

Policy 100-01	Business Ethics & Conflicts of Interest for Specified Officers		
	Date of Issuance:	Supersedes Policy No. 100-01 dated:	Originated by:
09/26/2019	09/20/2015	Legal	
Date of last review by CEO or EVP direct report: 9/26/2019			

- 1. Purpose** To ensure that the President, Chief Executive Officer, any Executive Vice President, any Senior Vice President, any Vice President, Chief Financial Officer, Chief Compliance Officer, Chief Operating Officer, Chief Accounting Officer, Controller, General Auditor, Treasurer, and the Chief Legal Officer and/or General Counsel (the “**Specified Officers**”) of CITGO Petroleum Corporation (“**CITGO**”), and any of its subsidiaries and any affiliates operated by Employees (collectively, the “**Company**”) conduct themselves in compliance with applicable laws and regulations, adhere to the highest moral and ethical standards and refrain from being involved with outside business or financial interests or activities that may interfere with the proper performance of their employment or in any way be prejudicial to the best interests of the Company.
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- 2. Scope** This Policy applies to all Specified Officers of the Company, and the terms of this Policy extend to direct and indirect interests held personally by the Specified Officers as well as direct and indirect interests held by members of a Specified Officer’s Immediate Family. In addition, the terms of this Policy extend to transactions by a person who may act on behalf of a Specified Officer, such as a Third-Party/Broker/Agent, or members of a Specified Officer’s Immediate Family in connection with such interests.
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- 3. Definitions**
- Board of Directors.** The members of the Board of Directors of CITGO.
- CAO.** The Chief Accounting Officer (Controller) of CITGO.
- CCO.** The Chief Compliance Officer of CITGO.
- CEO.** The President and Chief Executive Officer of CITGO.
- CFO.** The Chief Financial Officer of CITGO.
- CLO/GC.** The Chief Legal Officer and/or General Counsel of CITGO.
- Close Friend.** Any person with whom an Employee has a longstanding and/or intimate relationship, including but not limited to a boyfriend or girlfriend, significant other, or other personal relationship in which there may be an implicit bias.
- Close Relative.** Any parent (including step-parents and in-laws), son, daughter (including step-children and adopted children), sister, and brother of a Specified Officer, together with other relatives of a Specified Officer who reside in the same household.



COO. The Chief Operating Officer of CITGO.

Employee. Any person employed by CITGO or any of its subsidiaries.

EVP. Any Executive Vice President of CITGO.

Gift. Any item of value provided without cost, or at reduced cost, to the recipient including, but not limited to, entertainment, favors and services.

Immediate Family. Any spouse or Close Relative of the Specified Officer.

Legal Affairs. The legal department of CITGO.

Meal. Any of the customary daily meals and any other food or beverage provided during working or non-working hours.

Third-Party/Broker/Agent. A person who may act on behalf of a Specified Officer.

Trip. Attendance of any event and any travel associated with attending such event if such event is not a meeting with an existing or potential customer, supplier, vendor, seller, or buyer in the ordinary course of business, is not a board or similar meeting of a business entity in which the Company has an investment, or is not a similar activity in the ordinary course of business that involves entertainment, recreation, or other non-business activities.

Vice President (“VP”). An Employee of the Company who is elected by the Board of Directors as a Vice President or Senior Vice President. For the purposes of this Policy, Vice President includes any Executive Vice President, any Senior Vice President, the Chief Compliance Officer, the Chief Operating Officer, and the Chief Financial Officer.

4. Disclosure

The Company requires that each Specified Officer annually, or otherwise upon request, complete the Business Ethics and Conflict of Interest Questionnaire (the “**Questionnaire**”) accompanying this Policy, sign the Questionnaire to acknowledge that he or she is in compliance with this Policy and will at all times comply with the Policy, and submit the Questionnaire to the General Auditor. Failure to timely respond to the Questionnaire or to otherwise fail to comply with this Policy or **Corporate Policy 100-00** may subject the employee to disciplinary action.

In addition to completion of the Questionnaire, every Specified Officer has the continuing responsibility to disclose immediately in writing to the Company, to the attention of the General Auditor and/or General Counsel, any activity, transaction, interest or association that might be a conflict of interest or is otherwise not in compliance with the terms of this Policy. Disclosure is required to enable the Company to determine whether any conflict exists, and if so, what action should be taken to protect the Company’s interest and the interests of its shareholder.



Any Specified Officer who has knowledge of or a good faith reasonable belief that a violation of this Policy or any other illegal or unethical conduct by any Specified Officer or other Employee has occurred shall immediately report the facts relating thereto directly to the General Auditor, who will consult with the General Counsel regarding the appropriate inquiry to be made. Reported violations will be investigated by Legal Affairs or its designee at the direction of Legal Affairs, unless otherwise designated by the Company, and appropriate responsive steps will be taken. No Specified Officer shall be subject to any reprisal or adverse personnel action by reason of having made such a report. Any Specified Officer who submits a knowingly false report of a violation, however, will be subject to disciplinary action. All such reports shall be treated as confidentially as possible.

In reaching determinations with respect to disclosures made in compliance with this Policy, each case will be decided by the Legal Affairs group or its designee at the direction of Legal Affairs, unless otherwise designated by the Company, according to its particular facts and circumstances by applying reasonable judgment and common sense. In some instances, full disclosure of all relevant facts by the Specified Officer concerned will be all that is necessary to enable the Company to protect its interests. In other cases, if no improper motivation appears to exist and the Company's interests have not suffered, prompt elimination of the improper conduct or activity may be sufficient.

Should the Company find, however, that a material violation of this Policy is involved that has not been remedied pursuant to the terms of the paragraph above, more drastic action will be taken including, where appropriate, termination of employment and action to obtain reimbursement to the Company for any profit diverted from it (including gain realized by the particular Specified Officer) or any financial detriment suffered by the Company.

5. Policy

Company policy mandates that all Specified Officers have a position of trust with and a primary undivided business responsibility to the Company, and accordingly should act in the best interests of the Company. Underlying this policy are the following principles:

- 5.1** All Specified Officers should conduct themselves in compliance with all applicable foreign, federal, state and local laws, rules and regulations that govern the Company's business conduct including, without limitation, environmental laws, employee health and safety laws, equal opportunity and anti-discrimination laws, antitrust laws, insider trading laws, and the Foreign Corrupt Practices Act and other applicable anti-bribery and anti-corruption laws and regulations, and in accordance with the highest moral and ethical standards of responsibility, accountability and integrity.
- 5.2** No Specified Officer should have, acquire or engage in any interest or association that would, or might appear to, influence or interfere with the independent exercise of his or her judgment necessary to act in the best interests of the Company.



- 5.3 No Specified Officer should personally profit from, or otherwise take advantage of, opportunities or business information which is obtained by reason of such Specified Officer's position with the Company.
- 5.4 Specified Officers should refrain from those transactions or activities which, while not involving personal profit or gain, are nonetheless detrimental to the best interests of the Company or would tend to damage the reputation of the Company.
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6. Specific Policy Applications

It is impossible to present an all-inclusive list of interests, activities, associations, transactions or situations which constitute, or would appear to constitute, a conflict of interest or a violation of the principles set forth above. However, the policy of the Company and the responsibilities of the Specified Officers with respect to some of the more commonly encountered situations or questions frequently presented are set forth below. (Specified Officers are strongly encouraged to keep documentation regarding any situation or occasion covered by the terms of this Policy.) Neither the situations or questions presented in the Questionnaire, nor the applications or responsibilities discussed in this Policy, should be considered exhaustive.

In certain of the following Policy applications, terms such as "**material financial interest**" and "**nominal value**" are used. Such terms are not subject to precise definition, as values and amounts must be considered in relation to the particular circumstances and the individual involved. Although these terms cannot be quantified exactly, for the purpose of evaluating individual situations in relation to the disclosure requirements specified by the Policy, the significance of values owned or received should be viewed in terms of amounts which would, or could reasonably be considered to, influence the objectivity of a Specified Officer in making impartial decisions associated with his or her job responsibilities. Normally, amounts less than \$100 would be considered of nominal value. In addition, ownership of less than 1% of the outstanding securities of a publicly owned corporation, or mutual funds, shall not be considered a "material financial interest" and need not be disclosed.

6.1 Suppliers and Contractors of the Company

Company policy dictates that all equipment, materials, supplies and services shall come from reputable suppliers and contractors at a fair and reasonable cost consistent with the Company's procurement policies and procedures. Specified Officers are expected to exercise all necessary safeguards and controls for carrying out this policy including, but not limited to, competitive bidding, economic analysis, specification valuation, approval of vendors and alternative vendor sourcing. Specified Officers must not have any material financial interest in, or engage in any material business venture or transaction with any business or concern that is a supplier or contractor of the Company.



Specified Officers shall not be involved in the process of contract evaluation, negotiation, award, preparation or approval of invoices, or approval of payments to contractors or suppliers of the Company where a person living in the Specified Officer's household or a member of the Specified Officer's Immediate Family is employed by such contractor or supplier.

If the Specified Officer has a personal relationship with an employee of a contractor or supplier who is a Close Friend or Relative, the Specified Officer shall immediately disclose such relationship in writing to the Company, to the attention of the General Auditor and/or General Counsel, and if appropriate after consultation with the General Auditor and/or General Counsel, recuse himself or herself from the process of contract evaluation, negotiation, or award or the approval of invoices or payments for that particular contractor or supplier of the Company.

6.2 Customers of the Company

Specified Officers must not have any material financial interest in, or engage in any material business venture or transaction with, any business or concern that is a customer of the Company.

6.3 Business in Competition with the Company

Specified Officers must not have any material financial interest in or engage in any material business venture or transaction with any business or concern that competes with the Company.

6.4 Immediate Family

Specified Officers must not employ or allow others at the Company to employ Immediate Family in a direct supervisory/subordinate relationship.

6.5 Antitrust Compliance

Specified Officers must comply fully with all international, federal, state and local antitrust laws. As part of this requirement, Specified Officers are prohibited from discussing with non-Company personnel any competitors' prices or other terms of sale, bids, sales territories, customers, or production plans and output. Also included in this prohibition are agreements with customers controlling resale prices, tying arrangements, reciprocal dealings, price discrimination and predatory pricing.

6.6 Appropriation of Business Opportunity

The appropriation or the diversion to others of any opportunity for profit in connection with a transaction in which it is known, or could reasonably be anticipated, that the Company is, or would be, interested is prohibited. Such opportunities include, but are not limited to, the acquisition of real or



personal property or the design or development of new products or new ideas. Specified Officers are prohibited from acquiring ownership in, or dealing in the property (including securities) of, another company in which the Company is, or is likely to be, interested or the value of which has then, or is likely to be, materially affected by any action or interest of the Company.

6.7 Gifts and Entertainment

General. The acceptance of Gifts by Specified Officers from actual or potential suppliers, contractors, competitors or customers shall at all times be limited by good business judgment and of nominal value and shall in no event have any effect, or appear to have any effect, on the independent exercise of the Specified Officer's judgment necessary to act in the best interests of the Company. If there is any doubt whether the acceptance of a Gift could result in violation of this Policy, the Specified Officer shall not accept the Gift. The link to a Form Letter for Gift Return is provided in Section 10 below. The solicitation by a Specified Officer of Gifts is strictly prohibited. Specified Officers are not permitted to accept bribes or kickbacks of any kind.

Charitable Functions. Gifts may be solicited for Company-sponsored charitable functions based on the independent exercise of the Specified Officer's judgment in line with the best interests of the Company. These solicitations must be approved as follows: the CEO in the case of the President (if a different person) or an EVP, the CEO or an EVP in case of the CCO, COO, CFO, VP, General Auditor, or CLO/GC, the CFO in the case of the CAO, Treasurer or Controller, and by the Chairman of the Audit Committee of the Board of Directors in the case of the CEO. However, such gifts are not to be used for personal purposes, nor is the participation by an outside entity in such event to have any effect on their business relationship with the Company.

6.8 Meals

The receipt of Meals from actual or potential suppliers, contractors, competitors or customers shall at all times be limited by good business judgment and shall in no event have any effect, or appear to have any effect, on the the independent exercise of the Specified Officer's judgment necessary to act in the best interests of the Company. The solicitation of Meals by Specified Officers is strictly prohibited.

6.9 Trips

The acceptance of Trips that are to be paid for in whole or in part by actual or potential suppliers, contractors, competitors or customers shall at all times be limited by good business judgment and shall in no event have any effect, or appear to have any effect, on the independent exercise of a Specified Officer's judgment necessary to act in the best interests of the Company. The solicitation by Specified Officers of Trips is

strictly prohibited. Any Trip that is to be paid for in whole or in part by actual or potential suppliers, contractors, competitors or customers that exceeds \$500 in value requires the advanced approval of the CEO or EVP in writing. A link to the Trip Approval Form is provided in Section 10 below.

6.10 Reporting of Gifts, Meals and Trips.

Each Specified Officer shall provide a report (in the form referenced in Section 10 below), in addition to completing the annual Conflicts of Interest Questionnaire, to the General Auditor and/or General Counsel of all Gifts, Meals and Trips, the individual value of which exceeds \$100 (or the aggregate value of which in any calendar quarter exceeds \$500), received during the prior calendar quarter. This report shall be provided within 15 days after the end of each calendar quarter. Any Gifts, Meals or Trips not in compliance with this policy will be reported to the Audit Committee by the General Auditor and/or General Counsel.

6.11 Outside Business Activities

Each Specified Officer is expected to devote his or her full time and ability to the Company's interest during regular business hours of employment and whatever additional time may be properly required. Employment or personal business commitments outside regular hours of employment would be prohibited if these commitments would impair a Specified Officer's ability to meet his or her responsibilities to the Company or have any potential adverse impact on the Company. It is not the intention of this policy to discourage participation by Specified Officers in civic, political, charitable or similar activities.

6.12 Safeguarding Confidential Information

It shall be the responsibility of all Specified Officers having access to confidential information not to disclose such information to others or use such information for personal gain in compliance with Policy 165-00, Information Security. Such confidential information includes not only confidential information relating to the Company, but also non-public information about another company, such as a customer or supplier or another company with whom the Company is planning a transaction.

Specified Officers who have acquired knowledge of such confidential information shall not:

- ▶ use such information as an opportunity for personal gain, for example, by trading in securities of a company based on such information, or
- ▶ disclose such information to persons outside the Company, or
- ▶ discuss such information with persons inside the Company who do not have a specific business-related need to know such information.



Such disclosure could cause damage to the Company's commercial interests and could result in a violation of applicable securities laws. Violations of securities laws can result in civil and criminal penalties.

6.13 Falsification of Records

No Specified Officer shall directly or indirectly, falsify, or cause to be falsified, any book, record, account or document made or to be made by the Company. No Specified Officer shall make or cause to be made, any false or misleading statements, take any action to fraudulently influence, coerce, manipulate or mislead the Company's Controller or Controller's staff, internal auditors, or external auditors for the purpose of rendering the operational or financial statements materially misleading. The creation and maintenance of any cash fund or other asset for disposition by representatives of the Company is prohibited without accounting for such funds and assets, and the disposition thereof, on the books and records of the Company. No Specified Officer shall maintain corporate funds or assets in safe deposit boxes or in bank accounts not identified as the Company's accounts (with the exception of a bona fide petty cash fund).

6.14 Payments to U.S. or Foreign Government Officials and Other Individuals (see Procedure 30-05: Procedure For Providing Gifts, Meals & Entertainment, Or Travel To Government Officials)

All Specified Officers shall at all times act in compliance with the Foreign Corrupt Practices Act and all similar international, federal, state or local laws. No Specified Officer shall make any payment (with either corporate or personal funds, whether or not reimbursed), or confer any benefit upon, any domestic or foreign government official or agent or employee of a private company for the purpose of improperly influencing any action by such official, agent or employee. Such prohibited payments or benefits would include, but are not limited to the following:

- 6.14.1** the payment of money directly to the official, agent or employee or through intermediaries (including lawyers, agents or brokers); or
- 6.14.2** payments of any statement, invoice or bill by the Company for goods, materials or services where the price paid exceeds the true price thereof, and the excess is used at the direction of, or pursuant to a prior understanding with, the Company or a representative thereof for a payment to a government official or agent or employee of a private company; or
- 6.14.3** payments or commissions made to a sales agent with an understanding that part of the payments or commissions would be used to make payments to a government official or agent or employee of a private company; or

6.14.4 use of facilities owned by the Company or those owned by representatives of the Company by a government official or agent or employee of a private company.

6.14.5 entertainment of an employee or official of a governmental entity may be provided on the same terms and conditions as entertainment of employees of actual or potential suppliers, contractors, or customers, provided that:

- ▶ the amount of the expense and nature of the entertainment is fully described in the expense report by which any reimbursement from the Company is sought,
- ▶ the entertainment is within the Company's accepted business standards and ethics, and
- ▶ such entertainment does not violate any statute, regulation or policy of the particular governmental entity involved.

Any such proposed entertainment must be based on the independent exercise of the Specified Officer's judgment in line with the best interests of the Company and approved as follows: the CEO in the case of the President (if a different person) or an EVP, the CEO or an EVP in case of the CCO, COO, CFO, VP, General Auditor, or CLO/GC, the CFO in the case of the CAO, Treasurer or Controller, and by the Chairman of the Audit Committee of the Board of Directors in the case of the CEO.

6.14.6 This Policy does not prohibit a Specified Officer from making a donation from his or her personal funds to candidates for elected office, elected officials, and political organizations so long as permitted by law and in compliance with Procedure 020-03 -- Contributions by the Company.

6.15 Competitive Information

No Specified Officer shall attempt through improper means to acquire a competitor's trade secrets or other proprietary information, including customer lists, technical development and information as to a competitor's facilities, capabilities or operations. Activities such as industrial espionage, hiring competitor's employees to obtain confidential information or urging customers or suppliers to disclose such information are prohibited.

6.16 Political Contributions (see Procedure 020-03 Contributions by the Company)



**7. Amendment
Modification
and Waiver**

This Business Ethics and Conflicts of Interest Code of Conduct for Specified Officers may be amended, modified or waived in accordance with the terms hereof or by the Board of Directors of the Company and/or the Chairman of the Audit Committee of the Board of Directors of the Company.

8. Questions

If you have any questions, issues, or concerns regarding any item in the Policy or its application, please seek guidance from the Compliance Department, Legal Affairs, or Internal Audit.

**9. Related
Policies and
Procedures**

Policy 20-07 Employee Business Expense and Travel Policy
Policy 30-00 Compliance with the Law
Policy 30-01 Anti-Fraud
Policy 30-04 Anti-Corruption Policy
Policy 30-05 Employee Code of Business Conduct and Ethics
Policy 165-00, Information Security
Procedure 20-03 Contributions by the Company
**Procedure 30-05: Procedure For Providing Gifts, Meals & Entertainment,
Or Travel To Government Officials**

10.

Forms

[Business Ethics and Conflicts of Interest Questionnaire and Certification](#)

[Form Letter for Gift Return](#)

[Trip Approval Form](#)

[Report of Gifts, Trips and Meals Received](#)