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# ConocoPhillips Code of Business Ethics and Conduct: Expectations of Suppliers

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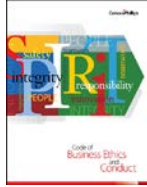
We at ConocoPhillips are committed to our SPIRIT values of Safety, People, Integrity, Responsibility, Innovation and Teamwork. It is essential that our suppliers remain fully aligned with those values to ensure the highest standards of operating excellence. The ConocoPhillips Code of Business Ethics and Conduct (Code) forms the foundation of our compliance and ethics program and provides concrete guidance for employees, our suppliers, and others with whom we engage. Our contracts require that suppliers be guided in their performance for ConocoPhillips by the principles and standards set forth in the ConocoPhillips Code and their own ethics and conduct policies. While we recognize that there are different legal and cultural environments in which our suppliers operate, we believe that the principles described in the ConocoPhillips Code are common throughout the world. We have developed this document to provide additional clarity to our suppliers regarding our expectations in this area.

## **KEY ELEMENTS OF CONOCOPHILLIPS CODE OF BUSINESS ETHICS AND CONDUCT:**

When contracting with ConocoPhillips, each Supplier (whether providing goods or performing work or services) agrees to these principles and accordingly has included them in its own Code of Conduct (references below are to relevant page numbers in the ConocoPhillips Code):

### **INTEGRITY**

- **Asking Questions and Reporting Concerns** – Supplier disseminates its Ethics Policy and provides a mechanism for employees to report suspected misconduct anonymously, where local law allows. Supplier prohibits retaliation of any kind against employees for raising an ethical or legal concern. (Pages 3 – 4)
- **Avoiding Conflicts of Interest** – Supplier will avoid taking part in or seeking to influence decisions under circumstances that can give rise to an actual or perceived conflict of interest. Supplier will not offer gifts to ConocoPhillips employees or representatives with the possible limited exception of promotional items of nominal value. Furthermore, Supplier will not offer any hospitality, expenses, gifts or other favors that are not customary and acceptable in the industry, and none of the above shall be offered or provided in situations of contract bidding, evaluation or award. (Pages 13 –19)
- **Ensuring Fair Competition** – Supplier will gather competitive information only by legal means and will not share confidential information belonging to others without their written permission. (Page 27)
- **Setting High Expectations for Suppliers and Contractors** – Supplier will not knowingly use suppliers or contractors who operate unethically, or who violate applicable laws. Supplier will not engage with suppliers or contractors who compete unfairly or use unfair business practices. (Page 29) Supplier will promote the implementation of the principles set forth in this Expectations of Suppliers document with its own suppliers.
- **Combating Corruption and Bribery** – Supplier will conduct business in compliance with the regulations and principles set forth in the Convention for Combating Bribery of Foreign Public Officials in International Business Transactions, signed in Paris on December 17, 1997, the United States Foreign Corrupt Practices Act, the United Kingdom Bribery Act, the Canadian Corruption of Foreign Public Officials Act, SC 1998, c.34, or other applicable anti-corruption conventions, laws and regulations. In the conduct of business, Supplier will not offer, promise or give any improper advantage to a public official (or a third party) to cause the official to act or refrain from acting in relation to the performance of her/ his official duties. This applies regardless of whether the advantage is offered directly or through an intermediary. (Page 32)



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## **LABOR AND HUMAN RIGHTS**

- **Preventing Harassment and Discrimination** – Supplier will provide equal opportunity to all employees and candidates for employment and will promote employees based on skills and performance. Supplier will not accept any form of harassment or discrimination. (Page 7) Supplier will comply with local law or agreements regarding working hours; ensure employee compensation meets or exceeds the legal standards and requirements; and treat employees equally and fairly.
- **Advancing Respect for Human Rights** – Supplier will conduct its business consistent with the human rights philosophy expressed in the Universal Declaration of Human Rights and the International Labour Organization Declaration on Fundamental Principles and Rights at Work. (Page 10) These principles require that Supplier does not knowingly participate in human trafficking; use child labor or forced labor, such as prison labor, forcibly indentured labor, bonded labor, slavery or servitude; and recognize freedom of employees to join, or refrain from joining, legally authorized associations or organizations. Supplier will observe strict requirements for the selection of security contractors to avoid human rights risks in countries where security firms are not properly regulated.

## **HEALTH, SAFETY, AND ENVIRONMENT**

- **Creating a Safe Workplace** – Supplier will comply with all applicable health and safety rules, laws and regulations, as well as all posted safety procedures in ConocoPhillips' areas of operation. Supplier will implement programs, training, audits and internal controls necessary to achieve these goals. (Pages 8 – 9) Supplier will identify and manage safety and environmental risks, identify hazards and evaluate risks posed by them, and implement solutions.
- **Supporting Environmental Sustainability** – Supplier must follow all applicable environmental laws and regulations and conduct its business with respect and care for both the local and global environment. (Page 31) Supplier will promote safe work practices and avoid risk to neighbors and the environment. (Page 9) Supplier will utilize energy and natural resources efficiently and manage waste, emissions and discharges responsibly.

## **SOCIAL PERFORMANCE:**

As spelled out in our Code and our SPIRIT values, ConocoPhillips is a good neighbor and citizen in the communities where we operate.

- **Inclusive business model** - As a part of our continuing commitment to sustainable development in these communities, we expect our suppliers to share our goal of promoting an inclusive business model. We encourage suppliers to source goods and services locally and from diverse companies and to promote development of sub-suppliers through capacity building. This approach both stimulates local economic development and creates long-lasting benefits to communities.