



ANTICORRUPTION

GENERAL PURPOSE

To provide a framework for compliance with anticorruption laws and to identify potential corruption concerns involving Marathon Petroleum Corporation (“MPC”) and its consolidated subsidiaries (the “MPC Group”).

POLICY DEFINITIONS

- **Anticorruption Laws:** The United States Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), Mexico’s General Law of Administrative Responsibilities, the Singapore Prevention of Corruption Act, the Canada Corruption of Foreign Public Officials Act, the United Kingdom Bribery Act of 2010 and any other antibribery or anticorruption laws, regulations and rules applicable to the MPC Group and its business.
- **Anything of Value:** Anything, tangible or intangible, to which the recipient would attach value, including, but not limited to, cash and Cash Equivalents, Meals, Gifts, Entertainment, Hospitality, political or charitable contributions, grants of property or equity rights, contract awards and offers of employment. The size or value of the item or courtesy provided is not the determining factor; it is the intent of the party providing it that matters. If a small item is provided to an FGO but the person providing the item does so in order to obtain an improper advantage for a company, that could be viewed as corruptly providing something “of value.”
- **Business Courtesy:** A Meal, Gift, Entertainment or Hospitality accepted, offered, promised or provided in connection with the business of the MPC Group.
- **Business Integrity and Compliance (“BI&C”):** The component within the MPC Law organization that has been delegated day-to-day operational responsibility for MPC’s Compliance and Ethics Program.
- **Cash Equivalent:** A non-retail brand gift card/certificate, ticket, security or other instrument that is easily convertible to cash. Examples include an American Express®, Visa® or MasterCard® card that is not issued by a specific retail store, refundable airline tickets, shares of stock and gambling chips.
- **Chief Compliance Officer:** The MPC corporate officer designated as MPC’s Chief Compliance Officer.
- **Company:** As applicable, any entity within the MPC Group or, collectively, all of the entities within the MPC Group.
- **Compliance Counsel:** The attorney within the MPC Law organization designated by the Chief Compliance Officer with primary responsibility for responding to inquiries from MPC Personnel about anticorruption compliance.
- **Convercent or Compliance Portal:** The third-party cloud-based system through which Business Courtesies are disclosed and approved, or any successor system.
- **Entertainment:** Any form of entertainment, including, but not limited to, social events, concerts, shows, sporting events, golf, hunting, fishing, amusement park visits, tours and/or cultural programs.



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- **Family Member:** An immediate family member (by blood, adoption or marriage), including a parent, grandparent, spouse, domestic partner (spouse equivalent), sibling, child, grandchild, brother-in-law or sister-in-law.
 - **FCPA:** The U.S. Foreign Corrupt Practices Act of 1977, as amended.
 - **Foreign:** Any geography outside the United States of America.
 - **Foreign Government:** All governments, departments, agencies, instrumentalities, levels, and subdivisions of Foreign (non-U.S.) governments (i.e., state, local, regional or national, and administrative, legislative, judicial, regulatory or executive).
 - **Foreign Government Official (“FGO”):** A person, regardless of rank or title, who is:
 - a. an official or other employee of a Foreign Government;
 - b. an official or other employee of a Foreign Government-Owned Business;
 - c. an official or other employee of a non-U.S. political party;
 - d. an official or other employee of a public international organization;
 - e. a candidate for non-U.S. political office;
 - f. a Family Member of any of a. through e. above; or
 - g. a person acting for or on behalf of any of a. through f. above.
 - **Foreign Government-Owned Business:** A business organization that is controlled by a Foreign Government or in which a Foreign Government has an ownership interest. Examples of Foreign Government-Owned Businesses include state-owned or controlled oil companies, such as Petróleos Mexicanos (PEMEX), Petróleo Brasileiro (PETROBRAS), Saudi Aramco, Petroecuador and the Chinese National Offshore Oil Company (CNOOC).
 - **General Counsel and Senior Vice President Government Affairs:** The MPC corporate officer designated as MPC’s General Counsel and Senior Vice President Government Affairs.
 - **Gift:** Any gift, gratuity or benefit in any form, including, but not limited to, cash, merchandise, tokens of appreciation, products, services, conference admission, tickets, door prizes, discounts, promotional items and/or offers of employment.
 - **Hospitality:** Lodging accommodations and/or transportation.
 - **Manual:** The Marathon Petroleum Corporation Foreign Anticorruption Compliance Manual.
 - **Meal:** Food and/or beverages.
 - **MPC Group:** Marathon Petroleum Corporation and its consolidated subsidiaries.
 - **MPC Personnel:** A director, officer or employee of an entity within the MPC Group.
 - **Third-Party Intermediary (“TPI”):** Includes:
 - a. an individual or entity external to the Company that interacts with any Foreign Government, Foreign Government-Owned Business or FGO on behalf of any entity within the MPC Group. Examples of TPIs include but are not limited to: consultants; lawyers; lobbyists; independent



contractors; product vendors; sales representatives; shipping agents; commercial brokers; customs brokers; distributors; transportation and logistics companies; and other service providers, suppliers and vendors; and

- b. a third party designated, recommended or mandated by a Foreign Government, Foreign Government-Owned Business or FGO to perform work on behalf of the Company or to supply products (including crude oil) to the Company.

- **U.S. Government Official:** A person, regardless of rank or title, who is:

- a. a legislative or other elected official of the federal government or any state or local government, or any subdivision or instrumentality thereof;
- b. a director, officer, employee, agent or other representative of any federal, state or local governmental body, or any subdivision or instrumentality thereof;
- c. an individual acting in an official capacity on behalf of any federal, state or local governmental body, or any subdivision or instrumentality thereof;
- d. a candidate for federal, state or local political office; or
- e. a director, officer, employee or other representative of a federal, state or local political party.

POLICY STATEMENT

The MPC Group, MPC Personnel and all TPIs are expected to conduct company business with the highest level of integrity and in compliance with applicable laws and regulations, including those aimed at corruption in the United States and in Foreign jurisdictions.

Bribery is Prohibited

The MPC Group, MPC Personnel and TPIs are prohibited from paying, providing, offering or promising, and from authorizing any other person to pay, provide, offer or promise, Anything of Value, to a U.S. Government Official or an FGO to improperly influence any act or decision, induce such official to act in violation of his or her lawful duties, secure any improper advantage for the company or use his or her influence with a U.S. Government or Foreign Government. Generally, the more lavish the item or courtesy, the greater the inference that such item or courtesy is intended to influence action improperly.

U.S. Government Officials

U.S. law makes bribery of U.S. Government Officials a crime. In general, these laws prohibit payments of money or providing Anything of Value to a U.S. Government Official to:

- improperly influence an official government action;
- cause such U.S. Government Official to violate his or her legal duty or abuse his or her office; or
- otherwise secure an improper benefit for the company.

U.S. law also prohibits the paying or providing Anything of Value to a U.S. Government Official in exchange for, as compensation for, or in acknowledgement of an action that he or she had a duty to perform.



In addition, many government bodies and agencies have adopted ethical codes or gift rules that limit the type and amount of Business Courtesies that U.S. Government Officials may accept.

Foreign Government Officials

Anticorruption Laws, including the FCPA, also make bribery a crime. In general, the FCPA prohibits U.S. companies or their officers, employees, agents or other representatives from paying, providing, offering or promising Anything of Value to an FGO for purposes of:

- influencing any act or decision of the FGO;
- inducing him or her to do any act in violation of his or her lawful duties;
- securing an improper advantage; or
- inducing him or her to use his or her influence with a foreign government

in order to assist in obtaining or retaining business. The phrase “obtaining or retaining business” is interpreted very broadly and includes securing a business advantage such as approval of a permit or preferential tax treatment. Additionally, employees of Foreign Government-Owned Businesses are Foreign Government Officials pursuant to the FCPA and thus this Policy applies to interactions with such employees of Foreign Government-Owned Businesses, including as to the provision of Business Courtesies.

Business Courtesies

Providing Business Courtesies to U.S. Government Officials

MPC Personnel must consult with the Law-Government Affairs organization prior to offering any Business Courtesy to a U.S. Government Official. Following authorization by Law-Government Affairs, please submit a [Business Courtesies Disclosure](#) in Convercent for the preapproval and reporting requirements applicable to Gifts provided to U.S. Government Officials.

Providing Business Courtesies to Foreign Government Officials

MPC Personnel must consult with the Law organization prior to offering any Business Courtesy to a Foreign Government Official. Please consult the Manual for more information. Following authorization by Law, please submit a [Business Courtesies Disclosure](#) in Convercent for the preapproval and reporting requirements applicable to Gifts provided to Foreign Government Officials.

Third-Party Intermediaries

The MPC Group requires all TPIs with which it does business to comply with Anticorruption Laws, including the FCPA. The MPC Group is committed to conducting appropriate due diligence before engaging TPIs and monitoring their activities thereafter. The Manual describes procedures for business relationships with TPIs and requirements designed to minimize the risk that a TPI involved in a business transaction with the Company will violate applicable Anticorruption Laws and/or expose the Company to corruption risk and/or liability. Please consult the Manual for guidance as to vetting, engaging, paying and monitoring TPIs.



Accounting and Internal Controls

Anticorruption Laws also address accounting and internal controls matters. Specifically, the FCPA requires a publicly traded company such as MPC to keep books, records and accounts in reasonable detail so that they accurately reflect transactions undertaken and to devise and maintain a system of internal controls sufficient to provide reasonable assurance that transactions are executed as authorized by management and recorded properly.

The MPC Group requires that all Company books and records be maintained and recorded in compliance with U.S. and local laws, as well as U.S. GAAP. Accounting records, expenditures, expense reports, invoices, receipts for Business Courtesies and any other business expenses must be accurately and reliably reported and recorded in the Company's books and records. False or misleading entries or invoices are prohibited. Any and all payments by or on behalf of the Company must be made pursuant to approval authorities and other internal control requirements, on the basis of appropriate supporting documentation and for the purposes specified in the documentation. Such purposes shall be recorded in accordance with applicable corporate procedures. MPC shall not approve payments, directly or indirectly, to undisclosed or unknown recipients. Unrecorded payments or assets, or otherwise "off-the-books" payments or assets are prohibited.

Reporting Concerns

MPC Personnel are expected to report to the Company suspected violations of applicable Anticorruption Laws, and can do so without fear of retaliation. Suspected violations may be reported to a supervisor or manager, the Compliance Counsel, the Chief Compliance Officer, the General Counsel and Senior Vice President Government Affairs, BI&C, any member of the Law organization or Human Resources. In addition, MPC Personnel and others may access MPC's Integrity Helpline at fuelingintegrity.com or (855) 857-5700 in the U.S. and Canada, 01.800.681.6945 in Mexico and 800.852.3912 in Singapore. Provided local law allows, complaints and concerns may be made anonymously.

POLICY APPLICATION

This Policy applies to MPC and those entities within the MPC Group that have adopted it. Further, the substance of this Policy, appropriately adapted for the conditions involved, is recommended for adoption by MPC affiliate-operated joint venture entities.

POLICY ADMINISTRATION

The administration of this Policy is the responsibility of the MPC Vice President, Chief Securities, Governance & Compliance Officer and Corporate Secretary.

POLICY REVIEW

This Policy shall be reviewed at least once every five years, or more frequently as stipulated by the approver, or when a significant change occurs, including any change in law, that impacts the content or substance of this Policy.



POLICY EXCEPTIONS

None.

REFERENCES

Policy #2001, Code of Business Conduct
Travel, Corporate T&E Card, and Business Expense Guidelines
Guidelines for Business Courtesies
Foreign Government-Controlled Business Organizations
Business Courtesies Disclosure
Frequently Asked Questions
Anti-Corruption - Quick Reference Guide
Foreign Anticorruption Compliance Manual