



**GENESIS ENERGY, L.P.**

**CODE OF BUSINESS CONDUCT AND ETHICS**

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## I. Foreword

Dear Colleagues:

Our Company is founded on our commitment to the highest ethical principles and standards. At Genesis, we value honesty and integrity above all else, and upholding these commitments is essential to our continued success.

The Company policies, applicable law, and the ethical principles and standards that comprise this Code of Business Conduct and Ethics (or Code) serve as the guidance for how we conduct business, and your actions (like mine) should always be consistent with the Code and the Company's values and expectations. The Code is, of course, broadly stated. Its guidelines are not intended to be a complete listing of detailed instructions for every conceivable situation. However, where there are questions or uncertainty on how a situation should be handled, we encourage open communication. ***When in doubt, ask.***

Each of us, as employees and representatives of Genesis, is required to comply with this Code, all Company policies and procedures, and all applicable laws and regulations. Adhering to this Code is imperative, and compliance is not optional. Additionally, the Code provides information on the Genesis Energy, L.P.'s Compliance and Ethics Hotline.

Ultimately, our most valuable asset is our reputation. Complying with the principles and standards contained in this Code is the starting point for protecting and enhancing that reputation. Thank you for your commitment!

Grant E. Sims  
*Chairman and Chief Executive Officer*

## **II. Introduction**

**This Code sets forth the standards of business conduct for Genesis Energy, L.P. and its affiliates, and applies to all officers, employees, agents, contract personnel, and other representatives (collectively, “employees”) of Genesis and any of its affiliates, as well as members of our board of directors (each, a “director”) of the Company. Additionally, we expect all of our contractors, subcontractors, suppliers, vendors, consultants, and business partners to adhere to the standards set forth in this Code when conducting or engaging in any business with the Company.**

**In adopting and publishing this Code, you should note that (1) in some respects our guidelines and policies may be greater than the minimum legal requirements or industry practices, and (2) nothing contained in this Code should be construed as a binding definition or interpretation of any legal requirements or industry practices.**

Notwithstanding anything in this Code to the contrary, except to the extent relating to the prohibited disclosure or use of information, this Code shall not in any way eliminate, limit or otherwise adversely affect any rights of any director under any governance documents of the company or any agreement between the company and such director, including, without limitation, rights of indemnification, contribution and/or reimbursement.

**This Code is effective as of the date indicated, and accordingly it applies to each covered transaction and activity occurring on or after its effective date. Each transaction and activity that occurred prior to that effective date is covered by the Code or Codes that were in effect when such transaction or activity occurred.**

**For purposes of this Code, unless the context otherwise requires,**

- **“company,” “we,” “our,” and “us” refer to Genesis Energy, L.P., its subsidiaries, and each entity that they manage, operate or control; and**
- **“director” means a director of the general partner of Genesis Energy, L.P. and any other person who is effectively a director of Genesis Energy, L.P.**

You must read and use this Code to ensure that each business decision follows our commitment to the highest ethical standards and the law. Adherence to this Code and to our other Company policies is essential to maintaining and furthering our reputation for fair and ethical practices among our customers, stakeholders, employees and communities. Employees will periodically be required to certify that they have read, understand, and are in compliance with this Code.

It is the responsibility of every one of us to comply with all applicable laws and regulations, all provisions of this Code, and all Company policies and procedures. Each of us must report what she/he believes is a violation of the law or this Code. Failure to report such violations, and failure to follow the provisions of this Code may have serious legal consequences and will be disciplined by the company. Discipline may include termination of your employment.

Several provisions in this Code refer to more detailed policies that either (1) concern more complex company policies or legal provisions or (2) apply to select groups of individuals

within our company. If these detailed policies are applicable to you, it is important that you read, understand, and be able to comply with them. If you have questions as to whether any detailed policies apply to you, contact your supervisor or the Legal Department.

Situations that involve ethics, values, and violations of certain laws are often very complex. No single Code of Conduct can cover every business situation that you will encounter. Consequently, we have implemented the compliance procedures outlined in the sections of this Code entitled “Administration of the Code” and “Asking for Help and Reporting Concerns.” The thrust of our procedures is: *when in doubt, ask*. If you do not understand a provision of this Code, are confused as to what actions you should take in a given situation or wish to report a possible violation of the law or this Code, you should follow those compliance procedures. Those procedures will generally direct you to talk to either your supervisor or the Legal Department. There are few situations that cannot be resolved if you discuss them with your supervisor or the Legal Department in an open and honest manner.

After reading this Code, you should:

- Have a thorough knowledge of the Code’s terms and provisions.
- Be able to recognize situations that present legal or ethical dilemmas.
- Be able to deal effectively with questionable situations in conformity with this Code.

In order to be able to accomplish these goals, we recommend that you take the following steps:

- Read the entire Code thoroughly.
- If there are references to more detailed policies that are not contained in this Code, obtain and read those policies if they apply to you.
- Think about how the provisions of this Code apply to your job and consider how you might handle situations to avoid illegal, improper, or unethical actions.
- If you have questions, ask your supervisor or the Legal Department.

When you are faced with a situation and you are not clear as to what action you should take, ask yourself the following questions:

- Is the action legal?
- Does the action comply with this Code?
- How will your decision affect others, including our customers, stakeholders, employees, and the community?
- How will your decision look to others? If your action is legal but can result in the appearance of wrongdoing, consider taking alternative steps.
- How would you feel if your decision were made public? Could the decision be honestly explained and defended?
- Have you contacted your supervisor or the Legal Department regarding the action?

To reiterate, *when in doubt, ask*.

**Please note that this Code is not an employment contract and does not modify the employment relationship between us and you. We do not create any contractual or legal**

**rights or guarantees by issuing these policies, and we reserve the right to amend, alter and terminate policies at any time and for any reason.**

### **III. Compliance with Laws**

First and foremost, our policy is to behave in an ethical manner and comply with all laws, rules and government regulations that apply to our business. Although we address several important legal topics in this Code, we cannot anticipate every possible situation or cover every topic in detail. It is your responsibility to know and follow the law and conduct yourself in an ethical manner. It is also your responsibility to report if you believe there has been any violation of the law or this Code. You may report such possible violations by following the compliance procedures contained in this Code under “Asking for Help and Reporting Concerns.”

#### **A. Antitrust Laws**

Antitrust laws are designed to ensure a fair and competitive marketplace by prohibiting various types of anticompetitive behavior. Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. Accordingly, it is important to avoid discussions with our competitors regarding pricing, terms and conditions, costs, marketing plans, customers and any other proprietary or confidential information. Foreign countries often have their own body of antitrust laws, so our international operations may also be subject to antitrust laws of other foreign countries.

Unlawful agreements need not be written. They can be based on informal discussions or the mere exchange of information with a competitor. If you believe that a conversation with a competitor enters an inappropriate area, end the conversation at once. Membership in trade associations is permissible only if approved in advance by our legal department.

Whenever any question arises as to the application of antitrust laws, you should consult with the Legal Department, and any agreements with possible antitrust implications should be made only with the prior approval of our Chief Legal Officer.

#### **B. Anticorruption Laws**

Conducting business with governments is not the same as conducting business with private parties. What may be considered an acceptable practice in the private business sector may be improper or illegal when dealing with government officials. Improper or illegal payments are always prohibited. “Government officials” includes employees of any government anywhere in the world, even low-ranking employees, or employees of government-controlled entities, as well as political parties and candidates for political office. If you deal with such persons or entities, you should consult with our legal department to be sure that you understand these laws before providing anything of value to a government official.

If you are involved in transactions with foreign government officials, you must comply not only with the laws of the country with which you are involved but also with the U.S. Foreign Corrupt Practices Act. This act makes it illegal to pay or promise to pay money or anything of value to any non-U.S. government official for the purpose of directly or indirectly obtaining or retaining business. This ban on illegal payments and bribes also applies to agents or intermediaries who use funds for purposes prohibited by the statute.

In some countries it is permissible to pay government employees for performing certain required duties. These facilitating payments, as they are known, are small sums paid to facilitate or expedite routine, non-discretionary government actions, such as obtaining phone service or an ordinary license. In contrast, a bribe, which is never permissible, is giving or offering to give anything of value to a government official to influence a discretionary decision. Understanding the difference between a bribe and a facilitating payment is very important. You must have approval from the Legal Department before making any payment or gift to a foreign government official.

### **C. Import-Export Laws and Antiboycott Laws**

Our company is committed to complying fully with all applicable U.S. laws governing imports, exports and the conduct of business with non-U.S. entities. These laws contain limitations on the types of products that may be imported into the United States and the manner of importation. They also prohibit exports to, and most other transactions with, certain countries as well as cooperation with or participation in foreign boycotts of countries that are not boycotted by the United States. For more detailed guidance on these laws and the countries to which they pertain, you should refer to our Foreign Anti-Corruption and International Business Policy.

This discussion is not comprehensive, and you are expected to familiarize yourself with all laws and regulations relevant to your position with us, as well as all our related written policies on these laws and regulations. To this end, the Legal Department is available to answer your calls and questions. If you have any questions concerning any possible reporting or compliance obligations, or with respect to your own duties under the law, you should not hesitate to call and seek guidance from the Legal Department.

### **D. Conflicts of Interest**

All of us must be able to perform our duties and exercise judgment on behalf of the company without influence or impairment, or the appearance of influence or impairment, due to any activity, interest or relationship that arises outside of work. Put more simply, when our loyalty to the company is affected by actual or potential benefit or influence from an outside source, a conflict of interest exists. We should all be aware of any potential influences that impact or appear to impact our loyalty to the company. In general, you should avoid situations where your personal interests conflict, or appear to conflict, with those of the company.

Any time you believe a conflict of interest may exist; you must disclose the potential conflict of interest to the Legal Department. Any activity that is approved, despite the

actual or apparent conflict, must be documented, and you must comply with any conditions or requirements imposed by management to protect Genesis Energy's interests. A potential conflict of interest that involves an executive officer or director must be approved by our board of directors or a designated committee thereof or a person to which such authority has been delegated. Additionally, a director who is deemed to have a potential conflict of interest must offer to recuse herself or himself from any discussions or decisions in the matter under review. A potential conflict of interest involving an officer with the title of Vice President and above of Genesis Energy, L.P. or its general partner or any other position at Genesis Energy, L.P. or its general partner that is substantively similar in authority (each being a "Senior Officer") must be approved by our Chief Legal Officer. Where a circumstance occurs that a conflict of interest cannot be disclosed before it comes up, you must disclose it as soon as you know about it. If you have any questions concerning a potential conflict of interest, contact the Legal Department.

It is not possible to describe every conflict of interest, but some situations that could cause a conflict of interest are described below:

➤ *Doing Business with Family Members*

A conflict of interest may arise if family members work for a supplier, customer, or other third party with whom we do business. Such employment by a family member must be disclosed in accordance with the procedures described in this Code under "Asking for Help and Reporting Concerns." It also may be a conflict if a family member has a significant financial interest (as defined below) in a supplier, customer, or other third party with whom we do business. Before doing business on our behalf with an organization in which a family member works or has a significant financial interest, the relationship must be disclosed to your supervisor and approved by senior management, Human Resources, and/or the Legal Department (depending on the situation). If the only interest you have in a customer or supplier is because a family member works there, then you do not need to disclose the relationship or obtain prior approval unless you deal with the customer or supplier.

"Family members" include your spouse, parents, children, brothers or sisters, in-laws, and life partner as well as any person living in your home.

Employing relatives or close friends who report directly to you may also be a conflict of interest. Although our company encourages employees to refer candidates for job openings, employees who may influence a hiring decision must avoid giving an unfair advantage to anyone with whom they have a personal relationship. In particular, supervisors should not hire relatives or attempt to influence any decisions about the employment or advancement of people related to or otherwise close to them, unless they have disclosed the relationship to and received approval from the Legal Department.



➤ *Ownership in Other Businesses*

Your investments can cause a conflict of interest. In general, an employee should not own, directly or indirectly, a significant financial interest in any entity that does business with us or seeks to do business with us. An employee also should not own a significant financial interest in any of our competitors.

You will be presumed to own a “significant financial interest” if you or a family member owns more than 10% of the outstanding stock of a business or you or a family member has or shares discretionary authority with respect to the decisions made by that business.

If any employee or a family member has a significant financial interest in an entity with whom we do business or propose to do business, that employee must report such interest to the Legal Department prior to each such transaction.

Notwithstanding the foregoing, non-employee directors of our company and their family members may have significant financial interests in or be affiliates of suppliers, customers, competitors and third parties with whom we do business or propose to do business. However, with respect to any such significant financial interest in any entity that has a material relationship with the company, such director must:

- disclose any such relationship promptly after that director becomes aware of it,
- remove herself or himself from any board activity that directly impacts the relationship between our company and any such entity with respect to which that director has a significant financial interest or is an affiliate, and
- obtain prior approval of the board of directors or its designated committee for any transaction of which that director is aware between our company and any such entity.

Such a relationship will be presumed to be material if such entity paid to/received from the company compensation for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1 million or 2% of such entity’s consolidated gross revenues.

➤ *Outside Employment and Similar Activities*

Sometimes our employees desire to take additional part-time jobs or do other work after hours, such as consulting or other fee-earning services, or running for or accepting appointment to a political office or similar activities. That kind of activity does not in and of itself violate our Code. However, such activity must be strictly separated from your job with us and must not interfere with your ability to devote the time and effort needed to fulfill your duties to us as our employee.

Employees cannot engage in any outside activity that causes competition with us or provides assistance to our competitors or other parties (such as suppliers or customers) with whom we regularly do business. This may include acting in any capacity, such as an officer, partner, consultant, employee, distributor, or agent, for a competitor or a party with which we do business. You should avoid outside activities that embarrass or discredit us. Outside work and similar activities may never be done on company time or on the company's premises and must not involve the use of our supplies, resources, or equipment. In particular, the weekly time devoted to your second job must not adversely and materially impact your ability to perform your primary duties to us. Additionally, you should not attempt to sell services or products from your second job to us.

Before engaging in such an activity, including running for or accepting appointment to a political office or similar activity, you should disclose your plans to your supervisor to confirm that the proposed activity is not contrary to our best interests. You may also contact our Human Resources Department for more information about our policies concerning outside employment and similar activities.

➤ *Service on Boards*

This rule regarding service on boards does not apply to non-employee directors of our company.

Serving as a director of another entity may create a conflict of interest. Being a director or serving on a standing committee of some organizations, including charities and government agencies, also may create a conflict.

Before accepting an appointment to the board or a committee of any entity or organization whose interests may conflict with the company's interests, an employee must discuss it with the Legal Department and obtain the approval of the company's Chief Executive Officer. Any employee permitted to serve as a director of another entity or organization on her/his own (as opposed to at the company's request) does so in her or his individual capacity and not as a representative of the company, and her or his service is not covered by any indemnification or insurance provided by the company.

➤ *Business Opportunities*

Business opportunities relating to the kinds of products and services we usually sell or the activities we typically pursue that arise during the course of your relationship with us or through the use of our property or information belong to us. Similarly, other business opportunities that fit into our strategic plans or satisfy our commercial objectives that arise under similar conditions also belong to us. You may not use or disclose or direct these kinds of business opportunities to our competitors, to other third parties, or to other businesses that you own or are affiliated with. For more information regarding limitations on disclosure and use of company

information, you should refer to our Insider Trading in Company Securities and Confidentiality of Information Policy.

We discourage (but do not prohibit) directors and executive officers and their immediate families from receiving any shares from an IPO of another entity in order to avoid the impression of lack of loyalty.<sup>1</sup>

➤ *Loans*

Unlawful extensions of credit by our company in the form of personal loans to our executive officers and directors are prohibited. All other loans by our company to, or guarantees by our company of obligations of, any Senior Officer must be made in accordance with established company policies.

## **IV. Gifts and Entertainment**

We are dedicated to treating all persons and firms with whom we do business fairly and impartially. Therefore, our employees must not give or receive gifts, entertainment or gratuities that could influence or be perceived to influence business decisions. Misunderstandings can usually be avoided by conduct that makes clear that our company conducts business on an ethical basis and will not seek or grant special considerations.

### **A. Accepting Gifts and Entertainment**

Except as described below, our employees and their family members should never solicit or accept a gift, favor, or loan from those with whom we do business. Under no circumstance should employees or their family members accept gifts of cash or cash equivalents from those with whom we do business.

Our employees may accept novelty or promotional items or modest gifts if:

- this happens only occasionally;
- the gift was not solicited;
- disclosure of the gift would not embarrass our company or the people involved;
- the value of the gift is nominal; and
- the gift could not reasonably be construed as intended to influence favorable treatment by the company.

Our employees and, where appropriate in the business context, their family members may accept an invitation to a sporting activity, entertainment or meal if:

- there is a valid business purpose involved;
- this happens only occasionally; and
- the activity is of reasonable value and not lavish.

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<sup>1</sup> The NYSE/NASD IPO Advisory Committee report recommends a prohibition.

Any employee who becomes aware of any solicitation or acceptance of a gift in violation of our policy by any other employee or any family member of an employee must promptly report the incident as discussed in this Code under “Asking for Help and Reporting Concern.”

If an employee receives an unsolicited gift and it would be damaging to our interests or relationships to return the gift to the giver, then the employee must promptly report the gift in accordance with the procedures described in this Code under “Asking for Help and Reporting Concerns.” We may direct the employee to deliver the unsolicited gift to our Human Resources or Legal Department. Such gifts may be returned to the giver with a letter explaining our policy, donated to charity, or otherwise disposed of.

We will periodically notify our customers, suppliers, vendors, and brokers of our policies on gifts, entertainment, meals, trips, and sponsored events. Any questions employees may receive regarding the applicability of our policy should be referred to the Legal Department.

## **B. Giving Gifts and Entertaining**

Gifts of nominal value and reasonable entertainment for customers, potential customers and other third parties with whom we do business are permitted. However, any gift or entertainment must:

- support our company’s legitimate business interests;
- be reasonable and customary, not lavish or extravagant; and
- not embarrass our company or the recipient if publicly disclosed.

Under no circumstances can any bribe, kickback, or illegal payment or gift of cash or cash equivalents be made, solicited, or received by our employees or their family members. Also, special rules apply when dealing with government employees. These are discussed in this Code under “Compliance with Laws – Anticorruption Laws.”

If you are not sure whether a specific gift or entertainment is permissible, contact the Legal Department for guidance before accepting or receiving the gift.

## **V. Fair Dealing**

We have built a reputation as a trustworthy and ethical member of our community and our industry. We are committed to maintaining the highest levels of integrity and fairness within our company. When we fail to negotiate, perform, or market in good faith, we may seriously damage our reputation and lose the loyalty of our customers. You must conduct business honestly and fairly and not take unfair advantage of anyone through any misrepresentation of material facts, manipulation, concealment, abuse of privileged information, fraud, or other unfair business practice.

## **VI. Securities Laws and Insider Trading**

Because we are a public entity, we (as well as our employees and directors) are subject to a number of laws concerning transactions involving our securities and others' publicly traded securities. Regardless of your position with us, if you are aware of what is known as "material non-public information" regarding our company, business, affairs or prospects, you may not use or disclose to others that information except for valid company purposes, and you are not allowed to enter into transactions involving our securities or other publicly-traded securities until the material nonpublic information is known not only by individuals within our company, but also by the general public. The improper use of material nonpublic information (including "tipping" others) is known as insider trading. Insider trading is a criminal offense and is strictly prohibited.

In addition, there are other limitations that apply to transactions involving our securities and the use or disclosure to others of non-public information. For more information about our policies concerning those matters, you should refer to our more detailed Insider Trading in Company Securities and Confidentiality of Information Policy. If you have any questions concerning the securities laws or about our policies with regard to those laws, or regarding the correct ethical and legal action to take in a situation involving material inside information, please contact the Legal Department.

## **VII. Responding to Inquiries from the Press and Others**

Our company is subject to laws that govern the timing of our disclosures of material information to the public and others. Only certain designated employees may discuss our company with the news media, securities analysts and investors. All inquiries from outsiders regarding financial or other information about our company should be referred to Investor Relations and/or the Legal Department.

For more information about our policy concerning press and other inquiries, you should refer to our Insider Trading in Company Securities and Confidentiality of Information Policy.

## **VIII. Political Activity**

We will fully comply with all political contribution laws. Our funds or other assets may not be used directly or indirectly for contributions of any kind to any political party or committee or to any candidate or holder of any government position (national, state or local) unless such contribution is permitted by law and complies with our company policy. Please contact the Legal Department to determine whether a specific company contribution is permitted. The establishment of any committee or other organization for the purpose of soliciting funds for political contributions or making political contributions is prohibited unless otherwise authorized.

It is against our policy for you to lobby other employees on behalf of a political candidate during the workday. It is also against our policy to reimburse an employee for any political contributions or expenditures. You are free to participate in political campaigns on behalf of

candidates or issues of your choosing, as well as make personal political contributions, with your own funds and on your own time.

## **IX. Safeguarding Company Assets**

We have a responsibility to protect company assets entrusted to us from loss, theft, misuse and waste. Company assets and funds may be used only for business purposes and may never be used for illegal purposes. Incidental personal use of telephones, fax machines, copy machines, personal computers, e-mail, desks, supplies and similar assets is generally allowed if it is occasional, there is no significant added cost to us, it does not interfere with your work responsibilities, and it is otherwise in compliance with our policies. If you become aware of theft, waste or misuse of our assets or funds in violation of our policies, or have any questions about your proper use of them, you should speak immediately with your supervisor or the Legal Department.

We must all be sensitive to the impact of comments made over the Internet through public forums such as chat rooms and bulletin boards. In such forums, you may not post any information about the company including comments about our products, stock performance, operational strategies, financial results, customers or competitors, even in response to a false statement or question. This applies whether you are at work or away from the office. Our company owns all e-mail messages that are sent from or received through the company's systems. We may monitor your messages and may be required to disclose them in the case of litigation or governmental inquiry.

For additional information and policies relating to non-public information, please review our insider trading and confidentiality policies.

## **X. Confidential Information**

An important responsibility that applies to all employees is that we must protect confidential information we come across within the scope of our employment with Genesis. Confidential information includes all information that is not generally known to the public, confidential, proprietary, or trade secret information about the company or entrusted to us by third parties (including customers or suppliers). Confidential information should be kept secure and access limited to those who have a need to know in order to do their jobs.

Our business relations are built on trust, and our customers and suppliers count on that trust. We enter into agreements to exchange information with third parties to further our business. If you learn information from them that is confidential or proprietary, you should keep that information confidential, use it strictly for the purpose for which it was intended, and limit the disclosure of the information to only those who have a need to know within the scope of the purpose.

You may not use or disclose company information, including intellectual property or research data. Every employee is responsible for maintaining the confidential nature of confidential information they come across, including after termination of employment with Genesis Energy. If you are unsure whether information in your possession is subject to confidentiality obligations

or other restrictions, you should speak immediately with your supervisor or the Legal Department.

## **XI. Employment Practices and Human Rights**

We are committed to providing equal employment opportunities for all our employees and will not tolerate any speech or conduct that is intended to, or has the effect of, discriminating against or harassing any qualified applicant or employee because of his or her race, color, religion, sex (including pregnancy, childbirth or related medical conditions), national origin, age, physical or mental disability, veteran status or any characteristic protected by law. We will not tolerate discrimination or harassment by anyone – managers, supervisors, co-workers, vendors or our customers. This policy extends to every phase of the employment process, including: recruiting, hiring, training, promotion, compensation, benefits, transfers, discipline and termination, layoffs, recalls, and company-sponsored educational, social and recreational programs, as applicable.

In conjunction with our employment practices, Genesis Energy is committed to maintaining an organizational culture that promotes and respects the protection of human rights principles, as highlighted in our [Human Rights Policy](#). Additionally, we have more specific policies in place to ensure we maintain a respectful working environment, including but not limited to our Harassment Policy and our Workplace Violence Policy.

If you observe conduct that you believe is discriminatory or harassing, or if you feel you have been the victim of discrimination or harassment, you must report the incident to your supervisor, the Human Resources or Legal Department, or through the Compliance and Ethics Hotline. We will not retaliate against any employee for filing a good faith complaint of discrimination or harassment or for cooperating in an investigation and will not tolerate or permit retaliation by management, employees or co-workers.

## **XII. Health, Safety and the Environment**

We are committed to providing safe and healthy working conditions by following all occupational health and safety laws governing our activities.

We believe that management and each and every employee have a shared responsibility in the promotion of health and safety in the workplace. You should follow all safety laws and regulations, as well as company safety policies and procedures. You should immediately report any accident, injury or unsafe equipment, practices or conditions.

You also have an obligation to carry out company activities in ways that preserve and promote a clean, safe, and healthy environment. You must strictly comply with the letter and spirit of applicable environmental laws and the public policies they represent, as well as company policies and procedures.

The consequences of failing to adhere to environmental laws and policies can be serious. Our company, as well as individuals, may be liable not only for the costs of cleaning up pollution, but also for significant civil and criminal penalties. You should make every effort to prevent

violations from occurring and report any perceived violations to your supervisor or the Legal Department.

### **XIII. Accuracy of Company Records**

All information you record or report on our behalf, whether for our purposes or for third parties, must be done accurately and honestly. All of our records (including accounts and financial statements) must be maintained in reasonable and appropriate detail, must be kept in a timely fashion, and must appropriately reflect our transactions. Falsifying records or keeping unrecorded funds and assets is a severe offense and may result in prosecution or loss of employment. When a payment is made, it can only be used for the purpose spelled out in the supporting document.

Information derived from our records is provided to our stakeholders and investors as well as government agencies. Thus, our accounting records must conform not only to our internal control and disclosure procedures but also to generally accepted accounting principles and other laws and regulations, such as those of the Internal Revenue Service and the Securities and Exchange Commission. Our public communications and the reports we file with the Securities and Exchange Commission and other government agencies should contain information that is full, fair, accurate, timely and understandable in light of the circumstances surrounding disclosure.

Our internal and external auditing functions help ensure that our financial books, records and accounts are accurate. Therefore, you should provide our accounting department, internal auditing staff, audit committee and independent public accountants with all pertinent information that they may request. We encourage open lines of communication with our audit committee, accountants and auditors and require that all our personnel cooperate with them to the maximum extent possible. It is unlawful for you to fraudulently influence, induce, coerce, manipulate or mislead our independent public accountants for the purpose of making our financial statements misleading.

If you are unsure about the accounting treatment of a transaction or believe that a transaction has been improperly recorded or you otherwise have a concern or complaint regarding an accounting matter, our internal accounting controls, or an audit matter, you should confer with your supervisor, the controller associated with your business unit or our Chief Financial Officer, or you may submit your concern, on an anonymous basis, to the audit committee of our board of directors by calling the Compliance and Ethics Hotline.

### **XIV. Record Retention**

Our records should be retained or discarded in accordance with our record retention policies and all applicable laws and regulations. From time to time, we are involved in legal proceedings that may require us to make some of our records available to third parties. The Legal Department will assist us in releasing appropriate information to third parties and provide you or your supervisor with specific instructions. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation or otherwise obstruct, influence or impede an official proceeding. The law applies equally to all of our



records, including formal reports as well as informal data such as e-mail, expense reports, and internal memos. If the existence of a subpoena or a pending government investigation is known or reported to you, you should immediately contact the Legal Department and you must retain all records that may pertain to the investigation or be responsive to the subpoena. For further information, you should refer to our document retention policies.

## **XV. Administration of the Code**

### **A. Distribution**

All of our directors and employees will receive a copy of this Code when they join our company. Updates of the Code will be distributed to all directors and employees and posted on the company website.

### **B. Role of Supervisors and Officers**

Supervisors and officers have important roles under this Code and are expected to demonstrate their personal commitment to this Code by fostering a workplace environment that promotes compliance with the Code and by ensuring that employees under their supervision participate in our company's compliance training programs.

The Code is administered by the executive officers of the company and any questions as to its interpretation or applicability to any situation may be referred to the Legal Department.

### **C. Reporting Possible Violations**

All employees are obligated to report any good faith concerns, issues, or violations of this Code or the law and to cooperate in any investigations into such possible violations. We prefer that you give your identity when reporting possible violations, to allow the company to contact you in the event further information is needed to pursue an investigation, and your identity will be maintained in confidence to the extent practicable under the circumstances and consistent with enforcing this Code. However, you may anonymously report possible violations.

For more information on reporting possible violations, you should refer to the "Asking for Help and Reporting Concerns" section of this Code.

### **D. Investigations**

We will initiate a prompt investigation following any credible indication that a breach of law or this Code may have occurred. We will also initiate appropriate corrective action as we deem necessary, which may include notifying appropriate authorities.

### **E. Disciplinary Action**

If you violate any provision of this Code, you may be subject to disciplinary action, up to and including termination. Please be aware that we may seek civil remedies from you,

and if your violation results in monetary loss to us, you may be required to reimburse us for that loss. If you are involved in a violation, the fact that you reported the violation, together with the degree of cooperation displayed by you and whether the violation is intentional or unintentional, will be given consideration in our investigation and any resulting disciplinary action.

#### **F. No Retaliation**

We will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or this Code, nor will we tolerate any harassment or intimidation of any employee who reports a suspected violation. Any employee who violates this non-retaliation policy will be subject to disciplinary action, up to and including termination of employment. In addition, there are Federal “whistleblower” laws that are designed to protect employees from discrimination or harassment for providing information to us or governmental authorities, under certain circumstances, with respect to certain laws such as those governing workplace safety, the environment, securities fraud, and federal law relating to fraud against stakeholders.

#### **G. Approvals**

Approvals required under this Code should be documented.

#### **H. Waivers**

Any request for a waiver of this Code must be submitted in writing to the Legal Department and the executive officer, who has authority to decide whether to grant a waiver. However, a waiver of any provision of this Code for a director or an executive officer must be approved by our Board of Directors or its designated committee and will be promptly disclosed to the extent required by law or regulation.

#### **I. Certifications**

Each employee is required to sign a certificate confirming that he or she has read the Code, understands the terms of the Code, and is in compliance with the Code on an annual basis, or as required by the company. Each manager may be required to sign a certificate that, to the best of his or her knowledge, the manager’s department is in compliance with the Code. However, failure to read the Code or sign a confirmation certificate does not excuse you from complying with this Code.

### **XVI. Asking for Help and Reporting Concerns**

We take this Code seriously and consider its enforcement to be among our highest priorities, but we also acknowledge that it is sometimes difficult to know right from wrong. That’s why we encourage open communication. **When in doubt, ask.** Whenever you have a question or concern, are unsure about what the appropriate course of action is, or if you believe that a possible violation of the law or this Code has occurred:

- ❖ You should talk with your supervisor. He or she may have the information you need or may be able to refer the matter to an appropriate source, including the Legal Department as circumstances warrant.
- ❖ If you are uncomfortable talking with your supervisor, you may also contact any manager in our company with whom you feel comfortable, the Human Resources Department, the Legal Department, or our Compliance and Ethics Hotline.
- ❖ In addition, if you have concerns or complaints about accounting or audit matters or our internal accounting controls, you may confer with your supervisor, the controller associated with your business unit or our Chief Financial Officer, or you may submit your concern or complaint, by calling the Compliance and Ethics Hotline.

## **XVII. Using the Compliance and Ethics Hotline**

- ❖ If you are not comfortable speaking up in person to any of the resources listed above, we have a Compliance and Ethics Hotline that you can call to seek guidance or report a matter of concern.
- ❖ The Compliance and Ethics Hotline is available 24 hours a day, 7 days a week.
- ❖ The Compliance and Ethics Hotline is answered by an independent third-party, who gathers the information and reports it to the appropriate contacts within Genesis Energy. You can choose to remain anonymous when reporting through the Compliance and Ethics Hotline.

**Compliance and Ethics Hotline: (844) 988-1695**