

# ONEOK Partners Code of Business Conduct and Ethics

The ONE in Energy™



**ONEOK  
PARTNERS**



## ONEOK Partners Code of Business Conduct and Ethics

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## ONEOK Partners Code of Business Conduct and Ethics

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Dear ONEOK Partners Employees,

ONEOK Partners has built a reputation as a company with integrity. This reputation is a valuable company asset that has developed and grown over time. Our employees take great pride in “doing the right thing” while performing their job duties.

In today’s fast-paced society where news is spread instantly around the world, we, like all businesses, find ourselves operating under more scrutiny than at in any other time in history.

The following Code of Business Conduct and Ethics provides guidelines for ethical issues that may arise when dealing with fellow employees, customers, suppliers, competitors or the general public. It is the responsibility of each ONEOK Partners director, officer and employee to understand and adhere to the guidelines outlined in the Code.

Please take time to read through the following pages and think about how the Code pertains to you and your work at ONEOK Partners. It is my hope, as well as the hope of our leadership team, that the Code will be a valuable tool for you when you are faced with ethical dilemmas. If you have questions or concerns after reviewing the Code or at any time, please do not hesitate to talk to your supervisor or the Code administrator to receive clarification.

With your continued dedication and commitment, we can maintain and further enhance our reputation as a company that operates with integrity.

Sincerely,

A handwritten signature in blue ink that reads "John W. Gibson".

John W. Gibson  
Chairman, President and Chief Executive Officer, ONEOK Partners

## ONEOK Partners Code of Business Conduct and Ethics

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### Why We Have a Code of Business Conduct and Ethics

ONEOK Partners, L.P.'s (ONEOK Partners" or "the Company") actions are founded on trust, honesty and integrity through open communications and adherence to the highest standards of personal, professional and business ethics.

This Code of Business Conduct and Ethics provides behavioral guidance to ensure we conduct our business with integrity and in full compliance with all laws and regulations. Adherence to the standards contained in this Code will help ensure we make business decisions consistent with these values.

This Code is intended as an overview of the Company's guiding principles and not as a restatement of our policies and procedures.

This Code cannot and is not intended to cover every applicable law or provide answers to all questions; for that we must ultimately rely on each person's good sense of right and wrong, including knowing when to seek guidance from others of the appropriate course of action.

Responsible companies are expected to comply with laws and regulations and to always respect the intent underlying these laws and regulations, which, in many instances, means going beyond minimum legal requirements. This Code is based on all of us taking responsibility beyond what is required and establishes guidelines for ethical, as well as legal, behavior.

This Code is intended to meet the requirements of a "code of business conduct and ethics" under Section 303A of the New York Stock Exchange's Listed Company Manual.

### This Code Applies to All of Us

This Code applies to (i) all officers of ONEOK Partners GP, L.L.C. (the "General Partner"), the general partner of ONEOK Partners; (ii) all members of the Board of Directors, the Audit Committee and the Conflicts Committee of the Board of Directors of the General Partner; and (iii) every employee, officer or director of the General Partner or ONEOK, Inc. working or providing services in any capacity on behalf of ONEOK Partners, including the General Partner's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions on behalf of ONEOK Partners (collectively, "employees").

It is the obligation of each of us to read and understand this Code and to integrate its standards into every aspect of our business. Each of us must follow these standards as we do our daily jobs.

We are each responsible for complying with this Code, reporting suspected violations and cooperating with the Company's investigation of potential violations.

*If you are unsure about how this Code applies to a particular situation, ask before you act.*

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages. If you have questions, ask them; if you have ethical concerns, raise them.

Questions of law and business ethics do not always lend themselves to simple answers. You legitimately may be unsure about how the Code applies to a particular situation.

Questions may be directed to the Vice President, Associate General Counsel and Secretary (“the Administrator”). The Administrator is the person responsible for overseeing and monitoring this Code and making it work companywide. Often, a single question asked to the Administrator can help the Company and our employees avoid serious legal problems.

## Share Your Concerns Without Fear

If you become aware of a Code issue, speak up. Employees who come forward with concerns play an important role in our being able to maintain a workplace environment consistent with our values. You have a responsibility to share information so that the Company can respond quickly and take appropriate action. One of the most important ways you can make a difference is by being aware of any unethical or illegal workplace activity and promptly reporting it.

If you do not feel comfortable using your name, you can share your concern anonymously.

## Non-Retaliation Policy

You cannot lose your job or your benefits, or be demoted, suspended, threatened, harassed or discriminated against for raising a Code concern honestly and in good faith 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 as you would a violation of the Code. All reports of retaliation will be investigated.

## Resources for Asking Questions or Reporting Concerns

Reporting suspected violations of the Code is critical and we all have an obligation to do so. If you have questions or are aware of suspected

violations, there are several resources available to you:

### Your supervisor

You are encouraged to take your questions and concerns to your supervisor. If you do not want to tell your supervisor about your concern, or if you do not believe your supervisor has taken appropriate action, you can also go to:

### The Code of Business Conduct and Ethics Administrator

- Name: Eric Grimshaw
- Email: [egrimshaw@oneok.com](mailto:egrimshaw@oneok.com)
- Phone: 918-588-7908
- Mail: ONEOK Partners, L.P.  
100 West 5<sup>th</sup> Street  
Tulsa, Oklahoma 74103  
Attn: Vice President, Associate General Counsel, Secretary
- Fax: 918-588-7971

### Any member of the Legal Department

You may contact the General Counsel or any other member of the Legal Department with whom you have worked.

- Name: John Barker
- Email: [jbarker@oneok.com](mailto:jbarker@oneok.com)
- Phone: 918-588-7946
- Mail: ONEOK Partners, L.P.  
100 West 5th Street  
Tulsa, Oklahoma 74103  
Attn: Legal Department
- Fax: 918-588-7971

### Any member of the Human Resources Department

You may contact the HR representative for your business unit or ONEOK Partners’ chief HR officer at:

- Name: David Roth
- Email: [droth@oneok.com](mailto:droth@oneok.com)
- Phone: 918-588-7924
- Mail: ONEOK Partners, L.P.  
100 West 5th Street  
Tulsa, Oklahoma 74103  
Attn: Human Resources
- Fax: 918-588-7960

## Violations of Accounting Practices and Internal Controls

Failure to comply with the Company's accounting, internal accounting controls or auditing practices could have severe consequences for ONEOK Partners and our stakeholders. If you have concerns with respect to these matters, you should report your concerns to:

### Chairman of the Audit Committee

- Name: Attn: Audit Committee Chair
- Email: [AuditChair-ONEOKPartners@oneok.com](mailto:AuditChair-ONEOKPartners@oneok.com)
- Mail: c/o ONEOK Partners, L.P.  
100 West 5th Street  
Tulsa, Oklahoma 74103  
Attn: Corporate Secretary
- Fax: 918-588-7971

### General Counsel

- Name: John Barker
- Email: [jbarker@oneok.com](mailto:jbarker@oneok.com)
- Phone: 918-588-7946
- Mail: ONEOK Partners, L.P.  
100 West 5th Street  
Tulsa, Oklahoma 74103  
Attn: Legal Department
- Fax: 918-588-7971

### ONEOK Partners Whistleblower Hotline

Please go to our Whistleblower Policy under the governance tabs on the ONEOK Partners Web site at [www.oneokpartners.com](http://www.oneokpartners.com).

## Illegal or Unethical Conduct

*ONEOK Partners core principle is simple: no illegal or unethical conduct will be tolerated.*

ONEOK Partners seeks to foster an environment that exceeds the minimum requirements of the law. As a result, we view any violation of the Code seriously. The actions of a single individual can undermine the reputation of the Company and all of our employees, as well as our directors and officers. Any violation of the Code by an employee may lead to significant sanctions, including termination.

*ONEOK Partners and our employees will comply with all applicable laws, rules and regulations.*

ONEOK Partners and its business units are subject to numerous external laws, rules and regulations. Violations of these rules expose the Company and our employees, officers and directors to potential monetary penalties, lawsuits, reputational damage, loss of stakeholder value and civil and criminal charges.

We are required to comply with the letter and intent of all applicable laws, rules and regulations and to act with integrity and in a principled and ethical manner. We must:

- Be aware of the laws, rules and regulations that affect our daily job responsibilities and understand how they apply to our work.
- Ask questions and gain clarification on the impact of applicable laws, rules and regulations prior to acting.
- Communicate any ethics and compliance concerns to your supervisor.

*Company money, property, services or anything else of value shall not be contributed, furnished or used for any unlawful purpose.*

Under no circumstances will any activity be authorized or undertaken by an employee that violates the provisions of the Foreign Corrupt Practices Act, federal or state election laws, bribery, or other applicable laws. At no time shall Company money, property, services or anything of value be contributed, furnished to or used by a political candidate or party except as authorized by federal and state law regarding political action committees and except for goods or services furnished and paid for in the ordinary course of the Company's business.

*Any illegal or unethical conduct must be reported immediately to your supervisor and/or the Administrator.*

All allegations of illegal or unethical conduct will be investigated.

## Confidentiality and Proprietary Information

*ONEOK Partners expects all employees, officers and directors to preserve the confidentiality of “proprietary information.”*

“Proprietary information” means any information relating or belonging to ONEOK Partners or any affiliated company that has economic or competitive value and is not available to the general public and includes all non-public information that might be of use to competitors or harmful to the Company, our business partners or our customers, if disclosed.

Proprietary information may include, but is not necessarily limited to: information relating to customers, customer lists or requirements; price lists or pricing structures; marketing information; business plans, strategies, philosophies or dealings; information regarding officers or employees; financial information and plans; information regarding Company disputes, litigation or compliance matters; design formulas; product lines; research activities; any document marked “confidential”; any information that employees might reasonably expect to be regarded as confidential; and any information that has been provided to the Company in confidence by any customer, supplier or other person.

ONEOK Partners employees, officers and directors often will have routine access to proprietary Company information. Proprietary information must not be disclosed to anyone outside the Company and should be disclosed internally only to those who need the information to perform their duties. The obligation to safeguard proprietary information continues even after the employee, officer or director leaves the Company.

Methods of safeguarding proprietary information include:

- Not discussing confidential, non-public information in hallways, elevators, at home or in other public places.
- Making sure that all transmissions by facsimile and e-mail including confidential information are appropriately secured and marked confidential.
- Making sure that all materials in your possession containing confidential, non-public information are appropriately secured in your office.
- Using the project code name at all times when referring to a project and not referring to the other party by name.

## Use of Inside Information

*ONEOK Partners employees, officers and directors must exercise care not to use inside information in trading securities.*

It is the Company’s goal to protect shareholder investments through strict enforcement of the prohibition against insider trading established in the federal securities laws and regulations. No employee, officer or director may buy or sell Company units at a time when they are in possession of “material, non-public (inside) information.”

There is, however, an exception for trades made pursuant to certain pre-existing trading plans established in compliance with applicable law. Passing such material, non-public information to someone who may buy or sell Company units is also prohibited. The prohibition on insider trading applies to the Company’s units and to stock of other companies if the employee, officer or director learns of material non-public information about those other public companies in the course of his or her duties for the Company. This prohibition also extends to certain non-employees who may learn about the “material non-public

information” about the Company, such as spouses, relatives and close friends of employees, officers and directors.

Violations can lead to significant penalties. Such a violation could occur when, for example, an employee buys or sells Company units based on material, non-public information they learned in the workplace. A violation also may occur if such information is communicated (or “tipped”) to another person with the knowledge that this person is likely to trade ONEOK Partners units.

The time to trade ONEOK Partners units is when the trading window is open. The trading window opens on the third business day following a public quarterly and/or annual earnings announcement and remains open until the first day of the following calendar quarter.

Information about potential acquisitions or other significant corporate transactions poses special insider trading risks. Even within the Company, such information should be shared only with those employees who have a “need to know” the information. ONEOK Partners employees who become aware of such information should avoid trades in the securities of ONEOK Partners and any other company involved in a potential transaction (or communications with others that lead to such securities trades).

*If you have any doubt whether it would be appropriate to trade ONEOK Partners units, consult with the Administrator.*

Insider trading is both unethical and illegal. To review the policy and for specific employee reporting procedures, refer to the Company’s Securities/Insider Trading Policy posted on ONEOK Online.

## Corporate Communications

*Only the Chief Executive Officer or his designee speaks for the Company.*

Any other employee, officer or director who receives an outside inquiry about the Company should refer the inquiry to the Vice President – Investor Relations and Public Affairs or his designee. Such requests for information could come from the news media, investors, financial analysts, government officials or any other member of the public.

Only the Chief Executive Officer or his designee is authorized to respond to these requests. The Company’s public image may be tarnished or its business harmed if employees, officers or directors make inaccurate statements that are publicly reported and any such statements may be a violation of the federal securities laws.

## Conflicts of Interest

When conducting ONEOK Partners business, we each have a duty to act in the best interests of the Company and to avoid actual or potential conflicts of interest.

*Avoid any situation in which your personal interests conflict with those of the Company. Exercise great care any time there might be even the appearance that you acted for reasons other than to benefit ONEOK Partners.*

Employees, officers and directors have a duty of loyalty to the Company and must therefore avoid any actual or apparent conflict of interest with it.

- Avoid actions that create – or even appear to create – conflicts of interest with the Company.
- Never use your position with ONEOK Partners for personal gain.
- If you think that you or a family member has a conflict of interest, tell your supervisor or the Administrator; if appropriate, obtain approval for the relationship.

You should not have an interest in any transaction involving the Company beyond your interest as an employee, officer or director of ONEOK Partners. You must disclose to the Company any situation that could create an actual, or even the appearance, of a conflict of interest.

All employees who purchase goods and services for ONEOK Partners are placed in a position of trust. These employees must ensure that ONEOK Partners' best interest is their only consideration when contracting on the Company's behalf.

*You must avoid outside business interests that conflict with your primary obligation to the Company.*

Employees, officers and directors are not barred from outside business interests, provided that they do not conflict with their obligations to the Company. Outside business interests must not interfere with the responsibilities or effectiveness of job performance, or require use of Company facilities. Special considerations are involved when the outside business interest or second employer is a supplier, customer or competitor of ONEOK Partners. In those circumstances, the outside employment or business interest must be approved in advance by the Administrator.

Here are some examples of actual or potential conflicts of interest which would require an advance determination regarding the existence or non-existence of a conflict of interest.

### **Outside Employment**

- You or a close relative is employed by, provides for or receives payment from any competitor, supplier or customer.
- You or a close relative own a business that does business with ONEOK Partners.
- You have outside employment or business interests that interfere with your ability to do your job at ONEOK Partners.

- You conduct business on the side (not for ONEOK Partners) with any ONEOK Partners vendor, supplier, customer, contractor, etc.

### **Financial Interests**

- You or a close relative have an investment or other financial interest in a privately owned supplier, competitor or customer of ONEOK Partners.
- You or a family member owns more than one percent of the stock of any competitor, supplier or customer of ONEOK Partners.

### **Public Service**

- You volunteer at a charity or other organization that is considering an issue involving ONEOK Partners.
- You raise money for a charity during working hours (except where sponsored by ONEOK Partners).

### **Speeches and Presentations**

- You are offered a fee for outside speeches or presentations in connection with your work for ONEOK Partners.

### **Personal Relationships**

- You supervise or are supervised by a close relative or partner.
- You are considering hiring a close relative or partner as an employee or contractor.

### **Boards**

- You are asked to serve on a board of a company that competes with ONEOK Partners.
- You are considering accepting a board appointment where the commitment may interfere with your job.
- You are on a board that is considering a decision that may affect ONEOK Partners.

### **Political Relationships**

- You work on a political campaign during working hours.
- You are expressing political views in a setting where your audience may think you are speaking on behalf of ONEOK Partners.

- You make contributions or payments to political parties or candidates on behalf of ONEOK Partners.
- You run for political office.

*To review the policy and specific employee reporting procedures, employees should refer to the Company's Statement of Policy Regarding Conflict of Interest posted on ONEOK Online.*

## **Gifts, Entertainment and Other Favors**

Accepting or giving gifts, entertainment and other favors can also create a potential or actual conflict of interest. The Code forbids excessive entertainment, travel or gifts of other than nominal value provided to, or by, companies doing business with ONEOK Partners. "Gifts, entertainment and other favors" means anything of value. Examples of these include, but are not limited to: meals, lodging, discounts, prizes, travel, tickets, or money in any form or stock.

### **Accepting Gifts, Entertainment or Favors**

In the course of your work for ONEOK Partners, you may be offered gifts, entertainment or other favors from customers, suppliers, vendors or other business contacts. Accepting such things usually makes us feel that we should do something in return. This could affect our ability to make objective business decisions in the best interest of ONEOK Partners.

In general, the only kinds of gifts and entertainment that you may accept from anyone who does or may do business with ONEOK Partners are:

- Infrequent gifts of nominal value, such as pens, calendars, or small promotional items related to business.
- Occasional reasonably priced meals with a business contact.

- Occasional attendance at local sports, theater or other cultural events with a business contact.

Each of us must not:

- Accept anything if it will make you feel you should do, or promise to do, anything in return.
- Accept anything in return for giving someone ONEOK Partners business.
- Accept anything that does not have a business purpose.

If you receive anything that does not meet these guidelines, you should return it and explain that our policy does not allow you to keep it. If you are not sure whether the gift, entertainment or favor violates this policy, talk to your supervisor or the Administrator.

### **Gifts, Entertainment or Favors to Government Officials**

*No result sought by a ONEOK Partners employee, officer or director ever justifies bribery. Providing or receiving an improper payment is a serious violation of the Code.*

It is illegal and a violation of this Code for any employee, officer or director to offer, promise, or give, directly or indirectly, a "kickback" or anything of value, regardless of amount, to induce or influence a business or government decision or to secure an improper advantage. Examples of payments that may be forbidden include cash, gifts, meals, entertainment, business opportunities, offers of employment, contributions to charitable organizations and more. These activities could be considered bribery or corruption.

## Corporate Opportunities

No employee, officer or director may personally take opportunities that are discovered through the use of Company property, information or position for personal gain or compete with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when there is an opportunity to do so.

## Business Conduct

### Fair Dealing

Each employee, officer or director shall deal fairly and in good faith with the Company's customers, employees, suppliers, regulators, business partners, competitors and others.

*We are committed to fair dealing.*

- Do not mislead, misrepresent, deceive or take unfair advantage of customers or suppliers.
- Buy from suppliers and sell to customers based on appropriate business considerations such as quality, price, service and reliability.
- When buying goods or services on behalf of the Company, treat all potential suppliers fairly and honestly.
- Never indicate to any supplier that our relationship with them may be affected by personal favors, donations to charity, etc.
- Do not offer gifts, entertainment or favors to win or keep business.

*Treat ONEOK Partners customers with respect.*

Treat every customer, co-worker and supplier as you would like to be treated. Each contact shapes our reputation in the marketplace. This professionalism becomes particularly important if suspension of service to a customer is ever in question. Abusive conduct has no place in any customer relationship and will not be tolerated.

## Government Relations

All ONEOK Partners employees, officers and directors who come into contact with government agencies must exercise care in any statement made to the agency or any of its personnel. The Company will not tolerate false statements (verbal or written) to a government agency - local, state or federal. Deliberate false statements to government officials can expose the individual involved to serious penalties. In general:

- Be careful to make clear that you do not speak or act for ONEOK Partners unless you have been authorized to do so.
- If you are contacted by a government official in connection with your work or are asked to provide information in connection with a government agency inquiry or investigation, you should promptly notify either an attorney in our Legal Department or a member of our Governmental Relations staff to ensure that the matter is handled fully and appropriately.
- Do not contact the government to influence legislation, regulations, or decision-making on behalf of ONEOK Partners without consulting an attorney in the Legal Department or the Government Relations staff.

## Competition

ONEOK Partners is committed to vigorous competition in the marketplace. Conduct aimed at limiting this competition is inconsistent with the Code and may violate the antitrust laws.

ONEOK Partners' business decisions must reflect the Company's independent business judgment - not an agreement with our competitors. You must not enter into any agreement or understanding with competitors, however informal, that could be perceived as an attempt to fix prices at certain levels, "allocate" a particular market, boycott certain suppliers or to limit the availability of a particular product or service. ONEOK Partners

employees whose work involves frequent contact with competitors (such as through trade association activity) must be particularly wary of this risk.

The antitrust laws are very complex. Penalties for violation may include high fines and even imprisonment. In general:

- Do not discuss sensitive business topics such as prices, sales terms, business or marketing plans, margins, costs, production capacity, inventory levels, trade programs or discounts with competitors.
- If a competitor raises any of these issues, no matter how casually, stop the conversation immediately and explain that it is against our policy to discuss these matters.
- Contact a member of our Legal Department for specific guidance about the antitrust laws and to report any inappropriate conversations with competitors.

## Conduct Involving Inter-Affiliate Matters

We will comply with all laws, rules, regulations and tariffs pertaining to conduct involving inter-affiliate and inter-business unit matters.

Our regulated operations are subject to state and federal regulations and codes of conduct, including regulations of the Federal Energy Regulatory Commission, designed to ensure that the Company's regulated operations do not subsidize or otherwise grant an undue preference or advantage to their affiliate companies or non-regulated operations.

All Company employees, officers and directors are required to know of these restrictions and ensure that their actions are in compliance with these safeguards against affiliate abuse.

## Protection and Use of Company Assets

Company assets, such as information, materials, supplies, time, intellectual property, software, hardware, Web sites and facilities, among other property, are valuable resources owned, licensed or otherwise belonging to the Company.

Safeguarding Company assets is the responsibility of all of us. All Company assets should be used for legitimate business purposes. The personal use of Company assets without permission is prohibited.

Each of us must:

- Use Company resources responsibly to ensure that they are not misused or wasted.
- Manage budgets, expenses and other funds accurately.
- Follow ONEOK Partners travel rules and policies, which are designed to maximize efficiencies and minimize costs.
- Be attentive to security procedures and be alert for situations that may lead to loss, theft or misuse of resources.
- Keep personal use of ONEOK Partners resources to a minimum. Occasional personal use of computers, copier and fax machines and telephones is permitted as long as it does not distract from your responsibilities and is in compliance with ONEOK Partners policies and procedures.
- Do not allow other people, including friends and family members, use of ONEOK Partners resources.
- Always use your own user ID and password while on a ONEOK Partners computer and never give out your password to anyone.
- Never use unauthorized software on a ONEOK Partners computer.
- Treat Company assets with care and avoid any use that might lead to loss or damage.

## Workplace Conduct

We take a proactive stance on compliance with all applicable laws, rules and regulations and expect that all employees, officers and directors acting on behalf of the Company will obey the law. In addition, we require that our officers and employees comply with the following workplace policies and applicable laws and regulations.

*ONEOK Partners is committed to a safe work environment.*

We believe that occupational injuries and illnesses are preventable and can be eliminated. No production goal, cost saving, time saving or competitive advantage is worth an injury of any kind. We are committed to:

- Ensuring that safety continues as a core value that is integrated into our business activities.
- Providing a workplace that meets or exceeds applicable safety and health laws and regulations.
- Establishing our own safety and health standards and technical guidance based on best practices.
- Striving to continually improve our safety and health performance.
- Encouraging all ONEOK Partners personnel to contribute to safety improvements.

The nature of our business makes it critical that ONEOK Partners personnel adhere to all applicable safety standards. Any failure to adhere to these standards must be reported promptly to your supervisor or the Administrator.

*We are committed to environmental responsibility.*

It is our policy to conduct our business with a sincere and proper regard for the environment. As a result, we are subject to many governmental requirements and environmental laws. Those

governmental requirements set the minimum standard of conduct.

We should each:

- Know and comply with applicable laws and regulations and consult with our Environment, Safety and Health Group and the Legal Department to learn more about applicable laws.
- Support the sustainable use of natural resources including water conservation, the reduction and beneficial reuse of waste and energy conservation.

All employees are expected to act as responsible citizens by adhering to workplace rules and regulations concerning the environment.

*Discrimination has no place in workplace decisions.*

A fundamental philosophy that guides our business is a deep respect for the dignity of all individuals employed by ONEOK Partners. Consistent with this philosophy and requirements under the law, we are committed to the professional development of a diverse work force through equal employment opportunity. We will:

- Recruit, promote and support the professional development of a diverse work force.
- Hire without regard to race, color, sex, pregnancy, sexual orientation, age, religion, creed, national origin, gender identity, disability, veteran status or other categories protected by applicable law.
- Train, promote and compensate based on the ability, achievement, experience and conduct of the employee without regard to race, color, sex, sexual orientation, age, religion, creed, national origin, gender identity, disability, veteran status or other categories protected by applicable law.
- Embrace the diversity of each other's talents, abilities and experiences.

*Harassment of employees will not be tolerated.*

In maintaining a workplace environment consistent with our values, we are committed to providing our employees with a work environment free from harassment, intimidation and other inappropriate behavior. We prohibit harassment of our employees, in any manner, on the basis of sex (with or without sexual conduct), race, religion, color, national origin, age, sexual orientation, disability, military status or protected activity.

Harassment may take many forms, making a single, specific definition impossible. Harassment generally means acting with hostility or aversion to a person because of their protected status or activity. Sexual harassment means unwelcome sexual advances, requests for sexual favors and other physical or verbal conduct (not necessarily sexual in nature) by a supervisor, co-worker, any third party on Company property or a Company contractor/vendor off premises when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment.
- Submission to or rejection of such conduct by an individual is used as a basis for employment decisions affecting such individual.
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Any such conduct should be reported to the ONEOK Partners Equal Employment Opportunity coordinator.

*We are committed to a violence-free workplace.*

We should each:

- Report any act, whether physical or psychological, which threatens or harms an employee in a violent or potentially violent manner.

- Not possess (except where allowed by law) or use a weapon while on Company premises or at Company functions.

Any reported situation that contains even the slightest possibility for workplace violence, even if meant as a joke, will be investigated by the appropriate Company personnel and the Legal Department.

*ONEOK Partners maintains a drug and alcohol-free work environment.*

A safe and productive working environment cannot be assured if any employee allows the abuse of alcohol or drugs to interfere with his or her performance. We are committed to maintaining a drug and alcohol-free workplace. In general:

- Do not sell, use or be under the influence of alcohol, non-prescribed drugs, narcotics or any other "controlled substance," as defined by criminal statutes while at work.
- Participate in ONEOK Partners awareness programs to educate yourself about the hazards of substance abuse and addiction.
- Contact the ONEOK Partners confidential Employee Assistance Program if drug or alcohol abuse may be affecting you or your job performance.
- All employees are subject to testing for drugs or alcohol at work.

*The Company's records are accurate.*

Each ONEOK Partners employee, officer and director must deal truthfully with the Company. That truthfulness must be reflected in account statements, expense reports, financial records and every other document prepared in the course of our business. No circumstances, for example, justify the maintenance of "off-the-books" accounts to facilitate unrecorded or illegal payments. If you become aware of intentional false statements or omissions in any Company document, you must report this information

promptly to the Chair of the Audit Committee or the Administrator.

## Accurate and Timely Disclosure and Financial Reporting

We are committed, and it should be the objective of each employee, officer and director involved in the disclosure and financial reporting process, to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that we are required to file with the Securities and Exchange Commission and other government agencies and in other public communications we make. To this end, we shall:

- Comply with generally accepted accounting principles or regulated accounting principles, as applicable, at all times.
- Maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded.
- Maintain books and records that accurately and fairly reflect the Company's transactions.
- Prohibit the establishment of any undisclosed or unrecorded funds or assets.
- Maintain a system of internal controls that will provide reasonable assurances to management that material information about the Company's periodic reports are being prepared.
- Present information in a clear and orderly manner and avoid the use of legal and financial jargon in the Company's periodic reports.

The integrity of the accounting and financial reporting process depends on employees acknowledging their roles and responsibilities. Accordingly, it is each person's responsibility to promptly bring to the attention of the Company's Chief Financial Officer, Chief Accounting Officer or General Counsel any material information that he or she may become aware that could affect the disclosures made by the Company in its public

filings or otherwise to assist the Company's management in fulfilling its responsibilities as specified in this Code and in making the required certifications of the Company's period reports.

## Seeking Guidance

This Code cannot provide definitive answers to all questions. The Company has a number of resources, people and processes in place to answer questions and provide assistance regarding this Code. If you have questions regarding any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Administrator or the other resources identified in this Code. Copies of this Code are available from the Administrator and from ONEOK online.

## Violations of the Code

Violations of the Code are serious offenses that may result in disciplinary action, reprimand, suspension, dismissal or civil action by the Company. In addition, violations of the Code that are also violations of law may result in fines, penalties, criminal prosecutions or other legal remedies.

## Reporting and Effect of Violations

Every employee, officer and director has a duty to adhere to this Code and all Company policies. Supervisors and other who receive reports of potential code violations play a very important role in upholding the Code. ONEOK Partners encourages supervisors to talk to their employees about their concerns. Supervisors and others who receive reports of potential code violations need to be prepared and know how to handle any concerns or reports regarding the Code.

You should:

- Make sure that you know, understand and model your behavior consistent with the Code.
- Let those employees reporting to you know that you are available to discuss their concerns.
- Support those employees reporting to you who raise concerns honestly and treat them with respect.
- Take questions and concerns from those employees reporting to you seriously.
- Feel free to seek guidance before responding.
- Act to stop violations of the Code or the law by those employees reporting to you.
- Raise all concerns to the appropriate level and function.
- Never let those employees reporting to you feel that their concerns are being ignored.
- Ensure that no retaliation occurs against someone for reporting a suspected violation of the Code.

Officers and directors shall report, in person or in writing, any known or suspected violations of the laws, governmental regulations or this Code to the Administrator. Directors also must report any known or suspected violations to the Chair of the Company's Audit Committee. Employees who are not officers or directors shall report such violations to their immediate supervisor and the Administrator. The Company will not allow any retaliation against an employee, officer or director who acts honestly and in good faith in reporting any such violation or suspected violation.

The Administrator will ensure that any reported violations will be investigated and will oversee an appropriate response, including corrective action and preventative measures.

## Waivers

The provisions of this Code may be waived for employees who are not directors or executive officers by the Company's Chief Executive Officer.

The provisions of this Code may be waived for directors or executive officers, including the Company's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, only by the Company's Audit Committee.

Any waiver of this Code granted to a director or executive officer, including the Company's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, will be publicly disclosed as required by the listing standards of the New York Stock Exchange and the applicable rules of the Securities and Exchange Commission.

This Code is a statement of ONEOK Partners' expectations for individual and business conduct. It is not intended to and does not, in any way, constitute an employment contract or assurance of continued employment and does not create any rights for any employee, client, supplier, competitor, shareholder or any other person or entity.

## When in Doubt

If you are in doubt about a business conduct situation, ask yourself the following questions:

- Is it legal? If legal, is it ethical?
- Does it violate ONEOK Partners policy?
- Is it consistent with ONEOK Partners' values?
- Is it fair and just?
- How does it make me feel about myself?
- What would my family think about it?
- How would it look in a newspaper article?
- Will I sleep soundly tonight?
- What would I tell my child to do?

If you are unsure about what to do, ask questions and keep asking until you are certain you are doing the right thing.

Adopted: May 17, 2006.

Amended and restated: January 16, 2007.

Amended and restated: December 9, 2008.

Amended and restated: February 17, 2010.

## ONEOK Partners Code of Business Conduct and Ethics

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### QUESTIONS AND ANSWERS

**Q: Your brother-in-law is a manager at ABC Pipe, a vendor supplying pipe to ONEOK Partners annually. Do you disclose? Does this create a conflict of interest?**

A: Disclose these facts to your supervisor who may then send it up the chain of command to the CEO for a determination that there is or is not a conflict of interest. Be truthful in your disclosure. Disclose all the facts. Cooperate by answering questions.

**Q. As a manager, are you authorized to approve a contract for janitorial services for ONEOK Partners facilities when the janitorial service is owned by an employee of ONEOK Partners?**

A. No. Such a request must go up the supervisory chain of command to the CEO for a determination that there is or is not a conflict of interest. If you are the employee owning the janitorial service, be sure you have proof that the proper approvals have been obtained before you sign the contract to provide such services.

**Q: A local newspaper reporter calls you to discuss “off the record” an incident that occurred at your facility where three persons were injured. Do you have that discussion?**

A: No. Only the CEO or his designee may speak for the company. Contact the Vice President – Investor Relations and Public Affairs or someone who reports to him for advice on how to handle this situation.

**Q: Your friend wants to expand an office supply store, and you want to invest by co-signing a loan for \$100,000 and spending week-ends doing the accounting. In exchange, you’ll get a 2% ownership interest in the business. One week-end while you are preparing a monthly accounting report, you realize the business sold \$5,000 worth of office supplies to ONEOK Partners. Do you disclose? Does this present a possible conflict of interest?**

A: Yes. You have unknowingly gotten yourself into a possible conflict of interest situation. You must disclose the situation to your supervisor and seek a determination up through the supervisory chain of command to the CEO as to whether it constitutes a conflict of interest.

**Q: Your son will begin work at a summer job driving a delivery truck for a major pipe supplier to ONEOK Partners. Do you disclose?**

A: Yes. Like many issues under the Code of Business Conduct and Ethics, the specific facts and circumstances must be considered before you can determine if there is a potential conflict of interest. You must disclose the situation to your supervisor and seek a determination up through the supervisory chain of command to the CEO as to whether it constitutes a conflict of interest.

**Q: You are working on your laptop regarding a confidential business matter while sitting in the bleachers waiting for your daughter’s soccer game to start. Would this be a violation of the Code of Business Conduct and Ethics?**

A: It could be a violation depending on other facts. Is there anyone else around who can see information looking over your shoulder? Can you secure your laptop that contains confidential information in this environment? For instance, can it be stolen?

**Q: Your “favorite” uncle asks you if you think ONEOK Partners is a good investment because he heard a rumor that ONEOK Partners was about to buy another pipeline. How do you respond?**

A: You may not disclose material non-public information to anyone outside the company. You should tell your uncle that you cannot comment on any non-public matters involving the company, including rumors.

***Q: I saw my supervisor doing something that seemed unethical, but I'm afraid to report the suspected violation. Will I get in trouble or hurt their reputation by making a report?***

A: No. You cannot get in trouble or hurt your supervisor's reputation by making a report. You will not be held responsible for reports made in good faith, even if they turn out to be unfounded. Investigations are conducted in an objective, fair and confidential way to ensure that employees' reputations are protected.

***Q: I have a concern, but it's not covered by the Code of Business Conduct and Ethics. Does that mean there is no problem?***

A: No. The Code of Business Conduct and Ethics cannot possibly answer every question or ethical dilemma. If something does not seem right to you, ask your supervisor or one of the other people listed in the Resources section of the Code.

***Q: I have seen activities at ONEOK Partners that may compromise the environment or create an environmental hazard. What should I do?***

A: Report it. If you are aware of any potential violation of law or Company policies or procedures, it is your responsibility to report it.

***Q: I am a supervisor. One of my employees and I had dinner with a vendor rep. My employee made several flirtatious remarks to the vendor rep. I thought this was a personal issue and didn't say anything. Am I right?***

A: No. If you tolerate your employee's inappropriate behavior, you are giving the message that it is acceptable. Your employee should behave the same way at a business meeting as they would behave in the office. You should counsel the employee on appropriate business behavior.

***Q: I overheard a co-worker threaten another employee, who is afraid to report the incident. What should I do?***

A: Report the incident immediately. ONEOK Partners will not tolerate acts or threats of violence and will investigate all reports. You have a responsibility to act when you know of a threat or risk to any of our employees.

***Q: I overheard my supervisor tell my co-worker a joke involving religion that made him uncomfortable. I don't want to get in the middle of anything. What should I do?***

A: Report it. All employees are entitled to a workplace where their co-workers and supervisors treat them with dignity and respect. You should report the matter even though doing so may make you uncomfortable.

***Q: I feel as though I was not given a promotion because of my gender. What should I do?***

A: Report it. ONEOK Partners policy requires that employment decisions be made without regard to the gender of the candidate. If you feel you were treated unfairly, please report your concern.

***Q: My supervisor suggested using an unsafe practice to speed up plant processing. I know our production goals are very important, but I don't feel that the new process is safe. What should I do?***

A: Report it. Never compromise safety. No production goal, cost saving, time saving or competitive advantage is worth an injury of any kind. Every employee has the right to refuse to do work reasonably perceived to be dangerous to personal health or safety.

***Q: While waiting to see a customer, I ran into a representative from a competitor. We talked about sports, and then he said that he would limit his sales pitch to certain products if I would do the same. This sounded like a good deal for both our companies. Is it?***

A: No. It is against the law to agree with competitors about anything related to the sale of our products. It is best to limit your conversation with competitors to non-business topics such as sports or the weather.

***Q: I heard about a meeting that a competitor is holding at a trade show that I will be attending. I don't think they will allow me to attend if they know that I am from ONEOK Partners. Should I go if I pose as a customer?***

A: No. Obtaining information about a competitor by disguising your identity is never appropriate.

Gathering information about competitors is a legitimate business activity when done lawfully and ethically. You should also consult with the Legal Department before attending any meeting with a competitor, because such meetings may raise antitrust concerns.

***Q: To help me do a better job at ONEOK Partners, I kept several documents that I used at my previous employer describing various processes they used. May I use them at ONEOK Partners?***

A: It depends. If the documents contain confidential or proprietary information, you should not use or share this with ONEOK Partners. ONEOK Partners expects all employees to honor any nondisclosure agreements on the confidential information they have obtained at previous jobs. If you are unsure, talk to a member of our Legal Department before using or sharing the information.

***Q: A vendor has invited me to speak at one of their meetings. Is that okay?***

A: It depends. Obtain your supervisor's approval before speaking at any external events. Do not disclose any confidential information when presenting to outsiders. Do not accept payment of expenses if it could cause a conflict of interest, such as to gain favorable treatment from ONEOK Partners.

***Q: My brother is an electrical contractor and is located near one of our gas plants. He wants to provide services for the plant. Is he allowed to perform services at ONEOK Partners facilities?***

A: It depends. Your brother may approach ONEOK Partners to offer his services as long as you have no responsibility for procuring these services, and you have no involvement in the selection process. His company will need to go through the established selection process and meet ONEOK Partners criteria. You should tell your supervisor about such situations and obtain a determination up the supervisory chain of command to the CEO that the situation does, or does not, present a conflict of interest.

***Q: I have a personal blog where I share my thoughts and feelings with my friends. What should I consider before including any work-related information?***

A: Be careful. Media tools such as blogs, wikis, networking sites, etc. are subject to the same rules as any other communications. Do not disclose any confidential business information. For example, do not write about acquisitions, organizational changes, relationships with customers or vendors, financial information, personal employee information (address, phone numbers, employee identification numbers, etc.), or any other sensitive or confidential information and do not use any ONEOK Partners trademark or logos.

***Q: I was already planning on selling ONEOK Partners common units, but I just found out about some information not available to unitholders outside of ONEOK Partners. May I still make the trade?***

A: No. If you buy or sell Company units while aware of material nonpublic information, you will be considered to have traded on the basis of that information even though it was not a significant factor in your trading decision.

***Q: I'm doing volunteer work for a local hospital. Every month they need me to make copies of flyers. If I bring my own paper from home, is it okay for me to use the office equipment?***

A: No. You cannot use ONEOK Partners resources for employee-initiated volunteer work. Occasional incidental use would be acceptable, but this appears to be a regular activity. While you would be using your own paper, you are still using ONEOK Partners resources, such as toner, ink, and network band-width.

***Q: A new employee doesn't have access to the network yet. May he borrow my password?***

A: No. He must wait until he has received his own password. You are responsible for any activity processed under your password. By keeping a tight control over your password and changing it periodically, you are protecting ONEOK Partners data from unauthorized users.

***Q: A vendor who would like ONEOK Partners' business invites me to lunch at least twice a month. Is this okay?***

A: It depends. Accepting lunch invitations is okay if you are meeting for a business purpose, but frequent or extravagant meals can appear to create a conflict of interest. Consult your supervisor if a vendor constantly invites you to lunch. Tell the vendor about our Code and keep lunch meetings with vendors to a reasonable limit.

***Q: A vendor offered to deliver the excess scrap materials from a project he completed to my house. The project is finished, and ONEOK Partners would just throw away the scrap materials anyway. Is this okay?***

A: No. Never accept items from ONEOK Partners vendors for personal use.

***Q: My supervisor asked me to prepare a purchase order for \$40,000, but her approval authority is only \$20,000. Can I break the request into two purchase orders to avoid having to get an approval from a higher level?***

A: No. Create the purchase order for the \$40,000 and obtain the necessary approvals. If you are uncomfortable challenging your supervisor, report the incident to the Legal Department or the Administrator.

***Q: My supervisor has asked me to make a journal entry that I don't agree with to "make the numbers." What should I do?***

A: Report it. Inaccurate financial reporting can result in serious consequences for the Company. Report the matter immediately to the Legal Department or the Administrator.