

Anti-Corruption Policy

ONEOK



Letter to Employees

To All Employees:

ONEOK is committed to conducting its business in an ethical manner and in full compliance with applicable U.S. and foreign laws.

This includes the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, the Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and applicable laws enacted pursuant thereto, and similar laws of other countries.

This Anti-Corruption Policy is adopted to reinforce that commitment.

No officer, director or employee may act contrary to this Policy or applicable anti-corruption laws.

Violations can have serious consequences for the Company as well as employees and any other individuals or entities involved.

As a ONEOK employee, I expect you and those working on behalf of the Company to perform your job duties in accordance with this Policy and applicable anti-corruption laws.

ONEOK's Vice President and Associate General Counsel – Compliance and Ethics is responsible for overseeing compliance with this Policy as well as implementing, maintaining and updating the Policy, as necessary. Please contact that individual with any questions.

Thank you for your attention to, and support of, this important matter.

Sincerely,



Terry K. Spencer
President and Chief Executive Officer

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ONEOK Anti-Corruption Policy

1. PURPOSE/EXPECTATION

This Policy formalizes the commitment of ONEOK, Inc. and its subsidiaries and affiliates (collectively “ONEOK” or the “Company”) to comply with applicable U.S. and foreign anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”). Compliance with this Policy will assist the Company in conducting its business dealings in an ethical manner and in a manner consistent with applicable anti-corruption laws.

2. APPLICABILITY

This Policy applies to all officers, directors and employees of the Company.

In addition, the Company will instruct third parties who represent the Company in international dealings and/or transactions (such as intermediaries, agents, consultants and contractors) to conduct themselves in a manner consistent with this Policy.

3. ROLES AND RESPONSIBILITIES

ONEOK’s Vice President and Associate General Counsel – Compliance and Ethics, or his/her designee, is responsible for overseeing compliance with this Policy as well as implementing, maintaining and updating the Policy, as necessary.

4. POLICY

The Company will conduct its business dealings (including without limitation, its operations, negotiations, contracting and marketing) in an ethical manner and will comply with: (a) the applicable laws and regulations of the United States, particularly the provisions of the FCPA; and (b) the applicable laws and regulations of each foreign country in which the Company operates or seeks to operate.

Failure to comply with this Policy and applicable anti-corruption laws may result in significant civil and criminal penalties against, and harm the reputation of, the Company as well as employees and any other individuals or entities involved, e.g. intermediaries, agents, consultants and contractors.

Employee noncompliance with this Policy may also result in disciplinary action, up to and including termination of employment.

All employees and third parties should remain vigilant in watching for, avoiding and reporting to any member of the Legal Department any questionable conduct and/or transactions.

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4.1 Summary of Key Anti-Corruption Laws

A. U.S. Foreign Corrupt Practices Act

The FCPA is a U.S. federal law: (i) prohibiting payment of bribes (broadly defined) to foreign officials, and (ii) requiring companies to keep accurate books and records.

1. Anti-Bribery Provisions –

A. Under the FCPA's anti-bribery provisions, the Company, its officers, directors, employees and agents are prohibited from giving, offering or promising anything of value to any foreign (non-U.S.) official, with the intent to obtain or retain business or any other advantage.

This prohibition should be **interpreted broadly**. The following concepts are essential to understanding the scope of the prohibition:

- (1) Companies may be held liable for violating the anti-bribery provisions of the FCPA whether or not they took any action in the U.S. Accordingly, a U.S. company can be liable for the conduct of its overseas employees or agents, even if no money was transferred from the U.S. and no U.S. person participated in any way in the foreign bribery.
- (2) A "foreign official" means any officer or employee of a foreign government, regardless of rank, employees of government-owned or government-controlled businesses, foreign political parties, party officials, candidates for political office and employees of public international organizations (such as the United Nations or World Bank). This can include operator employees where the operator is a national oil company in the country of operations.
- (3) "Giving, offering or promising" includes direct and indirect payments, gifts, offers or promises. Even if the improper payment is not consummated, just offering it violates the FCPA. Likewise, instructing, authorizing or allowing a third party to make a prohibited payment on the Company's behalf, ratifying a payment after the fact or making a payment to a third party knowing or having reason to know that it will likely be given to a government official constitute FCPA violations.
- (4) "Anything of value" includes not only cash and cash equivalents, but also gifts, entertainment, travel expenses, accommodations and anything else of tangible or intangible value. Gifts and payments consistent with foreign cultural or industry practice may nevertheless violate U.S. or local law, and are subject to this Policy. See below for Hospitality Guidelines on when gifts and entertainment are permitted.
- (5) "To obtain business or any advantage" includes, for example, a reduction in taxes, a favorable change in regulations, obtaining permits, tolerance of noncompliance with local rules, or other favors or preferential treatment. The business to be obtained or retained does not need to be with a foreign government or foreign government instrumentality.

B. Facilitating Payments – Facilitating payments are a narrow exception to the FCPA’s anti-bribery provisions. It is not a violation of the FCPA to make a small payment to a low-ranking foreign official to expedite or secure the performance of a routine, nondiscretionary governmental action. Examples of “facilitating” payments covered by this exception include routine payments made to obtain documents necessary to qualify a person to do business in the country, to process government papers, to provide police protection, postal services or necessary inspections, or to provide phone, utilities, cargo or similar services. However, to be allowed under this Policy, such payments must be allowed under local foreign law.

2. Record Keeping and Account Provisions – Under the FCPA, companies are required to: “Make and keep books, records and accounts that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets” of the Company. “Records” includes virtually all forms of business documentation, including accounts, correspondence, memorandums, tapes, discs, papers, books and other documents or transcribed information of any type. This applies to all payments (domestic and foreign), not just sums that would be “material” in the traditional financial sense. The relevant records include those potentially related to payments subject to this Policy, whether created or maintained inside or outside of the United States.

3. Penalties & Fines – Criminal and civil penalties may be assessed against both individuals and companies. FCPA anti-bribery violations include fines up to \$250,000 and five years imprisonment (per violation) for individuals and up to \$2,000,000 (per violation) for companies. FCPA record keeping violations include fines up to \$5,000,000 and 20 years imprisonment for individuals (per violation) and up to \$25,000,000 (per violation) for companies. Fines against individuals may not be paid by their employer or principal. In addition to these penalties, a person or company found in violation of the FCPA may be precluded from doing business with the U.S. government.

B. The Travel Act

The Travel Act is an additional U.S. federal law. That act makes it a federal crime to travel domestically or internationally or to use the U.S. Postal Service or other means of interstate commerce to violate state or federal law. Because a number of states prohibit commercial bribery (i.e., bribes that involve private parties rather than foreign officials), the Travel Act permits the U.S. Government to prosecute corrupt payments that are lawful under the FCPA. Travel Act violations can result in fines and/or imprisonment.

C. The U.K. Bribery Act

The U.K. Bribery Act prohibits covered persons from (1) offering, promising or giving bribes to both foreign officials and private parties and (2) requesting, agreeing to receive or accepting a bribe. In addition to prohibiting any such conduct in the U.K., the Bribery Act also applies to conduct committed by U.K. citizens, residents and companies outside the U.K. The Bribery Act also holds U.K. companies and any other companies that carry on business in the U.K. responsible for the bribes of their employees and third-party representatives unless the company can prove that it had in place adequate procedures designed to prevent corrupt acts. Notably, the Bribery Act has no exception for facilitating payments. Penalties for violating the Bribery Act include fines and up to 10 years imprisonment.

D. The Organization for Economic Cooperation and Development (“OECD”) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions

The OECD Convention requires signatories to enact legislation that criminalizes the act of bribing foreign officials. In addition, signatories to the OECD Convention agree to provide mutual legal assistance in the prosecution of international corruption. Thirty-eight countries have ratified the OECD Convention (including the U.S., the U.K., Mexico and South Korea).

4.2 Implementation Procedure — Operational Directives

1. Except as provided in this Policy, no offer, payment, promise to pay or authorization to pay or provide any money, gifts or anything of value will be made by or on behalf of the Company to:

- Any foreign official, regardless of rank (see definition in Section 4.1(A)(1)(A)(2) above).
- Any person, while knowing or being aware of a high probability that all or a portion of any payment will be offered, given or promised, directly or indirectly, to a foreign official.

2. **ONEOK strongly discourages the use of facilitating payments.** In extremely limited circumstances, and if such payments are permissible under the local law of the foreign country involved and all applicable anti-bribery and anti-corruption laws and rules, including the FCPA, the Travel Act, the U.K. Bribery Act and any laws enacted pursuant to the OECD Convention, the Company may authorize facilitating payments.

Company personnel must receive written approval from ONEOK’s Vice President and Associate General Counsel – Compliance and Ethics before making, promising to make or authorizing any such facilitating payments, except in cases involving the health or safety of the employee. Even in cases involving health or safety, employees must notify the Vice President and Associate General Counsel – Compliance and Ethics as soon as practical afterwards.

Facilitating payments, like all other Company payments and expenses, must be fully and accurately reflected in the Company’s books and records.

3. A foreign official may attempt to influence the Company’s hiring process, e.g. by asking the Company to help find a job for the official’s family member or by recommending someone for a job. Alternatively, a foreign official may seek an employment opportunity with the Company in anticipation of leaving his/her government post.

The Company cannot hire any foreign official, his/her family member or others recommended by a foreign official in exchange for some benefit or where adverse action is threatened against the Company for not hiring such individuals.

In all cases, officers, directors and employees must follow normal hiring procedures managed by Corporate Human Resources when evaluating any individual for a job with the Company. In addition, officers, directors and employees must never ask an intermediary, agent, consultant, contractor or other third party to hire a foreign official or someone recommended by a foreign official as a way to circumvent this Policy.

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4. The Company will instruct third parties who represent the Company in international dealings and/or transactions to conduct themselves in a manner consistent with this Policy.
5. The Company will exercise due diligence in selecting such third parties and will retain only entities and individuals believed, by the Company, to be reputable and will pay only reasonable compensation for the services provided.
6. The Company shall not make, or promise to make, contributions to foreign political parties or committees or to individual foreign politicians, including candidates for office, without the prior written approval of ONEOK's Vice President and Associate General Counsel – Compliance and Ethics. Approved contributions may only be made in accordance with the applicable law, and all requirements for public disclosure of such contributions shall be fully complied with. If a contribution is made, it must be accurately described in the Company's books and records.
7. The making of, or promise to make, improper charitable contributions on behalf of foreign officials may have severe consequences under the FCPA or other laws. In no instance may a contribution be paid, or promised to be paid, at the behest of a foreign official or to an organization affiliated with a foreign official or his/her family members without the prior written approval of ONEOK's Vice President and Associate General Counsel – Compliance and Ethics. If a contribution is made, it must be accurately described in the Company's books and records.

4.3 Implementation Procedure – Financial and Accounting Directives

The Chief Financial Officer and the Chief Accounting Officer are responsible for seeing that the accounting and record keeping activities of the Company comply with applicable law and accounting standards. However, each officer, director and employee involved with financial and accounting functions must be alert to possible violations of the following Financial and Accounting Directives and shall report suspected violations to ONEOK's Vice President and Associate General Counsel – Compliance and Ethics, or via the Company's Hotline at 1-888-393-6825.

1. All cash, bank accounts, investments and other assets of the Company must always be recorded accurately on the official books of the Company. No employee shall falsify any accounting or other business record, and all employees shall respond truthfully and fully to any questions from the Company's internal and independent auditors.
2. Bank accounts will be opened or closed only in accordance with Company policy. Anonymous ("numbered") accounts will not be maintained.
3. Payments will not be made into anonymous bank accounts or other accounts not in the name of the payee or of any entity known to be controlled by the payee.
4. Except for regular, approved payroll payments or normal disbursements from petty cash supported by signed receipts or other appropriate documentation, payments will not be made in cash. Checks will not be drawn to the order of "cash," "bearer" or similar designations.
5. Fictitious invoices, over-invoices or other misleading documentation will not be used.
6. Fictitious entities, sales, purchases, services, loans or financial arrangements will not be used.

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7. Check requests will be in writing and contain a complete explanation of the purpose and authority for the payment. The explanation will accompany all documents submitted in the course of the issuing process and will be kept on file.
8. No expenses relating to foreign business will be reimbursed to persons or companies assisting the Company in obtaining or retaining such business unless such expenses are permitted under applicable law and supported by reasonable written documentation.
9. No payment to any intermediary, consultant or agent will be made outside of either the country where a substantial portion of the related services are performed or the country from which the person performing such services normally conducts business.
10. Payments for any services rendered to the Company by a foreign official (including an officer of a foreign government-owned or controlled commercial enterprise), including honorarium payments and reimbursement of expenses, will be made solely to the foreign government agency or instrumentality employing the individual. Such payments will be made by check directly to the foreign government agency or instrumentality, or by wire transfer to its named bank account within the foreign government agency's or instrumentality's country, or by wire transfer through its duly authorized correspondent bank within the U.S. No such payment shall be made without the prior written approval of ONEOK's Chief Financial Officer and Vice President and Associate General Counsel – Compliance and Ethics.
11. Receipts, whether in cash, checks or electronic form, shall be promptly delivered to the Treasury Department and will be promptly deposited in a bank account of the Company by Treasury personnel. Any employee who suspects the possibility that a bribe, kickback or over-invoice is associated with a particular receipt or that an understanding exists that all or a portion of a receipt will be rebated, refunded or otherwise paid in contravention of the laws of any jurisdiction shall immediately report that suspicion to ONEOK's Vice President and Associate General Counsel – Compliance and Ethics, or via the Company's Hotline at 1-888-393-6825.
12. ONEOK's Approval Policy for Expenditures, Commitments and Sales in conjunction with other policies that govern employees' authority to enter into commitments on behalf of the Company must be followed.
13. Personal funds must not be used for any purpose prohibited by this Policy.

4.4 Implementation Procedure – Hospitality Guidelines

These guidelines are to be followed for activities of the Company, in all countries, involving foreign officials, employees and their respective family members. Any questions concerning these guidelines should be discussed with ONEOK's Vice President and Associate General Counsel – Compliance and Ethics.

1. All hospitality offered under these guidelines on behalf of the Company must be directly related to Company business, i.e., the sale of its products or services or otherwise directly in support of the Company's business interests. Hospitality in all cases must be reasonable in amount, must be offered in good faith only in connection with the promotion, demonstration or explanation of Company products or services or the execution or

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performance of a contract with a foreign government or agency thereof, and must be lawful under applicable local law. **In no event may any hospitality be offered or provided in return for any favor or benefit to the Company or to influence improperly any official decision.**

2. Expenses for meals, refreshments unaccompanied by a meal and/or other entertainment must be reasonable in amount. Such expenses are also subject to any additional restrictions applicable under local law and should take into account reasonable local and industry practices.
3. The frequency of hospitality must be carefully monitored, as the cumulative effect of frequent hospitality may give rise to the appearance of impropriety.
4. Cash gifts are not permitted under any circumstances. Per diem payments are similarly prohibited.
5. Use of Company aircraft for travel with, or by, a foreign official and/or his/her family members is prohibited unless prior written approval is received from ONEOK's Vice President and Associate General Counsel – Compliance and Ethics.
6. Promotional items of nominal value such as coffee mugs, calendars or similar items, or items displaying the Company logo that are distributed for advertising or commemorative purposes, or gifts of nominal value on customary holidays are permitted.
7. In the event the Company is responsible for the airfare or lodging expenses of a foreign official, itineraries and any other supporting documentation shall be maintained. In no case will payment or reimbursement be made directly to the individual official incurring the expense; such payment or reimbursement shall only be made directly to the service provider (i.e. the airline) or the foreign government or agency involved. Expenses beyond what is reasonably necessary for the business purpose, including lavish accommodations or expenses for spouses and children, will not be approved. ONEOK's Executive Vice President and Chief Administrative Officer, and the Vice President and Associate General Counsel – Compliance and Ethics must approve all reimbursable travel for foreign officials in advance of the trip.
8. In all cases that entertainment, gifts or travel expenses are approved, the expenses must be supported by receipts and accurately recorded in the Company's books.

4.5 Implementation Procedure –Due Diligence Process for Intermediaries

1. No officer, director or employee of the Company may retain an intermediary with respect to foreign business until sufficient due diligence has been performed to enable the Company to conclude with reasonable assurance that the intermediary is informed of, understands, has abided by and will continue to abide by the FCPA, applicable law, including local law, and is qualified to represent the Company. Appendix A to this Policy contains further guidance for conducting due diligence on intermediaries.
 - A. An “intermediary” for these purposes is any U.S. or foreign agent, consultant, contractor, distributor, government service provider (companies that provide local customs clearance, visa, legal or other regulatory services), joint venture partner, or any other person or entity who will interact with a foreign official on the Company's behalf.

2. **If you are considering retaining an intermediary, please promptly contact the Legal Department.** The Legal Department will assist with due diligence. It will also review/prepare any written agreement to retain an intermediary so that appropriate provisions can be included in such agreement, e.g. representations and warranties regarding the intermediary's agreement to comply with applicable laws and provide the Company with information, documentation and access to the intermediary's books and records necessary to verify such compliance.

4.6 Red Flags

In evaluating and dealing with potential intermediaries and other third parties, and during any relationship with them, Company employees must be conscious of any "red flags" that may be present or arise. A "red flag" is a fact or circumstance that serves as a warning signal that an intermediary or other third party may act corruptly. It is the responsibility of the employee that observes a red flag to report the existence of the red flag to ONEOK's Vice President and Associate General Counsel – Compliance and Ethics, who must resolve the red flag by further investigation before allowing the transaction to continue. A nonexclusive list of examples of red flags is below:

- Rumors regarding unethical or suspicious conduct by an employee, marketing representative, intermediary, consultant, agent or other business partner, or by a government official
- Unnecessary third parties or multiple intermediaries
- Requests for payments to a third party rather than to the intermediary, consultant or agent
- Requests for payments in a third country
- Business in a country with bribery problems, according to organizations such as the OECD or Transparency International (Examples of countries with a history of bribery problems include, but are not limited to, Mexico, Nigeria, Kazakhstan, Haiti, Myanmar, Iraq, Guinea, Sudan, Congo, Chad, Bangladesh, Uzbekistan, Equatorial Guinea, Cote d'Ivoire, Cambodia, Venezuela, Argentina, Sierra Leone, Pakistan, Egypt, Ecuador, Bolivia and Kenya)
- Requests for payments in cash
- Requests for checks to be drawn to the order of "cash," "bearer" or similar designations
- Requests for unusually large commissions or other payments, or payments that appear excessive for the service rendered
- Political contributions
- Requests for reimbursement of expenses that are poorly documented
- Incomplete or inaccurate information in required disclosures
- Refusal to certify compliance

4.7 Reporting Violations

Reporting suspected violations of this Policy and/or anti-corruption laws is critical, and we all have a duty to do so. Employees must promptly report suspected violations to ONEOK's Vice President and Associate General Counsel – Compliance and Ethics, or via the Company's Hotline at 1-888-393-6825. If you do not feel comfortable using your name, you can report your concern anonymously.

4.8 Non-Retaliation

Employees cannot lose their jobs or benefits, or be demoted, suspended, threatened, harassed or discriminated against for reporting, honestly and in good faith, suspected violations of this Policy and/or anti-corruption laws or truthfully participating in a Company investigation. Reporting honestly means that you believe you are being truthful and accurate. If you believe someone is retaliating against you, please report it to ONEOK's Vice President and Associate General Counsel – Compliance and Ethics, or via the Company's Hotline at 1-888-393-6825. All reports of retaliation will be investigated.

5. TRAINING

Appropriate training on this Policy will be provided to those employees whose job responsibilities may involve international business dealings, transactions and/or accounting matters. The frequency and content of such training may vary depending upon the nature of an employee's responsibilities. Formal and informal training will also be provided when major developments occur in U.S. and foreign anti-corruption law.

6. QUESTIONS RELATED TO THIS POLICY

Questions about this policy should be directed to ONEOK's Vice President and Associate General Counsel – Compliance and Ethics:

Name: Patrick W. Cipolla
Email: pcipolla@oneok.com
Phone: 918-588-7781
918-232-1785 (cell)
Mail: ONEOK, Inc.
100 West 5th Street
Tulsa, Oklahoma 74103
Fax: 918-732-1455

7. REFERENCE OR RELATED POLICIES

ONEOK Code of Business Conduct and Ethics

8. RECORDKEEPING REQUIREMENTS

ONEOK business records created or received in association with this Policy are subject to the Company's Records and Information Management Policy and Records Retention Schedule, where applicable.

Appendix A

Due Diligence for Intermediaries

ONEOK must conduct sufficient due diligence prior to retaining any intermediary (as defined in Section 4.5(1)(A) of this Policy) with respect to foreign business to enable the Company to conclude with reasonable assurance that the intermediary is informed of, understands, has abided by and will continue to abide by the FCPA, applicable law, including local law, and is qualified to represent the Company.

This due diligence may include any or all of the following illustrative items, taking into account the risk profile of the particular transaction and parties involved. This information may be collected from publicly available sources or private investigation efforts as appropriate.

1. Screen the intermediary (including its beneficial owners, officers, and directors) against the consolidated U.S. sanctions screening list. See http://export.gov/ecr/eg_main_023148.asp.
2. Conduct research regarding the intermediary's business reputation (including that of its beneficial owners, officers, and directors) in the industry and geographic area in which it will be conducting business.
3. Conduct diligence in an effort to determine and document the business credentials of the intermediary, including its authorization to work in the relevant industry and geographic area and its ability to fulfill the requirements of the engagement.
4. Conduct diligence in an effort to determine whether the intermediary (including its beneficial owners, officers and directors) has been the subject of prior allegations, investigations or other enforcement actions related to anti-corruption, business integrity or ethics.
5. Conduct diligence in an effort to determine whether the intermediary (including its beneficial owners, officers, and directors) has been the subject of prior allegations, investigations or other enforcement actions related to any other U.S. or foreign civil or criminal laws.
6. Conduct diligence in an effort to determine whether the intermediary (including its beneficial owners, officers, and directors) has close relationships with foreign officials or politically exposed persons.