

SEMGROUP CORPORATION

Anti-Corruption Compliance Policy August, 2011

SCOPE

This is a global policy (the "Policy") applicable to the worldwide operations of SemGroup Corporation ("SemGroup") and all of its subsidiaries and affiliates (collectively, the "Company").

GENERAL POLICY

It is the policy of the Company to conduct business ethically and to prohibit bribery and corruption in connection with the conduct of its business worldwide. The Company, all employees, officers, directors and agents of the Company and any person or entity performing services for or on behalf of the Company (for example, advisors, representatives, consultants etc.) shall fully comply with all applicable provisions of the U.S. Foreign Corrupt Practices Act (the "FCPA") and the U.K. Bribery Act (the "Bribery Act") and any applicable local anti-corruption laws, rules and regulations (collectively, the "Anti-Corruption Laws"), as well as the restrictions of this Policy regarding improper payments. This Policy supplements the SemGroup Corporation Code of Business Conduct and Ethics and will be monitored and enforced by the General Counsel of SemGroup (the "General Counsel").

APPLICABILITY OF THE ANTI-CORRUPTION LAWS

This Policy seeks to apply a standard of conduct generally intended to satisfy applicable anti-corruption laws worldwide. The FCPA and the Bribery Act apply to activities outside of their country of enactment, irrespective of where those activities occur. Given the Company's ownership structure, operational breadth and management philosophy, it should be assumed that the FCPA and the Bribery Act apply to all Company operations.

PROCEDURES

Requirements of the Anti-Corruption Laws

For the purposes of this Policy, bribery means improperly or corruptly promising, offering or giving any advantage or anything of value (directly or indirectly) to someone (or to another person at the intended beneficiary's request or with his or her assent or acquiescence) with knowledge that the recipient may not receive such a benefit (for any reason, including employment obligations) or so as to obtain or retain business or secure an improper advantage (for example, a commercial, contractual, regulatory or personal advantage) (or authorizing, consenting to or conniving in any such improper activities). The Company strictly prohibits bribery (both active (providing) and passive (receiving))

in all its forms. If you have any doubt about whether an action you are about to take complies with this Policy, you should contact the General Counsel for specific guidance.

Specific requirements of the FCPA

The FCPA's anti-bribery provisions strictly prohibit corruptly promising, offering or giving (or authorizing the provision of) anything of value to any "foreign official" (see definition below), non-U.S. political party or party official, or any candidate for non-U.S. political office directly or indirectly to assist in obtaining or retaining business or in directing business to any other person or entity.

The U.S. government defines "foreign official" broadly, without reference to the recipient's rank or position. "Foreign official" encompasses any officer or employee of a non-U.S. government, a public international organization or any department or agency of such government or organization, or any person acting in an official capacity for such government or organization. For the purposes of the FCPA, "foreign officials" include all levels of federal, state, provincial, county, municipal and similar officials of any government outside the United States and also include all levels of employees of any commercial enterprise controlled or owned in whole or in part by a government other than the United States. Public international organizations include organizations such as the International Monetary Fund, the European Union, the World Bank and other similar entities.

The FCPA's accounting provisions require that companies which have a class of securities registered with the Securities and Exchange Commission are required to make and keep accurate books and records in reasonable detail and to devise and maintain a reasonable system of internal controls.

Specific requirements of the Bribery Act

Under the Bribery Act, all bribery is illegal whether in dealings with government officials or in private commercial transactions. The Bribery Act establishes four separate criminal offences:

- a. Bribing another person.
- b. Being bribed.
- c. Bribing a foreign public official.
- d. Failure by a commercial organization to prevent bribery.

The Bribery Act has wide geographical scope and applies to bribery outside the U.K. Bribery committed by anyone in the U.K., or, if abroad, by a British citizen or any other person with a close connection to the U.K. can be prosecuted by the U.K. authorities. A company can be guilty of failing to prevent bribery – irrespective of any connection (territorial or otherwise) between the bribe and the U.K. - if it is a U.K. incorporated entity or if it is an overseas entity that carries on a business or part of a business in the U.K.

A company can be guilty of failing to prevent bribery even it is not at fault and where a third party is solely to blame for the bribery. It is a defense if a company can show that it had in place 'adequate procedures' designed to prevent bribery. This Policy forms part of the Company's procedures designed to be adequate to prevent bribery.

Permitted Payments

Not every payment to or for the benefit of government officials (as broadly defined above) or other prohibited recipients will violate the Anti-Corruption Laws. This Policy permits such payments in two instances:

- 1) Payments authorized by local law – payments that are lawful under the written laws and regulations of the relevant country. It should be noted that bribery is illegal in all countries in which the Company does business, so please consult with the General Counsel before making any payment or providing anything of value to a government official or other prohibited recipient in reliance on this exception.
- 2) Reasonable, proportionate and bona fide expenses – payments incurred for or on behalf of a governmental official or other prohibited recipient that are reasonable, proportionate and bona fide and relate directly to the promotion, demonstration or explanation of products or services or the execution or performance of a contract with a foreign government or agency. Lavish hospitality or expenditure which is concealed, is not clearly connected with legitimate business or goes beyond what is reasonable in the circumstances is not permitted. To avoid violations of the Anti-Corruption Laws please consult with the General Counsel before making any payment or providing anything of value to a government official or other prohibited recipient in reliance on this exception

Facilitating Payments

Facilitating payments are small payments made to low-level government officials to secure a *routine governmental action*. Determining whether the payment is in fact a "facilitating payment" depends upon the particular circumstances. To be classified as a "facilitating payment" the payment must be for *routine governmental action* such as obtaining permits, licenses visas or other official documents or to receive services such as mail delivery, utilities, cargo handling, security or police protection. The payment must also be "customary" in the country where the payment is to be made, paid to a low-level government employee and not a violation of local law. A facilitating payment accelerates performance of a nondiscretionary act that an official is already obligated to perform – it does not influence a decision by a foreign official to award new business or continue business with a particular person or entity. A payment made to entice a government official to violate the law is similarly not a facilitating payment.

Although facilitating payments are permitted under the FCPA, they are strictly prohibited by the Bribery Act. They are therefore not permitted by this Policy. If, however, you find yourself in a position where you reasonably believe that you must make such a payment

(e.g., if you are facing imminent physical harm), the payment may be allowed. You must, however, contact the General Counsel for permission before making such payment—or if this is not feasible, shortly after making the payment.

Liability for Actions of Third Parties

The FCPA and the Bribery Act prohibit corrupt offers, promises and payments of improper benefits, advantages or things of value through intermediaries such as agents, consultants, partners and other representatives. Under the FCPA, the Company may be liable for indirect offers, promises or payments to a prohibited recipient if such offers, promises or payments are made through an agent, joint venture partner or other third party intermediary with the knowledge that a prohibited recipient will be the ultimate recipient. Knowledge includes conscious disregard and deliberate ignorance of facts which indicate a high probability that the relevant payment will occur. Payments include transfers of anything of value.

Under the Bribery Act, a business is guilty of failing to prevent bribery if a person associated with the organization bribes another person, intending to obtain or retain business or a business advantage for the organization. An “associated person” is defined widely to include people or entities that perform services for, or on behalf of, the organization regardless of their capacity. Therefore, an associated person may include, but is not limited to, the Company’s employees, agents, subsidiaries or joint venture partners.

The Company has adopted a Consultant Retention and Approval Policy, which requires due diligence and the prior approval of the General Counsel before the Company enters into any consulting relationship with a prospective consultant in connection with any business being sought or transacted. For further information, please see the Consultant Retention and Approval Policy.

Penalties

Individuals who violate the FCPA’s anti-bribery provisions may be imprisoned for up to five years and subjected to a fine of up to \$250,000 for each violation; corporations are subject to millions of dollars in penalties for each violation. Prosecutions under the Bribery Act may result in terms of imprisonment for individuals of up to ten years and unlimited fines. Companies are subject to unlimited fines and debarment from public contracts.

The Company is not permitted to reimburse fines imposed upon employees, officers, directors, agents or other representatives for FCPA or Bribery Act violations, and Company employees who violate the FCPA or Bribery Act will have their employment terminated for cause and their actions may be disclosed to the U.S. Department of Justice or the U.K. Serious Fraud Office. Persons or entities that provide services to the Company as independent contractors, representatives or agents should similarly expect to have their contracts terminated for cause if they violate the FCPA or Bribery Act. The

Company may actively seek to recoup any losses which it suffers as a result of a violation of the FCPA or Bribery Act from the individual or entity who carried out the prohibited activity.

Education, Monitoring and Enforcement

The Company has implemented and maintains a program to provide ongoing anti-corruption education and training to Company employees, officers, directors, agents and representatives and a program to actively monitor compliance with this Policy and the Anti-Corruption Laws by all Company employees, officers, directors, agents and representatives. The General Counsel will, in co-ordination with the Board, monitor the effectiveness and review the implementation of this Policy on a regular basis.

Further Information

This Policy can only provide general guidance on the requirements of the Anti-Corruption Laws and you should consult with the General Counsel when more specific guidance is needed.