

Code of Business Ethics & Conduct

Chapter I. Corporate Code of Business Ethics

Preamble

With the vision of "the most competitive, creative and clean energy & chemical company," S-OIL is committed to pursuing the growth of all of our interested parties including our shareholders, by enhancing the value of our company through progressive and efficient business practices.

The Company will actively implement this Code of Business Ethics & Conduct to promote high ethical standard in conducting its business activities and pursue management that conforms to the principles.

Article 1 (Attitudes toward Customers and Business Partners)

1. The Company shall respect the opinions of customers and business partners and endeavor to deliver the best value to its customers and business partners. The Company shall engage in business dealings based on mutual respect and at arms-length, ensuring that all such dealings are performed fairly, and shall not use its superior position of power to seek for consideration or favor in any form.
2. The Company shall not intentionally cause any loss to its customers or hamper fair competition through collusion with others, such as price collusion with the Company's competitors.
3. The Company shall avoid using the assets and properties, information of its customers and business partners without prior approval of the relevant customer and/or business partner.

Article 2 (Attitudes toward Shareholders and Investors)

1. The Company shall protect the rights of its shareholders and respect their reasonable inquiries and suggestions. The Company shall establish a mutual trust between its shareholders and investors through disclosure of information concerning its management and operation.
2. The Company shall treat equally and fairly each and every shareholder including minority shareholders. The Company shall ensure that its management decisions are made with constant regard to the interests of all its shareholders in such a way that the interests or rights of minority shareholders are not infringed upon in an unfair manner.

3. The Company shall prepare and keep the accounting record according to generally accepted accounting principles to provide its interested parties with fully transparent information on its financial condition and operational results. The Company shall provide its management information in an accurate and timely manner so that users of this information such as investors use it in making sensible investment decisions.

Article 3. (Responsibilities to officers and employees)

1. The Company shall not discriminate against its officers & employees based on race, nationality, sex, age, academic background, religion, region, disability, marital status, etc., but shall provide fair and equal opportunities according to their capabilities and qualification. The Company shall evaluate and compensate officers and employees based on fair evaluation criteria of qualification, capabilities and performance.
2. The Company shall support officers and employees to achieve self-realization and develop their talents by providing them with equal opportunities to enhance their capabilities and respecting individual self-control and creativity.
3. The Company shall strive to create and maintain a proper working environment for officers and employees to provide safe and healthy environment. The Company shall respect personalities and basic rights of each officers and employees while nurturing a culture in which they can freely make suggestion and proposal.

Article 4 (Social Responsibilities)

1. The Company, as a member of the society and community to which it belongs, shall adhere to internationally accepted laws and regulations, as well as to the related laws and regulations of Korea, including anti-corruption/anti-bribery laws and regulations.
2. The Company shall endeavor to contribute to the national economy and social development through improving productivity, job creation, faithful tax payment, and making sincere contributions to the society.
3. The Company shall protect nature and maintain a clean environment.
4. The Company shall respect political right and political opinions, refrain from interfering in politics and maintain political neutrality. The Company shall not create slush fund and shall not provide political fund or use its organization, manpower and assets for political purpose.

Chapter II. Code of Conduct for Employees and Officers

Preamble

The Company requires that its officers & employees avoid situations in which their personal interest might conflict with the interest of the Company. Such conflict could potentially arise if officers & employees or their parents, spouses, children, or brothers/sisters have a financial interest in the dealings of the Company with contractors, suppliers, or any other organizations or individuals doing or seeking to do business with the Company or in competition with the Company.

Officers are to set an example of the highest ethical conduct. The officers and employees shall act proactively and shall put an effort to spread and maintain highest level of ethics awareness. The Company shall require its officers & employees to act in accordance with Corporate Code of Business Ethics specified in Chapter I.

Article 5 (Definition)

Definitions of terms used in this Code is as follows:

1. Money & valuable gifts : Money (cash, gift certificates, admission tickets, etc.), gifts, or other economic benefits
2. Entertainment : Dining, drinking, golf, performance, amusement, etc.
3. Convenience : Support relating to transportation, accommodations, travel and other events
4. Interested parties : Other Company officers and employees, customers, suppliers, subsidiaries/ affiliated companies and other organizations whose rights or interests may be affected by the performance of a Company officer or employee of his/her duties
5. Generally accepted social practices (hereinafter "GASP") : Practices that can be universally understood and judged acceptable by the common sense of other Company officers, employees and ordinary people and that do not compromise the ability of the receiver of money, gifts, entertainment, etc. from carrying out his/her duties fairly and equitably. A GASP should comply with relevant laws and regulations.
6. Small Shareholding : The ownership of shares in Interested Parties of a shareholding ratio less than 5% (1% in case of listed companies) of the total issued and outstanding shares. The ownership of share, based on acquisition cost, shall not exceed 100 Million Won, even if the shareholding ratio is below the limit.
7. Inevitable Situation : The receipt of a gift item or benefit without one's knowledge or through a third party

Article 6 (Basic Ethics for the officers and employees)

1. The officers & employees of the Company shall faithfully fulfill their respective duties assigned by the Company.
2. The officers & employees of the Company shall keep high ethical standards and always endeavor to maintain their personal dignity and the Company's honor in performing their duties and living their personal lives.
3. The officers & employees of the Company shall be fully aware of the Company's policies, by-laws and other relevant regulations including those governing anti-corruption/anti-bribery, and shall faithfully abide by such policies, regulations, etc. when performing their duties.
4. The officers & employees of the Company shall carry out all their duties honestly and fairly, and shall not give unfair instructions, make unfair business arrangements, seek undue solicitation or accept any form of economic benefits from interested parties that are beyond GASP that may interfere with fair performance of their duties.
5. The officers & employees of the Company shall protect the Company property and ensure its efficient use for legitimate business purpose.
6. The officers & employees(including the former officers & employees) of the Company shall protect any and all confidential information of the Company including, but not limited to, trade secrets, business/technical information, and shall not disclose such information without the consent of the Company or unless required by laws or regulations.
7. The officers & employees of the Company shall not disclose or use personal information of other officers & employees they obtain in the course of conducting their Company duties.
8. The officers & employees of the Company shall not engage in insider trading/dealing such as taking their personal benefit and financial transactions, including stock trading, by using material and non-public information they obtain in the course of conducting their Company duties and shall not disclose such information to a third party.
9. The officers & employees shall not use abusive language or commit any act that can harm the relationship between colleagues. This includes physical, verbal, or visual language and act which might be interpreted as sexual harassment by any person.
10. The officers & employees shall not engage in any political activities during office hours, and ensure that their political views or involvement are not misunderstood as the Company's.

Article 7 (Confidential Information)

1. The officers & employees of the Company shall strictly abide by laws and regulations related to confidential information.

2. The officers & employees of the Company shall not internally share confidential information of the Company, they obtain in the course of conducting their Company duties, unless there is necessary for their duties.
3. The officers & employees of the Company shall not discuss the Company's confidential information in public setting, and fulfill their duty of care not to leak them to the outside.
4. The officers & employees of the Company shall check whether their external emails, texts, web postings, and social messages comply with the Company's regulations, etc., and fulfill their duty of care to ensure that the Company's confidential information is not leaked.
5. The officers & employees(including the former officers & employees) of the Company shall not disclose any information acquired in the course of business dealings with its customers and business partners, nor use such information for other purposes without the prior consent of the relevant customer and/or business partner. In particular, officers & employees handling customers' personal information shall protect the personal information safely by establishing protection procedures and guidelines in accordance with relevant laws, the Company's policies and regulations.

Article 8 (Protection & Proper Use of Company Assets)

1. The officers & employees of the Company must not use the Company's assets for personal benefit, or transfer or loan the assets to a third party without approval.
2. The officers & employees of the Company must not use the Company's budget for personal purposes, and the budget should be spent in accordance with the purpose set by the Company and accurately recorded in the accounting book.
3. The officers & employees of the Company must actively protect the Company's goodwill, as well as, its patent rights, trademark rights, copyrights, and other intellectual property rights such as information with asset value. In addition, the officers & employees must protect the intellectual property rights of others or third parties with the same duty of care, and in particular, must not use illegal software.

Article 9 (Antitrust & Fair Competition)

1. The Company, officers & employees shall comply with antitrust and fair competition laws, and shall not engage in agreements that tend to restrict competition (such as agreements between competitors as to their pricing, production and supply, etc.) and variety of forms of unfair conduct that may tend to create a monopoly.
2. The Company, officers & employees shall deal with matters that may be interpreted as violations of the related laws and regulations related to antitrust and fair competition through sufficient consultation with the legal or ethics management organization in advance, and shall not make decisions based on arbitrary interpretation.

Article 10 (Anti-Corruption & Anti-Bribery)

1. In accordance with the Improper Solicitation and Graft Act, the Company, officers & employees must not make improper solicitations to incumbent public officials, etc., and must not offer money or valuables to public officials, etc., or promise to provide them or express intentions.
2. The officers & employees shall not engage in money laundering such as financing and hiding illegal funds or making them look as though they are legitimate.
3. The Company, officers & employees shall adhere to international treaties related to anti-corruption (including bribery and money laundering) as well as the relevant domestic and foreign laws and regulations.
4. The officers & employees of the Company shall deal with matters that may be interpreted as violations of anti-corruption/anti-bribery related laws and regulations through sufficient consultation with the legal or ethics management organization in advance, and shall not make decisions based on arbitrary interpretation.

Article 11 (Safety, Health, and Environment)

1. The Company and the Company's officers & employees shall comply with domestic and internationally accepted laws and international agreements related to safety, health, and environment, and pursue continuous improvement of safety, health, and environmental performance.
2. The Company and the Company's officers & employees, contractors shall create a safe working environment by observing the safety regulations.
3. The Company and the Company's officers & employees shall recognize the importance of environmental issues and actively participate in environmental protection activities.

Article 12 (Prohibition of Conflict of Interests)

1. The officers & employees(including the former officers & employees) of the Company shall avoid any acts or relationships that are or may be in conflict with the interests of the Company(each an "Act"). To avoid unethical conduct, business entities owned or controlled by officers & employees, in fact, should not enter into contract with the Company.
2. The major types of prohibited Acts include, but are not limited to;
 - ① A Company officer or employee, his/her parents, spouse, children and/or brothers/sisters, former officers & employees enter into contracts or business transactions with the Company.
 - ② A Company officer or employee, his/her parents, spouse and/or children acquire stocks in Interested Parties.

- ③ A Company officer or employee holds a position in an outside business or organization directly related to his/her duties to the Company.
- ④ A Company officer or employee runs a business or has a side job that requires such effort and time that obstructs diligent performance of his/her duties to the Company.
- ⑤ A Company officer or employee induces the Company or Interested Parties to enter into business transactions with other companies run by the same Company officer and employee, his/her parents, spouse, children, brothers/sisters or any other person having a personal relationship with him/her.
- ⑥ Any other transactions with Interested Parties that promote or result in personal benefits.

Article 13 (Exceptions to Prohibition of Conflict of Interests)

1. Exceptions to Article 12 (Prohibition of Conflict of Interests) are as below:

- ① Transaction with sales networks (S/S and F/S) possessed by the Company officer or employee, his/her parents, spouse, children and/or brothers/sister. In this case, confirmation and endorsement of the Ethics Committee is required.
- ② A former officer/ employee of the Company or a Company officer/ employee's parents, children, brothers/sisters operates the Company's sales networks (S/S and F/S). In this case, confirmation and endorsement of the Ethics Committee is required. However, transactions with a former officer/employee five years after his/her resignation/retirement are exempted from confirmation and endorsement of the Ethics Committee, and the review of conflict of interests for such exempted transactions exceeding the five-year post resignation/retirement period follows the relevant subordinate standards and procedures.
- ③ Procurement of material and services from vendor operated by a former officer/ employee of the Company or a Company officer/ employee's parents, children, and/or brothers/sisters. In this case, confirmation and endorsement of the Ethics Committee is required. However, transactions with a former officer/employee five years after his/her resignation/retirement are exempted from confirmation and endorsement of the Ethics Committee, and the review of conflict of interests for such exempted transactions exceeding the five-year post resignation/retirement period follows the relevant subordinate standards and procedures.
- ④ A Company officer or employee, his/her parents, spouse and/or children may acquire a Small Shareholding in Interested Parties which is deemed not to interfere with the fair performance of the duties of the officer or employee to the Company in accordance with GASP. In this case, the total number of the shares in an Interested Party acquired by a Company officer or employee, his/her parents, spouse and children shall be considered collectively.
- ⑤ A Company Officer or Employee holds a position in the Company's invested companies or related organizations following the Company's policy or the relevant laws.

- ⑥ A Company Officer or Employee's parents, spouse, children and/or brothers/sisters holds a position in a competing company or Interest Party (But, in such a situation, the Officer or Employee must report to Ethics Committee and not practice any influence for the benefit of the competitor, Interest Party, or the Officer or Employee)
 - ⑦ Other situations that are not against the best interest of the Company and that are approved by the Company's Ethics Committee in advance following relevant regulations and official procedures.
2. When it is not clear whether the situation is violating the Code and whether it is in the best interest of the Company, etc., it must be disclosed to and confirmed or approved by the Company's Ethics Committee.

Article 14 (Prohibition of Receiving/Offering of Money & Gifts, Entertainment/ Convenience and Other Similar Acts)

1. The officers & employees of the Company shall not accept or offer Money & Business Gifts, Entertainment, or Convenience beyond GASP from/to Interested Parties such as contractors, suppliers and affiliated companies in the course of conducting their Company duties.
2. The officers & employees of the Company shall not accept or offer Money & Business Gifts, Entertainment and Convenience beyond GASP from/to other Company officers and employees.
3. In the event that a Company officer or employee is presented with Money & Business Gifts, Entertainment, or Convenience in an Inevitable Situation and the value of such exceeds GASP, the officer or employee shall immediately take appropriate action, such as returning the Money & Business Gifts to the person who provided it.
In a situation that returning the Money & Business Gifts to the original provider is not considered to be appropriate, the officer or employee shall report to Ethics Committee and present the items to Ethics Committee and handle them according to the Committee's decision.
4. The Company shall keep the record of Interested Parties offering Money & Business Gifts, Entertainment, Convenience in excess of GASP. If necessary, the Company shall penalize the related Interested Parties through the decision of Ethics Committee.

Article 15 (Ethics Committee)

1. Ethics Committee is composed of Head of Legal/Compliance HQ, Controller, Head of HR Division, and Head of Corporate Planning Division. (Secretary : Management Coordination Team Leader)
2. Operation
 - ① The Committee shall appoint a Chairperson from among the members of the Committee.

- ② Meetings of the Committee shall be convened from time to time when necessary.
- ③ The secretary shall attend Committee meetings and prepare the meeting minutes.
- ④ The resolutions may be adopted at a physical meeting or, if necessary, by a written consent with respect to any matter presented to the Committee.

3. Responsibilities

- ① The Committee shall enhance the Company's ethics management and accomplish best ethical decision makings regarding ethics-related matters including the conflict of interests.
- ② The Committee shall guide, review and endorse(or approve) the followings:
 - A. Transaction with sales networks (S/S and F/S) possessed by a Company officer or employee, his/her parents, spouse, children and/or brothers/sister.
 - B. Operation of the Company's sales networks (S/S and F/S) by a former officer/employee or a Company officer/employee's parents, children, and/or brothers/sisters.
 - C. Procurement of materials and services from companies operated by a former officer/employee or the Company officer/employee's parents, children, and/or brothers/sisters.
 - D. Possession/operation of competitors' sales networks (S/S and F/S) by a Company officer/employee's parents, spouse, children, and/or brothers/sisters
 - E. The Company officer/employee's parents, spouse, children, and/or brothers/sisters working for competitors or Interested parties
 - F. Receipt of Money & Business Gifts, Entertainment, or Convenience in an Inevitable Situation and the value of such exceeds GASP from Interested Parties and decision on how to handle the Money & Business Gifts submitted to the Committee
 - G. Any other situations(or acts) when it is not clear whether they are violating the Code and whether they are in the best interest of the Company, etc.

After Committee's review or endorsement, the concerned Team/Department shall get the final authority's approval in accordance with Regulations on Delegation of Authorities or other relevant regulations.

- ③ Ethics Committee shall report its activities to CEO annually, or from time to time when necessary.
- ④ Ethics Committee shall report annually its activities to the Board Audit Committee, together with Personnel Administration Committee's disciplinary actions regarding the violation of the Code of Business Ethics & Conduct.

Article 16 (Report on Violation of the Code, Follow-Up Procedures and Whistle Blower Protection)

1. Officers & employees are expected to scrupulously adhere to this Code. If in doubt that this Code has been violated, the concerned officer or employee shall promptly report the potential violation to his/her immediate superior. The immediate superior shall take appropriate measures and notify the potential violation and the results thereof to the Auditing Team and the Personnel Team within two days of receiving such report.
2. In the event an officer or employee of the Company is aware of any violation of this Code or laws and regulations including those governing anti-corruption/anti-bribery (regulations relating to contracts with the Governments such as U.S. Government contracting) by other Company officers and employees, he/she shall promptly report (either openly or anonymously) such violation to the Auditing Team and the Auditing Team shall investigate the matter.
3. The Auditing Team shall report the situation in Paragraphs ① and ②, above, and the results thereof to the CEO on a quarterly basis and notify the violations and the results thereof to Ethics Committee and the Personnel Team. However, in the event that a serious violation arises, the Auditing Team shall immediately report such violation to the CEO.
4. The Company and the officers & employees of the Company shall protect the person who report violations by keeping confidential the fact of such reporting and the identity of the reporting person. When the reporting person is likely to suffer any disadvantage, the Company shall take proper measures, such as transfer to another position, at the request of the reporting person.
5. The Company will not tolerate retaliation or discrimination against any person for raising a concern or assisting in an investigation, and any officer or employee of the Company found to have engaged in retaliation such as threats, harassment, bullying, humiliation, negatively changing working conditions, or raising issues against someone maliciously or in bad faith is subject to disciplinary action, including dismissal.
6. Until disciplinary actions against the reported violation are finally determined, the Company and the officers & employees of the Company shall keep confidential any and all information, such as reported violations and identities of the offenders, known to them in the course of investigations and the rights of the offenders, such as the right to make statements, shall be protected during the investigation.
7. The Company shall publicly disclose the content on violation against the Code and the result of measure after the determination of disciplinary punishment.

Chapter III. Supplementary

Article 17 (Disciplinary Action)

In accordance with relevant Company regulations, the Personnel Administration Committee shall adopt and enforce strict disciplinary actions such as dismissal, suspension, reduction in salary, reprimand, and warning against officers or employees of the Company who violate this Code or who intentionally submit false reports, or conceal the violations, and his/her immediate superior who has management responsibilities. The violation of this Code by his/her parents, spouse, children, and/or brothers/sisters, or acquaintances of a Company officer or employee who wrongfully use the position of the Company officer or employee shall be regarded as being committed by the Company officer or employee if the Company officer or employee knew or could have reasonably known of such violation.

Article 18 (Ethics towards officers & employees of contractors, subsidiaries, and investment companies)

The Company shall exert their best efforts to ensure that the officers & employees of contractors, subsidiaries and investment companies shall perform their duties in full compliance with the spirit and content of this Code.

Article 19 (Others)

1. Details of execution standards and procedures can be established, if necessary, within the scope of this Code in order to implement this Code efficiently.
2. The Company shall distribute the copy of this Code to all officers & employees and request them to sign the Acknowledgement(Appendix) that they fully understand the content of this Code and agree to abide by this Code.
3. The Company shall provide training programs for officers & employees every year to root down Ethics Management in their daily activities.
4. The Code is based on a spirit of Ethics, anti-corruption, human rights/labor of International Charter/Declaration/Standard such as the Universal Declaration of Human Rights, the Principles of ILO, UN Global Compact, the Principles on Multinational Corporation of OECD.

Addendum

This Code shall take effect on and from August 4, 2004.

This Code shall take effect on and from August 29, 2007.

This Code shall take effect on and from January 6, 2009.

This Code shall take effect on and from August 26, 2011.

This Code shall take effect on and from October 21, 2013.

This Code shall take effect on and from July 29, 2015.

This Code shall take effect on and from January 24, 2018.

This Code shall take effect on and from December 19, 2019.

This Code shall take effect on and from December 6, 2021.

This Code shall take effect on and from December 26, 2023.

Acknowledgement

I have received and understood the Company's Code of Business Ethics & Conduct. I agree to abide by this Code during my employment with the Company. If I violate this Code, I agree to take my responsibility by accepting, among other things, disciplinary actions such as dismissal, suspension, reduction in salary, reprimand, and warning in accordance with the Company's regulations.

As set out in this Code, I, including my family (parents, spouse, children and siblings), will devote best efforts to avoid any acts or relationships that are or may be in conflict with the interests of the Company. Therefore, I disclose the following information and certify that the information entered on this statement is true and correct. If any change is made to the information, I will update the information and submit the Acknowledgement again within 30 days.

✓ **I or my family owns or operates S-OIL sales network.**

* Sales network refers to all types of distributors such as sales agents, service stations and filling stations.

Yes No

If answered **Yes**, please specify and give details.

(_____)

✓ **I or my family owns a company and the company transacts goods and services with S-OIL.**

Yes No

If answered **Yes**, please specify and give details.

(_____)

✓ **I or my family owns or operates competitor's sales network.**

Yes No

If answered **Yes**, please specify and give details.

(_____)

✓ **My family works for a competitor's or an interested party.***

* Interested party refers to customers, suppliers, affiliates/contractors, related organizations whose rights and interests may be affected by my performance of duty.

Yes No

If answered **Yes**, please specify and give details.

(_____)

Date :
Team/Dept. :
Name : (signature)