

# **Excerpts from Texaco**

## **Corporate Conduct Guidelines**

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### **GENERAL BUSINESS CONDUCT GUIDELINES**

#### **Improper Payments and Gifts**

##### Commercial Bribery

The giving or receiving of any bribes, kickbacks, or similar payments of any sort, to or from any entity doing or seeking to do business with the company is strictly prohibited.

The company, therefore, prohibits the payment or giving of a gift, gratuity, or entertainment of more than token or nominal value to suppliers or customers or their agents, employees or fiduciaries. The company also strictly forbids the acceptance or receipt by any employee, agent or consultant of Texaco of any gift, gratuity, entertainment or other item of monetary value of more than token or nominal value from the company's suppliers or customers, or their agents, employees or fiduciaries. or approval must be obtained from the Corporate Compliance Officer for all gifts having more than nominal value.

No payment on behalf of the company may be approved or made with the intention, understanding, or awareness that any part of the payment is to be used for any purpose other than that described by the documents supporting the payments. All receipts and disbursements must be fully and accurately described in the books and records of the company and must be supported by the appropriate documentation properly describing the purposes thereof.

##### Payments and Gifts to Government Officials

It is absolutely prohibited to give, offer, or promise anything of value in the form of a bribe, gratuity, or kickback to any public official. Federal law also prohibits giving anything of value to foreign government officials to obtain or retain business or affect any government act or decision. Personal funds may not be used to do what is otherwise prohibited with company funds.

#### **International Business**

All employees are expected to comply with the laws of the country in which they operate. The fact that in some countries certain laws prohibiting particular conduct are not enforced in practice, or that violation is not subject to public criticism or censure, will not excuse non-compliance. If you have a question as to whether certain activities are prohibited, contact the Corporate Compliance Officer or the Legal Department. You must abstain from the activity in question until you have been informed that the activity is not prohibited. All employees also must comply strictly with US. laws and regulations applicable to the conduct of business outside the United States.

## **Foreign Corrupt Practices Act**

The Foreign Corrupt Practices Act makes it a crime for companies, as well as their officers, directors, employees, and agents, to bribe a foreign official, political party, party official, or candidate for the purpose of obtaining or retaining business. The Act also requires covered companies to maintain accurate books, records, and accounts, and to devise a system of internal accounting controls sufficient to provide reasonable assurance that, among other things, the company's books and records fairly reflect, in reasonable detail, its transactions and dispositions of its assets.

Texaco's long-standing policies are fully, consistent with the Act. The company conducts its business activities in accordance with all applicable laws, and its long-established and well-defined internal procedures and controls are in full accord with the expressed intent and effect of the Act.

### Facilitating Payments

There may be instances in which the customs of an area dictate, and local legal interpretations allow, incidental payments or gratuities to ministerial or clerical officials to expedite the proper performance of their ordinary duties. Payments of this nature do not fall within the prohibition of the Act. Nevertheless, even though such payments may possibly be expected in accordance with area customs and legal interpretations, and would confer no improper business advantage on the company, every effort should be made to avoid them, consistent with the normal and competitive functioning of the company's business, the provisions of the Act as described above, and other laws and company directives. In the event any such payments are considered necessary, it is imperative that they be correctly recorded and accounted for on the company's books. In any case, the approval of the Legal Department must be obtained before any facilitating payment is made.

### Recordkeeping Requirements

Texaco's policies and the recordkeeping requirements of the Act require that all transactions appear accurately and properly on the books and records of the company and that they be carried out pursuant to existing monetary and approval authorities, and to other internal control requirements. Strict adherence to established procedures for opening and closing bank accounts is also necessary to ensure proper control over disbursements of funds.

Should any employee have questions regarding the Foreign Corrupt Practices Act or compliance with any other law, the complete facts should be submitted to his or her supervisor or the head of the respective department, division or subsidiary, and, if considered necessary, the situation will be referred to the Legal Department for guidance.

## **Doing Business With the Government**

All company employees engaged in government contracting activities are required to comply with all applicable laws, rules, and regulations for doing business with the government.

### Improper Payments and Gifts

In particular, employees and agents of the company are prohibited from offering, giving, receiving, or soliciting any form of bribe, rebate, gratuity, honorarium, or kickback to or from a government employee or agent. Nor may company employees, without prior approval of the

Corporate Compliance Officer or the Legal Department, pay, in whole or in part, for business meals, entertainment, travel, or other similar expenses for government employees and officials, regardless of whether the employee uses corporate or personal funds. In countries where local customs call for giving gifts on special occasions, you may, with prior approval, present gifts that are lawful, appropriate, and of nominal value in the context of the recipient's position and in circumstances which would not be construed as seeking special favor.

### Obtaining Government Business

In obtaining government business, the company must use only legitimate methods. Employees are strictly prohibited from seeking or receiving information which the company is not authorized to possess concerning potential government business. This would include, but is not limited to, proprietary data, pricing information of other competitors for government contracts, and non-public documents relating to government purchasing. Any questions concerning appropriate conduct with respect to government contacting should be directed to the Legal Department.

### False Statements to Government Officials

It is a violation of company policy as well as criminal statutes for employees to make false statements or false claims for payment to the government. A false statement to a government official may be made orally or in writing, and may be made by making an affirmatively misleading statement, or by concealing a material fact from a government official. Moreover, an employee may violate this policy even if he or she does not make the statement directly, but only provides false information to another employee or a third party, knowing that it will later be provided to the government. This policy applies in particular to any and all certifications and forms provided to the government.

### Employing Government Employees

Employees should also note that strict laws govern recruiting and/or negotiating with government employees for future employment at the company, particularly if the government employee had any role in awarding or managing contracts with the company. Prior written approval of the Legal Department must be obtained before communicating with any current or former government employee about working for the company as an employee, agent or consultant.

### **Reporting of Irregularities**

Employees who become aware of known or suspected irregularities must report them promptly to their supervisor or other appropriate individual.