



**CODE OF CONDUCT**  
**ADOPTED APRIL 26, 2012<sup>1</sup>**

**PUTTING THE CODE OF CONDUCT TO WORK**

**Meeting Our Shared Obligations**

Our business depends on the reputation of Battalion Oil Corporation and its subsidiaries (the “*Company*”) and its employees for integrity and principled business conduct. **This Code of Conduct** (this “*Code of Conduct*,” or this “*Code*”) **helps each of us in this endeavor by providing a statement of fundamental principles and key policies and procedures that govern the honest and ethical conduct of our business.** While this Code provides a brief summary of the standards of conduct that are the foundation of our business operations, it is not possible to cover all situations confronting our personnel in the day to day conduct of their many activities. We must rely on the individual judgment and personal ethical standards of each of us to maintain a high standard of honesty and integrity in conducting our business.

This Code applies to all of our directors, officers, and employees. In addition, we expect others who work on our behalf, such as agents and consultants, to be guided by this Code in their work on our behalf. 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.

**RESPONSIBILITY TO OUR ORGANIZATION**

**Compliance with Governmental Laws, Rules and Regulations**

We, at the Company, are committed to conducting our business and relationships in accordance with all applicable laws, rules and regulations, including insider trading laws, and in accordance with high standards of business ethics.

If a law conflicts with a policy of this Code of Conduct, you must comply with the law; however if a local custom or policy (other than a policy set forth in the Code of Ethics for the Chief Executive Officer and Senior Financial Officers as applicable to them) conflicts with this Code of Conduct, you must comply with this Code of Conduct.

**Conflicts of Interest**

A conflict of interest occurs when your private interests interfere in any way (or even appear to interfere) with the interests of the Company as a whole. You must conduct the Company’s business in an honest and ethical manner, including the ethical handling or avoidance of actual or apparent conflicts of interest between personal and professional relationships, and not act in a manner that could cause you to

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<sup>1</sup> *Reaffirmed, ratified and approved by the Board on October 15, 2019.*

lose your independence and objectivity or that could adversely affect the reputation of our Company or damage the Company in any way.

Although we cannot list every conceivable conflict, every employee should disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Company's General Counsel (the "**General Counsel**"). Every member of the Board of Directors and the General Counsel should disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chairman of the Audit Committee of the Board of Directors. The following are some common examples that illustrate actual or apparent conflicts of interest to be avoided:

### ***Improper Personal Benefits from the Company***

Conflicts of interest arise when an employee, officer or director, or a member of his or her immediate family (spouse, parents, children and siblings, whether by blood, marriage or adoption (including mother-in-law, father-in-law, brother-in-law and sister-in-law), collectively being the "**Immediate Family**") or persons living in such employee's, officer's or director's household, receives improper personal benefits as a result of his or her position in the Company. The persons identified in the preceding sentence may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of your personal obligations. Personal loans by the Company to our executive officers and directors are prohibited.

### ***Interests in Other Businesses and Business Arrangements with the Company***

In general, employees of the Company, members of their Immediate Families and persons living in such employee's household (together "**Employee Representatives**") may not own or hold any material interest in any other enterprise if that interest compromises such employee's loyalty to the Company. Employee Representatives may not own or hold a material interest in a company that competes with the Company or in an entity with which the Company does business, nor may an employee participate in a joint venture, partnership or other business arrangement with the Company or any of its affiliates, in each case without the approval of the General Counsel after consultation with the Chairman of the Audit Committee. In addition, an Employee Representative may not act as a director, officer, consultant or employee for any business institution with which we have a competitive or significant business relationship, unless so requested by the Company or approved by the General Counsel after consultation with the Chairman of the Audit Committee. Nor may an Employee Representative accept, unless so approved, directly or indirectly, money or benefits of any kind from a third party as compensation or payment for any advice or services that the Employee Representative may provide to any persons or entities in connection with its business with the Company. In any case where the person seeking approval of an activity under this paragraph is the General Counsel, the Chairman of the Audit Committee shall make the relevant decision.

Our directors should disclose any actual or potential conflict of interest involving such director to the Chairman of the Audit Committee, including the existence of any of the following:

- (i) any material or controlling interests owned or held in a company that competes with the

Company or in any entity with which the Company does business or has any participation in a joint venture, partnership or other business arrangement with the Company or any of its affiliates, (ii) any instance when such person is acting as a director, officer, consultant or employee for any business institution with which the Company has a competitive or significant business relationship, and (iii) any compensation or payments for any advice or services that such person may provide to any persons or entities in connection with its business with the Company. In the event an actual conflict of interest involving a director shall arise (as opposed to a potential conflict of interest), such director shall also report such conflict to the entire Board of Directors. The Audit Committee of the Board of Directors has the authority to evaluate conflicts of interest and recommend actions to be taken by the Board of Directors in connection with conflicts of interests or to report the existence of any such conflict of interest to the full Board of Directors for it to take action.

An ownership interest of less than 1% of the equity securities of a publicly traded company by officers, directors or employees will not be deemed to raise a conflict of interest.

### ***Corporate Opportunities***

**As employees, officers and directors of the Company, we owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.** An employee, officer or director can violate this duty if he personally profits from a business opportunity which rightfully belongs to the Company. An employee is prohibited from taking for himself personally opportunities that are discovered through the use of corporate property or information or his position at the Company. Similarly, an employee may not use corporate property, information or his position for personal gain, nor may he compete with the Company or market products or services in competition with the Company's current or potential business activities.

### ***Outside Employment or Activities With a Competitor***

Except as otherwise approved in writing as discussed under "Waivers of the Code of Conduct," the Company expects all employees to devote their full business time to their employment with the Company. The simultaneous employment with, or serving as a director of or a consultant to, a competitor of the Company is prohibited for all employees, as is any activity that is intended to or that an employee should reasonably expect to advance a competitor's interests, in each case without approval of the General Counsel. It is each employee's responsibility to consult with the Company's General Counsel to determine whether a planned activity will compete with any of the Company's business activities before he or she pursues the activity in question. If such person is the General Counsel, he or she shall consult with the Chairman of the Audit Committee.

### ***Family Members Working in the Industry***

If, directly or indirectly, a member of an employee's Immediate Family is a competitor of the Company, does business with the Company, or is employed by a competitor or an entity which does business with the Company, an employee must disclose the situation to his supervisor

so that the Company may assess the nature and extent of any concern and how it can be resolved. Executive officers and directors should disclose such matters to the Chairman of the Audit Committee.

Periodically, the Company may distribute a conflict of interest questionnaire to all directors, officers, managers and certain other employees. Recipients of such questionnaire are to answer all questions fully and accurately and must certify as to the accuracy of the information given.

### **Insider Trading**

Employees, officers and directors who have access to non-public information regarding the Company and other entities are not permitted to use or share that information for purposes of trading securities of the Company or such other entity or for any other purpose except the conduct of our business. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is unethical and illegal. If you have any questions, please refer to the Company’s Insider Trading Policy, a copy of which is included in your employee manual and can also be obtained from the General Counsel, or consult the General Counsel.

### **Company Books and Records**

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. To the extent you are responsible for the completion or preparation of Company documents, you must prepare and complete all such documents accurately, truthfully, and in a timely manner, and when applicable, documents must be properly authorized. In addition, to the extent you are responsible for recording the Company’s financial activities, you must record such activities in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. Records should always be retained or destroyed according to any record retention policies that we may have.

### **Confidential Information**

You must maintain the confidentiality of proprietary information entrusted to you by the Company or the persons or entities with which the Company does business, except when disclosure is authorized or legally mandated. Proprietary information includes all non-public information that might be of use to competitors, or harmful to the Company or the persons or entities with which the Company does business, if disclosed. It also includes intellectual property such as trade secrets, patents, trademarks, including our name, and copyrights, as well as business, marketing and service plans, engineering, production and land information, geological and geophysical information, ideas, designs, databases, records, salary information, unpublished financial data and reports, and merger, acquisition and divestiture information of the Company, and information that the persons or entities with which we do business have entrusted to us. The obligation to preserve proprietary information continues even after employment or other relationship with the Company ends. Disclosure at any time also could be illegal and could result in civil or criminal penalties.

If, in doing business with persons not employed by the Company, you foresee that you may need to disclose confidential information, you should contact the General Counsel and discuss the possibility of entering into a Confidentiality Agreement.

### **Protection and Proper Use of Our Assets**

All employees, officers and directors should endeavor to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. All of our assets should be used for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted. The obligation of employees to protect our assets includes our proprietary information.

### **Responding to Inquiries from the Press and Others**

Company employees who are not official Company spokespersons may not speak with the press, securities analysts, other members of the financial community, stockholders or groups or organizations as a Company representative unless specifically authorized to do so by the Company's Chief Executive Officer.

### **Political Contributions and Activities**

Company employees are encouraged to maintain an interest in political matters, but should recognize that participation in politics is primarily a matter of individual choice. Involvement and participation in political activities must be on an individual basis, your own time, and at your own expense. Further, when an employee, officer or director speaks on public issues, it must be made clear that comments or statements made are such employee's, officer's or director's own and not those of the Company.

## **COMPETITION AND FAIR DEALING**

Employees, officers and directors should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. We must not take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

### **Antitrust (Competition) Laws**

The Company is firmly committed to compliance at all times with both the letter and spirit of United States and international antitrust and trade regulation laws, which generally prohibit agreements or actions that unreasonably restrain trade or competition (such as price fixing, market or customer allocation and boycotts). When you encounter situations that appear to involve antitrust issues, contact the General Counsel for further guidance.

## **DISCRIMINATION AND HARASSMENT**

We are firmly committed to providing equal opportunity in all aspects of employment and, consistent with the Company's policies, we have a "zero tolerance policy" for all illegal discrimination and harassment. Harassment covers a wide range of conduct, including unwelcome sexual advances or the use of racial epithets. If you have any questions, please contact the General Counsel.

## **PROHIBITION ON GIFTS TO GOVERNMENT OFFICIALS AND EMPLOYEES**

All employees, officers and directors who come into contact with government officials – domestic and foreign – must maintain high professional standards. Employees, officers and directors are prohibited from providing gifts, meals or anything of value to United States government officials or employees or members of their families on behalf of the Company without prior written approval from the General Counsel. Never offer anything of value to influence official acts or decisions of government officials, to obtain or retain business, or to secure any improper advantages. Bribery of government officials can lead to criminal penalties.

## **IMPLEMENTATION OF THE CODE OF CONDUCT**

### **Responsibilities**

While each of us is individually responsible for putting the Code of Conduct to work, we need not do it alone. The Company has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of this Code of Conduct are available from the General Counsel or on the Company's website.

### **Compliance Procedures**

All of us must work to ensure prompt and consistent action against violations of this Code of Conduct. This Code of Conduct cannot provide definitive answers to all questions. Therefore, it is important that we have a fair process by which violations of this Code of Conduct are determined. When faced with a new question or problem, keep the following in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question with which you are faced, and on the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In many situations, there is shared information and responsibility. Are your colleagues informed? It may help to get others involved to discuss the problem.

- Discuss the problem with your supervisor. Unless your supervisor is involved in the alleged violation, this is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and he or she will appreciate being brought into the process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, remember that the Company maintains an "open door" policy so that you may discuss the issue with the General Counsel. If that is not appropriate or satisfactory, the Company's "open door" policy allows you to continue to raise the matter to higher levels of management, including ultimately the Chief Executive Officer and the Board of Directors.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, all reasonable efforts to maintain your anonymity will be made. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

## **Enforcement of Code of Conduct**

### ***Reporting of Violations***

If you know of or suspect a violation of applicable laws, rules or regulations, this Code of Conduct, or the Company's related policies, you must immediately report that information to your supervisor, the General Counsel or the Chairman of the Audit Committee, without regard to the usual lines of reporting. In regards to complaints or violations concerning accounting or auditing matters, employees may forward complaints on a confidential or anonymous basis to the Audit Committee through our "Whistle Blower" hotline at **866-210-0834**.

### ***Investigations of Suspected Violations***

All reported violations will be promptly and thoroughly investigated and treated consistently and confidentially to the greatest extent possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal and other issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

### ***Discipline for Violations***

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with this Code of Conduct, applicable laws, rules or regulations, or the Company's related policies, and to halt any such conduct that may occur as soon as reasonably possible after its discovery. The Company will deal with illegal actions swiftly and report such violators to the appropriate authorities. Company personnel who violate the Code of Conduct and/or other Company policies and procedures will be subject to disciplinary measures, up to and including suspension or discharge. These measures will also be taken against anyone who directs

or approves infractions or has knowledge of them and does not promptly report and correct them in accordance with Company policies.

### **Waivers of the Code of Conduct**

The Company will waive application of the policies set forth in the Code of Conduct only in circumstances that the Company believes warrants granting a waiver. Waivers of the Code of Conduct for directors and executive officers may be made only by the Audit Committee and will be promptly disclosed as required by applicable law, rule, regulation or requirement of the principal securities exchange upon which the Company has listed its securities for trading. Waivers of the Code of Conduct for all employees other than directors and executive officers of the Company may be made only by the Chief Executive Officer and the General Counsel. All waivers pursuant to this section must be in writing.

### **No Rights Created**

The Code of Conduct is not intended to and does not constitute an employment contract or assurance of continued employment, and does not create any rights in any employee, persons or entities with which the Company does business, stockholder of the Company or in any other person or entity.

### **Other Company Policies and Procedures**

This Code is not intended to supersede the existing Company policies and procedures already in place. Certain policies and procedures referred to herein are contained in their entirety in those other documents, and you should refer to those documents for a complete description of such policies and procedures. A copy of all such policies and procedures may be obtained from the General Counsel.

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**ACKNOWLEDGMENT FORM**

I have received and read the Code of Conduct of Battalion Oil Corporation and its subsidiaries (the “*Company*”), and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code of Conduct and the Company’s related policies and procedures. I understand that I have an obligation to report to my supervisor, the General Counsel, the Chairman of the Audit Committee, any suspected violations of the Code of Conduct of which I am aware. I acknowledge that the Code of Conduct is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

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Printed Name

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Signature

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Date