

Section: EXECUTIVE

Subject

**Approved by:
Corporate Governance and
Nominating Committee**

**REPORTING BUSINESS
ETHICS CONCERNS**

GENERAL PURPOSE

Marathon is committed to conducting its operations in accordance with both applicable law and high standards for business ethics. Pursuant to this commitment, Marathon has developed this Policy to encourage Marathon Personnel to report Business Ethics Concerns (“Concern” or “Concerns”) to Marathon.

DEFINITIONS

“Audit & Finance Committee” is defined as the Marathon Oil Corporation Board of Directors Audit and Finance Committee.

“Business Ethics Concerns” is defined as:

1. Concerns regarding conduct that may violate Marathon’s Code of Business Conduct, Anti-Corruption Compliance Standard, and/or Code of Ethics for Senior Financial Officers.
2. Concerns regarding financial or other SEC reporting requirements, accounting controls, auditing matters, fiduciary duties and/or corporate reserves;
3. Concerns regarding: anti-corruption, antitrust, anti-money laundering, cyber security, data privacy, fraud, insider trading and/or trade regulations; and/or
4. Concerns about conduct that may result in a government inquiry, subpoena, or investigation.

Business Ethics Concern does *not* include:

1. Routine performance and employment-related concerns typically handled by the Human Resources Organization if they do not meet one of the criteria listed in the definition of “Business Ethics Concerns.” Routine performance and employment related concerns should continue to be directed to the applicable Human Resources resource.
2. Allegations made in a judicial complaint/petition or arbitration demand/statement not otherwise addressed by this Policy.

“Marathon” is defined as Marathon Oil Corporation and its wholly and majority owned subsidiaries.

“Marathon Personnel” is defined as individuals working for Marathon, including Officers, Senior Managers, employees, and contractors.

“Policy” is defined as the Policy for Reporting Concerns Regarding Business Ethics.

APPLICATION

Subject to applicable laws, this Policy applies to all Marathon Personnel.

PROCEDURE

1. Marathon expects Marathon Personnel to report in good faith a Business Ethics Concern to Marathon. Though this Policy is intended to encourage and provide a priority avenue for Marathon Personnel to raise Business Ethics Concerns directly to Marathon for appropriate handling, it does not prevent or prohibit Marathon Personnel from raising a Business Ethics Concern to an applicable governmental authority.
2. While Marathon Personnel can raise questions about the Code of Business Conduct to one of the resources listed in the Getting Help section of the Code of Business Conduct, Marathon Personnel should report a Business Ethics Concern by contacting Marathon’s Business Integrity Office or Marathon’s Integrity Helpline using the contact information publicized on both the public and private Marathon portal as well as on printed communications in Marathon facilities.

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3. Marathon Personnel are encouraged to identify themselves and provide as much detail as possible about their Business Ethics Concern when reporting to Marathon in order to facilitate an efficient investigation of the Business Ethics Concern. Marathon recognizes that in certain situations, Marathon Personnel may seek to remain anonymous when reporting a Business Ethics Concern. Anonymous reports to Marathon can be made through Marathon's Integrity Helpline.
4. Business Ethics Concerns will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation and to comply with applicable laws.
5. All Business Ethics Concerns reported to Marathon are treated seriously. Marathon has a robust process for the vetting, investigation, and reporting of Business Ethics Concerns. The specific investigation and/or action taken by Marathon in response to a particular Business Ethics Concern will depend upon the nature of the Business Ethics Concern.
6. Marathon Personnel who knowingly report a false Business Ethics Concern may be subject to disciplinary action.

NON-RETALIATION

Marathon forbids retaliation against Marathon Personnel for good faith reporting of a Business Ethics Concern. Marathon Personnel who do retaliate because of a good faith reporting of a Business Ethics Concern will be subject to discipline up to and including termination of employment.

POLICY IMPLEMENTATION

The Chief Compliance Counsel has primary responsibility for implementing and monitoring compliance with this Policy.

POLICY REVIEW

This Policy shall be reviewed at least once every five years, or more frequently at the discretion of the Chief Compliance Counsel or the Audit & Finance Committee.

REFERENCES

Anti-Corruption Compliance Standard

Code of Business Conduct

Code of Ethics for Senior Financial Officers