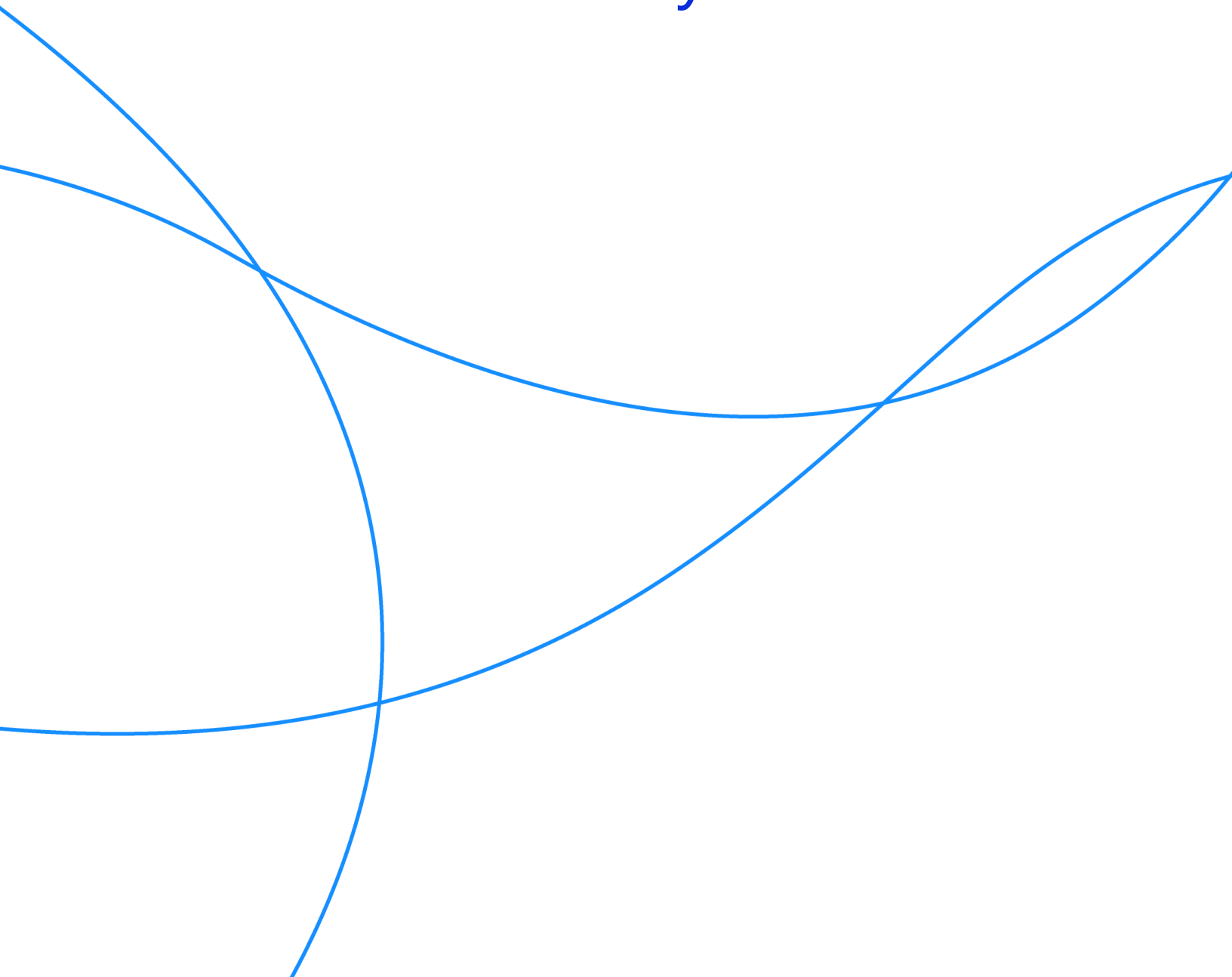


UK Anti-Facilitation of Tax Evasion Policy





INTRODUCTION

We have a zero-tolerance approach to the facilitation of tax evasion, whether under UK law or under the law of any foreign country. This approach reflects a commitment to acting ethically and responsibly in all business relationships and to implementing and enforcing effective procedures to counter tax evasion facilitation.

We take our legal responsibilities very seriously. We will uphold all relevant laws relevant to countering tax evasion, including the Criminal Finances Act 2017.

For further information about ConocoPhillips' responsible business practices, refer to the ConocoPhillips [*Code of Business Ethics and Conduct*](#).

ABOUT THIS POLICY

The purpose of this policy is to:

- a. Set out our responsibilities and the responsibilities of those working for us, in observing and upholding our position on preventing the criminal facilitation of tax evasion; and
- b. Provide information and guidance to those working for us on how to recognize and avoid tax evasion.

WHO DOES THIS POLICY APPLY TO?

This policy applies to all persons working for us or any of our UK group companies or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

In this policy, third party means any individual or organisation you encounter during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians, and political parties.



WHO IS RESPONSIBLE FOR THE POLICY

The board of directors of ConocoPhillips (U.K.) Holdings Limited has overall responsibility for the effective operation of this policy. Oversight for implementation of the policy is the responsibility of Compliance and questions about the policy should be directed to the Compliance Manager or your manager in the first instance.

Compliance Manager: Kamla Rhodes

Telephone: 0207 408 6140

Email: kamla.rhodes@conocophillips.com

WHAT IS MEANT BY TAX EVASION AND FACILITATION?

For the purposes of this policy:

- a. **Tax evasion** means the offence of cheating His Majesty's Revenue and Customs (HMRC) or fraudulently evading UK tax and is a criminal offence. The offence requires an element of fraud, which means there must be deliberate action or omission with dishonest intent;
- b. **Foreign tax evasion** means evading tax in a foreign country, provided that conduct is an offence in that country and would be a criminal offence if committed in the UK. As with tax evasion, the element of fraud means there must be deliberate action or omission with dishonest intent; and
- c. **Tax evasion facilitation** means being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, or aiding, abetting, counselling or procuring the commission of that offence. Tax evasion facilitation is a criminal offence where it is done deliberately and dishonestly.

Under the Criminal Finance Act 2017, a separate criminal offence is automatically committed by a corporate entity or partnership where the tax evasion is facilitated by a person acting in the capacity of an "associated person" to that body. The associated person must deliberately and dishonestly take action to facilitate the tax evasion by the taxpayer. If the associated person accidentally, ignorantly, or negligently facilitates the tax evasion, then the corporate offence is not committed. The company does not have to have deliberately or dishonestly facilitate the tax evasion itself; the fact that the associated person has done so creates the liability for the company. This means that, as an employer, if we fail to prevent our employees, workers, agents or service providers facilitating tax evasion, we can face criminal sanctions including an unlimited fine, as well damage to our reputation.

Tax evasion is not the same as tax avoidance or tax planning. Tax evasion involves deliberate and dishonest conduct. Tax avoidance is not illegal and involves taking steps, within the law, to minimise tax payable (or maximise tax reliefs).

In this policy, all references to tax include National Insurance contributions (and their equivalents in any non-UK jurisdiction).



IDENTIFYING RISKS OF TAX EVASION FACILITATION

We have undertaken a risk assessment to identify risks for our business and will keep this risk assessment regularly updated and take appropriate action to address any particular risks identified.

WHAT YOU MUST NOT DO

It is not acceptable for you (or someone on your behalf) to:

- a. engage in any form of facilitating tax evasion or foreign tax evasion;
- b. aid, abet, counsel or procure the commission of a tax evasion offence or foreign tax evasion offence by another person;
- c. fail to promptly report any request or demand from any third party to facilitate the fraudulent evasion of tax (whether UK tax or tax in a foreign country), or any suspected fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, in accordance with this policy;
- d. engage in any other activity that might lead to a breach of this policy; or
- e. threaten or retaliate against another individual who has refused to commit a tax evasion offence or a foreign tax evasion offence or who has raised concerns under this policy.

YOUR RESPONSIBILITIES

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of tax evasion and foreign tax evasion are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

If you believe or suspect that a conflict with this policy has occurred, or may occur in the future, or if you become aware of any fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person in the course of your work, or you are asked to assist another person in their fraudulent evasion of tax (whether directly or indirectly), or if you believe or suspect that any fraudulent evasion of tax has occurred or may occur, whether in respect to UK tax or tax in a foreign country, it is your responsibility to notify your manager or the Compliance Manager or make a report via the [Ethics Help Line](#) as soon as possible. For example, if an employee or supplier asks to be paid into an offshore bank account without good reason, or a supplier asks to be paid in cash, indicating that the payment will not be subject to VAT

If you are unsure about whether a particular act constitutes tax evasion or foreign tax evasion, raise it with your manager or the Compliance Manager as soon as possible. The corporate offence is only committed where you deliberately and dishonestly take action to facilitate the tax evasion or foreign tax



evasion. If you do not take that action, then the offence is not made out. However, a deliberate failure to report suspected tax evasion or foreign tax evasion, or ignoring suspicious activity, could amount to criminal facilitation of tax evasion.

PROTECTION

Individuals who raise concerns or report another's wrongdoing are sometimes worried about facing possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of:

- a. refusing to take part in, be concerned in or facilitate tax evasion or foreign tax evasion by another person;
- b. refusing to aid, abet, counsel or procure the commission of a tax evasion offence or a foreign tax evasion offence by another person; or
- c. reporting in good faith their suspicion that an actual or potential tax evasion offence or foreign tax evasion offence has taken place, or may take place in the future.

Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any of this treatment, you should inform HR or the Compliance Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found on the intranet [here](#).

TRAINING AND COMMUNICATION

Training on this policy will be provided as necessary.

Our zero-tolerance approach to tax evasion and foreign tax evasion must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate after that.

BREACHES OF THIS POLICY

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

POTENTIAL RED FLAGS

The following is a list of possible red flags which may raise concerns related to tax evasion or foreign tax



evasion. The list is not intended to be exhaustive and is for illustrative purposes only.

- 1) You become aware, in the course of your work, that a third party has:
 - i) made or intends to make a false statement relating to tax;
 - ii) failed to disclose income or gains to, or to register with, HMRC (or the equivalent authority in any relevant non-UK jurisdiction);
 - iii) delivered or intends to deliver a false document relating to tax; or
 - iv) set up or intends to set up a structure to try to hide income, gains or assets from a tax authority.
- 2) You become aware, in the course of your work, that a third party has deliberately failed to register for VAT (or the equivalent tax in any relevant non-UK jurisdiction) or failed to account for VAT.
- 3) A third-party requests payment in cash or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
- 4) You become aware, in the course of your work, that a third party working for us as an employee asks to be treated as a self-employed contractor, but without any material changes to their working conditions.
- 5) A third-party requests that payment is made to a country or geographic location different from where the third party resides or conducts business.
- 6) A third party to whom we have provided services requests that their invoice is addressed to a different entity, where we did not provide services to that entity directly.
- 7) A third party to whom we have provided services asks us to change the description of services rendered on an invoice in a way that seems designed to obscure the nature of the services provided.
- 8) You receive an invoice from a third party that appears to be non-standard or customised.
- 9) A third-party refuses to put terms agreed in writing or asks for contracts or other documentation to be backdated.
- 10) You notice that we have been invoiced for a commission or fee payment that appears too large or too small, given the service stated to have been provided.
- 11) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us.