



**Westlake  
Chemical Partners**



# **CODE OF CONDUCT**

## **Summary and Acknowledgement**

July 2014

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# **Westlake Chemical Partners LP – Code of Conduct**

*This Code of Conduct is applicable to all employees (full-time and part-time), contract workers, officers, directors, agents and representatives of Westlake Chemical Partners LP, its general partner (Westlake Chemical Partners GP LLC), and its subsidiaries (the “company”).*

# GENERAL RULES OF CONDUCT

The following General Rules of Conduct are applicable to all employees (full-time and part-time), contract workers, officers, directors, agents and representatives. We should be fully conversant with these rules and ensure compliance, individually and within our businesses, units, departments, etc.

Rules, Regulations and Procedures for the acceptable conduct of all personnel are necessary for the benefit and protection of the rights and safety of all personnel and the orderly operation of our business. These rules are designed so that individuals in our company understand the necessary company information to base their actions and business decisions on sound principles. Failure to abide by these rules can lead to corrective action, up to and including, discharge or termination of the business relationship. This Code of Conduct does not contain an answer to every question and does not explain every law, regulation or policy that you will need to know in order to do your job. In some cases, there may be more detailed policies or guidelines. If you are ever uncertain about a law, regulation, or policy, you should seek clarification from your supervisor, manager, or assigned human resource representative or the Legal department. The following list of unacceptable actions is not all-inclusive and is not intended to limit the company when it is necessary to take disciplinary action:

- Disregard of company policies, procedures, rules and/or regulations.
- Violation of any Federal, State, or local law.
- Engaging in any unethical, unsafe or illegal conduct.
- Any form of harassment including unlawful harassment based on race, color, religion, sex, disability, national origin, age, veteran status, or any other category protected by law.
- Poor attendance including absenteeism, late start, early quit, etc.
- Gambling, sleeping, horseplay, fighting, stealing (including attempts), dishonesty, deceit.
- Improper or unauthorized use of company materials, equipment and supplies, including copiers, computer equipment, electronic media, such as disks, thumb drives, computer-stored information, email and other electronic messaging transmission, telephones and other office communications equipment.
- Reporting for work in an unfit condition such as under the influence of alcohol, controlled substance, etc. (All prescription drugs that may impair an individual's performance must be immediately reported to your manager, supervisor or designated Human Resources representative.)
- Insubordination or refusal to follow or carry out any reasonable instructions or duties from a supervisor, management employee or designate.
- Any form of obscenity such as gestures, exhibitionism, pornography in any form, language, etc.

- Falsification of any information (including any documentation provided to the company) such as the employment application, reason for absence, company reports, statements in any investigation, accident report, etc.
- Poor or careless workmanship or destruction of a fellow employee's property, destruction of company property, equipment and/or materials.
- Failure to work assigned hours including overtime, training, special hours, etc.
- Improper use of bulletin boards including posting, defacing and/or removing material without proper authority.
- Distribution of materials, literature and pamphlets, etc., during work time or in work areas and solicitation during work time.
- Breach of duty of good faith or conduct undermining the interests of the Company or business.
- Failure to report an accident or injury on the day of occurrence to your supervisor or Human Resources representative.
- Conviction of a criminal or felonious act or failure to report to work because of confinement to jail or detention center.
- Possession of firearms, weapons, explosives or any item that may be of danger to you or your fellow employees on company property.
- Coercing, intimidating, threatening, interfering, etc., with other employees.
- Starting or nurturing false, malicious rumors or information about fellow workers, the company or its products.
- Leaving your work area and/or office building without permission.
- Poor housekeeping and littering.
- Failure to perform assigned duties.

## REPORTING CONCERNS

Taking action to prevent problems is part of the Westlake culture. If you observe possible unethical, illegal, or unsafe conduct, you are encouraged to report your concerns to your immediate supervisor, manager, the Legal department, or to the Senior Vice President, Administration at:

### **WESTLAKE CHEMICAL PARTNERS LP**

2801 Post Oak Boulevard, Ste. 600

Houston, Texas 77056

Direct Telephone No.: +1 (713) 585-2501

If you have the need to report the issue in an anonymous fashion, you may do so through the internal reporting program utilized by the company, My Safe Workplace. The reporting can be done via the internet at [www.mysafeworkplace.com](http://www.mysafeworkplace.com) or via phone at 1-800-461-9330.

Retaliation against anyone who honestly reports a concern to the company about unethical, illegal, or unsafe conduct will not be tolerated. It is unacceptable to file a report knowing it to be false.

## ACCURACY OF RECORDS

We rely on our personnel to maintain accurate business books and records. In all aspects of our business we expect our personnel to adhere to the highest standards of honesty and to not engage in inaccurate, false or misleading record keeping. If you are ever tempted or asked to make a representation - either in a document or in oral communication - that is other than fully accurate, do not do it. It applies even in circumstances where one might believe that the consequences of the inaccuracy would be harmless.

Our funds or assets should be utilized solely for lawful and proper purposes and no use of funds or assets may be undertaken unless the stated purpose is, in fact, the actual purpose, and the use is authorized in writing and within the company's policy on Delegation of Authority (DOA). No undisclosed or unrecorded fund or asset of the company shall be established for any purpose.

No false, misleading or artificial entries shall be made in the books and records of the company or any of its subsidiaries or companies for any reason, and no one shall engage in any arrangement that results in such a prohibited act.

No personnel shall knowingly destroy or modify any company document (paper or electronic) that is the subject of any criminal, civil, or administrative investigation or litigation. Any questions regarding the status of a document in connection with an investigation should be referred to the Legal department or the employee's immediate supervisor or Human Resources representative.

# CONFIDENTIAL INFORMATION

Confidential company information and trade secrets are important corporate assets. All employees, officers, directors, agents, representatives and consultants must not disclose such information to unauthorized persons, either within or outside the company, and must exercise care to protect the confidentiality of such information received from another party. Each employee will be asked to sign a specific Confidentiality, Nondisclosure and Intellectual Property Agreement.

Confidential information refers to information that is not already in the public domain, which the company would normally expect to be non-public and that might affect the company's competitive position. It includes information sometimes referred to as trade secrets.

Some examples of confidential information are:

- Technical information about current or planned products and/or processes.
- Procurement plans, vendor lists, business volumes, or purchase prices.
- Cost, pricing, marketing or service strategies.
- Non-public earnings reports and other financial reports.
- Information related to divestitures, mergers and acquisitions.
- Personnel information
- Marketing and Service strategies

## Specific Guidelines

- Employees, officers, directors, agents, representatives and consultants must be careful about where they discuss company matters. It is inappropriate to discuss confidential matters in the presence or within hearing range of unauthorized persons. Use care, since even family and friends may inadvertently convey such confidential information to others.
- In instances where it may be appropriate for business reasons to disclose company confidential information to third parties, the company Legal department must be contacted before the disclosure for preparation of an appropriate agreement that includes the necessary safeguards.
- No employee, officer, director, agent, representative or consultant shall disclose or use any confidential information gained during employment or any other business relationship with the company for personal profit or to the advantage of the employee or any other person.
- Obtaining confidential information from a third party without adequate legal safeguards is improper and may expose the company to legal risks. Accordingly, no employee, officer or director may accept such information without the advice of the company Legal department and until an agreement in writing has been reached with the offering party. After such information is obtained, its confidentiality must be protected as provided in the agreement. Further, as a company that uses the technology of many of our suppliers and customers, we must also be careful to protect their proprietary technology and information. This includes information entrusted to us as part of normally doing business with suppliers and our customers.

- No prospective employee shall be hired in order to obtain the person's specific knowledge of a former employer's confidential information, nor shall any new employee be placed in a position that could require the individual to disclose or use a former employer's confidential information. If you are thinking of offering a job to an employee or executive of a direct competitor or where a known confidentiality provision is in place, the approval of the Human Resources department, Legal department and the Senior Vice President, Administration of the Company is required before any active negotiations are undertaken.

## CONFLICTS OF INTEREST

Each company employee, officer and director must avoid any situation that may not be approved and could involve a conflict of interest or an appearance of a conflict between his/her personal interests and the interests of the company. Upon first discovering that you may have a conflict of interest, it is your responsibility to excuse yourself from making any decisions about that issue, disclose in writing the relevant facts, and explain the circumstances that create or could create the conflict of interest or appearance of a conflict of interest to your manager, supervisor, or appropriate Human Resources representative.

The following will serve as a guide to types of interest and activities that may be considered as a potential for conflicts of interest:

- Ownership by an employee, officer or director or a close relative of any financial interest in any outside concern that does business with or is a competitor of the company. This does not apply to any financial interest less than 10% of a person's net worth in any publicly traded corporation.
- Any services performed either directly or indirectly for remuneration for any enterprise or company that may require the use of company property or resources and/or performed during normal working hours.
- Any services performed either directly or indirectly of a directorial, managerial or consultative nature for any enterprise or company outside of the company.
- Representation of the company by an employee, officer or director in any transaction in which the employee, officer, director or a close relative has any financial interest.
- Direct or indirect competition with the company by an employee, officer or director or a close relative in the purchase, sale or lease of rights in real or personal property.
- Acceptance by an employee, officer, director or a family member of favors, gifts, entertainment, discounts or services of more than token value or which goes beyond common courtesies usually associated with accepted business practices. This includes payments, loans, excessive entertainment or other favors from any outside concern, which does, is seeking to do business with, or is a competitor of the company.
- Any association, service or activity that might cause the employee, officer or director to act contrary to the best interest of the company in any transaction.

Each employee or officer of the company shall execute upon employment, and as required by the company thereafter, a form indicating that no conflict of interest or appearance of a conflict of interest as defined in this policy exists, or indicating that a conflict or the appearance of a conflict of interest does exist and fully disclosing its material details.

All Conflict of Interest forms and attachments will be reviewed and, if a possible conflict of interest or appearance of conflict exists in the opinion of management, the matter will be discussed with the employee before management makes a decision. The employee will be advised accordingly.

If an employee, officer or director considers undertaking any activity that may create a conflict of interest, the employee must seek approval of the activity in advance from the Senior Vice President, Administration and the President's Office.

Failure to disclose or cease and discontinue any activity that, in the opinion of management, constitutes a conflict of interest or failure to disclose such conflict may result in discharge.

## GOVERNMENT INVESTIGATIONS

It is our policy to fully cooperate with any internal and/or governmental investigation. If you or someone you supervise learns about a possible government investigation or inquiry with respect to the company or any business transaction, you should inform your department head and the Legal department immediately.

### SPECIFIC GUIDELINES

- Never destroy any documents in anticipation of a request for those documents from company investigators, any government agency or a court. Documents include electronic media such as disks, thumb drives, computer-stored information, e-mail and other electronic messaging transmissions.
- Never alter any historical company document or record.
- Only after specific approval from the respective corporate department related to the subject matter of the investigation and the Legal department should an employee discuss any company activities or otherwise make any statements to an investigator regarding the company's business. If permission is granted to have discussions with an investigator, an employee should never make any untrue or misleading statement to any government investigator.
- Never try to influence any other company personnel or any other person to provide untruthful information to any company investigator or government investigator, or to provide any incomplete, false or misleading information.
- If any government inquiry arises through a subpoena or a request for information, you must submit the subpoena or request to the Legal department immediately, before any action is taken or promised.

If you are approached outside the workplace by a government investigator, you have the right, if you wish, to consult with the company Legal department (or, if you prefer, your own private legal counsel) before speaking with the investigator.

## GLOBAL PRACTICES

Many of the countries in which we operate have significantly different laws than those of the U.S. We must know and comply with the letter and spirit of the laws of all countries where we do business. We will also be sensitive to the cultures and customs of the countries where we operate and respect the communities and environment where we do business.

## ANTI-CORRUPTION LAWS

The company conducts its business in an honest and ethical manner and takes a zero-tolerance approach to bribery and corruption. The company is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever the company operates. In addition, the company is committed to upholding relevant laws and best practices concerning bribery and corruption including the U.S. Foreign Corrupt Practices Act (the “FCPA”), and all other statutes which apply in all the jurisdictions (such as the UK Bribery Act (the “UKBA”)) in which it operates.

The company, its directors, officers, employees, agents, vendors, consultants, marketing representatives and all other persons associated with or acting on behalf of the company are absolutely prohibited, in their relations with governmental and political entities, agencies or customers, from directly or indirectly engaging in bribery, kickbacks, payoff, provision of unauthorized gifts or other corrupt business practices as defined by the FCPA, or by the laws of the country in which it is doing business (such as the UKBA). All such persons are prohibited from giving, offering or promising any type of bribe or other payment prohibited by this policy. If the company or any individual associated with it is found to have taken part in bribery or corruption of any sort, this could mean severe fines, jail sentences for the individuals, exclusion from tendering for public contracts and damage to reputations. Employees should also be aware that a breach of this Policy could result in immediate termination of employment. In addition, any person associated with the company who fails to report bribery or suspected bribery, or fails to attempt to prevent bribery by anyone associated with the company may be subject to immediate termination. For third parties such as vendors, contractors, consultants or outside agents, bribery, attempted bribery, or failure to report actual or suspected bribery could lead to a termination of the company’s contract with them where applicable.

If any director, officer, employee, agent, vendor, consultant, marketing representative or anyone else associated with or acting on behalf of the company suspects that any payment in any transaction involving the company is being used for improper purposes and may violate this Policy, the FCPA, or any other anti-corruption law (such as the UKBA), he or she must immediately report the situation to his or her department head and to the Legal department for investigation. All questions or concerns about payments and anti-corruption laws or policies should be resolved in favor of seeking advice and guidance from the company.

## EXPORT CONTROLS

It is our policy to fully comply with all applicable U.S. export, customs and trade control laws and regulations, licensing requirements, relevant non-U.S. laws and international sanctions. An export is the transfer, in any form, including e-mail, oral conversation, or display of, products, services, software or technology from the United States to a foreign country or non-US resident, including shipments to a foreign affiliate of the company. A discussion with a foreign person, even someone inside the United States (such as any natural person who is not a lawful permanent resident of the United States, or a foreign corporation) that discloses technical information may constitute an export. Company personnel are expected to comply with all relevant customs, export and trade control laws, including performing due diligence and know its customer (including the end use and end user), in any business transaction. The Legal department is available to assist business units about trade control policy and procedures. Any investigation or inquiry by a U.S. government organization regarding alleged trade control violations or irregularities should be immediately reported to the Legal department prior to taking any action. All questions about customs, export licensing and trade controls should be immediately referred to the Legal department.

### **Other Activities**

The company and its personnel will comply with all U.S. and applicable foreign laws that prohibit money laundering, support of terrorist organizations, and other illegal activities such as the traffic of illegal drugs.

## INSIDER TRADING

The company requires that all its employees, officers and directors comply with U.S. federal laws that prohibit insider trading of securities.

These laws generally prohibit any employee, officer or director of the company who possesses material non-public information concerning the company or another public company from buying or selling securities of the company or that other company, or passing on that information to others, such as friends or family members, who do so. Information may be considered “material” when the information, whether positive or negative, might be of possible significance to an investor in a decision to purchase, sell, or hold stock or other securities, including options. Chances are if a person learns something that leads that person to want to buy or sell securities, the information will be considered material. Thus, even speculative information can be material. In short, any information, which could reasonably affect the price of a company’s securities, is material information.

The company will discipline or terminate any individual who commits an insider-trading offense. In addition, substantial legal penalties can be imposed on individuals for violation of those laws, including disgorgement of profits, civil penalties, criminal fines and prison sentences.

# **BUSINESS ASSOCIATES AND SUPPLIERS, VENDORS COURTESIES**

In the course of business, gifts or courtesies are sometimes offered by suppliers, vendors and interested parties. A business courtesy is a gift (whether in money or in kind) provided to a business associate. In certain situations, the exchange of limited, non-cash business courtesies may be appropriate. We do not seek, however, to improperly influence the decisions of our customers or suppliers by offering business courtesies, just as we require that the decisions of employees, officers, or directors at the company not be affected by having received a business courtesy.

## **Definition of Supplier or Vendor**

A supplier or vendor is any business associate that furnishes, or is in a position to furnish, materials, equipment, supplies or services of any kind to the company or any of its companies or units. Services include, but are not limited to, banking, auditing, insurance, advertising, transportation, construction, maintenance, engineering, consulting, testing and legal counsel.

## **Non-Government Business**

- Do not accept a gift related to company business of more than token value. Even if the gift is less than token value, you should only accept it if it is consistent with common business practices. It is our policy to discourage receipt of business gifts of even token value. Any business gift offered that may exceed token value must be reported to your supervisor immediately.
- Any business gift given must not exceed \$50 in value unless prior approval from the department head or business unit executive is received. Sales or marketing representatives may make business gifts of their regular company products or promotional items valued under \$50 for the purpose of generating business goodwill subject to the approval of the head of the business unit. Moreover, when practical, any gift given by you as a business courtesy should include the company name or other similar identification.
- Regarding meals and entertainment, you may offer or receive infrequent, reasonable and appropriate meals or simple entertainment (which shall not involve travel or overnight lodging) provided that business is discussed and that the activity has a clear business purpose. The guideline for reasonable and appropriate shall be normal industry practice in your locality consistent with local legal requirements. While the gift value limitations described above does not strictly apply in the case of meals and entertainment, those limitations are an indication of the reasonableness of the meals or entertainment.
- You should also not accept any money or cash equivalents, or allow any member of your immediate family to accept anything from any person with whom the company has a business relationship.
- Any offer to you of a gift or other business courtesy that exceeds \$50 in value, or that seems inconsistent with common business practices, should be immediately reported to your supervisor. Officers, directors and employees must also immediately report any offers of cash, a fee or kickback to the Legal department.

Common sense and good judgment must be exercised when accepting business-related meals or anything of token value to avoid any perception of impropriety or conflict of interest.

**Government Business**

The U.S. government has a number of laws and regulations regarding offering business courtesies to government officials, or offering or receiving courtesies from subcontractors on a government contract. State and local governments, as well as foreign governments, may have similar rules. These rules are complex and frequently change. Sometimes there are differences between applicable foreign and U.S. laws. Do not offer any government agent, employee, or representative of the United States or a foreign government any gifts, meals, or entertainment of any kind without first contacting the Legal department who can provide guidance in this area. Only after receiving approval from the Legal department may a gift, meal or entertainment be provided to a government official.

**FRAUDS AND THEFTS**

It is the company’s policy to ensure that incidents of fraud and theft relating to the company are promptly investigated, reported and, where appropriate, prosecuted.

Any suspected incident should be immediately reported to the Human Resources department, Legal department and/or the Audit department, who in consultation with the President’s Office and/or the Audit Committee, will review the incident and advise regarding prosecution, if appropriate. No one may sign a criminal complaint on behalf of the company without prior approval of the company Legal department.

**ANTI-TRUST AND RESTRAINT OF TRADE**

The company competes both in the United States and in the global marketplace. However, we will only do business according to the letter and spirit of all laws that govern and promote free and fair competition. That means we will strictly comply with the antitrust laws of the U.S. and, where applicable, the antitrust laws of other countries.

A violation of the antitrust laws is a serious offense. In the U.S., **it is not uncommon for individuals to be criminally prosecuted for violation of these laws.**

The antitrust laws are complicated, and cannot be covered here in their entirety. Prohibited activities include agreements with competitors to fix prices, divide territories or markets, boycotts of customers, suppliers or other third parties, blocking the production or sale of any product or service, and agreements to restrain or restrict competition. Also, we may not unlawfully discriminate among our customers on price, nor may we fix the price at which a customer resells products or services. Employees involved in sales, marketing, and pricing should never discuss such matters, even informally, with competitors. If a competitor initiates such a discussion, the employee should immediately leave and promptly report the matter to the Legal department.

Periodic antitrust compliance and training is provided by the Company and it is the obligation of the employees selected for training to attend training.

If you have any questions regarding compliance with the antitrust laws, contact the Legal department immediately.

## **POLITICAL ACTIVITY**

No company officer, director, employee, agent or representative may, except with approval from the Senior Vice President, Administration and the Legal department, make any political contribution for the company or use the company's name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates. Employees should not use company time or resources, including telephones, e-mail, or copiers to solicit contributions or any other form of support for political purposes. Under no circumstances should an employee pressure another employee, customer, or supplier to make political contributions to, or work for, a candidate or political organization. Additionally, lobbying activities or government contacts on behalf of the company should be coordinated with the Senior Vice President, Administration and the Legal department.

## **EQUAL EMPLOYMENT OPPORTUNITY**

It is the company's policy to ensure equal employment and advancement opportunity for all qualified individuals without distinction or discrimination because of race, color, religion, sex, disability, national origin, age, veteran status, or any other category protected by law.

This policy applies to all employees and applicants for employment and to all aspects of the employment relationship, including recruitment, hiring, compensation, benefits, training, transfer, and any other terms and conditions of employment. Equal employment opportunity principles must be communicated periodically to all employees and reaffirmed per company policy. Company businesses not subject to U.S. law shall apply the intent and provisions of this policy consistent with national or local laws in other countries.

Should you have any concerns regarding any potential violations of this policy, please contact your local Human Resources department and/or the Corporate Human Resources department.

## **HARASSMENT**

Harassment of co-workers and others with whom we do business is absolutely prohibited at the company and may subject you to disciplinary action. We should treat each other with respect and courtesy. The creation of a work environment that is hostile, intimidating or offensive to an individual or group because of race, color, religion, sex, disability, veteran status, or any other category protected by law may constitute harassment. The company will not tolerate any harassment, including sexual harassment, which involves the solicitation of sexual favors or the initiation of any unwelcome sexual advance by one officer, director or employee toward another. Sexual harassment may also involve other sexually related physical or verbal conduct.

Men and women throughout the company should treat one another with courtesy, dignity and respect. All personnel should recognize that there has been rapid social change as to appropriate conduct in the workplace, and workplace behavior should always reflect our principles of courtesy, dignity and respect.

Company managers, supervisors and executives must be alert to the possible presence of harassment in the workplace. Appropriate steps must be taken to prevent harassment. Complaints about harassment by a company employee or any other person with whom the company does business can be made to My Safe Workplace, your supervisor, the Human Resources department and/or the Legal department. You may choose any of these alternatives

to make a complaint and you do not need to complain to the person who you feel is harassing you.

Any complaints will be promptly, fairly and thoroughly investigated. There will be no retaliation for truthfully reporting harassment or participating in the company's investigation of a complaint. If the investigation determines that harassment in violation of company policies has occurred, including sexual harassment, the company will take appropriate disciplinary action, up to and including termination.

## **EMPLOYMENT OF RELATIVES**

The company policy discourages the employment of relatives and immediate family members (by blood or marriage). Employees will not be allowed to work directly for or under the jurisdiction and/or influence of a relative or immediate family member. Employment of the relatives of employees in sensitive positions, as determined by management, will not be allowed. The employment status of employees who become married or closely related after initial employment will be discussed with Human Resources and local management to ensure a fair and reasonable resolution.

## **WORKPLACE VIOLENCE/FIREARMS AND DANGEROUS MATERIALS**

Employees should have a safe place in which to work. Workplace violence, including threats, threatening behavior, harassment, intimidation, assaults and similar conduct, will not be tolerated. Any threats or concerns about your safety or the safety of others should be immediately reported to your manager and local Human Resources department. Suspected packages or materials must be reported immediately to your manager and local Human Resources department. Employees may not possess or store firearms, ammunition, weapons, explosives, or hazardous materials of any kind on their person while at work, on company property or company work sites including any company-owned or leased vehicles, or in their personal vehicles while performing their job duties, unless the law of the state in which the employee works or is working explicitly allows such possession or storage. In states where such possession or storage is explicitly permitted under certain circumstances, employees must possess or store firearms, ammunition, or weapons of any kind in strict compliance with company policy and the law of the state in which the employee works or is working. Each employee must review the state-specific riders to this policy posted on respective bulletin boards for the state or states in which he or she customarily or occasionally works to determine if the state has an applicable law, and if so, its terms and conditions. If a state has no law, then the general prohibition of this policy applies.

This policy will be strictly enforced and any violations will result in disciplinary action up to and including termination of employment.

## **PERSONNEL RECORDS / MEDICAL RECORDS**

Employment records of company employees can only be disclosed to company employees having a substantial and legitimate need to know the information in an employee's file or in response to appropriate legal process.

Company employees with access to these files must take reasonable steps to keep them confidential.

If there are any questions concerning whether or not it is permissible to disclose medical or other employment records, please contact your HR representative.

Company employees' medical records are confidential and private. These medical records are kept separate from all other company employee records and will not be released to any person unless required by law or based upon a written release from the company employee concerned.

## **COMPUTER USAGE & ELECTRONIC RESOURCES**

### **Access and Usage**

Computing facilities and hardware are intended for company use only. Access and usage are for authorized personnel only. Any usage or access in violation of the Company's policies is prohibited and can result in discipline up to and including termination. Passwords are private and are designed to protect system as well as information integrity. It is a violation of policy to share passwords with others.

Company users will be granted access rights based on job needs. Attempting to alter computing or networking components without authorization or beyond user's level of authorization is prohibited. Examples include but are not limited to altering or attempting to alter files or systems without authorization, unauthorized scanning of networks for security vulnerabilities, intentionally propagating computer "worms" and "viruses", and sending electronic chain mail, and inappropriately broadcasting messages,

### **Computer Software**

Copyrights protect most computer programs in countries in which we operate. Our policy is to respect such copyrights and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, do not make copies of, or download, any part of a third-party computer program unless the copy is an authorized back-up copy, the software is readily accessible to the general public, or the computer software license specifically permits the copy to be made. If you are uncertain about this, you should consult with the Corporate Information Technology department. If you are engaged in writing computer programs, do not copy, download, or refer to any lines of code written by a third party without the advice of the company Legal department or the written consent of the third party.

### **E-mail, Other Electronic Messages and Internet**

Electronic messages include e-mail and other electronic text messages transmitted over the Internet are not entirely secure and may be susceptible to interception. Unlike a spoken conversation, electronic messages create a permanent record. Any electronic message you send may be printed by the recipient and forwarded by the recipient to others, and may probably be retained on computers for a substantial period of time. Therefore, the company's personnel should exercise the care, and caution with respect to the nature of information submitted by electronic messages and follow the same etiquette in drafting an electronic e-message as they would in normal written business communications. Make sure your company electronic messages are professional and appropriate to the circumstances. Specifically, the company will not tolerate harassing, obscene, offensive or profane messages. In addition, because the e-mail system and other electronic communication systems are company resources, the company will, in its discretion, read any electronic communications stored on its systems whether the message is stored on a company email account or a third-party system to which you may have access, such

as by way of example, Gmail, Yahoo or AOL; employees should not expect that any such communications, whether made on a company email address or via a third-party email address are private.

Anyone who has been provided a connection to the Internet is provided such connection primarily for business use. Do not download any data that is copyrighted or that is unprofessional, inflammatory or inappropriate for business use. The company has installed virus protection, however, employees are asked to use caution when downloading from unknown sources. Personnel should not abuse access to the Internet for personal purposes. User's access to personal e-mail accounts and/or social media (such as MySpace, Facebook, Twitter or YouTube except for a bona fide business reason) using the Company's electronic resources is subject to this policy in its entirety. All use of social media within the company or through personal accounts is subject to the proper business use (as further set forth below) and limited acceptable non-business use. Corporate computer systems are increasingly capable of reviewing all Internet activity. The company may conduct such a review, and evidence of abuse of company-provided Internet facilities may result in termination of the Internet connection and disciplinary action.

## **Social Media**

The Company views statements made regarding the company and its subsidiaries on social media (print, broadcast, digital, and online services such as Facebook, LinkedIn, MySpace, Plaxo, Twitter, among others) as public statements. All use of social media regarding the company (within the company or through personal accounts) is subject to the proper business use and acceptable and unacceptable non-business use section of the electronic resources policy. The company reminds its employees, officers and directors that the following guidelines apply to their use of social media, both on and off duty:

1. The company has authorized and registered, and may authorize and register in the future, Twitter, Facebook, LinkedIn and other public social media accounts. Use of these accounts is restricted to authorized company personnel and for permitted business purposes only. Any use of social media for business purposes must be approved by the IT Director and the Senior Vice President, Administration.
2. The company has authorized, and may authorize in the future, internal applications, such as salesforce.com and others, which provide company private social media features. Use of these accounts is restricted to authorized personnel and for permitted business purposes. Content and messages on internal sites are for internal business purposes only and will be monitored and moderated by IT administrators. Any use of social media applications for internal company use requires approval by the IT Director and the Senior Vice President, Administration.
3. Social media access and use involving company equipment and resources are subject to the company's policy at all times. Employees, officers and directors using social media in this regard should have no expectation of privacy regarding communications or postings that they make or receive on social media.

## **Use of Personally-owned Computer Equipment**

The use of personally-owned computing and communications equipment, services and accounts to conduct company business is prohibited. Examples include are not limited to personally-owned computers (unless specifically authorized), except when used to access the company's Citrix system; personal emails, instant messaging, or other messaging systems outside of the company management oversight; personally-owned wireless mobile services, personal social networking

sites or personal blogs, and storage of company-owned information on media outside of the company management oversight including personally-owned media or personal on-line storage.

## **PUBLIC STATEMENTS**

All employees (full-time and part-time), contract workers, officers, directors, agents and representatives must refrain from making public statements regarding issues or matters about which they are not authorized spokespersons. If the media contacts you or your personnel about a company matter, refer the media contact to the Senior Vice President, Administration for handling or referral to the appropriate company executive.

### **GUIDELINES**

- No company personnel is authorized to make any statement or to give any business information to the news media without prior clearance as specified above.
- All inquiries from the news media must be referred, without comment, directly to the President's Office or appropriate functional Vice President.
- The news media includes newspapers, magazines and other publishers, radio and television stations, Internet-based media sites and/or any other agency that disseminates information to the public.
- Any company personnel who desires to disseminate company business information to various civic organizations or other groups through speeches, presentations, visual aids, or other methods must submit the information either completely written or in outline form to the Senior Vice President, Administration, President's Office and appropriate Vice President for review prior to dissemination.
- Testimonials about suppliers or customers require senior management approval. If requested to provide a testimonial, please refer the request to your supervisor or manager, who can then seek guidance from the Senior Vice President, Administration.

## **HEALTH, SAFETY AND ENVIRONMENT**

The company is committed to maintaining a leadership role in protecting human health, safety and the environment. We will promote and protect the health and safety of our personnel, the environment and the communities around the world in which we operate. Therefore, we will strictly adhere to all applicable laws and regulations relating to environmental protection and workplace health and safety.

Many environmental, safety and health laws and regulations are complex. It is your responsibility to familiarize yourself with the requirements of relevant laws and regulations, and record keeping including your individual obligations. If you have a question about compliance with any environmental law, contact the Corporate HSE department for clarification.

Incidents that involve 1) a fatality or serious accident, 2) an environmental contamination, 3) a regulatory non-compliance issue, or 4) a health or safety circumstance must be immediately reported to your company's senior management, including the Senior Vice President, Administration, business unit head and the President's Office. Such reports must be made as

soon as possible and, in all cases, not later than 24 hours after the occurrence. In addition, federal, state or local laws and regulations regarding reporting requirements must be complied with within the appropriate time frames. Company senior management receiving any such report shall follow appropriate company policies in making further reports.

In order to protect the safety of all personnel, each of us must report to work free from the influence of any substance, including drugs or alcohol that could prevent us from conducting work activities safely and effectively.

## **WAIVERS**

Any waiver of this code for executive officers or directors may be made only by the Board of Directors of the Company or a board committee and must be promptly disclosed to shareholders.



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