



## **Third-Party Code of Conduct**

**Saudi Chevron Phillips Company  
Jubail Chevron Phillips Company  
Saudi Polymers Company**

## TABLE OF CONTENTS

1.	YOUR RESPONSIBILITIES .....	1
2.	ANTITRUST & COMPETITION.....	1
3.	ANTICORRUPTION .....	2
4.	INTERNATIONAL TRADE & ANTIBOYCOTT .....	1
5.	FRAUD.....	1
6.	CONFLICTS OF INTEREST .....	1
7.	INFORMATION PROTECTION.....	2
8.	QUESTIONS OR CONCERNS.....	2

## 1. YOUR RESPONSIBILITIES

This Third-Party Code of Conduct (the “**Code**”) sets out the expectations of Saudi Chevron Phillips Company (“**SCP**”), Jubail Chevron Phillips Company (“**JCP**”) and Saudi Polymers Company (“**SPCo**”) (each of SCP, JCP and SPCo are collectively referred to as “**S-Chem**”) regarding the standards of business conduct of third parties working for or on behalf of S-Chem (“**Third Parties**”).

S-Chem takes its legal and ethical standing in the business community very seriously. Our Third Parties are expected to observe the highest ethical standards of conduct when conducting business with or for S-Chem. S-Chem requires its employees to adhere to a strict code of ethical workplace behavior standards and we expect our Third Parties to act in a similar manner. We recognize that many Third Parties have their own code of conduct or business ethics requirements, which may include similar standards to those found here. Third Parties should read the Code, become familiar with its contents, and understand how the Code applies to their activities.

Failure to follow the standards set forth in this Code may result in S-Chem taking the necessary action up to and including termination of the business relationship with the Third Party. Also, such actions may be taken against any Third Party who fails to report misconduct in connection with business related to, or for, or on behalf of S-Chem to S-Chem, who fails to reasonably detect such misconduct by someone working under his or her supervision, or who fails to take appropriate steps to deal with such misconduct once discovered.

The Code should not be read to alter, amend, or otherwise change the terms of any contract between S-Chem and a Third Party. Likewise, the Code should not be read to create any other relationship beyond what is contained in any written agreement between S-Chem and the Third Party.

Third Parties should implement appropriate measures to prevent and detect violations of the Code within their organizations. You may seek advice or report any actual or suspected violation of the Code by contacting the S-Chem Ethics and Compliance Office directly at [integrity@saudichevron.com](mailto:integrity@saudichevron.com).

## 2. ANTITRUST & COMPETITION

The protection of competition is becoming a global concern. Most of the countries in which we operate have enacted antitrust and competition laws. S-Chem is committed to compliance with the letter of the applicable antitrust and competition laws of the countries in which it operates and requires Third Parties to respect the principles of fair competition when acting on S-Chem’s behalf.

Generally, global antitrust and fair competition laws prohibit any activities that may limit a business’ independent judgment or restrain free trade. Third Parties should not:

- Propose to or agree with competitors to allocate or restrict customers, suppliers, markets, products, purchases, services, or sales territories and should not discuss these types of matters with a competitor;

- Propose to or agree with competitors to set prices or price-related terms or conditions and should not discuss these types of matters with competitors;
- Propose or enter into “tying arrangements,” in which a customer is required – as a condition of purchasing one product – to purchase a second, distinct product.

This list is only illustrative. Each Third Party should become familiar with the competition laws applicable to it in the countries in which it operates and ensure that its activities with respect to S-Chem business conform with those laws.

To compete in the marketplace, it is necessary for S-Chem to gather information about its competitors in a lawful and ethical manner. Third Parties should not offer or agree to provide confidential or proprietary information regarding its other clients, particularly those who are direct competitors of S-Chem.

Contact S-Chem’s Ethics & Compliance Office if you have any concerns regarding compliance with the competition laws or if you become aware of any activity that has the potential to violate those laws.

### 3. **ANTICORRUPTION**

S-Chem is committed to full compliance with global anticorruption laws, including the U.S. Foreign Corrupt Practices Act (“**FCPA**”). Accordingly, Third Parties, are expected to uphold the highest standards of honesty and integrity. Under no circumstances will S-Chem tolerate the payment of bribes or corrupt practices of any nature.

Third Parties must not offer, pay, promise or authorize bribes or kickbacks in any form to anyone, whether to government officials or private persons or entities. This holds true even if S-Chem loses business opportunities or suffers delay or lost profits as a result. Similarly, Third Parties must not solicit or accept improper payments or kickbacks. These prohibitions apply regardless of geographical location and local custom.

Keep in mind, bribes can take the form of anything of value, and are not limited to the improper payment of money. Bribes include: cash, gifts, excessive hospitality, travel, scholarships, offers of employment, payment of debt, and other benefits provided with the intent to wrongfully influence the recipient.

Third Parties must use particular caution when interacting with government officials and government employees (including employees of state-owned enterprises), candidates for public office, and officials of public international organizations. Before making any kind of payment or offering anything of value (including gifts, entertainment, or travel) on behalf of S-Chem to any of the above listed parties (including a government official or an official of any company or entity that may be directly or indirectly owned by a government), for any reason, you must consult with the S-Chem Ethics and Compliance Office and obtain prior approval, in writing. Furthermore, Third Parties should never make a facilitating or “grease” payment on S-Chem’s behalf.

The FCPA also prohibits creating inaccurate or false books and records and requires companies to have adequate controls regarding accounting and corporate assets. Invoices and other documentation submitted to S-Chem by Third Parties must reflect the true nature and amount of the transaction. Payments received from S-Chem may not be used to make or reimburse improper payments, and Third Parties are not to use their own funds to make payments prohibited by this Code in connection with S-Chem's business.

Should you have questions or concerns related to your work with S-Chem, comply with anti-corruption laws and consult with the S-Chem Ethics and Compliance Office. If you have any knowledge or suspicion of corrupt activity or have been asked to make an improper payment in relation to your business with S-Chem, report it immediately.

#### **4. INTERNATIONAL TRADE & ANTIBOYCOTT**

Third Parties must strictly comply with all applicable import, export, and re-export laws and regulations applicable to S-Chem products and technology.

In addition, S-Chem's policy is to comply with U.S. anti-boycott laws. U.S. anti-boycott laws are intended to prevent companies from taking any action in support of a boycott imposed by one country upon a country that is supported by the United States. Third Parties acting in the international arena must be aware of the applicable laws with respect to any actual or proposed business when acting on behalf of S-Chem.

When acting on behalf of S-Chem, Third Parties are responsible for understanding and not entering into agreements, or otherwise providing information, statements, certifications, or other communications whether written or oral, that would be prohibited under the U.S. antiboycott laws. Third Parties must also report to S-Chem any requests relating to S-Chem business that appear to support an illegal boycott. Consult with the S-Chem Ethics and Compliance Office if you have questions or concerns regarding an antiboycott issue related to S-Chem's business.

#### **5. FRAUD**

Fraud is a violation of trust that, in general, refers to intentional acts or omissions committed to secure an improper personal or business advantage. Fraudulent conduct generally involves an act of deception or dishonesty, false representation, corruption, collusion, or concealment of material facts. Fraud may also include an omission of a fact necessary to make a statement or representation look clear of misleading information.

S-Chem has a "no tolerance" policy for fraud. All fraudulent conduct or suspected fraudulent conduct will be investigated and/or reported to local authorities as necessary.

#### **6. CONFLICTS OF INTEREST**

When acting on S-Chem's behalf, Third Parties may not offer things of value, including gifts, meals, entertainment, or other amenities, to others in an effort to get or keep S-Chem business, or to otherwise gain a business advantage. Third Parties may accept unsolicited gifts, meals, entertainment and other normal social amenities from customers, suppliers, or other persons or enterprises who do, or are seeking to do, business with S-Chem so long as they are of nominal value, are consistent with

customary business practice and applicable law, and do not have the effect or appearance of influencing their judgment.

Remember that specific guidelines apply to the provision of gifts, entertainment, travel, and other items of value to government officials as discussed in the Anticorruption section above.

## **7. INFORMATION PROTECTION**

Third Parties shall not misappropriate or misuse the intellectual property, confidential information, or any personally identifiable information of S-Chem. Third Parties may use such property and information only upon obtaining authorization from S-Chem and only for the limited purpose authorized. Third Parties in possession of such information must take appropriate actions to safeguard against the unauthorized disclosure or misuse of such information.

In addition, S-Chem expects Third Parties to respect the intellectual property rights of others, including rights in confidential information, patents, copyrights or trademarks. Accordingly, Third Parties should not use or disclose, in connection with their relationship with S-Chem, any information obtained from others' confidential information.

All S-Chem non-public information should only be used by Third Parties for S-Chem's business purposes and may not be disclosed by Third Parties for their own financial gain or that of friends, relatives, or others. This includes refraining from using or disclosing material nonpublic information in order to trade securities.

Third Parties are never to speak to the public or release documents on behalf of S-Chem unless authorized to do so in advance by S-Chem. Third Parties are not to use S-Chem's name or official logo in press releases or other outside communications without prior approval of S-Chem.

## **8. QUESTIONS OR CONCERNS**

Contact the S-Chem Ethics and Compliance Office to handle any questions or concerns that a Third Party may have regarding compliance with the Third-Party Code of Conduct. S-Chem encourages Third Parties to ask questions, seek guidance on specific situations, and to report suspected violations of the Code or other fraudulent or unethical practices. The S-Chem Ethics and Compliance Office can be reached by email at [integrity@saudichevron.com](mailto:integrity@saudichevron.com).