



**CODE OF BUSINESS CONDUCT AND ETHICS  
FOR  
VENDORS AND CONTRACTORS**

**The current EOG Resources, Inc.  
Code of Business Conduct and Ethics for Vendors and Contractors  
(the “Code”) is set forth on the following pages.**

**Notice of Amendments**

On April 30, 2021, the Board of Directors of EOG Resources, Inc. (“EOG”), as part of its regular review of corporate governance matters, approved general updates of, and revisions to, certain sections of the Code, including the following amendments:

- Amendments to Section 2 (Seeking Guidance and Reporting Procedures) to (i) update the procedures for reporting a suspected code violation or unethical conduct and for obtaining related guidance and (ii) reference EOG’s EthicsPoint website for the submission of online and telephone reports.
- A new Section 4 (Human Rights) to set forth EOG’s commitments and expectations with respect to human rights.
- Amendments to Section 6 (Conflicts of Interest) to provide enhanced guidance regarding (i) the disclosure and other obligations with respect to actual and potential conflicts of interest and (ii) the examples of actions or situations that might involve a conflict of interest.
- An amendment to Section 8 (Public Disclosures) to confirm that media inquiries regarding EOG received by a vendor or contractor should be referred to EOG’s Investor Relations Department.
- Amendments to Section 11 (Protection and Proper Use of EOG’s Assets; Cybersecurity) to provide enhanced guidance regarding (i) the protection and use of EOG’s proprietary information, intellectual property and information systems and (ii) EOG’s cybersecurity controls.
- A new Section 12 (Data Privacy) to set forth EOG’s commitment to safeguarding the personal information of others and EOG’s expectations of its vendors and contractors with respect to access to, and the use and disclosure of, such information.
- Amendments to Section 15 (International Business Transactions) to provide enhanced guidance with respect to international business transaction matters and the laws and EOG policies regarding anti-money laundering, economic sanctions, certain boycotts and export controls.

**The foregoing amendments to the Code did not constitute or effect a waiver of application of any provision of the Code to any of the Company's vendors or contractors.**

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On February 11, 2022, the Code was further amended solely to add a quote (in the “Introduction; EOG Values” section) from Ezra Yacob, current Chief Executive Officer of EOG, in place of the previous quote from Bill Thomas, the now-retired Chief Executive Officer of EOG.

**Table of Contents**

	<u>Page</u>
Introduction; EOG Values .....	1
1. Compliance with Laws, Rules and Regulations .....	1
2. Seeking Guidance and Reporting Procedures .....	2
3. Fair Treatment and Mutual Respect .....	2
4. Human Rights.....	2
5. Workplace Safety, Security and Protection of the Environment .....	3
6. Conflicts of Interest .....	3
7. Corporate Opportunities .....	4
8. Public Disclosures .....	4
9. Confidentiality .....	5
10. Social Media.....	5
11. Protection and Proper Use of Company Assets; Cybersecurity .....	5
12. Data Privacy .....	6
13. Competition and Fair Dealing .....	6
14. Insider Trading.....	7
15. International Business Transactions .....	7

## Introduction; EOG Values

“EOG’s reputation is a valuable asset of our company. Every employee, vendor and contractor is accountable for our global ethics and compliance program to maintain EOG’s reputation.” – *Ezra Jacob, Chief Executive Officer, EOG Resources, Inc.*

Accordingly, it is the policy of EOG Resources, Inc. and its subsidiaries (together, “EOG”) that the conduct of vendors, contractors and others who do business with or on behalf of EOG shall be based upon the highest ethical standards and in compliance with the law. This Code of Business Conduct and Ethics for Vendors and Contractors (“Contractor Code”) covers a wide range of business practices and procedures that may be relevant to vendors and contractors. It does not cover every issue that may arise, but it sets out basic principles to guide vendors and contractors in their dealings relating to EOG.

EOG is committed to being a responsible corporate citizen. This Contractor Code is an integral part of that commitment. We expect our vendors and contractors to comply with both the letter and spirit of the Contractor Code and seek to avoid even the appearance of improper behavior.

In addition to this Contractor Code, EOG’s Code of Business Conduct and Ethics for Directors, Officers and Employees (“Employee Code”) is available on EOG’s internet site at [www.eogresources.com/about/corpgov.html](http://www.eogresources.com/about/corpgov.html) or from EOG’s General Counsel and Chief Compliance Officer.

Anyone who violates the standards in this Contractor Code will jeopardize their relationship with EOG, including possible termination of the relationship. ***If you become aware of a situation that you believe may violate this Contractor Code or the Employee Code, you should report your concerns immediately in accordance with the procedures described in Section 2 of this Contractor Code.*** No adverse action will be taken against anyone for making a complaint or disclosing information in good faith, and any retaliation against a person who in good faith reports any violation or suspected violation of this Contractor Code or the Employee Code will be subject to disciplinary action, which may include termination of the relationship with EOG.

### 1. Compliance with Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which EOG’s ethical standards are built. All vendors and contractors acting on behalf of EOG must respect and obey the laws of the cities, counties, states and countries in which we operate. Although not everyone is expected to know the details of these laws, it is important to know enough to determine when to seek advice from the appropriate EOG personnel.

If you are uncertain as to whether a course of action is in compliance with the law, you should ask for guidance from your legal advisors or contact EOG’s Legal Department.

## 2. Seeking Guidance and Reporting Procedures

EOG vendors and contractors have the responsibility to report violations of this Contractor Code or other conduct relating to EOG's business that they suspect may be unethical or in violation of applicable laws and regulations. Reporting actual or suspected misconduct allows EOG to investigate potential problems, stop actual misconduct and prevent future issues.

To report a suspected violation or unethical conduct or when in doubt about the best course of action in a particular situation:

- Talk with your EOG contact; or
- See <http://www.eogresources.ethicspoint.com> to submit a confidential report by telephone or online.

**Non-Retaliation. EOG will not take adverse action or otherwise allow retaliation against anyone who in good faith reports a violation or suspected violation of this Contractor Code or the Employee Code or suspected unethical or illegal conduct.** Anyone who retaliates in any way against a person who in good faith reports a violation or suspected violation of this Contractor Code or the Employee Code or suspected unethical or illegal conduct will be subject to disciplinary action, which may include termination of the relationship with EOG and may include criminal prosecution.

## 3. Fair Treatment and Mutual Respect

EOG policies are designed to ensure that all employees, vendors and contractors are treated fairly and with respect, by EOG and each other. We are firmly committed to providing equal opportunity in all aspects of employment and a workplace free of discrimination, harassment or segregation based on sex, race, color, age, religion, national origin, physical or mental disability, pregnancy (including childbirth and related medical conditions), protected Veteran status, genetic information, sexual orientation, gender identity or any other characteristic protected by law. This includes providing reasonable accommodation for individuals' disabilities or religious beliefs or practices. Similarly, offensive or hostile working conditions created by such discrimination, harassment or segregation will not be tolerated. Anyone who engages in discrimination or harassment will be subject to disciplinary action, which may include termination of the relationship with EOG.

If you feel that you have experienced or observed any discriminatory or harassing behavior, you are encouraged to voice your concerns, by reporting in accordance with the procedures described in Section 2 of this Contractor Code. Retaliation against anyone who lodges a complaint in good faith, or participates in the investigation of a complaint, will not be tolerated.

## 4. Human Rights

While governments bear the primary responsibility for protecting human rights, the Company is committed to conducting our business in a manner that respects the dignity and human rights of all individuals. The Company will comply with local laws regarding human rights where we operate. EOG also endeavors to complement local laws with internationally recognized human

rights principles and frameworks. We expect our contractors and vendors to promote ethical conduct and demonstrate respect for the human rights of all Company stakeholders. If you become aware of a situation that might result in a violation of human rights related to EOG's operations, including in our business dealings with vendors, contractors and business partners, immediately report the matter to our Human Resources Department or Legal Department or in accordance with the procedures described in Section 2 of this Contractor Code.

## **5. Workplace Safety, Security and Protection of the Environment**

EOG strives to provide a safe and healthy work environment. Vendors and contractors working on EOG property have responsibility for maintaining a safe, secure and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. If you become aware of any threat to safety, respond as you believe appropriate and report it immediately to your EOG contact or in accordance with the procedures described in Section 2 of this Contractor Code.

Violence and threatening behavior are not permitted. Firearms and other weapons are strictly prohibited on EOG property or on the person of anyone while conducting EOG business, unless authorized in writing for special circumstances by the Chief Human Resources Officer. Any acts or threats of violence should be reported immediately to your EOG contact or in accordance with the procedures described in Section 2 of this Contractor Code.

Vendors and contractors are required to report to the work site in condition to perform their duties, free from the influence of drugs or alcohol. The use, possession or distribution of illegal or unauthorized drugs or alcohol on EOG time or on EOG premises will not be tolerated.

EOG is committed to safeguarding the environment and conducting our business in a manner designed to comply with all applicable environmental laws and regulations, and applying responsible standards where such laws or regulations do not exist.

## **6. Conflicts of Interest**

Business decisions must be based solely on what is best for EOG and not be improperly influenced by personal or family interests. A "conflict of interest" exists when a person's private or family interest interferes, or appears to interfere, in any way with the interests of EOG or makes it difficult for a person to perform his or her work for EOG objectively and effectively. Conflicts of interest may also arise when an EOG vendor or contractor, or a member of his or her family, receives improper personal benefits as a result of his or her position or relationship with EOG.

Conflicts of interest are prohibited as a matter of EOG policy. No EOG vendor or contractor shall knowingly allow himself or herself to become involved in a conflict of interest or, upon discovery thereof, allow such a conflict to continue. A potential conflict of interest or the appearance of a conflict of interest, if disclosed and approved in writing by EOG's General Counsel, may be dealt with in a way that prevents it from becoming an actual conflict that would be detrimental to EOG. Accordingly, contractors and vendors of EOG must disclose potential conflicts in writing to EOG's General Counsel.

Actions or situations that might involve a conflict of interest, or the appearance of one, require disclosure and include the following:

- A contractor (or a family member) seeking employment with, or working for, EOG or an EOG vendor, customer or competitor;
- A contractor (or a family member) holding a financial interest in a vendor which does, or seeks to do, business with EOG or a competitor of EOG;
- Holding an interest in an oil and natural gas lease or royalties, particularly (but not limited to) instances in which EOG is the operator of the lease or well(s); and
- Offering any gift, entertainment, trip, loan or discount to an EOG employee, vendor or contractor, other than (i) modest, non-cash gifts or entertainment as business courtesy, and (ii) when the gift does not reasonably appear to (A) influence the employee, vendor or contractor to act in a manner not in the best interest of EOG or (B) constitute an improper personal benefit to such employee, vendor or contractor.

Contractors who are offered gifts or entertainment by an EOG vendor, with other than nominal value, should obtain the approval of their EOG supervisor/contact prior to accepting. Further, any gift or entertainment that could be viewed as having a unique or larger value should also be approved in writing by the relevant EOG Vice President prior to acceptance. Please contact EOG's Legal Department if you need further guidance.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your EOG supervisor/contact or EOG's Legal Department. As noted above, any vendor or contractor who becomes aware of a conflict or potential conflict should bring it to the attention of their EOG supervisor/contact or EOG's Legal Department. EOG may put procedures or controls in place to prevent a potential conflict of interest or appearance of a conflict of interest from becoming an actual conflict of interest that could be detrimental to EOG.

## **7. Corporate Opportunities**

Vendors and contractors may not use their position with EOG or EOG property or information for improper personal gain, or to compete with EOG directly or indirectly. In addition, vendors and contractors are prohibited from taking for themselves personally or for a family member opportunities that are discovered through their position with EOG or the use of EOG property or information, unless such opportunity is first disclosed and offered to EOG and EOG's Chief Executive Officer (on behalf of EOG) affirmatively decides, in writing, not to pursue it.

## **8. Public Disclosures**

Vendors and contractors may not speak on behalf of EOG in any forum unless properly and specifically authorized in accordance with EOG policy. Further, any media inquiries received by an EOG vendor or contractor concerning the Company's business, strategies, activities or plans should be referred to the Company's Investor Relations Department at: [eog\\_ir@eogresources.com](mailto:eog_ir@eogresources.com) or EOG's Legal Department.

## **9. Confidentiality**

Vendors and contractors must maintain the confidentiality of all confidential or proprietary information entrusted to them by EOG or others with whom EOG does business, except when disclosure is authorized by EOG's Legal Department or required by laws or regulations. Confidential information includes all non-public information that, if disclosed, might be of use to competitors, or harmful to EOG or others with whom EOG does business. It also includes non-public or otherwise private information that vendors, customers, other companies and other parties (such as royalty interest owners and job applicants) have entrusted to EOG. Proprietary information includes seismic, geological and geophysical data, prospect and trend information, intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as exploration, production and marketing plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of EOG policy, could be detrimental to EOG and could also be illegal and result in civil or criminal penalties. Such information is to be used solely for EOG purposes and never for the private gain of a vendor, contractor or any other third party.

In addition, vendors and contractors should use caution when discussing confidential or proprietary EOG information in a public place where they may be overheard, and should refrain from disclosing confidential or proprietary EOG information on the internet, including social media and networking sites, message boards and blogs. The obligation to preserve and protect confidential or proprietary EOG information continues even after the relationship with EOG ends.

## **10. Social Media**

EOG recognizes that the use of social media provides unique opportunities to participate in interactive discussions and share information on particular topics. However, the use of social media by vendors and contractors can pose risks to EOG's confidential and proprietary information and reputation, can expose EOG to legal claims, and can jeopardize EOG's compliance with business rules and laws.

To minimize these business and legal risks and to ensure that EOG's information systems and communications systems are used appropriately, EOG expects its vendors and contractors to never use social media in a way that violates EOG policies. This policy is not intended to restrict communications or actions protected or required by state or federal law.

## **11. Protection and Proper Use of EOG's Assets; Cybersecurity**

EOG's assets should be used only for the legitimate business purposes of EOG. Vendors and contractors should endeavor to protect EOG's assets against loss, theft and misuse and ensure their proper and efficient use. Such assets include EOG's proprietary information and intellectual property, such as proprietary equipment and processes and computer applications and programs. If you become aware of the theft or misuse of EOG's assets, including EOG's proprietary information or intellectual property, immediately report the matter to your EOG contact or EOG's General Counsel, or in accordance with the procedures described in Section 2 of this Contractor Code, for investigation.

With regards to EOG's information systems specifically, EOG, as part of its cybersecurity procedures, employs a combination of people, processes and technology to protect the confidentiality, integrity and availability of EOG's systems and the confidential and proprietary information contained thereon. However, even with these systems of security controls, EOG vendors and contractors must still remain vigilant and guard against breaches and intrusions.

Accordingly, all EOG vendors and contractors should endeavor to safeguard EOG's information systems and related technologies from theft, fraud, unauthorized access, alteration or other damage. In addition, EOG vendors and contractors must avoid any usage of EOG's systems that might lead to loss or damage, such as a leak of confidential or proprietary company information or a breach of EOG's information systems security.

If you become aware of a situation that might compromise EOG's information systems security – for example, an active or attempted breach of any of EOG's systems or a lost or stolen password, computer or mobile device – immediately contact a member of EOG's Information Systems team or EOG's Legal Department.

## **12. Data Privacy**

EOG is committed to protecting the personal information of others (such as royalty interest owners, employees and job applicants) in its control and ensuring that it will only be used for appropriate business purposes. Access to, and use of, such personal information is limited to those who have appropriate authorization and a valid business reason to know such information. Further, those who collect, access, use or disclose such personal information have a responsibility to do so ethically and consistent with, and subject to, all legal and regulatory requirements. Accordingly, all EOG vendors and contractors are prohibited from (i) sharing the personal information of others obtained from EOG and/or EOG's information systems without express authorization from EOG or (ii) using such information for anything other than EOG's legitimate business purposes.

## **13. Competition and Fair Dealing**

We seek to outperform our competition fairly, honestly and in full compliance with applicable laws, including antitrust laws. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Vendors and contractors should respect the rights of, and deal fairly and honestly with, EOG's customers, vendors, contractors, competitors, employees and anyone else with whom the vendor or contractor has contact in the course of performing their job. No vendor or contractor should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Antitrust Laws. Antitrust laws, also known as competition laws outside the United States, are designed to ensure a fair and competitive free market system. We will comply with the applicable antitrust and competition laws wherever we do business. Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices. Therefore, it is important for vendors and contractors to avoid discussions with EOG competitors, on behalf of EOG, regarding pricing, terms and conditions, costs, marketing or production plans and any other proprietary or confidential information. Antitrust laws may also apply in circumstances such as

benchmarking efforts, trade association meetings or strategic alliances among competitors. If you believe a conversation with a competitor enters an inappropriate area, end the conversation immediately and consult EOG's Legal Department.

Unauthorized Taking or Use of Information. The unauthorized taking or use of proprietary information from other companies, possessing trade secret information that was obtained without legal authority, or inducing such disclosures by past or present employees of other companies is prohibited as a matter of EOG policy and may be illegal.

#### **14. Insider Trading**

Vendors and contractors in possession of material information about EOG must abstain from trading in EOG securities until such information is made generally and publicly available by means of a press release or other public filing or disclosure by EOG. Information is considered material if it might be considered important to an investor in deciding whether to buy, sell or hold EOG securities. Such material "inside information" might include earnings information, information regarding stock and dividend activity, changes of control or management, pending mergers, sales or acquisitions, reserve discoveries, or other significant business information or developments. Providing such inside information to others who then trade on it is also strictly prohibited. Trading on inside information and "tipping" such information to others who trade on such information are also violations of federal securities law. If you have any questions, please consult EOG's Legal Department.

#### **15. International Business Transactions**

All EOG vendors and contractors must comply with U.S. and other applicable international trade laws and regulations, including those related to anti-corruption, anti-money laundering, economic sanctions, anti-boycott, and export controls. Such laws and regulations can be complex and subject to certain exceptions, and so vendors and contractors are encouraged to contact EOG's Legal Department with any questions or for guidance in a particular situation.

Anti-Corruption. All EOG vendors and contractors must comply with the U.S. Foreign Corrupt Practices Act ("FCPA") and the anti-corruption laws of the countries where EOG vendors and contractors conduct EOG business. EOG policy prohibits bribery in any form, defined as providing or receiving any payments or other things of value in order to gain or maintain business in a corrupt manner or to obtain an improper business advantage. This includes giving bribes to government officials as well as commercial bribery among private business counterparties.

Contact EOG's Legal Department with any questions or for guidance in a particular situation. If you become aware of a situation that you believe may violate the FCPA or the anti-corruption laws of the country in which you are conducting EOG business, you should report your concerns immediately in accordance with the procedures described in Section 2 of this Contractor Code.

Anti-Money Laundering Laws. EOG prohibits the movement of cash or other monetary instruments ("funds" or "cash") in any situation in which EOG, or an employee or agent of EOG, is aware or has reason to know that such funds are the proceeds of unlawful activity or that the transfer of those funds is intended to disguise the source of the funds. While acting on EOG's

behalf, EOG expects its vendors and contractors to not knowingly engage or attempt to engage in any transaction involving proceeds derived from unlawful activity.

Economic Sanctions. The United States, through the Office of Foreign Assets Control and U.S. Department of State, and other countries have imposed economic sanctions on certain countries and territories, entities, and individuals around the world. Before engaging in any activities, dealings or transactions with non-U.S. customers, agents, sales representatives, vendors, freight forwarders or other third parties, EOG and its vendors and contractors must conduct screening and/or other appropriate diligence to verify that such activities, dealings or transactions comply with U.S. and any other applicable economic sanctions laws and regulations (“Sanctions”). Further, EOG vendors and contractors must immediately notify, and obtain express written permission from, EOG before engaging in any activities, dealings or transactions that directly or indirectly involve any person or entity on the Specially Designated Nationals list or a country or territory subject to Sanctions or resident of a country or territory subject to Sanctions.

U.S. Antiboycott Laws. U.S. laws prohibit U.S. businesses from participating in any unsanctioned international boycott, meaning boycotts that are not supported by the U.S. government (“U.S. Antiboycott Laws”). Conduct that may be prohibited under U.S. Antiboycott Laws includes the refusal of a person or group of people to do business with certain other people or countries and the furnishing of information in response to requests arising from boycott-related purposes.

EOG vendors and contractors must not (a) participate or support any international boycott that is not sanctioned by the U.S. government; (b) take any action, including actions on behalf of EOG, which would constitute or cause a violation of U.S. Antiboycott Laws by EOG; or (c) make or transmit any boycott-related request to EOG.

Export Controls. All EOG vendors and contractors must also take steps to ensure they comply with U.S. and any other applicable export control laws, including confirming the export control jurisdiction and classification of the goods, services, technology and software to be exported, re-exported or transferred and obtaining any necessary export licenses. Questions or concerns about a proposed export, re-export or in-country transfer should be directed to EOG’s Legal Department, which will provide assistance in determining whether an export license is required and in obtaining any required licenses.

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As part of EOG’s compliance program we communicate regularly with our employees and those doing business with EOG regarding our policies and commitment to conducting EOG’s business in accordance with high ethical standards and in compliance with the law. We believe our vendors and contractors share this commitment; this Contractor Code is intended to reinforce both your and our commitment to doing business “the right way.” We value our business relationship with you and appreciate your cooperation.