HONESTY

INTEGRITY

RESPECT

CODE OF CONDUCT
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Dear Colleagues,

Motiva believes there are certain values that are core to our company and are so deeply held in our culture that they instinctively guide our day-to-day behavior. These core values are integrity, honesty, and respect for all people. They are the bedrock of our organization on which the foundation of Motiva sits. No matter how we grow or what we become, those values never change, shift or give way.

Each of us has the responsibility to uphold these values. It is important to recognize that our actions not only impact our reputation but also affect our ability to conduct business successfully, so we all must act in accordance with the law and the ethical standards set out in our Code of Conduct.

Our Code is based on our core values and provides guidance for our actions in everyday business life. While our roles vary greatly within the organization, we are all held to the same standards of conduct clearly outlined in the Code.

If you believe the Code has been violated, you have a responsibility to report it. The Code explains how to do this, including details about the Helpline. If you are unsure what compliance means in particular circumstances, ask! The Code provides guidance on who to ask and how to find additional information. Retaliation against anyone who speaks up in good faith or cooperates in an investigation will not be tolerated.

Our reputation for conducting business with integrity, honesty and respect for people is priceless and will not be compromised. As you read the Code of Conduct, I encourage you to think through potential scenarios in your own role and how to respond appropriately if faced with an ethical dilemma. Our future depends on you to make the right decisions every time, every day.

Thank you for your commitment to Motiva's Code and to doing business with integrity, honesty and respect for all people.

Sincerely,

Brian Coffman
PRESIDENT AND CEO
MOTIVA ENTERPRISES LLC
Motiva Core Values and General Business Principles

Motiva aspires to be the safest and most profitable US Downstream business delivering:
• an incident free workplace,
• sustained cash flow capable of returning over 10% equity, and
• engaged employees who have fun making a difference.

OUR CODE OF CONDUCT establishes clear boundaries that guide our pursuit of this aspiration and begins with our core values:
• Integrity
• Honesty
• Respect

Our General Business Principles further describe our commitments. We have a responsibility to incorporate them—with our core values—into our daily activities:

PRINCIPLE 1: ECONOMIC
Sustainable profitability is an essential component of our business goals and funds our continued growth. It is a measure of both our competitiveness and the value that our customers place on us. Without profits and a strong financial foundation, it would not be possible to fulfill our responsibilities or our aspirations.

PRINCIPLE 2: COMPETITION
Motiva supports free enterprise. We seek to compete fairly, ethically, and within the framework of applicable competition laws. We will not prevent others from competing freely with us.

PRINCIPLE 3: BUSINESS INTEGRITY
Motiva insists on honesty, integrity, and fairness in all aspects of our business and expects the same from those with whom we do business.

PRINCIPLE 4: POLITICAL ACTIVITIES
Motiva acts in a socially responsible manner. Where individuals wish to engage in activities in the community, including running for election to public office, they may do so where this is appropriate in the light of local circumstances.

PRINCIPLE 5: HEALTH, SAFETY, SECURITY, AND THE ENVIRONMENT
Motiva has a systematic approach to health, safety, security, and environmental management. To this end, Motiva manages these matters as critical business activities, and sets standards and targets for improvement. We continuously look for ways to reduce the environmental impact of our operations.

PRINCIPLE 6: LOCAL COMMUNITIES
Motiva aims to be a good corporate citizen by continually improving the ways in which we contribute to the general well-being of the communities in which we operate. We manage the social impacts of our business activities carefully and work with others to enhance the benefits to local communities and to mitigate potential negative impacts from our activities.

PRINCIPLE 7: COMMUNICATION AND ENGAGEMENT
Motiva recognizes that regular dialogue and engagement with our stakeholders are essential. We are committed to reporting our performance by honestly and responsibly providing complete and relevant information to employees, business partners, and local communities, subject to considerations of business confidentiality.

PRINCIPLE 8: COMPLIANCE
We comply with all applicable laws and regulations in the places we conduct our business.
WHAT IS THE CODE OF CONDUCT?
The Code of Conduct (“Code”) is the foundation of our ethics and compliance program. By outlining the various risk areas related to our business, it helps us achieve our goal of maintaining integrity, professionalism, and profitability as a leader in our industry.

Our Code serves multiple purposes; however, it does not provide exhaustive information about every single Motiva standard or policy—we are each responsible for understanding and complying with the details of the policies relevant to our role and work area. Our Code provides behavioral expectations and guidelines on how to conduct business and serves as a common reference point to clarify what is expected in specific situations. It also covers the laws, regulations, internal policies, and behaviors necessary to achieve our objectives and maintain our Company’s high standards.

Our Code includes our Company’s response to many different issues and questions, and acts as a valuable toolkit to assist in putting our Business Principles into practice. It includes a variety of reference points—including policies and contacts—where one can find additional information. Remember, our Code does not remove the need to exercise good judgment—it simply makes it easier to do so.

WHO MUST FOLLOW THE CODE?
We are all expected to abide by both the letter and spirit of the Code. This means that every Motiva employee and officer must follow our Code. Contractors or consultants acting as our agents, working on our behalf, or operating in our name are required to act consistently with the Code. Independent contractors or consultants will be made aware of the Code as it applies to their dealings with our staff. All officers, managers, and supervisors are responsible for implementing this Code, ensuring compliance with and knowledge of its terms, and for taking immediate and appropriate corrective action when warranted. We are all required to review the Code and acknowledge compliance and understanding of its terms in the Ethics and Compliance Register (“Register”).

WHAT ARE MANAGEMENT’S ADDITIONAL EXPECTATIONS?
Holding a management position at Motiva means accepting an additional set of responsibilities. Our managers are expected to demonstrate a strong commitment to leadership, accountability, and teamwork. If you are a manager, you must:

Lead by example in order to ensure that all employees are aware of and abide by this Code, applicable laws and regulations, and other Company policies and procedures, including Motiva’s Business Principles.

- Ensure that all of your direct reports understand their responsibilities.
- Create an “open-door” environment where your direct reports and other Motiva personnel feel comfortable asking questions or making reports.
- Encourage your personnel to voice their opinions and concerns about Company policies and internal practices.
- Consider integrity and accountability to be an integral part of the performance evaluations and reward incentives of direct reports—especially with regard to Health, Safety, and Environmental performance.

As a manager, you must also ensure that Motiva personnel who voice their opinion or make reports are informed of Motiva’s non-retaliation policy. Take appropriate action if you witness an act of retaliation or suspect one has occurred, and report such conduct immediately to your manager.
WHAT IS THE REPORTING PROCESS?
While working at Motiva, you may confront uncomfortable situations. Often, your common sense and good judgment will be sufficient to help you prevent or resolve violations. More complex situations may require extra guidance which should be sought through proper channels within Motiva. You can ask questions or raise concerns in several ways:
• Your supervisor or manager
• Your Human Resources representative
• The Subject Matter Expert on the subject you are considering, or your usual legal advisers
• The Corporate Compliance Office, available through the intranet
• The Helpline (a confidential service open 24 hours a day, seven days a week) at 1-844-678-0452 or online at: www.motivaenterprises.ethicspoint.com

Individuals calling the Helpline may talk in confidence to an experienced, independent operator. Their reported concerns will be logged and handled in accordance with consistent case management and investigation guidelines. Questions will be channeled to people who can answer them.

HOW ARE REPORTS INVESTIGATED?
How a suspected or actual compliance violation is investigated may affect our reputation as much as the violation itself, and we strive to apply consistent principles when investigating all potential incidents. Suspected violations may be reported anonymously in accordance with Motiva policies and local law. In some circumstances, however, it may be more difficult or even impossible for our Company to thoroughly investigate reports that are made anonymously. You are therefore encouraged to share your identity when reporting. Motiva will treat all reports confidentially, consistent with a thorough investigation and applicable law.

We are each expected to cooperate fully in any internal or external investigation. This commitment applies to every part of our organization, and ensures openness and transparency for all of our stakeholders. Our Company will treat reported information in a confidential manner to the extent reasonably possible and allowed by local laws, and will uphold our commitment to our non-retaliation policy. Reports will be logged and handled in accordance with our case management and investigation guidelines.

WHAT ARE THE CONSEQUENCES FOR VIOLATIONS OF OUR CODE?
Violations of our Code, policies, or the law may carry serious consequences for the individuals involved and our Company. Those engaging in unethical or illegal behavior, and those who direct, condone, approve, or facilitate such behavior, may be subject to prosecution or other disciplinary action up to and including termination, subject to local laws. Remember, noncompliant behavior places all of us at risk of damaged reputation, negatively impacts our stakeholders, and may subject us—as individuals and as an institution—to fines and civil or criminal liability.

An individual who makes a report in bad faith, or who retaliate against a person for making a report or participating in an investigation in good faith, may be subject to disciplinary action, up to and including termination, as local law permits.

Motiva will protect its employees against retaliation. In turn, we expect fellow employees who know or suspect retaliation has taken place to report it through the channels available in the “What is the reporting process” section above. For more information on how reports are handled, please refer to the Motiva Investigation Principles Policy.
HEALTH AND SAFETY

Our Company’s growth starts with each of us. Achieving our high standards of continuous performance based on integrity, mutual respect, and a commitment to health and safety is the key to maintaining the best possible workforce and to providing growth opportunities for our stakeholders. Not only do our care and attention to safety matters improve Motiva’s process and productivity, but as shown in our Life Saving Rules, this approach prevents injury and saves lives.

Motiva’s greatest priority is the safety of its people, communities, and the environment. For this reason, we are committed to pursuing the highest health, safety, security, and environmental standards in all of our locations. We must comply with all applicable health and safety rules and regulations, as well as all posted safety procedures within our areas of operation. All Motiva owned and operated facilities must operate with the necessary permits, approvals, and controls that are designed to protect each of us. Motiva contractors and other business partners are also expected to commit to the same levels of health, safety, and environmental protection as Motiva.

No activity is so important that we cannot take the time to do it safely. We strive consistently to promote safe work practices and to avoid risk to our fellow employees, neighbors, and the environment. In doing so, we implement the programs, training, and internal controls necessary to achieve these goals.

For additional information, refer to the Health, Safety and Environment Policy. If you have a concern about workplace health, safety, or security, be sure to follow Motiva’s procedures for making immediate reports and contact your local supervisor.

We will not engage in or tolerate any form of violence. “Violence” includes threats or acts of violence, bullying, intimidation of others or attempts to instill fear in others. Weapons are not allowed in the workplace, consistent with local law. If you know of or suspect incidents or threats of workplace violence, you must immediately report your concerns. If you believe someone is in immediate danger, contact security or local authorities.

Substance abuse limits our ability to do our work safely, and therefore puts us all in jeopardy. Employees and contractors are not permitted to work while under the influence of alcohol, illegal drugs, or misused prescription or over-the-counter medications. This is true whether or not the use occurs during working hours or on Company premises. In addition, employees and contractors are not permitted to use, possess, transfer, or sell illegal drugs or alcohol, or misuse prescription or over-the-counter medications during working hours or while on Company premises. On special occasions, alcohol may be used in moderation at authorized Company events.

Motiva reserves the right to search its property and to perform certain substance testing where there is a good reason to believe that drugs or alcohol have been brought to the workplace or are in an individual’s possession. Our company may also perform random drug testing for those of us who hold certain critical positions, as local law allows. The failure of an individual to cooperate will be considered serious misconduct.

Any employee who requires rehabilitation measures is expected to be conscientious in seeking help and following a treatment plan. When employees are assessed as fit to return to work, a condition of their return is their agreement to attend follow-up counseling and submit to regular medical check-ups and periodic unannounced testing. These matters will be treated confidentially to the extent possible.

Never ignore a case of substance abuse if you witness one. If you have any questions, please talk to your supervisor or manager.
Q: Mike notices that two new Motiva employees aren't using safety goggles when they should be. They belong to a different team than Mike does and he's not in charge of training them. What should he do?

A: Mike should pull the new employees aside and tell them that it's Motiva policy to use the goggles for this task. He should also speak to the people who are in charge of their training, to remind them that using proper safety equipment is a requirement for all employees.

ENVIRONMENT
Motiva is committed to protecting the environment and pursuing environmentally sound business practices. Our Company understands that a healthy environment benefits our stakeholders and sustains our ability to conduct our business. To that end, we make every effort to be environmentally responsible at every stage of manufacturing and distributing our products. We have a duty to continually assess and improve our processes—namely, by minimizing the creation of waste and potentially harmful effects of our operations—in order to protect our people and the communities in which we live. We encourage all of our business partners to do the same.

We set a good example to the rest of our industry by striving to meet—or exceed—the environmental laws, regulations and standards that apply to us. Each one of us has a responsibility to immediately report (to our supervisor, the Health, Safety, Security, Environment (HSSE) Department, the Corporate Compliance Office, or the Helpline) any practice that is harmful to the environment or does not comply with our Company's policies, applicable laws, or any other rule or regulation.

For additional information, refer to the Health, Safety and Environment Policy. Immediately report any condition which may have an adverse impact to our employees, contractors, communities, or the environment to your supervisor or HSSE support personnel.

Q: The Motiva refinery where Tonya works recently had to shut down for an oncoming hurricane. The storm is not a major one, and doesn't do any serious damage. As Tonya and her coworkers are working to restart the refinery, she notices that a particular piece of equipment wasn't shut down properly, and has sprung a small leak. When she shows it to her manager, he says to just let it go. Tonya knows this is wrong, but she doesn't want to get her manager in trouble. What should she do?

A: Tonya should make sure that the leak is addressed. If she cannot convince her manager to do the right thing, she should speak to the HSSE Manager, Corporate Compliance Office, or Helpline. It's important to be honest about mistakes when they happen so that we can prevent them from reoccurring in the future.

COMPUTER SYSTEMS, DEVICES, AND INTERNET
Motiva's reputation is very important, and we must remember how easily a reputation can be harmed. We must safeguard this reputation by using sound business judgment when representing Motiva, whether through verbal or written communications.

Motiva information is a valuable asset and should be guarded closely and used wisely. To make sure that our Company’s information technologies are secure and business-focused, Motiva reserves the right to monitor any messages transmitted or stored in its system, including deleted information. Communications and other data created on Company systems—like any other form of business correspondence—are not private communications. Of course, any monitoring activities will comply with local laws. If you receive any inappropriate communications on Motiva’s systems, consult with the Company’s legal counsel immediately.
We each have a responsibility to use our Company's network and computer systems ethically and legally. While occasional personal use of these systems is permitted, we must know that our Company reserves the right to monitor our use, except when prohibited by local law. This includes all data and communications transmitted by, received by, or contained in Company email or voicemail accounts, as well as all electronic documents maintained on Company laptops and other mobile devices. At no time may we use the internet for unauthorized, illegal, or unethical purposes, or to download sexually suggestive or explicit material.

Inappropriate, inaccurate, or careless communications can create serious liability and compliance risks for the Company.

We must all make sure to take care when drafting emails, remembering that electronic messages are permanent, can be altered and forwarded without our consent, and ultimately affect the reputation of our Company. Motiva has developed mandatory guidelines designed to ensure that we continue to use email both effectively and appropriately. Each of us must read and understand the Motiva Email Management Policy, and strictly apply these principles.

We recognize that new and evolving ways of engaging with our stakeholders and promoting our brand are fundamentally changing the way we work and communicate. While traditional media is still a significant source of information, social media is increasingly used to share information. Some examples include blogs, micro blogs such as Twitter®, social networking sites such as Facebook®, and LinkedIn®, wikis, photo/video sharing sites such as Instagram®, and chat rooms. Because there are many laws around the world that regulate what Motiva can and cannot say about itself we have established rules for us to follow when using social media as part of our daily work and in our personal use. As a general rule, when using social media, we should:

- Seek authorization from the Motiva Communications Manager before posting official information about our Company.
- Protect Company assets and confidential information, always remembering that the internet is a public place.
- See Motiva's Social Media Policy for more information.
- Clearly disclose our affiliation with Motiva whenever we talk about the Company in online postings.

Q: Alicia has dinner one night with her old college friend, Marcy, a local journalist. During their meal, Marcy tells Alicia that she’s heard rumors about Motiva violating key environmental conservation laws. Alicia is quick to dispel these rumors, citing a new internal initiative that Motiva has launched to further improve its sustainability performance. Several days later, Alicia is shocked to find herself quoted in local publication regarding Motiva’s business practices. Did Alicia do anything wrong?

A: Given her friend’s profession within the local community, Alicia should have been careful not to divulge any information that Marcy or any other member of the media could use against Motiva. In this case, although Alicia was defending the Company, she shared with Marcy information about Motiva’s practices that has not yet been made public, which is never okay. The correct response in this situation is to avoid discussing the topic altogether—especially since Alicia is not authorized to speak on the Company’s behalf. See Motiva’s Media Policy for more information.
COMPANY ASSETS
Our Company’s physical assets have been acquired through the hard work of everyone at Motiva. These assets include facilities, equipment, materials, and property, and we must take great care to protect them from damage, theft, or waste. While certain personal tasks are reasonable—calling home to check on a child or making an occasional copy for personal use—we should avoid excessive and expensive use of Company assets for personal use.

We also have a shared responsibility to safeguard Company property. Each Motiva facility has specific rules pertaining to internal security and we should all know and follow these rules. We each have an obligation to report the loss or misuse of any Company property to our supervisor or security personnel. Just as we must protect Motiva funds or equipment, we must also safeguard our Company’s intellectual property (“IP”). IP includes:

- Patent rights
- Utility Models
- Copyrights, Trademarks and Service Marks
- Domain names
- Design Rights
- Database Extraction Rights
- Trade secrets, know-how and confidential information
- Rights under IP-Related Agreements. These are agreements that relate to the creation of ownership, protection, monetization, infringement, enforcement, maintenance or disposal of any IP and includes, without limitation, agreements relating to secrecy and non-disclosure, the grant of IP licenses, use rights or immunities from suit, the commissioning of design or development services and the sale or transfer of IP rights.

- Plant Variety Rights

In our work for Motiva, some of us may develop or create new designs, inventions, systems, or processes. Because these innovations are made using Motiva’s resources, our work and any related documentation or improvements also belong to our Company and must adhere to the Motiva IP Framework. If the work is considered for any kind of legal IP protection, remember that the IP would also belong to our Company.

The Motiva IP Framework consists of “Six Principles” which must be adhered to in our day-to-day business dealings. The Six Principles are:

1. Adopting and implementing an IP strategy which illustrates the level of IP protection required, indicates associated actions, and defines policies and plans for the creation, management, and exploitation of IP in our business.
2. Protecting Motiva IP, for instance by submitting technical progress intentions for patent, trade secret, or copyrightable work so that appropriate IP action may be taken to secure necessary legal rights, registering trademarks, domain names, and copyrightable subject matter by pursuing their registration with governmental authorities and/or by following established protocols when they are put to use, managing the disclosure and receipt of proprietary and confidential information, and ensuring that third-party IP relationships are governed by formal agreements.
3. Never knowingly, willfully, or intentionally infringing the valid IP rights of any third party or disregarding obligations of confidence owed to any third party.
4. Complying with agreements with its owners, which specifically support centralized ownership and control of IP assets.
5. Consulting with the Company’s legal counsel at the earliest opportunity in relation to any business activity which may have implications for IP. All related agreements must have the appropriate business approval and support from legal counsel before being signed.
6. Refer all IP-related known or suspected claims or disputes or potential claims, assertions, disputes with third parties to Motiva legal counsel completely and immediately.
Similarly, we must also protect Motiva’s confidential and proprietary information, which generally includes any information not available to the public. Motiva both discloses confidential information to, and receives confidential information from, third parties. All disclosure or receipt of confidential information will be pursuant to an agreement dealing with its disclosure, receipt and use. We may share confidential information only with people who are authorized to have it for legitimate business purposes. Where Motiva has received third party confidential information pursuant to an agreement, Motiva will comply with the obligations set forth in the agreement.

Confidential information can include:
- Product specifications
- Technical information
- IP
- Software
- Business plans
- Pricing policies, manufacturing costs, or budgets
- Information related to litigation
- Customer lists and profiles
- Employee information
- Similar information entrusted to Motiva by third parties

In order to ensure the protection of our Company’s confidential information, we should follow these guidelines:
- While traveling, keep your laptop, briefcase, and all other company property secured at all times. Even on Motiva’s premises, be sure to keep sensitive information and email accounts under password protection when you are not using them.
- Do not discuss company-related information in public settings such as airports, trains, and restaurants. Assume a third party is listening. Remember, this applies to both phone calls and in-person conversations.
- Take extreme care when copying, faxing, or discarding sensitive papers, disks, audiotapes, or other company property, and do not discard them in any place or format where the information could be intercepted.

If you have any questions about what confidential information is or what to do with it, please contact the Company’s legal counsel. Remember, we still have a duty to protect Motiva’s information even after our employment with Motiva ends.

Q: As part of his work for Motiva, Calvin has access to confidential Company documents, including important market analyses and private third-party information. The release of this information is strictly controlled, and Calvin has many safeguards in place to protect it. Miranda, one of Calvin’s colleagues from another department, asks to view some documents that are tangentially related to a project she’s working on. Calvin doesn’t see a problem sending this along, since she has a valid business reason to view the data. Is this correct?

A: No. First, Calvin should ensure that Miranda has the appropriate authorization to view the requested information. In many cases, fellow Motiva employees have a legitimate business need to access certain data they may not otherwise see. However, chances are that if a colleague does not have access to view certain types of information, they do not generally need to know it. Therefore, Calvin should check with his manager or another resource within Motiva to ensure that he is able to share this information with Miranda.
DATA PRIVACY AND OTHERS’ CONFIDENTIAL INFORMATION

During the course of our employment, we each provide sensitive personal, medical, and financial information to the Company. Motiva is committed to protecting this information. A few common examples of confidential employee information include:

• Benefits information
• Compensation information
• Medical or health information and records
• Contact information, such as home addresses and telephone numbers

None of us may access our coworkers’ sensitive information without specific authorization and a business need for the data. If you do come into contact with this information because of the nature of your job, you must take special care to safeguard it from loss or theft and to use it only to the extent necessary in accordance with the law.

When any personal and confidential data needs to be sent to an outside source, you should use all reasonable safeguards against any loss, destruction, or inadvertent disclosure.

We are also responsible for protecting any confidential and proprietary information that our suppliers, customers and other business partners entrust to us. Take care that this information is not disclosed to anyone who isn’t authorized to have it. As a rule, we should handle others’ confidential and proprietary information just as carefully as our own. In addition, we must comply with all software licenses, copyrights, and other laws governing intellectual property belonging to others. Each of us must read and understand the Motiva Data Privacy Policy and requirements to comply with data privacy laws. If you have questions about how to handle personal data, consult with the Company’s legal counsel immediately.

INSIDER DEALING/TRADING

While working on behalf of Motiva, we may become aware of material, non-public information about our Company, our owners, our customers or other companies. Material, non-public information (also known as “inside information”) is information about a company that is not known to the general public and that could influence a typical investor’s decision to buy, sell, or hold that company’s securities. Information stops being “non-public” when it has been effectively disclosed to the public and a reasonable waiting period has passed to allow the information to be absorbed by the marketplace.

Buying or selling securities of a company while you possess inside information is a criminal offense in many countries, including the U.S., and is prohibited by Company policy. This applies to securities including the stock, options, bonds, notes, or debt securities of our customers or vendors, and investments whose value is determined by the price of such securities (for instance, derivatives or spread bets).

Further, if you reveal inside information to anyone, including family or household members, and that person then buys or sells securities (or passes the information on to someone else who does), you may be liable for “tipping.” This is true even if you do not personally trade on the information. Tipping is a violation of our Code and the law. Keep in mind that even if you trade for reasons unrelated to inside information you possess, you may be liable for insider dealing.

It is also illegal to be involved in “market abuse.” Market abuse involves spreading false information or engaging in activities designed to manipulate the price of publicly listed securities.

If you have any questions, direct them to the Company’s legal counsel immediately.
Honesty

MEDIA AND ANALYSTS
Because the preservation of our reputation is everyone’s responsibility, we need to ensure that public communications consistently, accurately, and honestly depict our business activities. The importance of speaking in a consistent voice means that only designated Company spokespersons may make public statements on the Company’s behalf. If you receive an information request from an investor, security analyst, press, or other key public contact (even informally) please indicate that you are not the appropriate person to address their inquiry and refer the requestor to Motiva’s Media Desk. Requests from government officials or attorneys should be referred to the Company’s legal counsel.

AUDITS AND INVESTIGATIONS
We are committed to promptly and appropriately respond to and comply with audits and investigations, including government investigations. This responsibility includes not acting to impede or delay any audit or investigation. Auditors and investigators will be provided with the information to which they are entitled. If you have questions about any audit, investigation, or inquiry (including how to respond) consult with the Company’s legal counsel.

RECORDS
Because our owners and business partners rely on the detailed information contained in our business records, it is our responsibility to ensure that the information we provide is accurate, timely, complete, fair, and understandable. This applies to all of the business records we prepare, including expense reports, contract documentation, and time records.

Some additional examples of business records include, but are not limited to:
• Contracts
• Audit reports
• Financial information
• Product specifications
• Corporate policies
• Guidelines and Procedures
• Minutes of meetings
• Electronic records (i.e. images, instant messaging, emails, voice recordings, or electric files)

In maintaining our business records, we must follow Motiva’s internal control procedures, designed to protect their quality. In part, this means that we cannot make false or misleading entries or establish unrecorded or off-balance sheet accounts. If you become aware of an actual or potential problem with the Company’s accounting practices, please raise your concerns immediately with your supervisor or the Controller.

All Motiva employees—especially those who are responsible for accounting or financial reporting—must ensure that our financial statements, regulatory reports, and publicly filed documents comply with all applicable and accepted accounting principles, statutory reporting and tax requirements, and our Company’s internal and disclosure control procedures available on our Company’s intranet. Our internal and external auditors will regularly review our compliance with these requirements, so you should provide them with your full cooperation.
Personnel should not intentionally delay recording transactions or events, or intentionally record incorrect, incomplete, or misleading information about any transaction or event. Even if you do not directly record transactions or events, be sure any and all information you file, including on time cards, quality reports, and expense reports, is accurate and complete. If you suspect that any of the Company’s books or business records is being maintained in a fraudulent or inaccurate manner, or if you have any questions, contact the Controller, the Director of Internal Audit, the Corporate Compliance Office, or the Helpline.

Our ability to retrieve business records quickly and reliably is equally important. Business Records must be maintained and destroyed in compliance with tax, regulatory, and accounting requirements, and in accordance with our Company’s policy for Records and Information Management. These policies and our location-specific records retention schedules provide guidance on the duration of retention and the means of disposal of business records. For more information, refer to our Records and Information Management Policy. If you have further questions, please consult your supervisor or your local Records Management Focal Point. Motiva employees and contractors must also comply with any legal holds pursuant to the Motiva Legal Hold Policy which overrides the retention schedule.

Q: During a typical day at work as an accountant in our Corporate Center, Brendan notices some discrepancies among certain accounts. As he looks at the information further, it appears that someone has attempted to make it look like the accounts hold fewer funds than they actually do. How should Brendan respond to this discovery?

A: Brendan must immediately inform his manager or the Helpline of his discovery. Each of us at Motiva has a responsibility to ensure the accuracy and honesty of our records, including making a report when we suspect something has gone wrong. Even if an investigation ultimately reveals that the accounts were properly handled, Brendan is right to make a report, because he has a good faith concern that there may be a problem.

CONFLICTS OF INTEREST

We are responsible for acting only in the best interests of the Company. In order to uphold its reputation, we must be alert to any situations that may create a conflict of interest. All Motiva employees, contract personnel and officers are required to avoid situations in which their personal interests conflict or might conflict with the interests of Motiva. A “conflict of interest” (“COI”) arises when you have an interest (financial or otherwise) or a personal relationship that could interfere with your duty to act solely in the best interests of Motiva.

While it is not possible to describe every situation that could give rise to a conflict of interest, some of the more common conflict of interest situations are outlined below.
GIFTS AND HOSPITALITY
Motiva strictly forbids employees to solicit gifts or hospitality ("G&H"). As a general principle, we discourage employees from accepting gifts or hospitality from a business partner. Gifts of cash or cash equivalents (such as loans, discounts, gift cards, or gift certificates) are strictly prohibited.

However, Motiva recognizes that the occasional acceptance or offer of modest gifts and hospitality may be a legitimate contribution to good business relationships. It is important that gifts or hospitality are not perceived as lavish or outside the normal course of business for the type of relationship and the parties involved. The acceptance of G&H should not cause others to perceive an unfair or artificial influence. Business units may publish separate more restrictive standards for G&H and those shall take precedence. If you are unsure whether to offer or accept G&H, speak to your line manager. Acceptance of travel from a third party requires CEO approval.

Motiva relies on our Expense Policy and reporting system as tools to fulfill our responsibility to maintain complete records. The following guidelines describe our G&H policies using the expense reporting system:

WHAT YOU MUST RECORD:
• G&H offered to a commercial or private sector individual must be recorded on your expense report including name, job title, company and business purpose in compliance with the Expense Policy.
• G&H offered to a government official must be specifically described as such in your expense report, using the available field. Additional information regarding offers of G&H to government officials is set out below under the heading Anti-Corruption.

Important Note:
• Employees of state-owned enterprises (including Saudi Aramco and its affiliates) are considered to be government officials under applicable law.
• Other policies are applicable to G&H related to meetings of the Motiva Board of Directors. If you have any questions regarding these policies, please contact the General Counsel.

Q: Brenda works closely with one of Motiva’s suppliers, and the supplier regularly sends her a holiday gift basket full of candies and other treats that she can share with her coworkers. This year, however, the gift basket has a note reading “Since this year has been so good for both our companies, we want to treat you to a nice evening outside the office.” In the basket are gift cards for several restaurants and a movie theater. Brenda plans to share these among her coworkers, too. Is she allowed to accept the basket?

A: No. Although the supplier’s gift is generous, Brenda can’t accept the gift cards. Brenda should politely refuse the basket, politely explaining that Motiva’s policy is never to accept gifts of cash or cash equivalents—like gift cards or gift certificates.

CORPORATE OPPORTUNITIES
In order to make objective business decisions on behalf of Motiva, we should use caution when entering into a situation where we could become competitive with our Company. This means we may not take for ourselves any business or investment opportunities that we discover, whether through our position at Motiva or through Company proprietary information. Each situation must be evaluated on a case by case basis. You may obtain advice from the Company’s legal counsel to determine whether a conflict exists.
OUTSIDE EMPLOYMENT
Accepting outside employment may also create a conflict of interest. To avoid such a situation, we may not accept another job that interferes with our ability to do our work for Motiva. We may not conduct outside business during working hours or use our Company’s property, equipment, or information for another business. In addition, we must not take employment with a Motiva supplier or competitor while working at Motiva. If you have any questions about this section, please contact the Company’s legal counsel.

Q: Susan works at a Motiva refinery, and her husband works at a local grocery store. The store is hiring part-time workers, and Susan is considering applying for a weekend job to supplement her income. Could this present a conflict of interest problem?

A: As long as it does not interfere with her ability to perform at Motiva, there is probably no issue with Susan pursuing a second, part-time job at the grocery store. If she does not use any Motiva resources or assets (such as office supplies, time, or physical property) in connection with her application or job at the grocery store, Susan will likely be in compliance with our conflicts of interest guidelines. If Susan is uncertain, she is strongly encouraged to contact her manager, the Helpline, or the Register to report her concern and obtain guidance on the best course of action. Our Company will strive to help us find legal, ethical ways of making decisions.

BUSINESS WITH FAMILY AND FRIENDS
A conflict of interest can also arise if you, your family member, or close personal friend have a personal stake in a company that is a supplier, reseller, customer, potential supplier, or competitor of Motiva. A “family member” includes your spouse, domestic partner, significant other, or immediate family members.

If you find yourself in that situation, you must not use your position to influence the bidding process or negotiation in any way. If you are directly involved in supplier selection, notify your manager immediately and remove yourself from the decision-making process.

To be the strongest team possible, we must all be treated fairly. When a personal or family relationship between employees exists, particularly one that is also a reporting relationship, it may appear that one employee is receiving preferential treatment or favoritism. Therefore, no family member should be given direct reporting or decision-making authority over another family member. Employment relationships that create the appearance of impropriety, bias or undue influence are discouraged. If such a situation arises, you must disclose the facts to your manager.

DISCLOSING COI
Should a conflict of interest arise (even a perceived conflict), you should disclose it immediately to your supervisor and the Office of Corporate Compliance, and record it in the Register. This way, the situation can be properly reviewed and assessed through our Company’s conflict of interest process. Motiva will work with you to find an appropriate solution.

ANTI-CORRUPTION
As part of our commitment to winning business the right way, Motiva does not and will not tolerate bribery in any form. Even if we lose business or encounter delays because of our refusal to do so, we do not tolerate bribes, either directly or indirectly (such as through an agent), to any public or private third party, entity or organization, including foreign officials, foreign political parties and foreign international organizations. We believe in winning business ethically through delivery of quality products and service, never through bribery. We abide by all international laws, treaties, and regulations that forbid bribery, including the Foreign Corrupt Practices Act.

To be a responsible member of the business community, we must follow these laws wherever we do business, regardless of local law or custom. This means we will not offer, attempt to offer, authorize, or promise any sort of bribe or kickback for the purpose of obtaining or retaining business or an unfair advantage.
Moreover, we will not solicit or accept a bribe or kickback.

To be clear, a “bribe” is an offer or gift of anything of value or advantage that is intended to improperly influence the actions of the recipient. Bribes may include:

- Money
- Gifts
- Travel or other expenses
- Hospitality
- Below-market loans
- Discounts
- Favors
- Business or employment opportunities
- Political or charitable contributions
- Any benefit or consideration, direct or indirect

A “kickback” is the return of a sum already paid or due to be paid as a reward for awarding or fostering business.

If you are working with a government official, be especially cautious. A “government official” can be a national or local government official or employee, a political candidate, a representative of an organization like the World Bank, or an official or employee of government-owned or government-controlled entities (such as state-owned oil companies). If you have any questions about whether the person with whom you are interacting could be considered a government official, contact the Company’s legal counsel right away.

It is also important to note that we may not hire a third party to do something that we cannot ethically or legally do ourselves. Engaging a third party to indirectly make an improper payment violates this Code and anti-corruption laws. We must carefully screen all third parties, using our due diligence procedures, before retaining them.

Anti-corruption laws are complex, and the consequences for violating these laws are severe. For this reason, you should avoid any activity that could be construed as bribery. For more information, please consult with the Company’s legal counsel.

MONEY LAUNDERING

Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise enter into transactions to make these funds appear legitimate. Motiva does not condone, facilitate, or support money laundering. Few of us will ever personally be in the position to violate money laundering laws, but we all need to watch out for irregularities in the way payments are made, including large cash payments and unusual transactions. In addition, we have a responsibility to conduct due diligence on our customers, intermediaries, and business partners, and to report any suspicious behavior.

FACILITATING PAYMENTS

When working with government officials, we will not agree to pay facilitating payments, even if we are working in locations where they may be legal or a common practice. A “facilitating payment” (or “grease payment”) is usually small and usually made in cash in order to expedite standard government services such as processing permits, providing police protection, or expediting utility services. Because the money goes straight to the official, facilitating payments qualify as bribes, and it is against our policy to pay them. We cannot solicit, request, or knowingly condone any payments from a third party to a government official on behalf of our Company.

For more information on these sections or other anti-corruption laws or policies, please consult with the Company’s legal counsel.
HARASSMENT AND NON-DISCRIMINATION
Motiva respects and values the diversity reflected in our various backgrounds, experiences, and ideas. Our inclusive work environment fosters respect for all of our stakeholders, and reflects the diversity of our various communities. Motiva also provides equal opportunity to all job applicants and employees. For this reason, we do not make employment-related decisions or discriminate against anyone on the basis of a protected status under the applicable laws.

Our Company prohibits all forms of unlawful harassment, whether physical or verbal. Generally, “harassment” is any form of unwelcome behavior toward another person that is motivated by a characteristic protected by applicable law and has the purpose or effect of creating an intimidating, hostile, or offensive work environment. Harassment can be sexual or non-sexual in nature. Sexual harassment may include unwanted advances, inappropriate jokes, sexually suggestive comments, touching, requests for sexual favors, and inappropriate comments about another’s appearance. Non-sexual harassment may include offensive comments, jokes, or pictures related to race, religion, ethnicity, gender, age, disability, or veteran status. To keep harassment out of our workplace, we must be sure our comments and actions are appropriate and respectful. Motiva considers the “workplace” to be any place where work is conducted on behalf of the Company, including offices of Motiva, contractor’s or vendor’s offices, and non-office locations, such as conferences or seminars, and applies while employees are traveling on Company business.

If you feel that you have experienced or observed any discriminatory or harassing behavior, you are encouraged to disclose the situation to your supervisor or Human Resources immediately. Prohibited discrimination, including harassment of employees by their co-workers, supervisors or others, including contractors and vendors, will not be tolerated. The Company is committed to taking prompt action to thoroughly investigate all complaints of discrimination and, whenever warranted, the appropriate corrective action. Violators will be subject to disciplinary action up to and including termination of employment. For more information, please see our Equal Opportunity Policy and Harassment Policy.

Q: While on a break during his work day, Will overhears some of his colleagues laughing at a racist joke, and is bothered by what he hears them say.

A: Will is right that Motiva does not condone discriminatory behavior, or other actions that create a hostile or uncomfortable work environment. Will should contact any of the resources listed in our Code, such as his manager or the Helpline, to discuss his colleagues’ actions and to help ensure that the matter is resolved appropriately.

ETHICAL SALES AND MARKETING
We are expected to compete vigorously, but never unlawfully. Those of us involved in selling, advertising, promoting, and marketing our products and services must ensure that our business conduct is guided by honesty and integrity. This means we are accurate and truthful when representing the quality, features, or availability of our products and services. It also means that we will not make unfair or inaccurate comparisons between our competitors’ products and services and our own.

You should be familiar with the sales and marketing review procedures that apply to your work. As laws and regulations change frequently in this area, it is critical that you know the latest requirements.
COMPETITION AND ANTITRUST LAWS

Competition in the marketplace ensures our customers the best and most innovative products and services at the lowest prices. Therefore, we strictly comply with competition laws enacted in the countries where we do business, including U.S. antitrust laws. If competition laws apply to your job function, you must know and follow them at all times. Our Company provides regular and ongoing antitrust compliance training and assesses and reviews antitrust risks. It is the responsibility of each Company employee to become familiar with his/her responsibilities in this area and to ensure that the employee’s activities, and the activities of seconded workers, contractors and subcontractors who he/she supervises, are conducted in full compliance with applicable antitrust laws. You should seek assistance if questions arise as to compliance. All Company employees shall give maximum support to, and cooperate with, those directly involved in antitrust compliance activities.

COMPETITOR INTERACTIONS

Competition laws prohibit entering into formal or informal agreements with suppliers, distributors, or customers that may restrict competition. Such agreements include tying products, fixing resale prices, or refusing to sell to particular customers or buy from particular suppliers.

Agreements among competitors often raise suspicions of antitrust violations. While competition laws are complex, they generally forbid discussing any topics with competitors that may restrain trade, such as price fixing, bid rigging, or dividing or allocating markets, territories, or customers.

Some common illegal activities may involve:

- Agreements between competitors that have, or are intended to have the effect of fixing, stabilizing, or raising prices or profit margins, including agreements on price initiatives or price targets, ranges, or recommendations.
- Agreements between competitors not to compete for certain customers or accounts, or in certain geographic areas.
- Agreements between competitors regarding bid pricing or other terms and conditions of a bid—or agreements not to compete for certain bids.
- Agreements between competitors to reduce production or output.
- Agreements between competitors about which suppliers or customers they will not deal with.
- Agreements with independent dealers or resellers to fix the minimum resale price of a product.

Furthermore, we must avoid even the appearance of colluding (that is, agreeing to act illegally) with our competitors, which means we need to limit our interactions with them to legitimate business purposes, such as at trade association meetings. Even then, be cautious to avoid discussions about any of the topics listed above. If a competitor attempts to engage you in a questionable conversation, stop the discussion immediately and walk away. You must report such incidents to the Company’s legal counsel immediately and, in some instances, certain meetings with competitors, memberships, or trade associations may need to be recorded in the Register. Violating any laws or our internal policies may subject both the individuals involved and our Company to severe consequences. If you have any additional questions, seek guidance from the Company’s legal counsel before acting.
Q: During an oil and gas convention, Reese talks with some representatives of competing companies. One of them mentions, “I don’t know about you guys, but our profit margins aren’t nearly as good as they used to be.” Another chimes in, “I wish we could do something about all those deep discounts.” Reese didn’t say anything. Over the next few weeks, the companies whose representatives were present during the conversation raised their prices. Was it wrong for that conversation to have taken place? What should Reese have done?

A: Yes, the conversation that took place was wrong—it violates competition laws. A court might conclude that everyone present during the conversation, whether or not they actually contributed or simply listened, had engaged in price-fixing. It doesn’t matter that there wasn’t an explicit agreement. Because of this risk, if you find yourself present during a discussion of prices with competitors, immediately break away from the discussion in a way that makes it clear you consider this improper and promptly contact the Company’s legal counsel.

**INTERNATIONAL TRADE CONTROLS**

**IMPORT/EXPORT CONTROLS**

At Motiva, our work involves the transit of goods across national borders. It is therefore critical for those of us whose work involves the sale, shipment, electronic transfer, or disclosure of technical information, software, goods, or services to be knowledgeable and up to date with applicable rules and regulations. We must understand and follow the laws relating to exports, re-exports, or imports from the U.S. and, in certain circumstances, overseas.

An “export” occurs when a product, service, technology, or piece of information is shipped to a person in another country. An export can also occur when technology, technical information, or software is provided in any way (including verbally, in the case of information) to a foreign citizen located in either the United States or a third country. Before engaging in exporting activity, you must verify the eligibility of both the location of delivery and the recipient. You also must obtain all required licenses and permits, and pay all proper duties. For more information, please see our U.S. Export Trade Compliance Manual to provide guidance on compliance with U.S. export controls, embargoes and sanctions.

Import activity, or bringing the goods we purchase from a foreign or external source into another country, is also generally subject to various laws and regulations. This activity may require the payment of duties and taxes, as well as the submission of certain filings. For more information, please see our U.S. Import Trade Compliance Manual.

Consult the Company’s legal counsel with any questions about complying with export and import laws.

**BOYCOTTS AND RESTRICTED COUNTRIES**

Regardless of where we are doing business, we must follow U.S. laws that prohibit participating in or cooperating with any international boycott not approved by the U.S. government. We must not participate in boycotts that are not recognized by the United States.

Requests for boycott cooperation may be oral or written and often appear in contracts, letters of credit, or in bid or proposal materials. As a general rule, any request, direction, or contract provision that contains the words “boycott” or “blacklist,” (or any references to national origin, ethnicity, religion, or gender) are boycott-related.
U.S. law requires that you report requests to participate in an international boycott that is not approved by the U.S. government, even if you do not agree with or respond to the request. If you receive a request to participate in any way with an international boycott, you must immediately report the request to the Company’s legal counsel.

Consequences for violating trade control laws and regulations are severe for both our Company and the individuals involved, including the loss of export privileges, and civil and criminal penalties.

For more information, please see our U.S. Export Trade Compliance Manual to provide guidance on compliance with U.S. export controls, embargoes and sanctions. If you have any questions about exports, re-exports, or imports, please contact the Office of Corporate Compliance or the Company’s legal counsel.

**CORPORATE CITIZENSHIP**

At Motiva, we remain strongly committed to respecting and protecting basic human rights wherever we operate. As part of this commitment, our Company follows all applicable wage and hour laws, including minimum wage, overtime, and maximum hour rules. Motiva pays competitive wages, and provides employees the opportunity to develop their skills and capabilities to enhance their ability to succeed in their career, consistent with the needs of the business.

**POLITICAL AND COMMUNITY ACTIVITIES**

Our Company has the right (and responsibility) to express its opinion on any matters affecting us or our customers, shareholders, or local communities. We are committed to communicating in accordance with our values and Business Principles. Only employees authorized by the CEO have the right to represent Motiva’s political views. Likewise, you may decide to get involved in a local community initiative or to play a part in local politics. Use our Code to guide you in balancing your responsibilities as a Motiva employee with your rights as a citizen.

**CORPORATE POLITICAL ACTIVITIES**

In most (if not all) countries, it is illegal to make contributions intended to influence official actions to politicians, political parties, or public officials. Company funds and resources may not be used to contribute to any political campaign, political party, political candidate, or any of their affiliated organizations. It is important to be particularly cautious in our sales activities where personal connections with a politician or public official are involved.

**PERSONAL POLITICAL ACTIVITIES**

Our Company strongly encourages us to support our communities by participating in the political activities of our choice. However, we may only participate in these activities on our own time and at our own expense—we should never expect to be reimbursed for personal political contributions.

Similarly, we may not use Company property, facilities, time, or funds for political activities. These restrictions include use of Company resources such as supplies, computers, and telephones. In limited circumstances, and only with the approval of our CEO, an employee may speak or otherwise communicate on behalf of our Company.
CHARITABLE ACTIVITIES
Motiva supports charitable and other corporate social responsibility activities in our local communities. As an employee, you may take part in these Company-supported charitable activities, so long as both the charity or organization and the activity have been approved by management. The charity or activity must also not appear to be (or otherwise operate as a cover for) a political payment. Without prior approval, we may not send emails attempting to raise money for a charity or any other fundraiser through the Company's network. In addition, you may not use Company assets (including time) for personal charitable pursuits.

If you have any questions, you should seek guidance from the Company's legal counsel.

LOBBING AND POLITICAL ACTION COMMITTEES
Only employees authorized by the CEO have the right to represent Motiva's political views. When authorized, it is important to note that lobbying activities may require disclosure and may be subject to specific rules. The term “lobbying” covers many kinds of activities.

You may be engaged in lobbying if your work involves:
- Contacts with legislators, regulators, or executive branch officials, or their staffs
- Communications with government officials
- Efforts to influence legislative or administrative action
- Providing gifts or entertainment to government officials

You must discuss any such activities with the Company’s legal counsel to determine whether disclosure and other rules apply.

Company political contributions to candidates for political office are governed by the laws of the jurisdictions in which we operate, and vary. Any political activity on behalf of the Company regarding ballot measures should be reviewed in advance with Company legal counsel.