

# Our commitment to integrity

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## Why does BP have a code of conduct?

The BP code of conduct stands for a fundamental BP commitment – to comply with all applicable legal requirements and the high ethical standards set out in this code – wherever we operate. To help us meet this commitment, the code defines what BP expects of its businesses and people regardless of location or background. It provides both guidance in key areas and references to more detailed standards, instructions and processes for further direction.



The code is not entirely new – it updates, revises and summarizes, in one universal framework, BP's standards for employee conduct, helping us to act consistently with group values.

The code is a reference to important information you need to know – including where to get additional help. However, the code cannot address every situation.

Nor does it serve as a substitute for your individual responsibility for exercising good judgement and common sense, so that your actions never damage BP's hard-earned reputation for integrity.

All employees must follow this code. Failure to do so is taken very seriously and may result in disciplinary action up to and including dismissal. See page 6, *Your personal commitment to doing the right thing*.

## Does the code explain *all* the standards I need to know?

The code is the cornerstone of our commitment to integrity. It is a starting point. The code cannot describe every law, regulation or BP requirement that may apply to you. The company has additional standards, instructions and processes to further implement the principles in the code. Make sure you know the rules that do apply to you.

### **i** Information

To learn more about laws, standards, instructions and processes that may apply to you, see the additional resources identified throughout the code with the **i** symbol, ask your line manager, contact group compliance & ethics or call **OpenTalk**.

### **Q A** Questions and answers

Throughout the code, you will also see question and answer sections. These Q&A sections are intended both to answer specific questions that commonly arise, and also to illustrate more generally how particular code topics can apply in real work settings.

## What about different laws in different countries?

BP does business globally, and that means our employees are subject to the laws and regulations of different countries, and of organizations such as the European Union (EU). Each of us is responsible for knowing and following the laws that apply to us where we work.

The code establishes principles for business conduct applicable throughout the group, regardless of location. Where differences exist as the result of local customs, norms, laws or regulations, you must apply either the code or local requirements – whichever sets the highest standard of behaviour. If you have any questions, you may seek guidance from group compliance & ethics, or BP legal.

## Who must follow this code?

All employees must adhere to the principles and requirements contained in this code and should consult the code for guidance when acting on behalf of BP.

Employees must not use a contractor, agent, consultant or other third party to perform any act which conflicts with this code.

Employees who engage third parties such as contractors, agents or consultants to work on behalf of BP must seek to ensure that these parties are made aware of the code and should seek their co-operation in adhering to the code – including, where possible, a contractual requirement to act consistently with the code when working on our behalf. You must report any breaches or inconsistent behaviour by these third parties.

In joint operations, where we are the operator, we will apply our code principles directly; where we are not the operator, we will seek to influence our joint venturers to adopt similar principles.

## The duties of those who supervise others

Those who supervise others have additional responsibilities under the code. They must:

- Promote compliance and ethics by example – in other words, show by their behaviour what it means to act with integrity.
- Make sure that those who report to them understand the code's requirements and have the resources to meet them.
- Monitor compliance and ethics of the people they supervise.
- Use reasonable care to monitor third parties acting on behalf of BP to ensure that they work in a manner consistent with the code.
- Enforce the code consistently.
- Support employees who, in good faith, raise questions or concerns.

## Your personal commitment to doing the right thing

This code represents a commitment to doing what is right. By working for BP, you are agreeing to uphold this commitment. Understand the requirements of the code and the standards, instructions and processes that apply to your job – and always follow them. Those who fail to follow the code put themselves, their co-workers, and BP at risk.



## Asking questions and raising concerns

### Your duty to speak up

You must report any breaches or potential breaches of BP's compliance and ethics commitments of which you become aware – whether these relate to yourself, direct reports or others.

You must similarly seek advice if you are ever unsure about the proper course of action.

If you are in any doubt about whether to speak up, ask yourself some simple questions:

- Is the action you are concerned about legal?
- Does it comply with the BP code of conduct?
- Is it in line with BP's group values?
- Does it expose BP to any unacceptable risks?
- Does it match our commitments and guarantees that we have made to others?
- What would others think about this action – your manager, colleagues or family?
- How would this look if reported in the newspapers?
- Does it feel right?

It may seem easier to keep silent or look the other way. But our commitment to integrity means we must never ignore a legal or ethical issue that needs to be addressed.

**Q** We use a contractor to do some work for BP. I know some people who work for this contractor and they told me they may not be doing this work in a way that is consistent with regulatory requirements. Does this matter? After all, it's not my company. And they are probably saving everyone money by doing it their way.

**A** Yes, it matters. What the contractor is doing might even make BP liable. But even if there would be no liability, we still care. Doing things the right way means not looking the other way if you think someone we work with is doing something wrong. Do the right thing. Talk with your line manager or use **OpenTalk** (see *Where to go for help*).

**Q** We are a 30% partner in a small, but very profitable joint venture (JV). We entered into the venture to establish a presence in a small country where we are new to the market. The JV is operated entirely by employees of our partner. We have now learned that the JV may have made some questionable payments to a high-ranking government official in order to secure a big contract. I mentioned my concern to one of my colleagues who said that since BP is just an investor and has no operating control, I need not be concerned. Is he right? What should I do?

**A** No, he is not right. Even though BP is a minority investor and partner in the venture it cannot ignore potential misconduct, in this case potential bribery and corruption. BP's reputation for integrity could be seriously damaged if it ignores wrongdoing by business partners. You should contact BP legal immediately or call **OpenTalk**. As a minority partner we must, as the code states: "seek to influence our joint venturers to adopt similar principles." But if a JV in which we are involved appears to be breaking the law, BP must take more aggressive action to protect its reputation and to protect itself from legal liability as a JV partner.

## Where to go for help

If you do have a question or concern about legal or ethical standards, what should you do? As explained below, you have options. *The most important thing is that you use one of these options.*

### A good place to start

Your line management is usually a good place to start with a legal or business conduct issue.

You may also get help or advice from:

- Your HR representative.
- BP legal.
- Group compliance & ethics.

You may also want to use one of the resources identified throughout the code in connection with particular topics by the **i** symbol.

However, if you are ever uncomfortable using one of these resources, you may also contact **OpenTalk**, as described below, at any time.

### The BP OpenTalk line

If you ever feel unsure about where to go for help, or are uncomfortable using one of the other resources identified in the code, BP has an additional resource that can help – **OpenTalk**.

The purpose of **OpenTalk** is to answer questions and respond to concerns about compliance, ethics and the requirements described in this code.

The **OpenTalk** telephone line and e-mail facility is operated by an independent company that helps businesses respond to questions and concerns about compliance and ethics. The line operates 24 hours a day/seven days a week and also has translation services available at all times.

Call **OpenTalk** on your local number or on 0800 917 3604 (UK), 1-800 225-6141 (US), or the collect call number 1 704 540 2242.

A full list of local telephone numbers can be accessed on the **OpenTalk** website <http://opentalk.bpweb.bp.com> Or you can e-mail the following address [opentalk@myalertline.com](mailto:opentalk@myalertline.com)



### What happens when I call OpenTalk – can I call anonymously?

If you call **OpenTalk** the independent operator will listen and make a detailed summary of your call. The person taking your call will then forward your question or concern, with strict confidentiality, to the appropriate individual within BP to look into the matter, as described below.

Concerns will be addressed by regional ombudspersons – senior managers in each region who act independently to ensure a fair and consistent approach. Requests for guidance on the code will be referred to a group compliance & ethics regional director, who will ensure that the caller receives a prompt and appropriate response.



If you wish, your call to **OpenTalk** can be made **anonymously**. Of course, giving your name can often help investigators look into the matter, and as explained below, BP has an unwavering policy against retaliation for raising a good-faith concern under this code. All callers are assigned tracking numbers so that they may check back to receive a response or provide more information.

Every effort will be made to give your call a quick response and to deal with your question or concern promptly, especially when circumstances make it time critical.

The group compliance & ethics function oversees the integrity of the **OpenTalk** programme by monitoring responses to questions and concerns to ensure these are handled fairly.

### Retaliation will not be tolerated

Any employee who in good faith seeks advice, raises a concern or reports misconduct is following this code – and is doing the right thing. BP will not tolerate retaliation against that person.

We take claims of retaliation seriously. Allegations of retaliation will be investigated and appropriate action taken. Anyone responsible for reprisals against individuals who report suspected misconduct or other risks to the business will be subject to disciplinary action up to and including dismissal.

If you suspect that you or someone you know has been retaliated against for raising a compliance or ethical issue, immediately contact **OpenTalk** or the group compliance & ethics officer.

**Q** I have been thinking about calling **OpenTalk**, but I'm not sure if I should. My line manager told me to do something that I feel is dangerous and may even be illegal. I think I should tell someone who can look into this, but I'm afraid that my line manager will make my job difficult for me if I do. What should I do?

**A** Even in great companies, people sometimes do things they shouldn't. You have identified what you believe is a potentially serious matter. The code says that if something does not feel right, you need to speak up. Line management is often the best place to raise concerns, but because it is your line manager's request that concerns you, your choice to call **OpenTalk** is a good option. If you call **OpenTalk**, BP will look into the situation and will not tolerate your line manager or anyone else retaliating against you. The right thing to do is to report your concerns.

## The BP compliance and ethics programme

The BP code of conduct is more than just a description of our business conduct standards. It is the centrepiece of a group-wide compliance and ethics programme supported by our directors and senior leadership to promote a positive, ethical work environment for all employees.



### **The role of the group compliance & ethics function**

BP has established an independent function to administer and oversee the compliance and ethics programme under the direction of the group compliance & ethics officer.

Making sure the code of conduct is followed is the overall responsibility of BP's leadership and of each individual employee. The compliance and ethics programme requires the commitment and support of everyone who works for BP – to ensure that the code of conduct lives and breathes in everything we do.

### **Group compliance & ethics**

- Seeks to prevent unlawful or unethical business conduct and to detect it if it occurs.
- Continuously assesses compliance risks and ensures that internal controls are responsive to these risks.
- Provides support to help employees comply with the code of conduct and applicable laws.
- Provides and oversees compliance training and communications.
- Oversees internal investigation processes.
- Reviews and promotes consistent disciplinary procedures for breaches of the code and the incorporation of compliance and ethics into performance appraisal processes.
- Provides independent reports on compliance performance to the group chief executive and board committees.

### **Contacting group compliance & ethics**

Contact information for group compliance & ethics can be accessed at <http://gce.bpweb.bp.com>. Or you can send an e-mail to [complianceethics@bp.com](mailto:complianceethics@bp.com), or write to the group compliance & ethics officer at 1 St. James's Square, London SW1Y 4PD, UK. You can also call **OpenTalk**.