
Targa Resources Corp.

POLICY TITLE: **Global Business Practices Compliance Policy**

EFFECTIVE DATE: 10/16/2017

PURPOSE

The purpose of this Global Business Practices Compliance Policy (this "Policy") is to help fulfill our commitment to ensure compliance by Targa Resources Corp., its subsidiaries and affiliates, employees and agents and representatives (collectively referred to as "Targa" or the "Company") with domestic and foreign anti-bribery laws. This Policy should be read in combination with the Company's Code of Conduct. Targa recognizes that there are other U.S. anti-corruption laws, but this Policy specifically addresses three laws that relate to any business transaction conducted on Targa's behalf outside the United States. They are the United States Foreign Corrupt Practice Act (the "FCPA"), the USA Patriot Act and, the United Kingdom's (U.K.) Anti-Bribery Act. Because of the expansiveness of the U.K. law to international transaction,, this Policy also includes the U.K. law relative to Targa's business with the United Kingdom (broadly all three statutes will be referred to in this Policy as "FCPA Concerns").

SCOPE

This Policy applies to all directors, officers, employees, representatives and agents of the Company, both within and outside the U.S., and to all distributors, consultants, representatives, brokers, business partners, or other persons or firms of the U.S. or any other nationality who are (a) hired or otherwise been hired by the Company to provide services directly related to obtaining, retaining, or facilitating business or business opportunities in or with any foreign country or foreign company and (b) likely to have contact with a foreign customer, or with a foreign government official on the Company's (all are collectively referred to as "Persons").

THE APPLICABLE LAW

The FCPA is a specific U.S. law that reaches outside of the U.S. by making it illegal for U.S. companies, their subsidiaries, officers, directors, employees, representative and agents, and any stockholders acting on their behalf, to bribe or offer anything of value to foreign government officials or state-owned entities. The FCPA also requires U.S. companies to maintain accurate and complete books and records and to maintain proper internal accounting controls.

The USA Patriot Act (formally known as the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act imposes requirements to prevent and detect money laundering and terrorist financing.

The U.K. Anti-Bribery Act is considerably broader than the FCPA and applies to all companies and their personnel that conduct business in the U.K., contract with U.K. businesses or employ British citizens. The UK law sets rules for active bribery (offering promising or giving of a bribe) and passive bribery (the requesting, agreeing to receive or accepting of a bribe). It also covers all commercial dealings, not just bribery of government officials.

Note: All Targa employees are employees-at-will and either Targa or the employee can terminate the employment relationship at any time, with or without notice, and without cause. Targa reserves the right to change or deviate from its published policy, practice, and procedure at any time without prior notice as circumstances or business needs dictate. This policy, practice, and/or procedure is a guideline only and does not create a legally binding document.

POLICY

The use of Company funds or assets for any unlawful, improper or unethical purpose is prohibited. Targa personnel are specifically prohibited from making any payments to directly or indirectly influence any foreign official, government employee, employee of a government owned enterprise, officer of a public international organization, foreign political party or political candidate or any person acting on behalf of any of these entities, in order to assist the Company in obtaining or retaining business, in directing business to any other person, or in obtaining a business advantage. This Policy also applies to foreign companies and persons who take any act in furtherance of such a corrupt payment on the Company's behalf while in the United States. Targa personnel are also prohibited from requesting, agreeing to receive or accepting an advantage from a foreign public official and are to take all steps necessary to prevent a bribe being paid to obtain or retain business or a business advantage. In particular, Targa's personnel are prohibited from participating in making the following kinds of payments under the various laws:

- **Bribes:** defined as giving, accepting, offering to give or accept any money, gift, or thing of value to any foreign official or representative of a government owned enterprise to obtain or retain business or to secure any improper advantage. Bribes are also prohibited in connection with commercial transactions with U.K. businesses;
- **Political Contributions:** Making contributions to foreign political parties or foreign officials to obtain his or her support for executive, legislative, administrative or other action that may be favorable to the Company;
- **Third-Party Payments:** Giving or offering to give any money, gift, or thing of value to a third party when there is knowledge that it will be offered to a foreign official or representative of a government owned enterprise to obtain or retain business or to gain a business advantage; and
- **Facilitating Payments:** Making payments to induce routine, non-discretionary governmental action, such as obtaining permits, licenses or official documents, processing visas, or obtaining mail pick-up or delivery. Such payments may be lawful under the FCPA, but they are prohibited under this Policy.

The law does allow “**promotional or marketing expenses**” as long as they are reasonable and bona fide expenditures (such as entertainment, travel and lodging expenses, and other normal social amenities incurred by or on behalf of a foreign government official or foreign political party, official or candidate and that are not extravagant and otherwise conform to the laws and customs of the country in which the expenditures are incurred). These expenditures, though, must be directly related to the promotion, demonstration, or explanation of products or services (e.g., tour of a Company facility), or the execution or performance of a contract with a foreign government agency. Excessive entertainment, travel and lodging for destinations beyond the normal vicinity where a governmental official conducts business, generally will not qualify as promotional or marketing expenses. In addition, such expenditures are not allowed if such payment is corruptly made in return for an official act or omission, since then it would not be a bona fide/good faith expense. All such expenditures should not be made without first consulting with your supervisor, an HR Representative, or the Legal Department.

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RECORD-KEEPING, ACCOUNTING AND PAYMENT PRACTICES

Recognizing that bribes can often be concealed under the guise of legitimate payments or of misreported expenditures, the FCPA includes separate record-keeping and internal control provisions designed to strengthen similar requirements by other federal agencies for publicly-traded companies. The FCPA requires publicly-traded U.S. companies to maintain their books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets. Thus, the FCPA prohibits the mischaracterization or omission of any transaction on the Company's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission of an expenditure. Further, no undisclosed or unrecorded accounts of the Company are to be established for any purpose. In addition, no false or artificial entries are to be made in the books and records of the Company for any reason.

Maintaining detailed, accurate descriptions of all expenses allowed under this Policy is central for this component of the FCPA and will minimize possible violations of the FCPA's anti-bribery provisions. Targa personnel responsible for maintaining its books and records should timely prepare and complete all reports and records that accurately reflect the allowed promotional or marketing expenses. More importantly, prior to paying or authorizing a promotional or marketing expense, Company personnel should be sure that no part of such expense is made for any purpose other than that which is to be fully and accurately described in the Company's books and records. Finally, personal funds must not be used to accomplish what is otherwise prohibited by any Company policy.

DUE DILIGENCE AND SELECTION OF REPRESENTATIVES AND BUSINESS PARTNERS

The Company will conduct its business in compliance with all applicable laws, regardless of any pressure exerted by foreign officials. In the course of conducting its business internationally, the Company is to conduct appropriate due diligence into the identity and reputation of the foreign organization, the identity of its principals, and the nature of the organization's business and its ties to other entities.

Further, due diligence must extend to the activities of the Company's agents, consultants, representatives and business partners conducting the Company's business internationally. The Company should avoid situations involving third parties that might lead to a violation of applicable laws. Therefore, prior to entering into any agreement with any agent, consultant, joint venture partner or other representative who acts on behalf of the Company with regard to foreign governments on international business development or retention, the Company will perform proper and appropriate FCPA-related due diligence and obtain from the third party certain assurances of compliance.

PENALTIES

A. FCPA: The FCPA imposes severe criminal and civil liability on both individuals and corporations. Individuals can be subject to imprisonment, and substantial fines and/or administrative sanctions. The Company may be subject to criminal and civil penalties and disgorgement of gains resulting from improper conduct as well as imposition of injunctions and monitors. Further, violations of the accounting provisions of the FCPA may be punished more severely than violations of the anti-bribery provisions. Violating the FCPA will also result in discipline by the Company, up to and including termination of employment.

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B. USA PATRIOT ACT: The Act assesses criminal penalties on a person who induces a corrupt act of an official or employee of a government who acts corruptly in the carrying out of his or her official duties. Not only is there a fine that can be assessed in an amount up to three times the monetary equivalent of the bribe in question, a person can also be imprisoned for up to 15 years. A person may have both a fine and imprisonment imposed.

C. The U.K. ANTI-BRIBERY ACT: U.S. companies with international business are potentially covered by the U.K. Anti-Bribery Act. Unlike the FCPA which limits its reach to issuers of securities registered with the SEC, the jurisdiction of the U.K. Anti-bribery Act is much broader. The Bribery Act makes it a criminal offense for a “commercial organization” to fail to prevent bribery. A “commercial organization” includes any other body corporate (wherever incorporated) which carries on a business, or part of a business, in any part of the United Kingdom. Consequently, a U.S. business that makes sales into any part of the UK is subject to the Bribery Act. For an individual found guilty, he or she could face prison up to 10 years imprisonment and an unlimited fine. The crime of a commercial organization failing to prevent bribery is punishable by an unlimited fine.

COMPLIANCE WITH THIS POLICY

All Persons must conduct every international business transaction, regardless of differing local customs and traditions of that country, in compliance with the laws and regulations of the United States and the laws and regulations of each foreign country in which the Company does business. Accordingly, all Persons whose duties are likely to lead to involvement in or exposure to any of the areas covered by the FCPA Concerns is expected to become familiar with and comply with this Policy. Periodic certifications of compliance with this Policy will be required, as will participation in training sessions as instructed by Company management.

It is the individual responsibility of all Company personnel, whose duties are likely to lead to involvement in or exposure to any of the areas covered by the anti-bribery laws made the basis of this Policy, by action and supervision as well as continuous review, to ensure strict compliance with this Policy. Any person who suspects or becomes aware of any violation of this Policy shall report the violation to his or her supervisor, the Company’s MySafeWorkPlace Hotline, Human Resources or directly to the Company’s Legal Department.

If you have any questions or problems concerning this Policy, foreign officials or payment practices, or if you detect any suspicious activities that reasonably cause you to believe that an activity is illegal or involves money laundering or terrorist financing, you should immediately advise your supervisor, an HR Representative, the MySafeWorkplace Hotline, or the Legal Department.

COMPLIANCE STATEMENT

All Persons are required to sign a copy of the compliance statement attached to this Policy or are subject to the Company’s training program with its requisite certification. A signed compliance statement or certification will be made part of the person’s Human Resources or contract file, as applicable. Compliance statements must be returned to Company’s HR Department or Contract Administration.

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VIOLATIONS

Any violation of this Policy must be immediately reported to your supervisor, an HR Representative, or the Legal Department. Violation of this Policy may result in disciplinary action, up to and including, termination of employment or affiliation with Targa, or termination of the contract or assignment for contractors, and possible civil and criminal prosecution under local, state, and federal laws.

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GLOBAL BUSINESS PRACTICES COMPLIANCE POLICY

COMPLIANCE CERTIFICATE

I, _____, a[n] _____
[representative/officer/director/consultant/agent] of _____

have been retained by or work with an affiliate of Targa Resources Corp. (the "Company"), confirm that I have received and read the Company's Global Business Practices Compliance Policy (the "Policy").

I further confirm that I understand the Policy and agree to abide by it and to review its terms prior to engaging in any activities that could possibly be in violation of the Policy. If I have any questions concerning any proposed matter within the scope of the Policy, I will present them to the Company for review, prior to engaging in any such transaction or activity.

I further confirm that I am not aware of any violations of the Foreign Corrupt Practices Act, the USA Patriot Act or the U.K. Anti-Bribery Act, except as what I would have described in Attachment "A."

ACKNOWLEDGED AND AGREED:

Signature

Date: _____, 201_.

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