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## ANTICORRUPTION

### EXECUTIVE SUMMARY

We are committed to conducting our business and operations with the highest level of integrity and in compliance with applicable laws and regulations, including Anticorruption Laws (as defined below).

The MPC Group and MPC Personnel (both as defined below) are prohibited, directly or indirectly, from offering, promising, giving, soliciting or receiving bribes, regardless of whether the other party is a private individual, commercial counterparty or public official.

Anticorruption Laws impose criminal and civil sanctions against individuals who, and companies that, bribe or offer bribes. Various domestic and foreign laws prohibit bribery and other corrupt conduct. Some jurisdictions prohibit corrupt payments to commercial business partners in addition to government officials.

### 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”), the U.S. Federal Bribery Statute (18 U.S.C. § 201), 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 applicable antibribery or anticorruption laws, regulations and rules.
- **Anything of Value:** Includes 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 and the person providing the item does so in order to obtain an improper advantage, that could be viewed as corruptly providing something “of value.”
- **Business Courtesy:** Any Meal, Gift, Entertainment or Hospitality accepted or offered, promised, paid for or provided, in connection with the business of the MPC Group.
- **Business Integrity and Compliance (“BI&C”):** The component within the MPC Law-Government Affairs 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.



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- **Commercial FGO:** An official or other employee of a Foreign Government-Owned Business acting in a commercial capacity.
  - **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-Government Affairs organization designated by the Chief Compliance Officer with primary responsibility for responding to inquiries from MPC Personnel about anticorruption compliance.
  - **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.
  - **Immediate Family Member:** Any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, domestic partner, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships.
  - **FCPA:** The U.S. Foreign Corrupt Practices Act of 1977, as amended.
  - **Foreign:** Relating to any geography outside the United States.
  - **Foreign Government:** All governments, departments, agencies, instrumentalities, levels, and subdivisions of Foreign jurisdictions (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 (defined herein as a “**Commercial FGO**” if acting in a commercial capacity);
    - c. an official or other employee of a Foreign political party;
    - d. an official or other employee of a public international organization;
    - e. a candidate for Foreign political office;
    - f. an Immediate 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, the Chinese National Offshore Oil Company (CNOOC), Sinopec and Sinochem.
  - **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, luxury goods, tokens of appreciation, products, services, conference admission, tickets, door prizes, discounts, promotional items and/or offers of employment; *provided, however*, that items of nominal value that are promotional in nature and include the Company logo, such as pens, hats and t-shirts, are not considered Gifts for purposes of this Policy.



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- **Hospitality:** Lodging accommodations and/or transportation.
  - **Manual:** The Marathon Petroleum Corporation Anticorruption Compliance Manual.
  - **Meal:** Food and/or beverages.
  - **MPC Group:** Marathon Petroleum Corporation and its consolidated subsidiaries.
  - **MPC Personnel:** Directors, officers and employees of an entity within the MPC Group.
  - **Public Official:** Any U.S. Government Official or Foreign Government Official (including any employee of a Foreign Government-Owned Business).
  - **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 Anticorruption Laws.

### **Bribery Prohibited**

A bribe generally involves offering, promising, paying for or providing Anything of Value to improperly influence an act or decision by another party in the private or public sector, secure an improper advantage or induce a Public Official to act in violation of his or her lawful duties. An improper advantage can include business benefits such as permit approvals, preferential tax treatment, a contract or confidential business information.



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Bribes of all nature are prohibited regardless of whether the other party is a private individual, commercial counterparty or Public Official. This prohibition exists whether the money or item of value offered, promised, paid for or provided is that of the Company or of any individual person.

While bribes of all nature are prohibited, extra caution must be taken when interacting with Public Officials and their Immediate Family Members. MPC policies and the laws of some countries, including the United States, treat interactions with Public Officials differently from interactions with individuals in the private sector. In addition, many government bodies and agencies have adopted ethical codes or gift rules that limit the type and amount of Business Courtesies that Public Officials may accept.

### **Business Courtesies**

The exchange of Business Courtesies is a common practice that can build goodwill in business relationships. However, there is also a risk that Business Courtesies can create improper influence or the appearance of improper influence. Generally, the more lavish the item or courtesy, the greater the inference that it is intended to improperly influence an act or decision. Business Courtesies deemed too lavish can tarnish a company's reputation for fair dealing and, in some jurisdictions, violate the law. Consequently, it is important that MPC Personnel understand and respect appropriate boundaries in accepting and providing Business Courtesies. Disclosure is required in accepting certain Business Courtesies. Further, based on the Business Courtesy offered and the nature of the recipient, providing Business Courtesies is subject to preapprovals, restrictions and limits. Importantly, preapproval from the MPC Personnel's supervisor and/or preclearance by the Compliance Counsel is required before providing certain Business Courtesies to Public Officials. Please refer to Company Policy #2009 for information about Business Courtesy disclosures, preapprovals and documentation.

### **Facilitating Payments Prohibited**

A facilitating payment is a type of small payment, sometimes referred to as a "grease" payment, made to secure or expedite a routine government action. Facilitating payments are illegal under the laws of many countries and are not permitted by MPC. Examples of "routine government actions" include, but are not limited to, providing police protection, securing mail pick-up or delivery and connecting utilities. Under no circumstances should a facilitating payment be made by or on behalf of the Company.

Alternatively, a published, well-documented expediting fee paid directly to a government or state-owned agency is not typically considered a facilitating payment. For example, paying a fee to expedite a passport application or deliver a package on an express shipping basis is generally permissible if those fees are payable to a governmental body—not an individual—and are published openly.

### **Extortion and Safety Payments**

If a third party makes a demand for a payment and the person receiving the demand reasonably believes that not making the payment would result in imminent harm to human health or safety or imminent illegitimate detention, then the demand is considered "extortionate," and the payment may be made. This exception only applies to imminent threats of physical harm or imminent threats to health or safety, including imminent illegitimate detention. Threats to commercial, financial or other interests, such as a threat to revoke or refuse to issue a permit, do not justify an improper payment. In the event a payment is made in response to an extortionate demand, the circumstances of the payment, including the reason(s) for it, its amount and the identity of the recipient, must be reported to the Compliance



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Counsel, and, in consultation with the Compliance Counsel, properly and accurately recorded in the Company's books and records.

### **Third-Party Intermediaries**

The MPC Group requires all TPIs with which it does business to comply with all applicable Anticorruption Laws. 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**

Some Anticorruption Laws also address accounting and internal controls matters. Specifically, the FCPA requires a U.S. 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 appropriately authorized in accordance with the applicable 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 attorney in the Law-Government Affairs organization or Human Resources. In addition, MPC Personnel and others may access MPC's Integrity Helpline at [FuelingIntegrity.com](http://FuelingIntegrity.com) or (855) 857-5700 in the United States and Canada, 01.800.681.6945 Mexico – All Carriers, 001 866 376 0139 Telmex, 800.852.3912 Singapore – All Carriers, 001 800 1777 9999 Singapore Telecom and 0-(808)-189-1053 in the United Kingdom. Additional country-specific telephone numbers are available at [FuelingIntegrity.com](http://FuelingIntegrity.com). Provided local law allows, complaints and concerns may be made anonymously.



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## **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  
Anticorruption Compliance Manual