programs, training and internal controls, we take pride in engaging our workforce, remaining open to feedback and encouraging innovation and creativity that strengthens our learning organization culture.



Policy Links

Global Substance Abuse

Health, Safety and Environment

Workplace Violence

HSE Management System Continuous Improvement Process



Safe Workplace

Anyone in our workforce with a concern about workplace health, safety, environment or security should contact their supervisor or utilize any of the resources provided in the **Asking Questions and Reporting Concerns** section of our Code. For additional information, please see our Health, Safety and Environment Policy.

Substance Abuse

We must all do our part to maintain a safe, healthy and productive workplace and prevent environmental harm. To that end, ConocoPhillips will act to eliminate substance abuse, as it increases the potential for accidents, absenteeism, substandard performance, poor employee morale and damage to our company's

reputation. ConocoPhillips employees must comply with all applicable substance abuse policies, guidelines and procedures. For more information, please see our Global Substance Abuse Policy.

Workplace Violence

Along with safety, security is a key priority and is everyone's responsibility. We do not tolerate violence. This includes acts or threats of violence in the workplace or in other settings associated with work activities.

Weapons

Firearms and weapons, actual or imitation, are strictly prohibited at the workplace, on company property or on persons when conducting company business, unless expressly permitted by law or local policy and then only in accordance with the conditions set forth by our company and local site management.



Consider This

Company property includes, but is not limited to, developed and undeveloped company-owned or controlled land, buildings, parking lots, vehicles, areas of embarkation and disembarkation and recreation areas. Local management, with the concurrence of the chief security officer, is authorized to grant exceptions for special circumstances.

3.2 Fostering Diversity, Equity and Inclusion

Our Commitment

We strive to represent and reflect the global communities where we live and work. To deliver superior performance, we create an environment of inclusion that respects the contributions and differences of every individual (employees, contract workers, suppliers and business partners).

As we pursue opportunities in a dynamic marketplace, we value motivated people who set the standard of excellence by:

- Living our SPIRIT Values.
- Demonstrating a proactive attitude and being culturally capable of doing business globally.
- Using creativity and a variety of approaches to capture opportunities.
- Inspiring and supporting others to reach new heights.

Our Expectations

Our pledge to diversity, equity and inclusion (DEI) is a global commitment reaching across the entire company.

Our leadership team, managers and supervisors are accountable for developing and progressing our global DEI initiatives. Additionally, leaders, employees and contractors are responsible for playing a key role in

ensuring that their personal behaviors foster an inclusive work environment.

As a company, we will continue to measure our progress toward becoming representative and reflective of the communities where we live and work.



Consider This

Unconscious bias is how we perceive the world around us and make decisions accordingly. It affects us in many ways.

- Attention – how we pay more attention to certain aspects of people.
- Attitude – how we react towards people.
- Behavior – how receptive we are towards people.
- Listening – how much we actively listen to what people say.
- Perception – how we see people.

Hold yourself accountable for self-reflection, learning and continually analyzing your behaviors and experiences.

Black Leadership Symposium,
ConocoPhillips headquarters,
Houston, Texas



3.3 Eliminating Workplace Harassment

Our Commitment

ConocoPhillips does not tolerate any form of harassment, including sexual harassment and workplace bullying. Harassment can take many forms, including verbal remarks, physical advances or visual displays, and may come from co-workers, supervisors or non-employees.

Regardless of the legal definition of harassment as it may exist in different locales, our policy prohibits any behavior that has the purpose or effect of creating an intimidating, offensive or demeaning work environment.

Our Expectations

We want our workforce to always feel comfortable voicing their concerns. If employees feel that they experienced or observed any harassing behavior, we encourage them to voice their concerns immediately so that we can take action.



Consider This

Respect One Another

We must be sure that our comments and actions are always appropriate and respectful, even when sharing feedback and opinions, as our success depends on the capabilities and inclusion of all our employees.

Reprisals or retribution against anyone who lodges a complaint in good faith will not be tolerated.

Recognizing Harassment

When behavior interferes with someone’s work or creates an offensive or hostile environment, it may be harassment:

- **Nonsexual harassment** may include offensive comments, jokes or pictures related to race, religion, ethnicity, gender, age or any other category protected by law.
- **Sexual harassment** may include unwanted attention or advances, inappropriate sexual jokes, sexually suggestive comments or innuendos, touching, requests for sexual favors and inappropriate comments about another’s appearance.
- **Workplace bullying** is any repeated behavior that degrades, humiliates, embarrasses or otherwise undermines an employee’s performance. Other examples may include, but are not limited to, intimidation, verbal or physical aggression or coercion.



Policy Links

[Equal Employment Opportunity \(EEO\)](#)

[Workplace Violence](#)



Questions and Answers

Q. A co-worker told inappropriate, offensive jokes, but then said “I’m only kidding!” This keeps happening and I seem to be the only person upset. Am I overreacting if I speak up about my concerns?

A. No, you are not. It is important to voice your concerns. It is not only about the person’s intent but how the joke was perceived. You should report this.

Q. Everyone in my department knows that a few people make sexual jokes and those people ignore us if we tell them to stop. No one has reported the behavior, but everyone knows about it. Surely, someone will eventually report it, or Human Resources will hear about it. I do not want to report it in case someone finds out it was me reporting.

A. It is important to voice your concerns. You can remain anonymous through the [Ethics HelpLine](#), but please ensure you provide enough details and information to allow a complete investigation of the matter. Also, check back on your report in case more information has been requested.

3.4 Equal Employment Opportunity (EEO)

Our Commitment

ConocoPhillips has always been deeply committed to fair and nondiscriminatory treatment for all employees, contractors and applicants. Every individual deserves an opportunity to succeed, and we rely on everyone at ConocoPhillips to ensure that happens.

Our Expectations

At ConocoPhillips we offer equal opportunity to everyone. We do not discriminate based on race, color, religion, gender, sexual orientation, national origin, age, disability, veteran status, gender identity or expression, genetic information or any other legally protected status. If you experience, see or suspect behavior that violates our EEO policy or our commitment to diversity, equity and inclusion, contact your supervisor, Human Resources representative, Global Compliance & Ethics or the [Ethics HelpLine](#).



Policy Link

[Equal Employment Opportunity \(EEO\)](#)

ConocoPhillips Malaysia headquarters, Kuala Lumpur





PRIDE Day, ConocoPhillips headquarters, Houston, Texas

3.5 Advancing Respect for Human Rights

Our Commitment

ConocoPhillips recognizes the dignity of all human beings, and our SPIRIT Values embrace these inalienable rights for all people to live their lives free from social, political or economic discrimination or abuse. Although governments have the primary responsibility for protecting human rights, ConocoPhillips believes business has a constructive role to play in advancing respect for human rights throughout the world.

With our Human Rights Position, we commit to respecting the human rights of all people and will conduct our business consistent with the human rights philosophy expressed in the Universal Declaration of Human Rights and the International Labor Organization Declaration on Fundamental Principles and Rights at Work.

Our Expectations

It is our expectation that our employees, as well as our contractors, suppliers and others with whom we work, understand and are aligned with our human rights commitment.

**Policy Link**
Human Rights Position

3.6 Preserving Data Privacy

Our Commitment

ConocoPhillips employees may have access to confidential information, including personally identifiable information (PII) that requires safeguarding. Employees who have access to or work with PII are responsible for handling the information appropriately and taking all reasonable steps to preserve its confidentiality.

Our Expectations

PII is information that identifies or can be used to identify an individual, including employees, contractors, third-party vendors, shareholders, directors, customers and/or anyone else with whom ConocoPhillips does business. Examples of PII include, but are not limited to:

- | | |
|---------------------------|-----------------------------|
| • Full names | • Email addresses |
| • Dates of birth | • Phone numbers |
| • Ethnicity/race | • Financial account numbers |
| • Gender | • Medical information |
| • National ID numbers | |
| • Social Security numbers | |
| • Home addresses | |

We take our obligation to protect and maintain the privacy and security of PII very seriously. This means we:

- Comply with all company policies and applicable privacy laws regarding how we collect, use, share and protect individuals' PII.
- Will collect, use and share PII only in compliance with local law and only for legitimate business purposes.
- Will only collect the amount of PII that is needed.
- Will not keep PII longer than necessary.
- Are transparent about the PII we collect, use and share, and why.
- Have robust information protection controls, systems and procedures.

Failure to maintain the confidentiality and security of PII may lead to disciplinary action, up to and including termination of employment.

**Policy Links**
[Employee Information Privacy](#)
[Non-Employee Information Privacy](#)

Consider This

Privacy Laws Vary by Location
Many jurisdictions, including states and foreign countries, have their own privacy laws and regulations governing the use and protection of personal information. We must understand and comply with the laws in the jurisdictions where we do business.

Questions and Answers

Q: A friend of mine in another group asked me to provide her a list of home mailing addresses for all employees in our building. She wants to invite them to a charity event she is co-hosting. Am I allowed to give her a list of employees' names and mailing addresses since it is for a good cause and she is a ConocoPhillips employee?

A: No, employee information, including mailing addresses, is to be used for legitimate ConocoPhillips business purposes only.

4.0 Our Promise: To Our Company and Our Shareholders

Lower 48 operations,
Bakken, North Dakota

4.1 Avoiding Conflicts of Interest

Our Commitment

While ConocoPhillips respects the rights of employees to manage their personal affairs and investments and does not wish to intrude on their personal lives, we have a responsibility to avoid any situation that could present a conflict between employees' personal interests and our company's interests. To uphold our reputation, it is equally important for us to avoid the appearance of a conflict of interest — any situation in which a reasonable observer might assume that you are not acting objectively on behalf of ConocoPhillips.

Our Expectations

Employees are required to fully disclose any actions that might involve a conflict of interest, or the appearance, in writing to their supervisors for review and approval as soon as the conflict arises. Anyone who knowingly fails to disclose a conflict may be subject to discipline, up to and including termination.

The following situations require written disclosure and management review to avoid actual or apparent conflicts of interest:

- Working for suppliers, contractors, customers or business partners.
- Ownership or, to the employee's knowledge, their family's ownership of a significant financial interest in any outside enterprise that does or seeks to do business with or is a competitor of ConocoPhillips.

- Holding significant financial interests in oil and natural gas leases, royalties or mining interests (including any interest held by employees and their immediate family members, and those interests acquired as an inheritance or gift).
- Serving as a director, officer, partner or consultant of, or in a managerial position with, or employment in a technical capacity by any outside enterprise which does or is seeking to do business with or is a competitor of ConocoPhillips.
- Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving ConocoPhillips or its interests.

Continued on next page

Questions and Answers

Q: What is a significant financial interest?

A: A significant financial interest is a direct or indirect combined interest of an employee and their family members of more than:

- 1% of any class of the outstanding securities of a firm or corporation.
- 10% interest in a partnership or association.
- 5% of your total assets or gross income.

Consider This

Identifying Conflicts of Interest

Keep in mind that the key to reviewing potential conflicts is whether the individual (or anyone who reports to them) makes decisions for our company that could be influenced by the conflict. Other considerations include, but are not limited to, whether or not:

- The outside interest does business or competes with the employee's function, site or business.

- The employee has an active, managerial or decision-making role in the outside interest.
- The employee has access to company information that may potentially be useful to the outside interest.
- Public disclosure of the facts will embarrass our company.

Continued from previous page

- Any other arrangement or circumstance, including family or personal relationships, that might dissuade employees from acting in the best interest of ConocoPhillips.

It is possible that these situations may not present a conflict, but because the potential is there, they must be disclosed and carefully reviewed.

Conflict of Interest Checklist

If you are concerned that you might have or appear to have a conflict of interest, ask yourself these questions before taking action:

- ☐ Will I feel obligated or make someone else feel obligated to do something?
- ☐ Am I failing to honor our SPIRIT Values?
- ☐ Is this an action that will benefit me but not our company?
- ☐ Is there any chance my judgment might be compromised?
- ☐ Is there any way it could give the appearance of a conflict of interest in the eyes of others?

If you answer yes to any of these questions or are not sure how to answer any of them, contact your supervisor, Human Resources representative, Global Compliance & Ethics or the **Ethics HelpLine**.

Northern Lights,
North Slope, Alaska



4.2 Resolving Conflicts of Interest

Our Commitment

ConocoPhillips is committed to proactively identifying and disclosing any conflicts of interest and providing measures to eliminate or mitigate them. All employees must be vigilant and adopt appropriate behaviors in situations in which the objectivity of their business decisions may be impaired or perceived to be impaired.

Our Expectations

When a potential conflict of interest arises, employees are expected to disclose the situation to their supervisor, Human Resources representative, Global Compliance & Ethics or the **Ethics HelpLine**. After management has reviewed a potential conflict of interest, approval or disapproval should be documented in writing. Employees are then responsible for completing a **conflict of interest form** and noting the situation on each Annual Code Certification for as long as the conflict exists. If management determines that a conflict of interest is unacceptable, they will work with employees to promptly resolve the matter.

Questions and Answers

Q: Who is considered family?

A: Family members are defined as spouse, son, daughter, mother, father, brother, sister, grandparent or grandchild, stepparent or stepchild, stepsister, stepbrother, in-laws, aunt, uncle, nephew, niece, cousin, significant other, domestic partner or any other similar relationship that could present a conflict of interest as determined by our company.

Political and Other Appointments



Usually Acceptable

- With management approval, employees are allowed to serve as a director of another company, give lectures, conduct seminars or publish business-related articles and books.



Sometimes Acceptable

- If an employee wants to run for political office or has been asked to serve in an appointed position for a political entity, the employee is required to contact the Government Affairs department.



Never Acceptable

- Working for ConocoPhillips' competitors, business partners, customers, contractors or suppliers constitutes a conflict of interest and is prohibited.

4.3 Outside Work, Fees and Honorariums

Our Commitment

ConocoPhillips is committed to supporting employees who wish to take on part-time work, directorships or lecturer opportunities outside of our company. ConocoPhillips recognizes some employees may also wish to accept a volunteer, elected or appointed position with a political or nonprofit entity. At ConocoPhillips we never allow our external pursuits to impact our business decisions or the safe execution of our work. When our outside activities conflict or even appear to conflict with our ConocoPhillips responsibilities, we avoid and disclose those activities.

Our Expectations

Employees are permitted to engage in outside work; however, the other job or position must be strictly separated from the employee's job at ConocoPhillips.

Employees considering an outside job or position are required to follow these guidelines:

- Employees must make every effort to obtain written approval from their supervisor before starting outside work.
- Employees must maintain a record of all written management approval of outside work.
- Employees must not use company time or resources, including equipment, information, facilities or funds, for outside work.
- Employees may not attempt to sell products or services from their outside job to ConocoPhillips.

- Employees must ensure their outside job or position does not interfere with or prevent them from safely performing their primary duties and obligations at ConocoPhillips.
- All fees, honorariums and reimbursements must be transferred to ConocoPhillips unless the employee has written management approval to retain them.
- If employees have any questions or are unsure about whether a particular outside job could present a conflict of interest, they should contact their supervisor, Human Resources representative, Global Compliance & Ethics or the **Ethics HelpLine** to seek guidance.



Questions and Answers

Q: A ConocoPhillips maintenance tech was approached by another oil services company to do the same type of job for it. The employee would be able to use his off-hitch rotation days to work at the oil services company. Is this okay?

A: No, the additional job is not "strictly separated" or different from the employee's work at ConocoPhillips. Additionally, if the oilfield services company has a business relationship with ConocoPhillips, it could constitute a conflict of interest.

4.4 Nonprofit and Board Representation

Our Commitment

ConocoPhillips is an important member of the communities where we have operations. One way to show our commitment to the community is by having our leadership, management and employees represent ConocoPhillips by sitting on nonprofit, charitable or political subdivision boards.

Our Expectations

Company-Requested Board Representation

In certain instances, ConocoPhillips may ask an employee to participate on the board or committee of an eligible charitable organization or political subdivision as a representative of our company. In these instances, the employee's board fees and directors and officers insurance may be paid by our company.

To serve on a board and receive these benefits, the employee must:

- Receive prior approval from their local business unit president/staff group head and legal counsel (outside the U.S.).
- Receive concurrence from the Executive Leadership Team member responsible for Community Relations, if the board fees are paid by ConocoPhillips.
- Notify the manager of Corporate Insurance.

Employee-Requested Board Representation

Employees may also choose to serve as voluntary members on the boards of nonprofit organizations, representing themselves, outside of company time.

In these cases, given the employee has elected to serve on the board, they will be required to pay for all board-related expenses. Employees may choose to utilize our company's Matching Gifts program, where available, to have a portion of their board dues matched by our company. It is the responsibility of the employee to ensure that their board representation is in compliance with our Code and is disclosed on our Annual Code Certification.



Policy Link
Global Social Investments

North Slope Tundra,
Alaska

4.5 Receiving Gifts and Entertainment

Our Commitment

Business gifts and entertainment can help us develop strong working relationships with our clients, customers, vendors and other business partners. We will let good judgment and moderation guide us in these situations.

Our Expectations

Employees should not accept gifts or entertainment that create a sense of obligation or put them in a situation where they may appear biased. Gifts commonly include goods and services but can be any item of value.

Employees may accept common courtesies that are associated with customary business practices if

they are:

- Modest in value.
- Infrequent.
- In good taste.
- Unsolicited.
- Not cash or a cash equivalent, including stocks and other marketable securities.

We want our suppliers, contractors, local merchants and other business partners to understand that their business relationships with ConocoPhillips are based on their ability to competitively meet our business needs.

Employees should not accept any gift or entertainment that does not have a legitimate business purpose or seek or accept loans from any person or business organization that does or seeks to do business with or is a competitor

of ConocoPhillips. Employees are also required to maintain an especially strict standard with respect to gifts, services, discounts, entertainment or any other considerations offered by our suppliers. Business units and functions are encouraged to establish local policies and procedures for approval of gifts and entertainment.

Refusing a Gift

In certain situations, refusing a gift that does not align with these guidelines can lead to an awkward business relationship. In these cases, employees should discuss with their management whether the gift should be donated to charity, provided to our company for further disposition or whether they may keep it. Regardless of how the situation is handled, the decision must be documented.

Accepting Gifts and Entertainment



Usually Acceptable

- Business meal with a business partner.
- An occasional event with a business partner if there is a legitimate business reason.
- A nominal thank you gift from a business partner.



Sometimes Acceptable

- Lavish meals or entertainment.
- Business partner-paid travel expenses to a sponsored event.
- Business partner-paid lodging and transportation to and from events.



Never Acceptable

- Cash or cash equivalent (including stocks or other marketable securities).
- Accepting gifts during any contract bidding or negotiating process with a business partner.
- Accepting any gift or entertainment that does not have a legitimate business purpose.



Lower 48 operations,
Eagle Ford, Texas



Lower 48 operations,
Permian Basin, Texas

4.6 Giving Gifts and Entertainment

Our Commitment

At ConocoPhillips we look for opportunities to develop and strengthen business relationships, but we do not offer inappropriate gifts or anything else of value to influence business outcomes.

Our Expectations

Giving of gifts and entertainment is allowed only if they meet all of the following criteria:

- Consistent with our ethical standards, customary business practices and applicable laws.
- Modest in value — nothing lavish or excessive that could be perceived as a bribe or payoff.
- Never a quid pro quo — nothing may be given to influence or reward another’s action.
- Will not embarrass you or our company if publicly disclosed.

Accounting records and supporting documentation reflecting gifts and entertainment given to others must be accurately stated, including a clear description, and retained in accordance with our company’s records management policies. Business units and functions are encouraged to establish local policies and procedures for approval of gifts and entertainment.

Strict rules apply when we do business with government entities and officials. Consult our Anti-Corruption Policy prior to providing anything of value to a government official and obtain any approval that is required. Employees are also required to seek guidance from Global Compliance & Ethics if there is a question or concern about whether someone is a government official or works for a government entity.

Policy Links

[Global Anti-Corruption](#)

[Records Management](#)

5.0 Our Assurance: To Protect Company Assets



APLNG, Curtis Island,
Australia

5.1 Using Company Assets

Our Commitment

Our assets come in many different forms — physical, electronic, financial and intangible. We trust our workforce with our assets and proprietary information and recognize that we all have a responsibility to protect those assets against loss, misuse or theft.

Our Expectations

Our equipment, vehicles, tools, supplies and information technology have been acquired solely for the purpose of conducting company business. Assets may not be used for personal benefit, nor may they be sold, loaned, given away or disposed of without proper authorization. Employees are personally responsible for safeguarding our assets and must protect them against waste, loss, damage, abuse, fraud, theft, misappropriation, infringements and any other misuse.

- Taking company property without permission is considered theft, which may be subject to disciplinary action up to and including termination.
- Company credit cards should only be used for reasonable and approved business expenses and never for personal use.
- Time sheets, invoices, benefit claims and travel and expense reports are used to obtain company funds and property. Inaccurate or incomplete documents can result in improper and potentially fraudulent disposition or acquisition of company assets.

Consider This

Reporting Violations

If you become aware of the theft or misuse of company assets, you must immediately report it to your supervisor, Human Resources representative, Global Compliance & Ethics or the **Ethics HelpLine**.

5.2 Protecting Proprietary Information

Our Commitment

Our creativity and innovative ideas are significant contributions to our continued success. At ConocoPhillips we protect and leverage our intellectual property and respect the valid intellectual property rights of others.

Our Expectations

Proprietary information and intellectual property are valuable tools that allow us to understand and manage our products and services and contribute to our continued success in the marketplace. Employees are expected to gather and use such information in an

ethical manner that complies with the law. Employees should never, without proper authorization, divulge our proprietary information or proprietary information from a previous employer.

Intellectual Property

Any information we create in the course of our employment belongs to ConocoPhillips or, in some cases, a third party. Intellectual property includes confidential and proprietary information, innovations, inventions, discoveries, improvements, ideas, computer programs and related documentation, trademarks, patents, copyrights and trade secrets.

We also must take care to only discuss this information with internal colleagues who have a business need to know it. Take care not to lose, misplace or leave confidential information or electronic devices containing such information unattended. In addition, never discuss this information where those who do not have a business need to know it might overhear.

Examples of risky areas are airport terminals, restaurants, elevators, break rooms and even meetings in which attendees may not be authorized to know the information.

Examples of proprietary or confidential information include:

- Business and technical research and development information.
- Objectives and strategies.
- Unpublished financial or pricing information.
- Proposed asset acquisitions or dispositions.
- Processes and formulas.
- Salary and benefits data.
- Employee medical information.
- Employee, customer and supplier lists.

Leaving the Company

When leaving ConocoPhillips, all proprietary information in your possession must remain with the company, and any such proprietary information that you may possess away from company premises, e.g., physical copies at home or on any personal device, must be returned, destroyed or deleted. In no event shall any company proprietary information be taken or used for personal benefit or for the benefit of any other company without express written permission from the company.

In addition, your obligation to protect ConocoPhillips' proprietary and confidential information continues even after your departure. Acts of industrial espionage and sabotage against our company must be prevented. Contact Global Security immediately if you suspect any unauthorized person is attempting to obtain sensitive information or gain access to a secured location.

Innovation

Our workforce often conceives innovations that add value to the business. All employee innovations, like other information created in the course of employment and regardless of where conceived, belong to ConocoPhillips from the time of conception. Employees are required to identify their innovation and inform the company through documentation in applicable company systems. Employees must never withhold innovation with the idea that they might personally benefit from developing the innovation independently of ConocoPhillips.

Data

Data is often viewed as a distinct form of information. Nonetheless, data is valuable proprietary information that must be protected. In addition, valuable data assets may be lost through contact with contractors. To prevent this, any employee having responsibility to contract with third parties should be mindful of data value and ensure that ownership of ConocoPhillips data is not inadvertently assigned to a third party.

 **Policy Link**
IT Security Policy Center

Questions and Answers

Q. I submitted a great blockchain idea to the company that would considerably reduce the cost of operations, but the company did not pursue the idea. Can I develop the idea on my own time and sell it?

A. No, the idea and all associated documents and information are company proprietary information created during employment and with company interest. You may not pursue independent development unless you have a separate express agreement with the company granting you rights to the idea.

Q. I have a software tool copy from a vendor, but we do not have a contract. Since I have a copy and the vendor would never find out I am using it, do I need to negotiate a contract?

A. Yes, it is our company policy to protect our intellectual property and to respect the valid intellectual property rights of all third parties. As such, it is a violation of the Code and our SPIRIT Value of Integrity to use the software without permission.

Managing Proprietary Information



Usually Acceptable

- Submitting new ideas internally for review by stakeholders even if the proposed idea is outside your area of responsibility.
- Using the ConocoPhillips name and logo in accordance with company guidelines to conduct company business.



Sometimes Acceptable

- Seeking opportunities with third parties to further develop company innovations for the benefit of our company, so long as proper contractual agreements are in place before engaging the third party.
- Using industry partners, vendors and universities to provide expertise or capabilities unavailable in our company can be very valuable. In such cases, contractual obligations are required in order to protect company interests.



Never Acceptable

- Bringing the intellectual property of a former employer or third party into our company without permission of the intellectual property owner.
- Taking company information, software, business records, forms or standard company contracts to a new employer.
- Withholding valuable ideas from our company.
- Independently developing innovation created during employment and for business purposes for personal gain.

5.3 Communicating on Company Systems

Our Commitment

ConocoPhillips provides digital communication services so employees can conduct their work in a safe and secure manner. Digital communication services are provided for both corporate-owned and bring-your-own-device (BYOD) equipment. We all have a responsibility to protect those systems from loss, misuse, or malicious and illegal activity.

Our Expectations

When using ConocoPhillips digital communication services, employees may only use IT Security-approved services to store, process or share company information and must comply with all IT Security policies and standards. Our company logs and monitors all use of its digital communications services to the extent allowed by law.

While occasional and reasonable personal use of our company's electronic communications systems is permissible by company policy, our personal use must not cause significant added cost to ConocoPhillips or interfere with work duties or productivity.

The following are strictly prohibited:

- Using personal email for company business.
- Sharing your company login ID and password.
- Intentionally circumventing our company's security controls, even on BYOD equipment.
- Accessing or storing indecent, offensive, threatening, harassing or other unlawful materials while using company equipment or any of our digital services.
- Engaging in illegal, fraudulent or malicious activity.

 **Policy Link**
IT Security Policy Center

Kuparuk River Unit,
North Slope, Alaska





Heliport, offshore Norway

5.4 Business and Social Media Communications

Our Commitment

All communications relating to the company should be businesslike and align with our SPIRIT Values and our Code. We will always engage in conduct that upholds the integrity of the company's image, brand and trademarks.

Our Expectations

ConocoPhillips trusts and expects our employees to exercise personal responsibility whenever they participate in social media. Any proposed publication, speaking engagement, post or interview can impact our company brand.

Our social media guidelines are intended to provide our workforce with parameters and clarity on what is and is not acceptable online behavior.

Social media guidelines:

1. Do not share protected company information.
2. Only approved spokespersons are authorized to speak on behalf of ConocoPhillips.
3. Core job responsibilities should always remain the top priority.
4. Anything posted online can become public.
5. Be mindful that online actions will reflect on ConocoPhillips.
6. Obey the law. Do not post any information or conduct any online activity that may violate applicable laws and regulations.

7. Respect the privacy and opinion of others.
8. Avoid personal attacks, online fights and hostile personalities.
9. Identify any copyright material with citations and links.
10. Always be respectful toward ConocoPhillips, your fellow employees, partners and your community.
11. Show good judgment when linking your name or profile with another person, organization or piece of content.
12. Follow the established terms and conditions of use that have been published by the venue used for your social media activities (website, blog, discussion forum, etc.), in addition to observing user behavior standards.
13. Evaluate your contribution's accuracy and truthfulness before posting. Make sure any corrections are indicated as having occurred and are just as visible as the original error, if not more so.
14. It is never appropriate to directly edit a Wikipedia entry about ConocoPhillips, our operations, employees or competitors.
15. Social media channels are not appropriate for conducting official business with coworkers, customers, partners or suppliers.

Consider This

Social Media
While social media has changed the way we share information, such use presents risks and carries certain responsibilities. We must be mindful to not engage in conduct that damages the integrity of our company's image, brands or trademarks. While digital communications are convenient, they are also permanent and can be forwarded and altered without our permission.

Policy Links

Corporate Communications
Social Media Guidelines

5.5 Maintaining Accurate Financial Records

Our Commitment

We are committed to ensuring documents are accurate and true. While it may not seem like the information you generate or are responsible for has an impact on ConocoPhillips’ financial records, we all play a role in ensuring this important responsibility is fulfilled. Therefore, every piece of data and information we submit in documents relating to our company or the condition of our company must be accurate and complete. This includes records prepared for internal purposes, such as time sheets and expense reports, or for external purposes, such as invoices, contracts and environmental data.

ConocoPhillips continuously undergoes internal and external audits designed to reasonably assure that our company’s financial statements are free from material misstatements due to fraud, error or omission. Many of these records are critical to the management of our business.

Our Expectations

Employees should never allow receipts, payments or other assets or liabilities to remain incomplete or unrecorded for any reason.

The company has established a robust control environment with key pillars that help guide and enforce requirements to maintain accurate and complete financial information and records, including the following:

Policies

Our company has established policies to define guidelines for various processes and groups, and requirements to ensure consistency, accuracy and completeness. Our Accounting Policy Manual and IT Security Policies help to ensure assets are properly safeguarded and financial records and reports are accurate, fair and in compliance with applicable laws and regulations. While policy owners are responsible for ensuring policies are accurate and up to date, we all have a duty to notify policy owners if we notice policies are outdated or contain errors.

Authority Limitations

Our company has an established authority limitations manual (ALM) delegating financial authority from the board of directors to the CEO and through the organization to ensure appropriate levels of approval based on activity type and related risk exposure. While limitations are implemented in many systems and applications, these limitations need to be applied in all situations. Therefore, it is important to know authority limitations that apply to your area.

Control Standards

Reliable internal controls are critical for complete and accurate reporting and can serve to prevent, detect or correct errors in financial information and records. Each of us must understand the internal controls relevant to our job duties. Our company’s Internal Control Standards Manual provides clear and consistent internal control expectations to global company employees. We are all obligated to speak up immediately if we suspect that a control does not adequately detect, prevent or correct inaccuracy or fraud.

Segregation of Duties

Segregation of duties is a form of internal control that ensures one individual alone cannot execute, review and approve a single transaction, as this heightens the risk of fraud or error. An example of segregated duties is having a separate preparer and approver. Segregation of duties helps to define authority and responsibility and must be considered when defining responsibilities for all jobs.

Policy Links

[Accounting Policy Manual](#)

[Authority Limitations \(ALM\)](#)

[Internal Control Standards Manual](#)

[IT Security Policy Center](#)

Questions and Answers

Q. Sally is an accountant working to close the books. During her monthly process, she noticed a material variance but has yet to identify the root cause. Because Sally’s entries have an urgent deadline, her supervisor, Rusty, tells her not to investigate the variance and to book the entries regardless to avoid missing the deadline. Sally is feeling pressured. Should Sally listen to Rusty and book the entries without investigating the root cause?

A. No, because Sally’s entries affect the company’s financial statements, at a minimum she should investigate to identify the root cause of the variance prior to booking her entries. Employees must maintain professional skepticism and not be fearful to speak up for what is right.

Questions and Answers

Q. I am only authorized to post payments up to \$1 million; however, I need to make a \$2 million payment to a vendor today. My supervisor, who has ALM authority for these payments, is out of the office today. What should I do?

A. Notify the next level of management or another person with applicable ALM authority to post the payment.

Q. While performing my monthly account reconciliations, I noticed an error in one of my accounting entries that affects the company financial statements. What should I do?

A. After fully exploring and confirming the erroneous entry and determining what the entry should have been, notify your supervisor to confirm next steps.

Lower 48 operations,
Permian Basin, Texas

5.6 Records Management

Our Commitment

We have a responsibility to understand and comply with statutory, regulatory and contractual requirements governing how long we retain company records.

Our Expectations

Company records can be in any format and include all forms of electronic messaging and records in company databases, digital systems and shared networks. Company records should only be stored in an approved and

secured records repository that may be located on the internet, intranet or in the cloud.

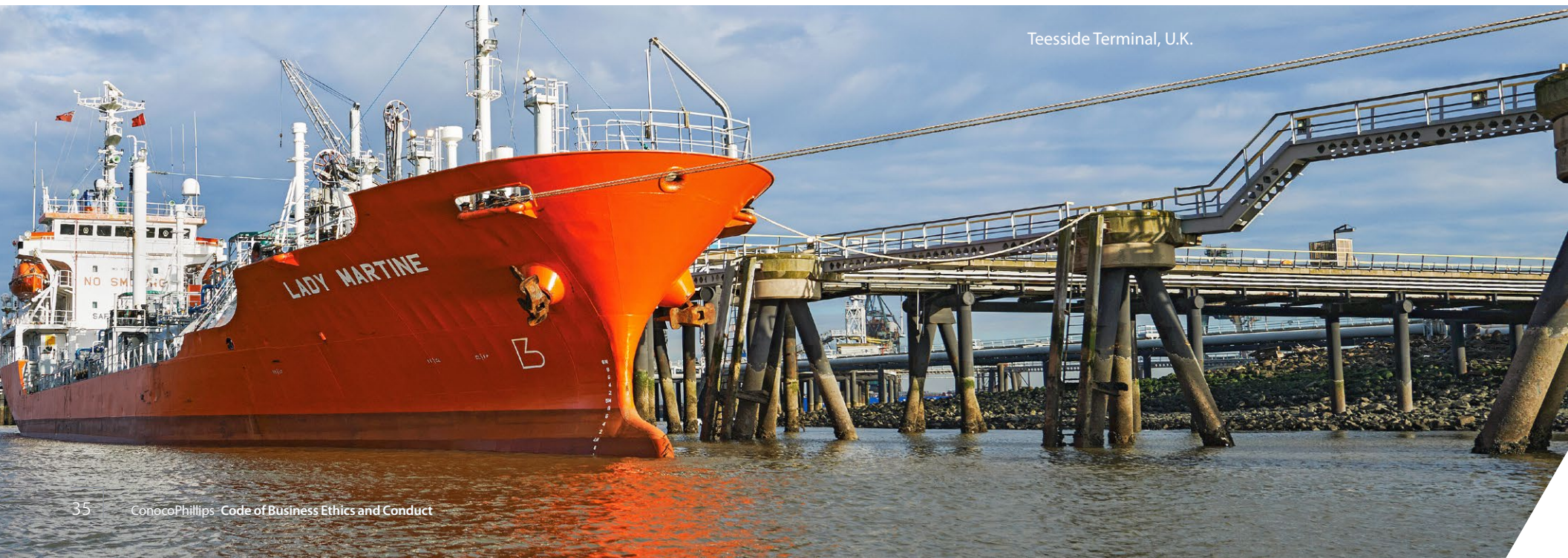
We must know and follow the guidelines set forth in our Records Management Policy as defined in our Global Retention Schedule regarding the creation, receipt, retention, preservation and destruction of company records. On occasion, a legal hold order may be issued to you for records under your control. If you receive this type of order, you may not alter, conceal, delete or destroy these documents until you have been notified these items no longer need to be preserved.



Policy Links

[Global Retention Schedule](#)

[Records Management](#)



Teesside Terminal, U.K.

5.7 Trading Responsibly

Our Commitment

At ConocoPhillips we comply with all national and international insider trading laws. Insider trading is using material nonpublic information for trading, or to advise others to trade, in a company's securities. As we do our jobs, we may learn material information that is not available to the public about our company or others, including our suppliers, business partners or other organizations. We have a responsibility and legal obligation to not trade on this information unless or until it becomes public.

Our Expectations

Insider Trading

If you come into possession of material nonpublic information in the course of your work, you are prohibited from using that information to trade, or to provide others with that information so that they can trade (referred to as tipping), because to do so would be both unethical and illegal. Violations of insider trading laws will expose individuals involved to disciplinary action, as well as potential civil or criminal liability.

Material Nonpublic Information

Information is considered material if a reasonable investor would consider it important when deciding whether to trade in a company's securities. Examples of information that our company would consider material include earnings information, major commercial or operational developments, reserves data, changes in senior management, corporate acquisitions or divestments or significant litigation. Generally, information is considered nonpublic if it has not been provided to the public with sufficient time for the markets to digest the information. Materials that have been disclosed in our filings with the SEC or posted on our company website or shared via a news release are considered public.

Trading responsibly includes the following:

- Do not buy or sell the stock of any company, including our company, when we are in possession of material nonpublic information.
- Do not tip by disclosing material nonpublic information to someone who might use it in a trade.
- Take steps to protect material nonpublic information from unauthorized disclosure.



Questions and Answers

Q. I was accidentally copied on an email discussing a pending merger between our company and a major competitor. Since I am not an employee of the competitor, can I buy stock in the other company prior to the merger?

A. No, unless the pending merger has been disclosed publicly, it would likely be considered material nonpublic information, and buying stock in the other company (or our company) prior to the information becoming public would violate insider trading laws.



Policy Links

[Insider Trading – All Personnel](#)

[Insider Trading – Restricted Persons](#)

6.0 Our Commitment: To Our Business Partners

Montney operations,
Canada

6.1 Fair Dealing with Competitors, Customers and Suppliers

Our Commitment

ConocoPhillips competes vigorously in the marketplace and complies with all applicable competition and antitrust laws. Competition laws are designed to ensure a fair and competitive free-market system. We compete by applying our in-depth knowledge, advanced technology and specialized skills. We embrace competition as a means of ensuring that these qualities continue to define us.

Our Expectations

To comply with antitrust and competition laws, we must understand the relevant laws, follow company procedures and seek guidance if we have questions.

Dealing with Competitors

The most serious breaches of antitrust law involve communications with competitors, typically in the form of an agreement to fix prices or reduce output, rig bids, allocate markets, boycott third parties and/or fix wages. Even minor or informal exchanges of information with a competitor can qualify as an illegal agreement. If a competitor invites you to discuss pricing, specific customers, specific contracts, future strategy, wages, or any other competitive intelligence, you should end the conversation at once and contact the Legal department to document the exchange. Never initiate such conversations.

Communications with competitors in legitimate benchmarking activities, trade associations or industry groups may be permissible if conducted with appropriate safeguards.

Dealing with Customers and Suppliers

Though normally less sensitive than communications with competitors, communications with suppliers, customers and distributors can carry significant antitrust risk if handled poorly. Avoid any discussion that relates to a supplier boycotting or otherwise refusing to deal with one of our competitors.

Competitive Intelligence

When gathered and used in compliance with competition laws, competitive intelligence is a valuable tool that allows us to understand and manage our business. However, such information must be gathered and handled with great care to ensure its use is ethical and legal.

If you suspect that any competitive intelligence has been obtained improperly or received in error, do not use this information. Immediately contact the Legal department.



Policy Link

Global Antitrust and Competition Law

Managing Sources of Competitive Intelligence



Usually Acceptable

- Public sources such as websites, press releases, brochures, annual reports, newspaper articles, market research, trade publications, etc.
- Subject to any relevant confidentiality obligations, it is generally fine to collect competitive intelligence from other ConocoPhillips subsidiaries.



Sometimes Acceptable

- Competitive intelligence from customers and suppliers, however, such sources must never become conduits for communication with competitors.
- Competitive intelligence from trade associations, consultants and other third parties that do not directly compete with ConocoPhillips but are in regular contact with our competitors.
- It is generally safe to gather competitive intelligence from benchmarking exercises subject to appropriate safeguards.



Never Acceptable

- Competitors are never safe sources for competitive intelligence.
- Employees that recently left a competitor are unsafe sources of competitive intelligence, particularly as it relates to their prior employer.

6.2 Suppliers and Business Partners

Our Commitment

ConocoPhillips believes in working with business partners who demonstrate high standards of ethical business conduct. We will exercise good judgment in selecting suppliers, contractors, local merchants and other business partners. To facilitate this, we will comply with our Supply Chain Policy and **Supply Chain Standard**. We will not knowingly use suppliers, contractors, local merchants or other business partners who operate unethically, violate applicable laws, or compete unfairly.

Our Expectations

We work with all our business partners to ensure compliance with applicable laws and regulations when they provide goods and services to ConocoPhillips.

Our workforce has a responsibility to report any misconduct by a supplier, contractor, local merchant or other business partner to a supervisor, Human Resources representative, Global Compliance & Ethics or the **Ethics HelpLine**.

We expect suppliers, contractors, local merchants and other business partners who work on our behalf to be guided by the standards set forth in our Code, including reporting any suspected misconduct. We have developed a Supplier Expectations document to provide additional clarity regarding our expectations.



Policy Links

Supplier Expectations

Supply Chain

The *Polar Adventure*,
San Francisco Bay, California



7.0 Our Accountability: To Our Global Marketplace



Wellhead platform,
Bohai Bay, China

7.1 Sustainable Development

Our Commitment

ConocoPhillips recognizes the importance of delivering energy to the world, and we are committed to demonstrating leadership in the production of oil and natural gas by being competitive financially and with our environmental, social and governance (ESG) performance. We are focused on ESG excellence as one of our foundational principles.

Our Expectations

Sustainability is core to ConocoPhillips. Environmental and social performance is a key component of our long-range planning process, and we have a comprehensive governance framework for sustainable development (SD) risks and opportunities that extends from the board of directors, through executive and senior management, to the working levels in each of our business units. Each ConocoPhillips business unit is expected to integrate sustainability issues into day-to-day operations, project development and decision-making.

Sustainability-related risks will be identified for climate change, water, biodiversity and stakeholder engagement/ human rights, and action plans for each priority risk should include line-of-sight goals for business units and key functions. Our integrated management system is based on mandatory and auditable corporate standards, which are supported by principles and guidelines aligned with how we make business decisions to ensure the

consistent global identification and assessment of SD risks. Our Sustainable Development Policy directs how we will deliver strong performance while keeping our commitments to our stakeholders, communities and each other. We have long recognized the importance of leading on sustainability issues and will adhere to all applicable laws and regulations associated with our operations.



Consider This

We contribute to the well-being of the communities in which our employees live and work by creating jobs, investing in educational and training programs to develop talent and utilizing local suppliers and service providers. All help build long-term community sustainability.



Policy Links

Human Rights Position

Sustainable Development

7.2 Employees Participating in Political Activities

Our Commitment

Stakeholder, political organizations and others regularly approach us to support civic and political activities. Our board of directors and executive leadership encourage employee involvement in activities that advance the company's goals and improve the communities where we work and live. A number of local, state and federal laws govern corporate involvement in activities of a political or public policy nature. These statutes contain numerous prohibitions and detailed reporting and record-keeping requirements. They also contain enforcement provisions that carry civil and criminal penalties for noncompliance. Employees may be asked to participate in activities that fall under the jurisdiction

of one or more of these statutes, but they are not reimbursed for, or coerced into, political activity.

Our Expectations

If you are interested in serving in an elected or appointed government position, consult your supervisor and the Government Affairs department regarding the relevant corporate policies and possible legal ramifications. Employees may only participate in these activities on their own time and at their own expense — employees will not be reimbursed for personal political contributions.

Employees may not use company property, facilities, time or funds for political activities, including support of any

political candidate or officeholder, without the express prior approval of the Government Affairs department. These restrictions include use of company resources such as supplies, computers and telephones.

Our company operates SPIRIT PAC, a U.S. federal and state political action committee (PAC), in accordance with the laws governing corporate PAC activity. Participation in SPIRIT PAC is completely voluntary and you will never be pressured in any way to contribute or participate in supporting any political party or candidate.



Policy Link

Political Related Activities

7.3 Company Involvement in Government Meetings and Political Activities

Our Commitment

ConocoPhillips recognizes the need to engage in political activities as a company when our operations may be affected. It is essential that we do so legally and ethically to protect our company's interests.

Our Expectations

ConocoPhillips sometimes expresses its views on local and national issues. In these cases, we may use company funds and resources, but only when permitted by law and in accordance with our strict company guidelines, including approval from the Government Affairs department.

ConocoPhillips may also make contributions to candidates and selected political organizations in jurisdictions where it is legal and consistent with company guidelines. Employees may not make or commit to political contributions on behalf of ConocoPhillips without the prior approval of the Legal and Government Affairs departments.

Meetings between ConocoPhillips employees and government officials may constitute lobbying, which requires special reporting of various costs that may be nondeductible.

If you have questions about whether your work activities could constitute lobbying, you should contact the Government Affairs department for guidance.



Consider This

Power in Cooperation

ConocoPhillips' Power in Cooperation program gives U.S. employees the opportunity to advocate for energy policies important to our company by directly contacting their legislators and regulators. While employee participation in these opportunities is encouraged, it is voluntary.



Policy Links

Political Related Activities

Power in Cooperation

Surmont operations,
Canada

7.4 Combating Corruption and Bribery

Our Commitment

ConocoPhillips will not tolerate bribery in any form. This means that ConocoPhillips employees, agents and representatives will never offer, authorize or promise any sort of bribe or kickback to improperly influence anyone. ConocoPhillips is committed to doing business the right way.

Our Expectations

Anti-corruption laws are complex, and the consequences for violating these laws are severe. For this reason, you should avoid and take care to ensure that our third parties and company representatives avoid any activity that could be construed as bribery. You must also report any offer, promise or payment of a bribe or kickback occurring in connection with company business.

Care must be taken to avoid interactions with government officials that could appear improper. Such officials may include politicians and political candidates, military and law enforcement, and employees of government-owned entities such as state-owned oil companies, utility companies, hospitals or universities. Our Anti-Corruption Policy provides guidance for interacting with government officials, including when to

Questions and Answers

Q. What is a bribe?

A. An offer or gift of anything of value or any advantage that is intended to improperly influence the actions of the recipient or other person(s). Bribes may include money, gifts, travel or other expenses, hospitalities, favors, business or employment opportunities and political or charitable contributions.

Q. What is a kickback?

A. The return of a sum already paid or due to be paid as a reward for awarding or fostering business.

Q. John oversees the third-party agency that is handling obtaining government permits

needed by his team. He receives an invoice from the agency that is nearly double what he expected it to be. When he calls the agency, the contact says that this invoice includes the bribe they had to pay to get the permits approved. He says that this is how things get done in this country. What should John do?

A. John must make it clear to the agency that ConocoPhillips does not tolerate bribery under any circumstances. John must also immediately report this situation. ConocoPhillips may be held liable for the actions of the third-party companies we hire, and we cannot avoid liability by ignoring when circumstances point to a potential violation of anti-corruption laws.

obtain approval before providing a government official with something of value.

We will never solicit or accept a bribe or kickback. We must follow the laws wherever we do business, regardless of local custom or even harm to our business.

Policy Link

Global Anti-Corruption



Ekofisk Platform,
North Sea, Norway

7.5 Preventing Money Laundering

Our Commitment

ConocoPhillips prohibits participation in any form of money laundering and follows all domestic and international laws governing money laundering. ConocoPhillips strives to prevent money laundering through procurement policies, vetting, due diligence and payment processes.

Our Expectations

It is the responsibility of all employees to understand how money laundering can be relevant to their job role and to report it to Global Compliance & Ethics or the Legal department if they think this type of activity is occurring.

Activities that should raise suspicion might include:

- Requesting payments in cash.
- Wanting a single payment to be broken into multiple payments.
- Requesting payments to be made to a third party not involved in the process.
- Payments for goods and services that were never delivered.
- Structuring payments outside of normal business practices that have no business purpose.



Consider This

Money Laundering

Money laundering is the process in which criminal and terrorist organizations attempt to hide or disguise the proceeds of their illegal activity and turn them into legitimate funds.

7.6 Complying with International Trade Laws

Our Commitment

As a company with global operations and business partners, we are committed to complying with all applicable international trade control laws and regulations. These international trade rules govern the import and export of products, technology, software, and services, as well as regulate the use of international sanctions and boycotts.

Trade control laws and regulations touch all areas of our business, including every global operation and corporate function. We ensure that our personnel and stakeholders are trained, equipped and accountable to apply these rules to their individual job functions.

Our Expectations

To comply with international trade laws, we must understand the relevant laws, follow company procedures and seek guidance if we have questions.

Import and Export Control Laws

As we conduct business and move items around the world, we must comply with all applicable import and export control laws and regulations. For example, when importing, we must file the correct entry documents

with customs officials and ensure payment of proper duties and taxes; when exporting, we may need to first obtain a government license to export a product or technology to a particular destination or end user.

Economic Sanctions

We will conduct our operations in compliance with applicable government sanctions regulations. U.S. economic sanctions prohibit certain activities, such as transferring funds to, or importing or exporting items from, certain persons, entities and countries. Other governments also have economic sanctions applicable to ConocoPhillips activities.

Anti-boycott Laws

A boycott is the refusal of a person or group of people to do business with certain other people or countries. U.S. companies and their subsidiaries are generally prohibited by law from cooperating with international boycotts that are not approved by the U.S. government. U.S. companies and their worldwide subsidiaries also must report to the U.S. government any requests they receive to engage in boycotting activity. If you believe you have received a boycott request, promptly notify our company's Legal department.



Questions and Answers

- Q. Our business unit purchased a valve fitting from a broker in the European Union. Upon inspection, the fitting appears to have been manufactured in a sanctioned country. Since the broker is not sanctioned, can I receive the part?**
- A.** Even if the broker is not restricted, if evidence indicates that the fitting potentially originated from a sanctioned country, you should not accept the part and contact Global Compliance & Ethics for further guidance. U.S. sanctions regulations prohibit conducting any trade, directly or indirectly, with entities from comprehensive-sanctioned countries.



Policy Link

Global Export and Economic Sanctions Compliance



Lower 48 operations, Permian Basin, Texas

8.0 Resources

Lower 48 operations,
Eagle Ford, Texas

8.0 Resources

Want to know more? Here is an alphabetical list of all the policies and resources referenced in our Code. Policies may be accessed through the Policy Portal. If you have any questions about them or how they apply to you or your role, contact the policy owner.

Policy or Resource Name	Referenced on Page
Accounting Policy Manual	34
Authority Limitations (ALM)	34
Corporate Communications Policy	32
Employee Information Privacy Policy	14
Equal Employment Opportunity Policy (EEO)	11, 12
Ethics HelpLine	5
Global Anti-Corruption	24, 45
Global Antitrust and Competition Law	38
Global Compliance & Ethics Website	2
Global Export and Economic Sanctions Compliance Policy	48
Global Retention Schedule	35
Global Social Investments	20
Global Substance Abuse Policy	8
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Global Water Sustainability Center,
Doha, Qatar

