

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

On September 26, 2018, 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, the EOG Resources, Inc. Code of Business Conduct and Ethics for Vendors and Contractors (the “Code”), including the following amendments:

- An amendment to the Introduction to add a quote from William R. “Bill” Thomas, Chairman and Chief Executive Officer of EOG, regarding EOG’s core values.
- An amendment to Section 2 (Seeking Guidance and Reporting Procedures) to update the procedures by which actual or suspected Code violations are to be reported.
- A further amendment to Section 2 (Seeking Guidance and Reporting Procedures) affirming to EOG’s vendors and contractors that (i) EOG will not allow retaliation against anyone who in good faith reports a violation or suspected violation of the Code and (ii) anyone who takes such retaliatory action will be subject to disciplinary action (including termination of relationship with EOG).
- An amendment to Section 3 (Fair Treatment and Mutual Respect) to add “pregnancy” and “genetic information” to the statement regarding characteristics to which EOG is committed to providing equal treatment.
- A further amendment to Section 3 (Fair Treatment and Mutual Respect) to clarify that, with respect to discriminatory or harassing workplace conduct, (i) anyone engaging in such conduct is subject to disciplinary action (including termination of relationship with EOG) and (ii) vendors or contractors who experience or observe such conduct are encouraged to report such conduct.
- An amendment to Section 4 (Workplace Safety, Security and Protection of the Environment) to provide more specific guidance regarding the reporting of safety threats and acts or threats of violence.
- An amendment to Section 5 (Conflicts of Interest) to provide that, in the event a potential conflict of interest is identified, procedures should be put in place to prevent such potential conflict of interest from becoming an actual conflict of interest.
- The addition of a new Section 9 (Social Media) providing guidance to vendors and contractors regarding the use of social media and confirming EOG’s expectation that vendor and contractor use of social media will not violate any of EOG’s policies.

**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.**



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

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## **Introduction; EOG Values**

“Honesty, integrity, fair dealing, mutual respect, conducting our business with high ethical and environmental standards - these are all EOG core values. The continued success of EOG depends not only on our working hard and working smart but also working in a manner consistent with these values.” -- *Bill Thomas, Chairman and Chief Executive Officer, EOG Resources, Inc.*

Accordingly, 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](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 the Contractor Code or 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 when in doubt about the best course of action in a particular situation:

- Talk with your contact at EOG or EOG's Legal Department; or
- Talk to a member of EOG's Compliance Committee (General Counsel; Chief Financial Officer; Chief Human Resources Officer; or Vice President, 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; or
- 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; or
- Submit a confidential report online at: <https://eogresources.alertline.com/gcs/welcome>.

**Non-Retaliation. EOG will not take adverse action or otherwise allow retaliation against anyone who in good faith reports a suspected violation of the Contractor Code or 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 the Contractor Code or 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 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. Tell any of the points of contact listed in Section 2 of this Contractor Code. Retaliation against anyone who lodges a complaint in good faith, or participates an investigation of a complaint, will not be tolerated.

### **4. 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 appropriate and report it immediately to your EOG contact.

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.

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 be 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, 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 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 EOG 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 such potential conflict from becoming an actual conflict. 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; and
- 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) acceptance of a nominal non-cash 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. Anyone who becomes aware of a conflict or potential conflict should bring it to the attention of any of the points of contact listed in Section 2 of this Contractor Code. EOG will put procedures in place to avoid potential conflicts of interest from becoming actual conflicts of interest.

## **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 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 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 third party.

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

## **9. 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, vendors' and contractors' use of social media 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.

## **10. Protection and Proper Use of EOG's Assets**

EOG's 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 EOG's assets against loss, theft and misuse is everyone's responsibility. If you become aware of the theft or misuse of EOG's assets, immediately report the matter to any of the points of contact listed in Section 2 of this Contractor Code.

## **11. 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 its 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.

## **12. 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 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.

### 13. 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.*

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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.