

MARATHON OIL CORPORATION POLICY STATEMENT

MRO 102

Section: EXECUTIVE

Subject

Approved by: Board of Directors

REPORTING BUSINESS ETHICS CONCERNS

GENERAL PURPOSE

Marathon Oil is committed to conducting its operations in accordance with both applicable law and high standards for business ethics. Pursuant to this commitment, Marathon Oil has developed this Policy to encourage Personnel of Marathon Oil Corporation and its wholly and majority-owned subsidiaries (“Company”) to report Business Ethics Concerns to Marathon Oil.

POLICY STATEMENT

- A. Marathon Oil expects Marathon Oil Personnel to report in good faith a Business Ethics Concern to Marathon Oil. Though this Policy is intended to encourage and provide a priority avenue for Marathon Oil Personnel to raise Business Ethics Concerns directly to Marathon Oil for appropriate handling, the Policy does not prevent or prohibit Marathon Oil Personnel from raising a Business Ethics Concern to an applicable governmental authority.
- B. While Marathon Oil Personnel may raise questions about the Code of Business Conduct to any of the resources listed in the Resources section of Marathon Oil’s Code of Business Conduct, Marathon Oil Personnel should report a Business Ethics Concern by directly contacting Marathon Oil’s Corporate Compliance Organization or Marathon Oil’s Integrity Helpline. The relevant contact information is located on both the public and private Marathon Oil webpages, within Marathon Oil’s Code of Business Conduct, and on printed communications in Marathon Oil facilities.
- C. Marathon Oil forbids retaliation against Marathon Oil Personnel for good faith reporting of a Business Ethics Concern. Marathon Oil Personnel who retaliate against other Marathon Oil Personnel for good faith reporting of a Business Ethics Concern will be subject to discipline up to and including termination of employment. Marathon Oil Personnel who knowingly report a false Business Ethics Concern may also be subject to disciplinary action, up to and including termination.
- D. When reporting a Business Ethics Concern to Marathon Oil, Marathon Oil Personnel are encouraged to identify themselves and provide as much detail as possible about their Business Ethics Concern in order to facilitate an efficient investigation of the Business Ethics Concern. Marathon Oil recognizes that Marathon Oil Personnel may seek to remain anonymous when reporting a Business Ethics Concern. Marathon Oil Personnel may submit reports anonymously to Marathon Oil through Marathon Oil’s Integrity Helpline.

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- E. Marathon Oil treats seriously all Business Ethics Concerns reported to Marathon Oil. The specific investigation and/or action taken by Marathon Oil in response to a particular Business Ethics Concern will depend upon the nature of the Business Ethics Concern.
- F. Marathon Oil will keep reported Business Ethics Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation and to comply with applicable laws.

POLICY APPLICATION

This Policy applies Marathon Oil and all wholly and majority-owned subsidiaries who have approved the Policy Review Committee Charter or otherwise approved this policy and to all Marathon Oil Personnel.

POLICY REVIEW

The Marathon Oil Compliance Organization will conduct periodic reviews of the Policy at least every five years and will present any suggested modifications to the Audit Committee of Marathon Oil Corporation.

POLICY EXCEPTIONS

Any exception to this Policy must be approved in writing by Marathon Oil's General Counsel or Chief Compliance Counsel.

REFERENCES

Code of Business Conduct
Code of Ethics for Senior Financial Officers
MOC 115 – Anti-Corruption Compliance Policy

DEFINITIONS

- A. "Business Ethics Concern" is defined to include concerns regarding:
 - 1. Financial or other SEC reporting requirements regarding accounting, internal accounting controls, auditing matters, fiduciary duties and/or corporate reserves;
 - 2. Anti-bribery/anti-corruption, antitrust, anti-money laundering, conflicts of interest, cybersecurity, data privacy, fraud, insider trading, retaliation for good faith reporting of Business Ethics Concerns, and/or trade controls; and/or
 - 3. Conduct that may result in an inquiry, subpoena, or investigation from a

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government enforcement or investigative agency, such as the U.S. Department of Justice, U.S. Securities and Exchange Commission, Federal Bureau of Investigation, and state or foreign-equivalent agencies.

The definition of “Business Ethics Concern” does not include:

1. Performance and employment concerns addressed by Marathon Oil’s Human Resources Organization if the concern does not otherwise meet one of the criteria listed in the definition of Business Ethics Concerns. Routine performance and employment related concerns should continue to be directed to Human Resources;
 2. Health, environmental, safety and security (“HES&S”) concerns addressed in Marathon Oil’s Event Reporting and Management Standard or HES&S-related inquiries, subpoenas, or investigations from a government agency that are directed to Marathon’s Regulatory Affairs function in the Law Organization;
 3. Cybersecurity concerns addressed by Marathon’s Computer Security Incident Response Plan; and/or
 4. Allegations made in a judicial complaint/petition or arbitration demand/statement not otherwise addressed by this Policy.
- B. “Marathon Oil” is defined to include Marathon Oil Corporation and Marathon Oil’s wholly and majority-owned subsidiaries.
- C. “Marathon Oil Personnel” is defined to include, collectively and/or individually, all Marathon Oil employees, officers, directors, and third parties acting within the scope of representing Marathon Oil. Third parties acting with the scope of representing Marathon Oil are not Marathon Oil employees and nothing in the Policy should be construed to the contrary.
- D. “Policy” is defined to include the MRO 102 – Reporting Business Ethics Concern Policy.