




# CODE OF ETHICS AND BUSINESS CONDUCT



*CVR Energy, Inc., its subsidiaries and the affiliated businesses  
it manages conduct business ethically, honestly and in full  
compliance with all applicable laws and regulations.  
This applies to every business decision we make.*

## Table of Contents

Choose section to link to page

Letter from our President and CEO	3
Letter from our Chief Legal Officer	4
How to use this Code of Ethics and Business Contact	5

### 1. Individual Conduct 6

Working Within the Limits of Our Authority	6
Discrimination and Harassment	6
Equal Employment Opportunity	7
Buying and Selling Stock	7
Confidential Personal Information	7
Expectation of Privacy in the Workplace	8
Workplace Relationships	8
Media and Public Inquiries	8
Substance Abuse	9
Violence-Free Workplace	9

### 2. Customer and Business Relationships 10

Engaging Third Parties	10
Competition and Trade Practices	10
No Bribery, Kickbacks or Corruption	11
Gifts, Meals and Entertainment	11
Side Deals, Side Letters and Endorsements	12
Protecting CVR's Information	12
Protecting Others' Information	13
Third-Party Intellectual Property	13
Obtaining and Using Business Intelligence	13
Money Laundering	13

### 3. Government and Community 14

Government as a Customer	14
Trade Restrictions and Export Controls	14
Gifts to Government Officials	14
Hiring Government Employees	14
Political Contributions	15
Charitable Donations and Solicitations	15
Environmental, Health and Safety	16
Human Trafficking	16

### 4. Our Responsibilities to CVR 17

Conflicts of Interest	17
Protecting the Privacy and Security of Assets and Information	18
Maintaining Accurate Records and Reports	18
Reimbursable Business Expenses	18
Loans, Advances and Guarantees	18
Document Retention and Legal Holds	18
Outside Employment	19
Additional Responsibilities for Principal Executives and Senior Financial Officers	19

### 5. Taking Action 21

CVR Ethics Hotline	22
Letter from our CEO and President	3
Letter from our Chief Legal Officer	4
How to use this Code of Ethics and Business Conduct	5





## Letter from our President and CEO

The success of CVR Energy, Inc. and its subsidiaries (collectively, the “Company”) is driven by the ability to perform our jobs safely, reliably and with integrity. Our Code of Ethics & Business Conduct identifies the behaviors expected from employees and others who perform business on behalf of the Company. Please review this document carefully, as each person is accountable to abide by it in order to maintain the highest standard of ethical responsibility across the organization.

The Company’s Code of Ethics & Business Conduct is closely aligned to our Mission & Values. As a reminder, our Mission is:

*To be a top-tier North American petroleum refining and nitrogen-based fertilizer Company as measured by safe and reliable operations, superior financial performance and profitable growth.*

In addition, our Core Values define the way we do business every day to accomplish our Mission, and ultimately, uphold our Code of Ethics & Business Conduct. The foundation of our Company is built on these core Values and we are responsible to apply them in all the decisions we make and actions we take.

**Safety:** We always put safety first. The protection of our employees, contractors and communities is paramount. We have an unwavering commitment to safety above all else. If it’s not safe, then we don’t do it.

**Environment:** We care for our environment. Complying with all regulations and minimizing any environmental impact

from our operations is essential. We understand our obligation to the environment and that it’s our duty to protect it.

**Integrity:** We require high business ethics. We comply with the law and practice sound corporate governance. We only conduct business one way—the right way with integrity.

**Corporate Citizenship:** We are proud members of the communities where we operate. We are good neighbors and know that it’s a privilege we can’t take for granted. We seek to make a positive economic and social impact through our financial donations and the contributions of time, knowledge and talent of our employees to the places where we live and work.

**Continuous Improvement:** We believe in both individual and team success. We foster accountability under a performance-driven culture that supports creative thinking, teamwork, diversity and personal development so that employees can realize their maximum potential. We use defined work practices for consistency, efficiency and to create value across the organization.

Thank you for taking the time to review this important document. Please keep it handy and refer to it often.

Sincerely,

Dane Neumann  
President and CEO





## Letter from our Chief Legal Officer

Most employees experience a time in their careers when they come face-to-face with a situation outlined in the Company's Code of Ethics & Business Conduct. It is imperative that anyone who performs business on behalf of the Company be familiar with the Code as it clearly states who must adhere to the standards set forth and how misconduct will be addressed. You should consider the Code a guide on how to put our Mission & Values into practice each day.

### Consider Your Actions

If you ever find yourself in doubt about a specific course of conduct, ask yourself the following.

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If you can answer "No" to any of these questions, then you should not proceed with the action.

### Ask for Guidance

If you ever have a question or think that a coworker or

the Company may be falling short of our commitment to the Code of Ethics & Business Conduct, please let us know immediately by speaking with your manager, discussing with your representative, contacting Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com) or reaching out to our Compliance Officer at [CorporateCompliance@CVREnergy.com](mailto:CorporateCompliance@CVREnergy.com). You also can anonymously report incidents by contacting the CVR Ethics Hotline at 1-833-622-1257, online at [CVR.Ethicspoint.com](http://CVR.Ethicspoint.com) or by using the mobile device QR Code.

### Zero Tolerance for Retaliation

Please remember that the Company prohibits retaliation against anyone who, in good faith, reports or participates in an investigation of a possible violation of our Code, Policies & Procedures or the law. If you believe you are experiencing retaliation, please report it immediately.

Sincerely,

A handwritten signature in black ink, appearing to read 'Melissa M. Buhrig'.

**Melissa M. Buhrig**

Executive Vice President, Chief Legal Officer  
and Compliance Officer





## How to use this Code of Ethics and Business Conduct

This Code of Ethics and Business Conduct (“Code”) is a summary of our key standards and expectations for conducting business. This Code applies to each of the employees of CVR Energy, Inc. and those of its subsidiaries (collectively, the “Company”), and their officers, directors and, to the extent required in their agreements with us, contractors, consultants and others who do business on our behalf (collectively referred to in this Code as our “Associates”). Every Associate is expected to comply with this Code and with all applicable legal requirements. Those who do not may be subject to discipline, including termination of employment or business relationships.

This Code cannot address every possible situation that may be presented in the future. Nevertheless, the way these issues are decided should be consistent with the basic values and principles set forth in this Code. Every Associate is expected to read, understand and carry out their daily business activities in accordance with this Code.

We have adopted policies and procedures that deal in greater detail with many of the issues discussed in this Code. These policies and procedures are referenced throughout this Code where applicable and should be reviewed for more detailed information about the issues discussed in this Code. Our policies and procedures are available on MyCVR and may be obtained from Human Resources upon request. Associates are expected to be familiar and comply with all applicable policies and procedures, whether or not they are expressly referenced in this Code.

It is important to recognize that our policies and procedures may change or be updated from time to time even if this Code is not.

**This Code is divided into five sections:**

- 1. Individual Conduct**
- 2. Customer and Business Relationships**
- 3. Government and Community**
- 4. Our Responsibilities to CVR**
- 5. Taking Action**

Each section has a number of subsections that address specific issues and policies. The first four sections contain summaries of CVR’s substantive policies on key issues. The final section, Taking Action, is about what to do when questions or concerns arise.

These sections should be read with the following questions in mind: “How does this relate to my role at CVR?” and “When could this arise?” If you need help understanding how a particular section of the Code applies to your situation, BE PROACTIVE – ask your manager, representative or Human Resources, or contact Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com) or our Compliance Officer at [corporatecompliance@cvrenergy.com](mailto:corporatecompliance@cvrenergy.com). Finally, as discussed in the “Taking Action” section, CVR has an anonymous CVR Ethics Hotline where questions or concerns can be raised anonymously.



# 1 Individual Conduct

Q

*While at the plant over the weekend, you need to make an unplanned purchase that is one and a half times the amount you are authorized to spend. Your supervisor is not readily available and you are not sure you want to bother her supervisor during the weekend with the request. Both of them have purchasing authority to cover the expense. The supplier tells you that it is not a problem. In the paperwork, they will break the purchase up into two purchases for two different items that add up to the same amount as the original purchase. That way, you can get the item over the weekend and no one has to bother your supervisor's supervisor. The supplier tells you that they do this "all the time."*

*Do you call your boss' boss over the weekend?*

A

**Yes, you do. What the supplier is proposing is a violation of the Code, our financial policies and our Delegation of Authority. Following the supplier's suggestion is not only unauthorized, it may result in our books, records and inventories all being off. And you will have circumvented a significant internal control – our Delegation of Authority. Make the phone call. You will not regret it.**

## Working Within the Limits of Our Authority

Authority to transact CVR's business and enter into contracts and agreements on CVR's behalf is limited. Only persons who have been properly delegated authority may act on behalf of CVR, and then only in accordance with and subject to the limitations set forth in such delegations. Further, only certain persons at CVR have been delegated authority to sign contracts on behalf of CVR. Please refer to the Company's approved **Delegation of Authority** available on MyCVR for additional information.

## Discrimination and Harassment

CVR encourages a diverse, supportive and professional work environment in which all individuals are treated with respect and dignity. CVR prohibits all unlawful discriminatory practices, including sexual harassment and harassment based on race, color, religion, gender, pregnancy, national origin, sexual orientation, age, disability, marital status, veteran status, alienage or citizenship status, creed, genetic predisposition or carrier status, status as a victim of domestic violence or any other category protected by federal, state or local law. This applies not only in the workplace but also in work-related settings outside the workplace, such as business trips, business meetings and business-related social events. CVR strongly urges the reporting of all incidents of discrimination, harassment, or retaliation,



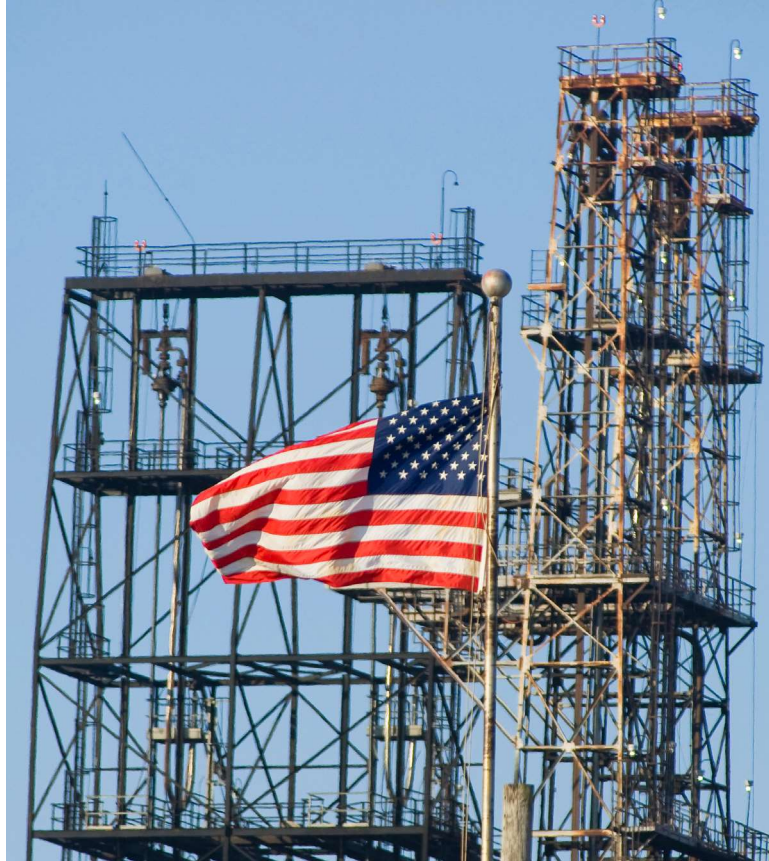
regardless of the offender's identity or position, so that an effective and thorough investigation can be conducted and effective remedial action can be taken, when appropriate. We will not allow any form of retaliation against individuals who, in good faith, raise issues related to discrimination or harassment. Please refer to our Employee Handbook and policies and related documents on MyCVR for additional information.

### Equal Employment Opportunity

CVR is strongly committed to equal employment opportunities for all individuals. We make all employment decisions without discrimination based on race, color, religion, gender, national origin, sexual orientation, age, disability, pregnancy, marital status, veteran status, alienage or citizenship status, creed, genetic predisposition or carrier status, status as a victim of domestic violence or any other category protected by federal, state or local law. This applies to all terms and conditions of employment, including, but not limited to, recruiting, hiring, compensation, training and development, benefits, promotion, demotion, discipline and termination of employment. All persons, regardless of position, are expected to adhere to our policy of equal employment opportunity and non-discrimination. We will not allow any form of retaliation against individuals who, in good faith, raise issues related to equal employment opportunity. Please refer to our Employee Handbook and policies and related documents on MyCVR for additional information.

### Buying and Selling Stock

Buying or selling stocks, bonds, or derivative instruments such as put or call options (collectively, "securities") based on material nonpublic information is against the law and may subject you and CVR to significant penalties. As an Associate, you may come across material information that is not known to the public about CVR and other companies with which CVR conducts business. You must not buy or sell securities based on this information or share this information with others, such as friends or family



members, who may buy or sell securities based on this information. It is also against CVR policy and may be illegal to give others tips on when to buy or sell securities while you are in possession of material, nonpublic information. Further, certain persons may be subject to "blackout" periods under CVR's Insider Trading Policy during which they may not buy or sell CVR securities for any reason. Please contact Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com) with any questions about buying or selling securities. Please refer to our **Insider Trading Policy** for additional information.

### Confidential Personal Information

As part of your job, you may have access to personal information regarding other Associates, including employees and applicants for employment, which information may include employment history, personal contact information, compensation, health information or performance and disciplinary matters. This type of information is strictly confidential and should not be shared with others, including other CVR employees, unless a legitimate business need exists and appropriate safeguards have been put





in place. The prior written approval of your manager and Legal Services must be obtained before sharing this kind of information. Please refer to our Employee Handbook and policies and related documents on MyCVR for additional information.

### **Expectation of Privacy in the Workplace**

Subject to applicable law, CVR may monitor or search its work environments, including facilities, lockers, equipment, mobile devices, networks, mail and electronic systems, without notice. CVR monitors its facilities and equipment to promote safety, prevent unlawful activity, investigate misconduct, manage information systems, comply with legal guidelines and for other business purposes. Please refer to our Employee Handbook and policies and related documents on MyCVR for additional information.

### **Workplace Relationships**

Personal relationships in the workplace may present an actual or perceived conflict of interest where one individual in the relationship may be in a position to make or influence employment decisions regarding the other person. If you find yourself in such a relationship, you must notify Human Resources so they may assist you in resolving any potential conflicts of interest, and ensuring compliance with applicable policies. Employees should not allow their relationships to disrupt the workplace or interfere with

their work or judgment. Please visit the Corporate Compliance page on MyCVR for information about contacting Human Resources. Please refer to our Employee Handbook and policies and related documents on MyCVR.

### **Media and Public Inquiries**

CVR is committed to delivering accurate and reliable information to the media, financial analysts, investors, brokers and other members of the public. To ensure consistent and accurate delivery of Company information, only certain individuals are authorized to speak with the public about CVR or its business and operations. Associates are not authorized to answer questions about CVR from the news media, securities analysts or investors. If approached for information, record the name of the person making the inquiry and immediately notify Corporate Affairs. Please visit the Corporate Compliance page on MyCVR for information about contacting Corporate Affairs. Please refer to our Employee Handbook and policies and related documents on MyCVR for additional information.





### Substance Abuse

Employees are prohibited from manufacturing, distributing, dispensing, possessing, using or being under the influence of illegal drugs in the workplace. Employees may not report to the workplace, or remain at the workplace, while under the influence of a controlled substance or while impaired by the use of alcohol, or if they are otherwise unable to safely perform their jobs. Use of alcohol or medications on the job or before work can cause safety issues, damage customer relations and hurt productivity and innovation. Use good judgment and keep in mind that you are expected to perform to your full ability when working for CVR. Please refer to our Employee Handbook and policies and related documents on MyCVR for additional information.

### Violence-Free Workplace

CVR is committed to fostering an environment that is safe and business-like. Under no circumstances will we tolerate physical violence or threatening behavior in the workplace, on our premises or at work-related events. As part of this Code, CVR seeks to prevent workplace violence before it begins, and reserves the right to deal with behavior that suggests a propensity towards violence, even prior to any violent behavior occurring. Please refer to our Employee Handbook and policies and related documents on MyCVR for additional information.



# 2 Customer and Business Relationships

## Engaging Third Parties

CVR may engage third parties from time to time to conduct business on CVR's behalf. When we work with third parties, we need to know with whom we are dealing. Appropriate due diligence of third parties is critical and must be completed prior to any engagement to minimize the potential business and legal risks that could arise. We do not select or retain third parties to conduct business in a manner that is contrary to our policies or that would be against our values and principles. The decisions and actions of others who conduct business on our behalf could impact our reputation and may create risks for us. Any third parties providing work for the Company must be under a written agreement approved by Legal Services. Please refer to our policies and related documents on MyCVR for additional information.

## Competition and Trade Practices

Laws regulating competition and trade practices vary around the world, but certain activities, such as price fixing and agreeing with a competitor to allocate customers, are almost always illegal and are absolutely prohibited under CVR policy. Contacts with competitors should be kept to a minimum, and must always comply with Company policies and procedures, available on MyCVR. Caution must be exercised to avoid even the appearance of a conflict of interest or prohibited conduct.

## You should not:

- Agree with competitors or exchange information with competitors on prices, policies, contract terms, costs, inventories, marketing plans or capacity plans.
- Agree with a competitor that the competitor will sell goods or services to Customer A (and you will not) or that you will sell goods or services to Customer B (and your competitor will not).
- Agree with a competitor that the competitor will purchase goods or services from Supplier A (and you will not) or that you will purchase goods or services from Supplier B (and your competitor will not).
- Describe the products or services of competitors inaccurately to promote CVR products or services.
- Engage in any pricing or other practices that could defraud a supplier or others.
- Violate fair bidding practices, including bidding quiet periods, or provide information to benefit one vendor over other vendors.

If you are solicited to participate in any of these arrangements or observe any of these activities, contact Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com) immediately. Please refer to the Company's policies and related documents, including the Antitrust Policy, available on MyCVR for additional information.



## No Bribery, Kickbacks or Corruption

CVR is committed to maintaining the highest ethical standards and has zero tolerance for bribery, kickbacks or any other form of corruption. It is CVR's policy to comply fully with all applicable anti-corruption and anti-bribery statutes and regulations, including the U.S. Foreign Corrupt Practices Act (the "FCPA"). The FCPA's anti-bribery provision makes it a crime to offer or give a corrupt payment to a foreign official for the purpose of retaining or obtaining business or any improper business advantage. CVR prohibits offering or giving corrupt payments to any individual representative of any organization, whether it is a government agency or a private, commercial company. A bribe is not just limited to money, but could be anything of value, including gifts, stock rights, contractual rights, real estate, debt forgiveness, discounts, meals, travel expenses, entertainment, offers of employment or internships, political contributions and charitable contributions, among many other interests arising from business relationships. These payments may not be made to the representatives themselves or to their family members or close friends, to business associates, to companies in which any of these have a significant financial interest or to any third party with the intent to convey some part of the benefit to any of these people. Further, Associates are prohibited from offering, giving or receiving kickbacks. Kickbacks are payments or items of value given to individuals in connection with the purchase or sale of products or services from the companies they represent. These may be connected with providing discounts or special treatment in selling or purchasing products or services. Please refer to the Company's policies and related documents, including the policy relating to FCPA, available on MyCVR for additional information.



## Gifts, Meals and Entertainment

Giving or receiving a business gift from a customer or supplier requires careful consideration. You may pay for or accept customary business amenities, such as meals, as long as the expenses involved are kept at a reasonable level and are not prohibited by law or CVR policy. However, you may never use or attempt to use your position at CVR to obtain any direct or indirect improper personal benefit for yourself or your family members. You may not accept anything of value from an auditor, customer, supplier or business associate of CVR, which would impair, or reasonably appear to impair, your independent judgment or ability to act solely in the best interest of CVR.

### Further:

- Do not ask for gifts from a customer, supplier or business associate.
- Do not accept gifts of cash or cash equivalents, such as gift cards.
- If you are invited to a premium event or an event involving out-of-town travel, consult Compliance Officer to determine whether there are policy or other concerns with attendance.

Please refer to the Company's policies and related documents, including regarding Conflicts of Interest and the Travel and Business Expense Policy, available on MyCVR for additional information.





## Side Deals, Side Letters and Endorsements

All of the terms and conditions of agreements entered into by CVR or its subsidiaries must be documented in writing and approved by Legal Services. Making business commitments outside of the formal contracting process, through side deals, side letters or otherwise, is unacceptable. You must not make any oral or written commitments that create a new agreement or modify an existing agreement without following CVR's approved contracting process. CVR's contracting process is intended to not only protect the Company from unexpected liability, but to also ensure that each transaction is properly accounted for by CVR's finance and accounting teams. If you have knowledge of any side deal, side letter or agreement made outside of the approved contracting process, you are encouraged to report it immediately to your manager, Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com) or the Compliance Officer at [corporatecompliance@cvrenergy.com](mailto:corporatecompliance@cvrenergy.com). You may also contact the CVR Ethics Hotline by phone at 1-833-622-1257 or online at [CVR.Ethicspoint.com](http://CVR.Ethicspoint.com). Further, Associates should not endorse the product or service of a third party on CVR's behalf without the prior written approval from management, Corporate Affairs and Legal Services. Please visit the Corporate Compliance page on MyCVR for information about contacting Corporate Affairs, and refer to the Company's policies and related documents available on MyCVR for additional information.

**Q**

***A service contractor for CVR is up for contract renewal. In tough negotiations over the terms of the new, more competitive contract, there has been a lot of concerned discussion about whether the contractor can get financing from its bank given the lower amount of money from CVR. The contractor approaches you and suggests that CVR and the contractor have two agreements; one in writing that it can show its bank to get operating funds and another handshake deal over the actual negotiated, lower rates. He explains that both companies win in this situation – his company gets financing and CVR gets its lower rates.***

***Should you take the handshake deal?***

**A**

**No. By signing a written contract with the service contractor for something other than the actual arrangement, you could be signing CVR up for a lot of problems. If the relationship breaks down, the service contractor could try to enforce the terms of the written agreement rather than the handshake agreement. Also, if the service contractor cannot keep up with its payments to the bank, CVR might have risks from its agreement that the service contractor showed the bank to get financing. In other words, follow the policy of putting all terms and conditions of agreements in writings that are approved by Legal Services.**

## Protecting CVR's Information

When dealing with a supplier, vendor or other third party, never share confidential information without proper prior written approval. Also, when sharing confidential information, make sure that a confidentiality agreement is in place. These agreements document the need to maintain confidentiality and create binding obligations on parties receiving confidential information. Even when a confidentiality agreement is in place, you must always limit the amount of confidential information shared to the minimum necessary to address the business need. Please refer to the Company's policies and related documents available on MyCVR for additional information.



## Protecting Others' Information

Customers, suppliers, Associates and others may disclose confidential information to CVR for business purposes. It is the responsibility of every CVR employee to protect and maintain the confidentiality of this information. Failure to protect this information may damage our relations with customers, suppliers or others, and may result in legal liability to CVR. Please refer to the Employee Handbook and the Company's policies and related documents available on MyCVR for additional information.

## Third-Party Intellectual Property

It is CVR's policy not to knowingly use the intellectual property of any third party without permission or legal right. If you are told or suspect that CVR may be infringing an intellectual property right, including patents, copyrights, trademarks or trade secrets owned by a third party, please contact Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com). Never use or copy software, music, videos, publications or other copyright-protected content unless you or CVR are legally permitted to use or make copies of the protected content. Never use CVR facilities or equipment to make or store unauthorized copies of materials that CVR does not have a legal right to possess or use.

## Obtaining and Using Business Intelligence

CVR legitimately collects information on customers and markets in which we operate. CVR does not seek business intelligence by illegal or unethical means. Competitors should not be contacted for the purpose of obtaining business intelligence. If information is obtained accidentally or is provided to CVR by unknown sources, it may be unethical or may create risks to use the information, and you must immediately contact your manager or Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com) to determine how to proceed. Please refer to the Employee Handbook and the Company's policies and related documents available on MyCVR for additional information.



## Money Laundering

Money laundering is the process by which individuals or organizations try to conceal illicit funds or make such funds look legitimate. The following examples may be indications of potential money laundering:

- Attempts to make large payments in cash;
- Payments by someone who is not a party to a contract;
- Requests to pay more than provided for in a contract;
- Payments made in currencies other than those specified in a contract; or
- Payments from an unusual, nonbusiness account.

If you observe any of these actions, contact Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com).



# 3 Government and Community

## **Government as a Customer**

Working with federal, state and local governments presents unique responsibilities for us. We may work with the government directly, such as when we sell refined products to the government under a direct contract with the government. Or we may work with the government indirectly, such as when we sell products to third parties who have contracts with the government. Either way, we face unique responsibilities when we work with the government, and we often times have the obligation to require other persons in the contracting chain to comply with these responsibilities as well. In order to meet these and dozens of other requirements, consult with Legal Services before pursuing business with the government or any government agency.

## **Trade Restrictions and Export Controls**

The United States may impose restrictions on exports and other dealings with other countries, persons or groups. For example, the United States maintains a constantly updated list of individuals and companies with whom we are prohibited from dealing with in any way. Further, laws may cover travel to or from a sanctioned country, imports or exports, new investments and other related topics.

If your work involves the sale or shipment of products, technologies or services across international borders, check with Legal Services before engaging in any such business to ensure compliance with any laws or restrictions that may apply.

## **Gifts to Government Officials**

It maybe illegal to give a gift, even an inexpensive meal or a T-shirt, to an employee or agent of any government, which could include Indian Nations. The rules vary depending on the location and job position of the government employee (for example, rules may vary by state and city, and there may be different rules for various elected and nonelected officials). To prevent violations, all gifts to government officials must be approved in writing by the Compliance Officer in advance. Please refer to the Employee Handbook and the Company's policies and related documents, including the policy regarding FCPA, available on MyCVR for additional information.

## **Hiring Government Employees**

Laws often limit the duties and types of services that former government, military and other public sector employees may perform as employees or consultants of CVR. Employment negotiations with government employees are prohibited while such employees are participating in a matter involving CVR's interests. Check with Legal Services, the Compliance Officer or Human Resources to determine the proper procedure to recruit current and former government employees. Please visit the Corporate Compliance page on MyCVR for information about contacting Human Resources.





**Q**

*Your friends at the local Humane Society have asked you to chair the annual fundraising event. You are expected to solicit individuals and companies to contribute money to buy tables and high-value items for the auction. During your business conversations with CVR customers and suppliers, should you ask them for those donations? Should you send out emails to all employees at your facility asking them to buy tickets and attend the event?*

*How do you raise the money?*

**A**

You may not ask customers and suppliers or use Company assets to contribute to a charitable event without prior written approval of the Company. If approval is granted, the Company will provide you guidance on how best to accomplish your goals. But if approval is not granted, then you will need to restrict your fundraising activities to your own time, personal email and personal resources.

### **Political Contributions**

CVR does not make political contributions to individual candidates. All corporate political contributions, whether monetary or in-kind, must be approved in advance by Legal Services and ultimately approved by our Board of Directors. Associates may not use CVR assets (including work time or use of CVR premises, equipment or funds) to personally support candidates or campaigns. It is illegal for CVR to reimburse an employee for a contribution to a political campaign. This prohibition does not extend to personal political contributions or political activity on a person's own time and using their own personal resources. Please refer to the Employee Handbook and the Company's policies and related documents, including relating to government relations and the Travel and Business Expense Policy, available on MyCVR for additional information.

### **Charitable Donations and Solicitations**

As Corporate Citizenship is one of our Core Values, employees are encouraged to support charitable causes of their choice. However, unless approved in advance, that support may not involve the use or furnishing of CVR assets, including employee work time or use of CVR premises, equipment or funds. Charitable donations involving CVR assets must be approved in advance in accordance with the Company's procedure. Please refer to the Employee Handbook and the Company's policies and related documents, including information regarding the Community Impact Committees, available on MyCVR for additional information.





### Environmental, Health, Safety and Security

Environmental, Health, Safety and Security (“EHSS”) compliance is one of our Core Values – we always put safety first, and we care for our environment. We operate our business in a manner that protects the environment and protects the safety and health of our employees. Always conduct your job safely and consistent with applicable EHSS requirements. Use good judgment and always put the environment, health and safety first. Be proactive in anticipating and dealing with EHSS risks. Please refer to the Employee Handbook and the Company’s policies and related documents, including regarding our EHSS programs, available on MyCVR for additional information.

### Human Trafficking

Human trafficking means the recruitment, harboring, transportation, provision or obtaining of a person through the use of force, fraud or coercion for the purpose of exploitation. No worker, whether working directly for us or working for our contractors or vendors, shall be subject to any form of forced, compulsory, bonded, indentured or prison labor. CVR strictly prohibits its workers, suppliers, contractors and subcontractors from using our equipment or facilities to transport unauthorized persons or to take any other act in support of human trafficking or any other form of human rights abuses. All personnel are strongly urged to report any suspected instances of human trafficking to the Compliance Officer at [corporatecompliance@cvrenergy.com](mailto:corporatecompliance@cvrenergy.com).



# 4 Responsibilities to CVR

**Q**

*An office supply company would like to sell its products to CVR. CVR has not been looking for a new office supply company, but this company is being very aggressive. Their representative has offered to give free supplies to a charity or private school of your choice if they become a significant supplier to CVR. You are concerned about a community care center that could always use the help.*

*Do you take the offer?*

**A**

No, this may actually be a conflict of interest. There is no certainty that the seller of office supplies is offering CVR the best products with the best terms at the best prices. In fact, this arrangement might cause CVR to spend more money on less-quality goods with poorer service. If you have a strong personal interest in the community care center, you are encouraged to talk with members of the Community Impact Committees about ways to support the community center independent of the transaction with the seller of office supplies.

## Conflicts of Interest

Situations that create real or perceived conflicts of interest should be avoided. A conflict of interest refers to any activity that is inconsistent with or opposed to CVR's best interests or that gives the appearance of impropriety or divided loyalty. Among other things, you must not conduct CVR business with family members or others with whom you have a significant personal relationship or use your position at CVR or its subsidiaries to obtain favored treatment for yourself, family members or others with whom you have a relationship. This applies to product purchases, product sales, investment opportunities, employment decisions, the selection of contractors and suppliers and any other business matters. Use good judgment, and if you believe you have a potential conflict of interest or are unsure about a potential conflict of interest, talk to your manager, check with Legal Services or contact the Compliance Officer at [corporatecompliance@cvrenergy.com](mailto:corporatecompliance@cvrenergy.com). Please refer to the Employee Handbook and the Company's policies and related documents, including regarding Conflicts of Interest and nepotism, available on MyCVR for additional information.



## **Protecting the Privacy and Security of Assets and Information**

We have the responsibility to protect CVR information and assets from unauthorized use and disclosure. This obligation extends to the confidential and proprietary information of CVR and its employees, customers, suppliers and business partners.

We manage our information assets in compliance with applicable privacy and security laws and best business practices. Among other things, this means taking steps to limit access to our facilities, devices and networks to authorized individuals only, as well as using appropriate technical and organizational security measures to prevent the unauthorized use or disclosure of protected information. This also means not disclosing confidential operational, financial, trade secret or other business information to others, including other CVR Associates, without verifying that such disclosure is appropriate. Generally, confidential information should only be shared with those who have a legitimate business need to use such information, and a confidentiality agreement should be entered into in most cases. Please refer to the Employee Handbook and the Company's policies and related documents available on MyCVR for additional information.

## **Maintaining Accurate Records and Reports**

Accurate records are critical to meeting our obligations under the law and to our shareholders. We are required to maintain reasonably detailed books, records, and accounts, which accurately and fairly reflect transactions involving CVR assets. Payments may only be made by recordable and traceable methods from bank accounts approved by CVR's Chief Financial Officer. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. Employees are prohibited from falsifying accounting records and must take all reasonable care to ensure that any information provided to our auditors is accurate. Each person at CVR and its subsidiaries has a role in making sure that our money is appropriately spent, that our resources are appropriately used, that our financial records are complete and accurate and

that our internal controls are honored. Please refer to the Employee Handbook and the Company's policies and related documents, including our accounting policies, available on MyCVR for additional information.

## **Reimbursable Business Expenses**

Reasonable business expenses, such as expenses for meals and travel, that are incurred by individuals in connection with company business may be reimbursed by CVR when such expenses are incurred and submitted in accordance with CVR's Travel and Business Expense Policy. Individuals should seek advance written approval of expenses that may be in question. Please refer to the Employee Handbook and the Company's policies and related documents, including our Travel and Business Expense Policy, available on MyCVR for additional information.

## **Loans, Advances and Guarantees**

Other than through established corporate programs, CVR does not provide loans, advances of corporate funds or guarantees of obligations for its employees, officers, Board members or their families. Please refer to the Employee Handbook and the Company's policies and related documents, including regarding Conflicts of Interest, available on MyCVR for additional information.

## **Document Retention and Legal Holds**

The proper identification, retention, protection, retrieval and destruction of company records is important and must be managed carefully and consistently. You have a responsibility to manage records you create, receive or transmit in the course of Company business and to retain such records in accordance with Company policies and related documents. The definition of "record" is extremely broad and includes email and other forms of electronic information. Different records have different retention periods. At times, CVR or its subsidiaries may need to retain records beyond the period they would normally be retained for certain legal purposes, such as litigation or potential litigation. In these situations, retention and preservation of records is critical. If you have records that may be required for litigation or other legal matters, Legal Services will place



those records on a “legal hold,” meaning the records cannot be altered, destroyed, deleted or modified in any manner. Legal Services will notify applicable individuals about any legal hold and will provide instructions for retaining the records. Recipients of a legal hold must strictly follow these instructions. A legal hold remains in effect until Legal Services provides written notice that it has been lifted. For all matters relating to records and information management, please refer to the Employee Handbook and the Company's policies and related documents available on MyCVR for additional information.

### Outside Employment

Full-time employees of CVR and its subsidiaries are expected to devote their entire work time to CVR and must notify their manager and obtain prior written approval before accepting employment from any other source. Any employee (full-time or part-time) who obtains additional outside employment or becomes involved in an outside business must not:

- Use any time at work or any CVR assets for any other job or outside business, including using CVR workspaces, telephones, computers, Internet access, copy machines and any other CVR assets or services;
- Use his or her position at CVR to solicit work for an outside business or other employer, to obtain favored treatment or to pressure others to assist in working on outside business interests;
- Use confidential CVR information in any manner with the outside interests;
- Participate in an outside employment activity that could have an adverse effect on their ability to perform their duties at CVR; or,
- Participate in an outside business or outside employment or develop an invention that is in an area of CVR's present or reasonably anticipated future business.



### Additional Responsibilities for Principal Executive and Senior Financial Officers

The Chief Executive Officer and all Finance Associates, including the Chief Financial Officer, the Principal Accounting Officer, the Chief Accounting Officer and the Controller or other persons performing similar functions, are bound by the provisions of this Code and should comply with the letter and spirit of this Code. Each must also promptly bring to the attention of CVR's Disclosure Committee and the Audit Committee of CVR's Board of Directors:

- Any material information of which he or she may become aware that affects the disclosures made by CVR in its public filings with the SEC or other public disclosures or that would otherwise assist the Disclosure Committee in fulfilling its responsibilities; and
- Any information he or she may have concerning (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect CVR's ability to record, process, summarize and report financial information, and (b) any fraud, whether or not material, that involves management or other Associates who have a significant role in CVR's internal control over financial reporting.





In addition to the reporting requirements set forth in the section below on “Taking Action,” the CEO and each Finance Associate must promptly bring to the attention of the General Counsel, the Compliance Officer, the CEO or the Audit Committee of CVR’s Board of Directors any information he or she may have concerning:

- Any violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships involving any management or other Associates who have a significant role in CVR’s financial reporting, disclosures or internal controls; and
- Evidence of a material violation of securities or other laws, rules or regulations applicable to CVR and the operation of its business or violation of these specific provisions applicable to the CEO and Finance Associates.

Please visit the Corporate Compliance page on MyCVR for information about contacting the Disclosure Committee and the Audit Committee.



# 5 Taking Action

**Q**

*You have come to strongly suspect that one of our raw material purchasers is regularly overpaying when he is dealing with a particular supplier. You have heard the purchaser telling stories about all the great times he is having with the supplier's representative and some of those places did not sound proper for business conversations. When you looked at the purchasing records, it looks like he is paying that supplier a fixed 6% over the spot price when all other suppliers of the same material are being paid at spot.*

*What do you do?*

**A**

Look at this section and consider all your alternatives. It may make sense to raise the issue to your supervisor. If you have concerns about having that conversation, you can come directly to the Chief Legal Officer or the Compliance Officer. And if you want to remain anonymous, you can use the CVR Ethics Hotline. When you have this much bothering you about the situation, you should speak up.

Always apply the Code, follow CVR policies and procedures, comply with applicable laws and regulations and act consistently with our Mission and Values. When you are unsure, take the initiative to determine the right course of action. Review our policies and check with your manager or Legal Services. If you would like to talk with someone outside your immediate area, consider contacting the Compliance Officer at [corporatecompliance@cvrenergy.com](mailto:corporatecompliance@cvrenergy.com) or the CVR Ethics Hotline by phone at **1-833-622-1257** or online at [CVR.Ethicspoint.com](http://CVR.Ethicspoint.com). Please visit the Corporate Compliance page on MyCVR for additional information about corporate compliance, including additional information about our Compliance Officer.

If you know about a possible violation of the Code, CVR's policies and procedures, or any applicable law or regulation, you are encouraged to notify your manager (provided your manager is not involved in the violation), Legal Services at [legalservices@cvrenergy.com](mailto:legalservices@cvrenergy.com), the Compliance Officer at [corporatecompliance@cvrenergy.com](mailto:corporatecompliance@cvrenergy.com) or the CVR Ethics Hotline by calling **1-833-622-1257** or by visiting [CVR.Ethicspoint.com](http://CVR.Ethicspoint.com).

Your report will remain confidential to the extent possible, consistent with our governance and legal obligations. In addition, employees may exercise their legal right or duty to report possible violations of law to the appropriate governmental authorities at any time. Employees must cooperate fully in any authorized CVR investigation.





### **CVR Ethics Hotline**

The CVR Ethics Hotline is available 24/7 to all employees and third parties worldwide to help answer questions on business conduct issues, this Code, CVR policies and procedures, and compliance with applicable law and regulations. It also allows employees and third parties to advise CVR of situations that may require investigation or management attention.

The CVR Ethics Hotline is committed to keeping issues and identities confidential. If you would be more comfortable doing so, you may contact the CVR Ethics Hotline anonymously. Your information will be shared only with those who have a need to know,

such as those involved in answering your questions or investigating and correcting issues you raise. Note that if your information involves accounting, finance, or auditing, the law may require that necessary information be shared with the Audit Committees of our Boards of Directors and in some cases with government agencies.

CVR will not retaliate – and will not tolerate retaliation – against any individual for their good-faith use of the CVR Ethics Hotline.

You may contact the CVR Ethics Hotline by phone at **1-833-622-1257** or online at [CVR.Ethicspoint.com](https://www.cvr.ethicspoint.com).





[CVREnergy.com](http://CVREnergy.com)

