

**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.



Policy & Procedure

Effective: April 9, 2009

Drug-Free Workplace Policy

Purpose

The objective of the Drug-Free Workplace Policy (the "Policy") is to provide a safe and productive work environment free from the misuse of drugs and the abuse of alcohol. The Policy will be administered in a manner which is consistent with all applicable local, state, provincial and federal laws and regulations pertaining to drugs and alcohol. Compliance with this Policy is a condition of initial and continued employment with EOG (as defined in this Policy).

Covered Persons

This Policy applies, to the extent set out in this Policy, to all applicants for employment, all Company employees, contractors, visitors and other persons while they are on Company Premises or are using Company Property or engaged in Company business. In addition to this Policy, applicants and employees performing functions covered by the U.S. Department of Transportation's ("DOT") regulations will be covered by other policies and procedures regarding drugs and alcohol.

Individual contractors who are providing services for the Company will be expected to comply with this Policy in addition to any policies or procedures regarding drugs and alcohol that are administered by the contractor's employer.

Prohibited Conduct

The use, manufacturing, distribution, dispensing, possession, sale, or being under the influence of Prohibited Drugs or alcohol is prohibited at all times while on Company Premises, using Company Property, or engaged in Company business.

Accordingly, the following conduct is prohibited:

- ❖ Being under the influence of, using or having possession of Prohibited Drugs while on Company Premises, using Company Property, or engaged in Company business;
- ❖ Being under the influence of alcohol, using or having possession of alcohol while on Company Premises, using Company Property or engaged in Company business, with the exception that use of alcohol at Company-sponsored events is not prohibited by this Policy, provided the use remains moderate.
- ❖ Refusing to consent in writing to a test to determine the presence of Prohibited Drugs or alcohol if requested by the Company;
- ❖ Refusing to cooperate in any test to determine the presence of Prohibited Drugs or alcohol if requested by the Company; and
- ❖ Refusing to consent to a search of Company Property, including a search of the individual's personal belongings which are on or within Company Property, to determine if the individual is in violation of this Policy.

Definitions

The following definitions apply to this Policy:

"Company" or "EOG" means EOG Resources, Inc. and all of its United States and Canadian subsidiaries, affiliates, and joint venture systems operated by EOG Resources, Inc., including without limitation EOG Resources Canada Inc. and EOG Resources Canada, an Alberta partnership.

"Company Premises" means without limitation all real property owned, leased, controlled or managed by the Company, including parking lots, and all buildings, facilities, and structures on such property.

"Company Property" means without limitation, all property, other than real property, owned, rented or leased by the Company or used in the conduct of Company business including personal property and vehicles at such times as the personal property and vehicles are located on Company premises or being used to conduct Company business.

"Prohibited Drugs" means any substance other than alcohol that can alter the mind or function of the human body, or impair the ability to safely perform the individual's job. These substances include, without limitation, inhalants and all substances whose possession or use is illegal under local, state, provincial or federal laws. Over the counter medication and prescription drugs if taken by the person for whom such drugs are prescribed and in the dosage and frequency directed by the label or prescribing physician are not included within the term Prohibited Drugs.

"Under the influence" means for Prohibited Drugs as having any detectable amount or any detectable metabolite in the body and for alcohol means having .04% or greater blood alcohol concentration in the body.

Over-the-Counter Medication and Prescription Drugs

Over-the-counter medication and prescription drugs prescribed by a licensed medical practitioner for the individual using or possessing them are generally not prohibited by this Policy, provided they were lawfully obtained and are not consumed at a frequency or quantity greater than the dosage prescribed or otherwise recommended on the medication's label. However, an employee taking any prescription or over-the-counter drug or medication, regardless of whether it was lawfully obtained and properly consumed, which may adversely affect the employee's ability to perform work in a safe manner (*i.e.*, medications which warn of drowsiness or cautions regarding the operation of a motor vehicle or machinery), must notify the employee's supervisor or, if not available, another management representative prior to starting work and immediately after entering Company Premises. The employee's supervisor, in consultation with appropriate medical personnel if necessary, will decide if the employee may remain at work or on Company Premises and what work restrictions or accommodations, if any, are necessary. Information regarding an employee's use of medication and any other information provided by appropriate medical personnel will be kept strictly confidential and will be disclosed only to Company management on a need-to-know basis and in accordance with the law.

A contractor who is taking any prescription or over-the-counter drug or medication, which may adversely affect the individual's ability to perform services for the Company in a safe manner, must notify a supervisor with the Company or a Company on-site representative who is familiar with the contractor's services for the Company. A decision will be made by Company management, in consultation with appropriate medical personnel and the contractor's employer, if necessary, regarding whether the contractor may perform services for the Company. However, at any time, the Company may request that the contractor not perform services for the Company.

Corrective Action

Compliance with this Policy is, where applicable, a condition of initial and continued employment. An employee who violates this Policy shall be subject to immediate disciplinary action, up to and including termination of employment, unless prohibited by law. Where applicable, an applicant who refuses to consent to a drug test or tests positive will be ineligible for employment. A contractor who violates this Policy shall no longer be permitted on Company Premises and shall no longer provide services for the Company.

Types of Drug & Alcohol Testing

To enforce this Policy, the Company reserves the right, as a condition of employment, and as a condition of being on Company Premises or using Company Property, to require all persons covered by this Policy to consent and submit to such tests at such times as the Company in its sole discretion determines appropriate.

Subject to all applicable local, state, provincial or federal laws and regulations, the Company conducts the following types of drug and alcohol testing:

- ❖ **Pre-employment** – U.S. applicants who have been given a conditional offer of employment will be asked to submit to a test for drugs. Canadian applicants for safety-sensitive positions who have been given a conditional offer of employment may be asked to submit to a test for drugs and/or alcohol.
- ❖ **Reasonable Cause** - If the Company has reasonable suspicion that an individual is in violation of this Policy, whether based upon actions, appearance, or other conduct which, in the Company's sole opinion, is indicative of the use of illegal drugs or alcohol in violation of this Policy, the individual may be required to submit to drug and/or alcohol testing as a condition of continued employment.
- ❖ **Post-Accident** - All individuals involved in conduct, which results in an accident causing personal injury to the employee or another person (and such accident or resulting personal injury occurs at a time when the employee or such other person is at work or acting on behalf of, or in connection with his or her employment or with his or her services for the Company), damage to Company Property, or damages to a third party's property caused while driving a Company vehicle may be asked to submit to a drug and alcohol test. All test samples will be taken at the earlier of (i) any medical treatment or (ii) as soon as possible after the accident.
- ❖ **Random/Safety-Sensitive Positions** - All persons working in safety-sensitive positions are subject to periodic, unannounced testing under this Policy, unless prohibited by law. The selection procedure for safety-sensitive positions will be at the Company's sole discretion and in accordance with applicable law.
- ❖ **Post-Rehabilitation** – EOG Employees who participate in a rehabilitation program for drugs or alcohol are required to take a drug and alcohol test upon completion of their treatment, and to undergo individual, unannounced drug and alcohol testing, from time to time, at the Company's request for up to two years. Such testing will be in addition to any other testing provided in this Policy.
- ❖ **DOT Required** – In addition to being subject to this Policy, employees performing functions covered by the DOT's regulations regarding drug and alcohol use and testing are expected to know and follow these regulations. In compliance with these regulations, the Company conducts random, unannounced drug and alcohol testing of all employees covered under DOT guidelines.
- ❖ **Other Testing Consistent with this Policy** – In addition to the types of testing specifically described in this Policy, the Company may require individuals to submit to other testing which is consistent with the enforcement of this Policy.

Substances to be Tested

The Company reserves the right to test for any substance or medication, including prescription drugs which could adversely affect the safety, judgment or actions of the individual. Typically, these tests include detection of the following non-prescription substances:

- ❖ Marijuana (THC Metabolite) Marijuana is a Schedule I drug under the federal Controlled Substances Act, and, thus, its use is prohibited.
- ❖ Cocaine
- ❖ Amphetamines and Methamphetamines
- ❖ Opiates (including Heroin)
- ❖ Phencyclidine (PCP)
- ❖ Alcohol

Medical Review Officer

An individual who receives a positive drug or alcohol test result will be given an opportunity to provide an explanation to a medical review officer ("MRO"). The MRO is a medical professional who is trained to interpret drug and alcohol test results. If the MRO concludes that there is an explanation for the positive drug or alcohol test result other than conduct which violates this Policy (such as the proper use of a drug as prescribed by the individual's physician) the test result will be reported to the Company as "negative". If, however, the MRO concludes that there is no such medically legitimate explanation for the test result, the Company will be advised that the individual's test result was positive. The individual may request a retest of the sample, at the individual's expense, within 72 hours of being notified by the MRO of the positive result. If the drug is present on the retested sample, it is reconfirmed as positive.

EOG's Employee Assistance Program and Rehabilitation

The Company has an Employee Assistance Program ("EAP"). The Company's EAP is only available to EOG employees and their dependents. The Company will work reasonably and confidentially with an employee who voluntarily seeks professional help for substance abuse, and employees are encouraged to obtain professional help when needed by utilizing the EAP. An employee's decision to seek assistance whether under the EAP or other voluntary rehabilitation will not be used as the basis for disciplinary action; however, an employee cannot avoid required testing or disciplinary action under this Policy by choosing to use the EAP or otherwise seek voluntary rehabilitation. Use or prospective use of the EAP does not exempt or excuse a violation of this Policy. In some situations, an employee may be referred by the EAP or the employee's own physician to a rehabilitation program. An employee's participation in a rehabilitation program for drugs or alcohol may be covered by the Company's health insurance benefits; employees are advised to consult the group health insurance plan for further information. If an employee participates in a rehabilitation program for drugs or alcohol, the employee will not be able to return to work until the employee has provided documentation that the employee has successfully completed the rehabilitation program and that the employee is able to perform the essential functions of the job, with or without an accommodation. In addition, employees will be subject to Post-Rehabilitation testing pursuant to this Policy.

Searches

The Company reserves the right to conduct searches without prior notice to determine if employees or contractors are in violation of this Policy. Searches may be conducted without the presence of the individual. In addition, searches may be conducted after a canine, trained to locate the presence of illegal drugs, has indicated that illegal drugs may be in the area.

All areas of Company Premises or Company Property may be searched, including Company vehicles, work locations, stations, offices, desks, files, lockers, etc. Personal belongings of employees or contractors, including personal vehicles, may also be searched if on or within Company Premises. While the primary purpose of the search will be to determine if an employee or contractor is in violation of this Policy, the Company may discipline employees or prohibit contractors from providing services for the Company

based on the results of a search, even if the contents found in the search are unrelated to this Policy. Searches will be conducted in compliance with applicable local, state, provincial and federal laws.

Notification of Criminal Drug or Alcohol Violation

An employee is responsible for making the following notifications to the Company related to a criminal drug or alcohol violation:

- ❖ An employee must notify the employee's supervisor or Human Resources Representative no later than 5 days after being convicted of a criminal drug statute as a result of a workplace drug offense.
- ❖ An employee must notify the employee's supervisor or Human Resources Representative immediately of any drug or alcohol-related motor vehicle arrest, charge, or citation received while operating a Company vehicle.
- ❖ An employee employed as a Commercial Driver's License ("CDL") driver for Company business or who drives a motor vehicle as part of the employee's job duties, must report any drug or alcohol-related suspension of a driver's license immediately upon returning to work.
- ❖ An employee employed as a CDL driver for Company business or who drives a motor vehicle as part of the employee's job duties, must report any drug or alcohol-related motor vehicle arrest, charge, or citation occurring whether the employee is operating a Company or a non-Company vehicle at the time of the violation, immediately upon returning to work.

Exceptions and Interpretations

This Policy is subject to all applicable local, state, provincial and federal laws or regulations. Employee questions regarding the interpretation of this Policy should be referred to the appropriate Human Resources Representative. Contractor questions regarding the interpretation of this Policy should be referred to EOG's Safety and Environmental Department. This Policy does not constitute nor imply a contract between the Company and its employees. Consistent with applicable law, the Company reserves the right to amend this Policy at any time. Nothing in this Policy will alter the at-will employment relationship established between the Company and any of its U.S. employees.