



Valero®

CONDUCT GUIDELINES **for Business Partners**



COMMITMENT TO
Each Other



COMMITMENT TO
Shareholders



COMMITMENT TO
Business Partners



COMMITMENT TO
the Marketplace

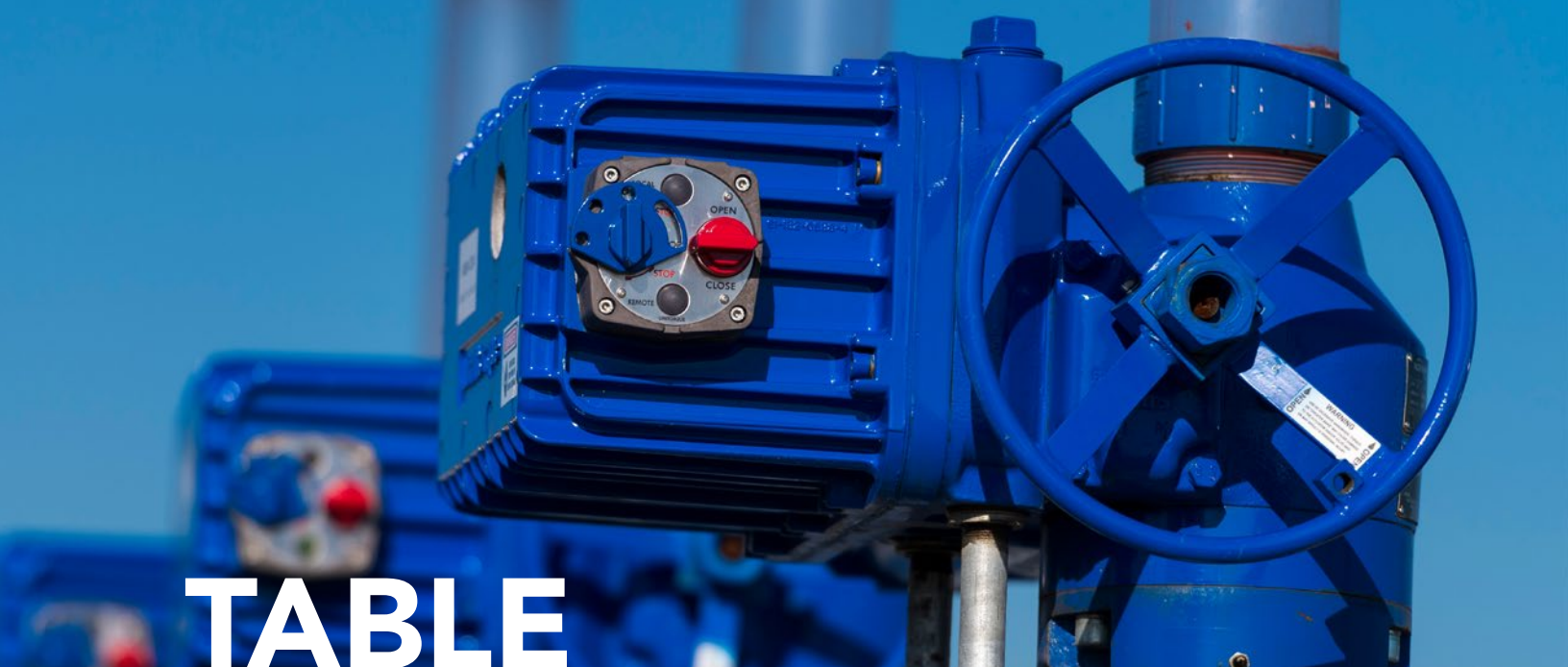


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Message from Our CEO

At Valero, we greatly value our relationships with our Business Partners. We work collaboratively to promote optimal performance and mutual success, by embracing the highest standards of responsible operations. We recognize these relationships, along with our commitment to integrity and the highest standards of responsible operations, are critical to our ongoing success as we conduct business in a fair, compliant, ethical and honest way.



Joe Gorder
Chairman and Chief Executive Officer

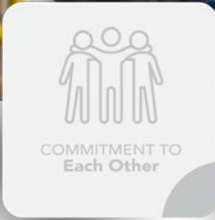
Our Vision and Guiding Principles

Valero is committed to advancing the future of energy through innovation, ingenuity and unmatched execution. To achieve this vision, we are guided by the five interlocking values of our Guiding Principles – Safety, Environment, Community, Employees and Governance.





CONDUCT Guidelines



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At Valero, **we seek Business Partners who share our same dedication to high ethical standards and our unwavering requirement that we act with integrity toward our four commitments:** Each Other, our Shareholders, our Business Partners, and the Marketplace. Valero recognizes that many of its business activities benefit from the expertise and experience of its Business Partners. For this reason, Valero utilizes trusted Business Partners to provide necessary goods and services to or for the benefit of Valero.

Valero expects its Business Partners to commit to uphold Valero’s reputation as a company with high standards of business ethics and conduct by complying with all applicable laws and regulations, contract terms, and standards, comparable to those set forth in Valero’s Code of Business Conduct & Ethics.

Valero’s Conduct Guidelines for Business Partners (“Conduct Guidelines”) describes Valero’s standards and expectations for our Business Partners—namely our suppliers, vendors, contractors, consultants, distributors, agents, representatives and any other third parties or individuals acting on behalf of the company (collectively, "Business Partners").

These Conduct Guidelines are applicable in all countries in which Valero operates. For certain Business Partners who may have additional compliance obligations dependent upon country of origin or operation, please check the General Terms section of the Valero website at www.valero.com for additional annexes that may be applicable.



Responsibilities of Business Partners

All Business Partners must:

- 1** **Read**, comply with, and understand how these Conduct Guidelines apply to your role as a Valero Business Partner.

- 2** **Ask** your Valero employee contact or the Valero Compliance Department if you have any questions or concerns regarding these Conduct Guidelines.

- 3** **Provide documentation** of all required training and certifications, as may be required by contract or policy.

- 4** **Report** any suspected or known violations of these Conduct Guidelines, the Valero Code of Business Conduct & Ethics, or Valero policies as outlined later in these Conduct Guidelines, to your Valero employee contact or the Valero Compliance Department.

The expectations outlined in these Conduct Guidelines are intended to supplement the terms and conditions of any contract between Valero and its Business Partners. If any conflict exists between these Conduct Guidelines and the terms and conditions of any contract between Valero and its Business Partners, the terms and conditions of the contract shall govern. For questions about these Conduct Guidelines, or the associated expectations, please contact your Valero employee contact or the Valero Compliance Department.



PROMOTING AN Ethical Work Environment

Valero is committed to ethical and lawful business conduct and to complying with all applicable laws, regulations and policies that govern our business. As a result, with respect to business conducted with or on behalf of Valero, we expect our Business Partners to comply with all applicable laws and regulations in addition to the guidance below.

Anti-Bribery / Anti-Corruption

Valero has zero tolerance for corrupt or unethical behavior. When acting on behalf of Valero, Business Partners are prohibited from offering or paying, directly or indirectly, any bribe or kickback to any employee, official, or agent of any government, commercial entity, or individual in connection with the business or activities of Valero. A bribe is any money, goods, services, or other thing of value (e.g. gifts, meals, entertainment, trips, favors, loans, gift cards, contributions or donations) offered or given with the intent to gain an improper business advantage.

Business Partners must never make “facilitation payments” (also called “grease” or “expediting” payments) to government officials to increase the speed at which they do their job. Valero expects its Business Partners to have appropriate internal controls to ensure compliance with local anti-bribery laws, the UK Bribery Act, and the US Foreign Corrupt Practices Act.

Antitrust / Fair Dealing and Competition

Valero requires that its Business Partners **respect and comply with applicable antitrust and competition laws** by not sharing prices, costs or similarly competitive and sensitive information, colluding with any third party, or otherwise acting against antitrust or competition laws as part of any Valero business or contract.

Conflicts of Interest

A conflict of interest arises when an entity's or an individual's interests interfere with the interests of Valero. Valero expects its Business Partners to **avoid transactions, commitments, and other activities that could create actual or apparent conflicts of interest** in business decisions.

For example, conflicts of interest may result from other employment or affiliation that puts a Business Partner's interests at odds with those of Valero, investments that interfere with a Business Partner's ability to make impartial decisions with regard to its relationship with Valero, or personal and family relationships that cause a Business Partner's interests to conflict with those of Valero. Business Partners must also disclose to their Valero employee contact any familial, business or other financial affiliations they have with Valero employees.

Corporate Recordkeeping

Valero is required by applicable laws to keep detailed and accurate books and records that correctly reflect all transactions and do not contain any false or misleading entries. Valero requires that **all transactions conducted for or on behalf of Valero be fully and transparently documented, properly authorized, and coded** to the correct accounts. Any direct or indirect falsification of the books and records, or any attempt to disguise a payment, is prohibited. Additionally, Business Partners should not unduly delay sending invoices or otherwise enable the shifting of an expense to a non-corresponding accounting period.

Data Privacy

Business Partners **must have an established and maintained data privacy and information security program, in accordance with industry standards, to safeguard privacy when collecting, storing, or transferring personal or sensitive data** on Valero's behalf in accordance with all applicable data protection laws and requirements. Business Partners also must respect the privacy of personal information, including information disclosed by Valero employees and customers.



Fair Employment Practices

Business Partners must comply with all applicable laws and regulations regarding fair employment practices and are expected to have systems in place to **prevent, detect and resolve unlawful and unacceptable practices against their employees** regarding wages and hours, recruiting, discrimination, coercion, harassment, retaliation, unfair immigration-related practices and any type of abuse.

Gifts and Entertainment

Business Partners must not offer, give, request, or accept any extravagant or excessive gifts, entertainment or travel on behalf of Valero. Business Partners must also remember that strict rules apply when dealing with government officials and entities.

Valero generally prohibits employees from accepting gifts, meals or entertainment from Business Partners, which are considered to be excessive, unreasonable or inappropriate. Lavish gifts or entertainment, gifts of cash, or cash equivalents are prohibited. Valero employees must seek proper approval authority, as outlined in Valero's Gifts and Entertainment Policy, prior to accepting any trips or excursions offered by Business Partners.

Government Contracting and Small Business Engagement

To the extent a Business Partner supports a Valero contract with U.S. governmental entities, certain specific requirements under the Federal Acquisition Regulations (FAR) and/or Defense Federal Acquisition Regulation Supplement (DFARS) may apply (supplements containing such requirements may be found at www.valero.com). Additionally, as a government contractor,

Valero is required to participate in small business subcontracting plans with an aim to provide opportunities for a variety of small business concerns. Valero encourages its Business Partners to follow these same principles and to share with Valero both its goals and accomplishments in this area.

Health, Safety and Environment

The protection of Valero's employees, Business Partners, customers, communities, and the environment is one of Valero's core business values. **Valero is committed to achieving health, safety, and environmental excellence throughout its operations.** Every Business Partner is expected to conduct business in accordance with this commitment. Each Business Partner is responsible for implementing a systematic approach to maintaining a safe and healthy workplace by following all applicable laws and regulations relating to health, safety, and environment as well as, where applicable, Valero's safety rules and practices. Business Partners are expected to report and remediate accidents, injuries, and unsafe equipment, practices, or conditions in a timely manner.

At Valero, **we are committed stewards of the environment.** Our Business Partners are expected to help us further our environmental stewardship by reducing and preventing waste, emissions and releases as well as protecting the environment with sound environmental management systems.

Human Rights

Valero expects all Business Partners to **respect internationally recognized human rights** as defined by the United Nations Universal Declaration of Human Rights, and to conduct operations in compliance with Valero's Human Rights Policy, by among other things, prohibiting slavery, forced labor, human trafficking, and child labor.

Valero also expects that its Business Partners respect their employees' rights to join, or not to join, a labor union, and for Business Partners to commit to bargain in good faith with all legally recognized labor unions.

Information Security and Intellectual Property

Business Partners must **respect the copyrights, trademarks, patents and intellectual property rights of Valero and other parties** with whom it interacts on Valero's behalf. Valero's trade secrets, contracts, manufacturing, customer, employee and pricing data are also considered proprietary and confidential information and must not be shared except as instructed by Valero. Business Partners must have an established and maintained data privacy and information security program, in accordance with industry standards, **to safeguard Valero's sensitive and proprietary information**, maintain confidentiality of proprietary information and prevent the accidental destruction, alteration, modification, loss, distribution, dissemination, misuse, or unlawful use of Valero's intangible assets.



Insider Trading

Business Partners should not trade in securities or commodities, or encourage others to do so, based on confidential, non-public material information obtained through their relationship with Valero. If a Business Partner believes it has been given access to Valero's confidential information in error, the Business Partner should immediately notify its Valero employee contact and refrain from further distribution of the information.

International Trade Regulations

Business Partners shall conduct their business in strict compliance with all economic sanctions and embargoes, anti-boycott, anti-money laundering, and applicable import, export, re-export, and transfer control laws and regulations for goods and services, including software, technology or technical data. When applicable, **suppliers should implement practices and procedures to ensure the security of their supply chain** is in accordance with the standards of Customs-Trade Partnership Against Terrorism (C-TPAT), Authorized Economic Operator (AEO) and other global supply chain security programs.

Legal Compliance

Business Partners and their employees and representatives must follow the law at all times, and must therefore ensure that they understand how all applicable laws and regulations apply to their work on behalf of Valero.



COMPLIANCE and Violations

In accordance with applicable contracts between the parties, Business Partners must provide, if requested, evidence of compliance with these Conduct Guidelines and allow Valero to exercise its audit rights, if any.

Valero also expects its Business Partners to cooperate with us or our advisors during any investigation involving the Business Partner.

A violation of these Conduct Guidelines is a serious matter. Business Partners determined to have violated these Conduct Guidelines may be subject to contractual remedies and, where appropriate, termination of the business relationship.



Compliance Resources and Reporting Channels

Business Partners should report suspected violations and are encouraged to ask questions regarding these Conduct Guidelines, the Valero Code of Business Conduct & Ethics, and company policies by contacting:

- Your Valero employee contact
- The Valero Compliance Department at 210-345-5800 or LegalCompliance@valero.com
- Valero's confidential 'Ethics Helpline,' by phone or online

The **Ethics Helpline is a confidential external helpline** that is available toll-free, 24 hours a day, seven days a week and in local languages.

Complaints solely related to Department of Defense ("DOD") or other federal contracts, on a confidential or anonymous basis, may be submitted through the DOD Inspector General Hotline at 1-800-424-9098.

How to reach the Ethics Helpline



www.EthicsHelpline.Valero.com



855-219-2495

within the U.S. and Canada
(if calling from elsewhere, use the numbers listed on the website)

View Valero's Code of Business Conduct & Ethics online.

