

EOG Resources, Inc.
Notice of Amendments to Code of Business Conduct and Ethics
for Vendors and Contractors

On December 14, 2016, the Board of Directors of EOG Resources, Inc., as part of its regular review of corporate governance matters, approved general updates of, and revisions to, certain sections of the EOG Resources, Inc. Code of Business Conduct and Ethics for Vendors and Contractors (the “Code”), including the following amendments:

- A new Section 3 (Fair Treatment and Mutual Respect) to inform vendors and contractors of EOG’s policy regarding equal employment, harassment and discrimination.
- An amendment to Section 4 (Workplace Safety and Security and Protection of the Environment) to provide that any threats to safety or acts or threats of violence should be reported immediately.
- A new Section 7 (Public Disclosures) to provide that vendors and contractors may not speak on EOG’s behalf unless specifically authorized to do so.
- An amendment to Section 11 (Insider Trading) to provide further guidance on what types of information might be considered “material” and to clarify that “tipping” inside information to others who trade on that information is a violation of securities laws.

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.

**EOG RESOURCES, INC.
CODE OF BUSINESS CONDUCT AND ETHICS
FOR VENDORS AND CONTRACTORS**

Introduction

It is the policy of EOG Resources, Inc. and its subsidiaries (together, “EOG”) that the conduct of employees 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 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 the Contractor Code or Employee Code will be subject to disciplinary action.

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

- Talk with your contact at EOG
- Talk to a member of EOG’s Compliance Committee (General Counsel; Chief Financial Officer; Vice President, Human Resources; or Vice President, Internal Audit) or any of the officers and directors of EOG whose contact information is found (at the “Corporate Governance” link) on EOG’s internet site.
- Call the EOG Business Conduct and Ethics Hotline. It is available 24 hours a day, 7 days a week at 800-826-6762 (call collect if outside the United States and Canada). You may choose to remain anonymous when calling the Hotline.

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, protected Veteran status, sexual orientation, gender identity or any other characteristic protected by law. This includes providing reasonable accommodation for disabilities or religious beliefs or practices. Similarly, offensive or hostile working conditions created by such harassment or discrimination will not be tolerated.

4. Workplace Safety and 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 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, report it immediately.

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 EOG’s Vice President, Human Resources. Any acts or threats of violence should be reported immediately.

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 worldwide 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.

5. Conflicts of Interest

Business decisions must be based solely on what is best for EOG and not improperly influenced by personal or family interests. Contractors dealing with vendors on behalf of EOG are expected to avoid conflicts of interest that could be detrimental to EOG. In addition, vendors

and contractors are expected to respect EOG's conflicts of interest policy with respect to their dealings with EOG employees, so that EOG employees can remain in compliance.

A "conflict of interest" exists when a person's private interest interferes 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 employee 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 by EOG employees are prohibited as a matter of company policy, unless disclosed and approved in accordance with the Employee Code. Similarly, contractors dealing with a vendor on behalf of EOG must disclose potential conflicts with that vendor to their EOG contacts, so that arrangements can be made to avoid the conflicts. For example, the decision to use that business and the approval of invoices may be handled by someone other than the employee or contractor with the potential conflict. Actions or situations that might involve a conflict of interest, or the appearance of one, require disclosure and include the following:

- Employee or contractor (or a family member) working for an EOG vendor or contractors.
- Employee or contractor (or a family member) holding a financial interest in an EOG vendor.

In addition, employees and contractors may not solicit, accept or retain any gift, entertainment, trip, loan, discount, guarantee of an obligation, service, or other benefit from any organization or person doing (or seeking to do) business with EOG, other than (i) modest, non-cash gifts or entertainment as part of normal business courtesy and hospitality that would not influence, or reasonably appear to influence, an officer or employee to act in any manner not in the best interest of EOG or (ii) a nominal benefit that has been disclosed and approved in accordance with the Contractor Code or EOG policy.

Contractors who are offered gifts and entertainment with a value greater than \$200 by an EOG vendor should disclose the offer to their EOG contact and obtain approval prior to accepting.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with appropriate EOG personnel.

6. Corporate Opportunities

Vendors and contractors may not use EOG property, information, or position for improper personal gain, or to compete with EOG directly or indirectly. Vendors and contractors are prohibited from taking for themselves personally or for their families opportunities that are discovered through the use of EOG property, information or position unless such opportunity is first disclosed and offered to EOG, which affirmatively decides not to pursue it. Approval is required in writing from EOG's Chairman and Chief Executive Officer.

7. 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.

8. Confidentiality

Vendors and contractors must maintain the confidentiality of all 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 information that vendors, customers and other companies 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. Such information is to be used solely for EOG purposes and never for the private gain of a vendor, contractor or any third party. The obligation to preserve and protect confidential or proprietary information continues even after the relationship with EOG ends.

9. Protection and Proper Use of Company Assets

EOG assets should be used only for the legitimate business purposes of EOG. Vendors and contractors should endeavor to protect EOG's assets and ensure their proper and efficient use. Protecting company assets against loss, theft and misuse is everyone's responsibility. If you become aware of the theft or misuse of Company assets, immediately report the matter to your EOG contact or report using the procedures described in Section 2 of this Contractor Code.

10. 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 and employees. 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.

11. 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 securities. Such material "inside information" might include earnings information, information regarding estimates, stock and dividend activity, changes of control or management, pending mergers, sales, 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.

12. 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 the 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.*

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.