

Business Ethics and Conflict of Interest Policy

01 Scope and Purpose

Continental Resources, Inc. is committed to conducting business in a fair and honest manner to help assure the long-term interests of its shareholders are being served.

As part of our commitment and consistent with the Company's Core Values, this Business Ethics and Conflict of Interest Policy ("Policy") sets out our policies and procedures for the fair and honest business practices and behavior Continental Resources, Inc. expects from its Employees. This Policy should be read and followed in conjunction with other Company policies.

This Policy applies to all Continental Resources, Inc. Employees, who are referred to collectively below as **Employees** and each individually as an **Employee**. In this Policy, **CLR** refers to Continental Resources, Inc. and all of its subsidiaries and affiliates.

02 Responsibilities

All CLR Employees are responsible for reading, understanding, and adhering to this policy in conjunction with other Company policies.

03 Definitions and Descriptions

None.

04 Policy

04.01 CLR's Guiding Principles

In this section you will find CLR's guiding principles on business ethics and conflict of interest:

- **Business Ethics:** CLR will comply with both the letter and the spirit of all laws, rules and regulations ("Laws") to which it is subject, wherever CLR does business. CLR also expects its Employees to conduct all business on behalf of CLR in a manner consistent with the highest ethical standards.
- **Conflicts of Interest:** CLR expects undivided loyalty from each Employee. No Employee may engage in any activity that conflicts or could potentially conflict with CLR's business interests, adversely affect the reputation of CLR, its customers, vendors or other business partners or interfere with the fulfillment of the responsibilities or duties of any Employee. All activities undertaken by Employees must be performed in the best interests of CLR. No Employee may use his or her position with CLR, or CLR's information, relationships or assets for his or her personal gain or for the improper benefit of others. This includes taking any action where an Employee would improperly benefit from such Employee's or CLR's relationship with any of CLR's customers, vendors or other business parties.

It is not possible to identify all rules or guidelines regarding business ethics or conflicts of interest. In those circumstances where no guideline is specified, individual conscience, common sense and the adherence to principles of honesty and integrity should prevail in the conduct of CLR's business. Any Employee who has a

question regarding whether conduct is permissible under this Policy should contact his or her immediate supervisor or the General Counsel.

04.02 Business Ethics

1. Compliance with Applicable Law

An Employee must not take any action if the Employee knows or suspects such action violates any applicable Law. While CLR will compete vigorously, it must do so in strict compliance with all Laws that apply to CLR in every location in which it does business.

CLR and its Employees may not assist any third party in violating any Law. This Policy applies even where CLR's assistance would itself not violate the Law.

2. Observance of Moral and Ethical Standards of Society

In addition to full compliance with all Laws, each Employee must comply with high moral and ethical standards and the Company's Core Values in the conduct of CLR's business.

3. True and Accurate Communications, Business Records, and Public Reporting

Each Employee must be truthful in all communications with other Employees, our customers, internal and external auditors, government agencies, and other third parties. Each Employee must maintain truthful business records and accurately and fairly reflect CLR business and financial transactions. No Employee may falsify or forge any business record.

CLR must at all times provide full, fair, accurate, timely, and understandable disclosures in reports and documents it files with, or submits to, the U.S. Securities and Exchange Commission, New York Stock Exchange, other regulatory authorities, and in other public communications made by CLR ("Public Reports").

Any of CLR's Employees may be asked to provide information to assure CLR's Public Reports are full, fair, accurate, timely and understandable. CLR expects Employees to take this responsibility very seriously and to provide prompt and accurate answers to internal inquiries related to CLR's public disclosure requirements.

The Executive Chairman, Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, and General Counsel bear a special responsibility to help ensure a culture exists throughout CLR as a whole that assures the full, fair, accurate, timely and understandable reporting of CLR's financial results and condition.

4. No Bribes or Illegal Payments

CLR will not tolerate, and no Employee may pay, offer or authorize, any bribe or any other unlawful payment on behalf of CLR. Bribery is the giving of money or anything else of value in an attempt to influence the act or decision of a public official, or to induce the public official to influence any act or decision of the government or other official body, or to assist CLR in obtaining or keeping business or meeting requirements applicable to CLR. This prohibition extends to payments to consultants, agents, or other intermediaries when the Employee has reason to believe some part of the payment or "fee" will be used for a bribe or otherwise to unlawfully influence any government or official action. Any

Employee with knowledge of a request for or payment of a bribe must immediately disclose the information to CLR's General Counsel or Chief Financial Officer.

The following **are not** considered bribes or unlawful payments:

- Gifts to public officials of modest value, conforming to normal social customs in the official's location, and not intended to influence an official. However, any payment or gift (or the giving of anything of value) to an official of more than U.S. \$150 must receive the prior approval of the General Counsel;
- Expenditures for meals and entertainment and other normal social customs involving public officials provided they do not exceed \$250, conform to the Laws and customs of the location and the requirements of CLR's Business Travel and Expense Policy and Standard; and
- Gifts and expenditures for meals and entertainment not involving public officials that either fall under the monetary thresholds or are approved pursuant to the requirements set forth in section 04.03.02 below.

04.03 Conflict of Interest Definition and Terms

A **conflict of interest** exists when an Employee's external interests-personal, financial, or otherwise-are inconsistent or in conflict with CLR's interests. Examples of actual, potential, or apparent conflicts of interest include, but are not limited to:

- Sharing confidential or proprietary information about CLR with a competitor or client;
- Sharing confidential or proprietary information about CLR with a prospective employer during an interview;
- Accepting favors or gifts from clients, customers and vendors;
- Entering into any type of business, or in some cases a personal relationship, with a competitor, vendor, or customer;
- Conducting business with a relative or a person or organization that employs a relative;
- Entering into a romantic relationship with a co-worker or Employee at a competing company, vendor, or customer;
- Agreeing to work for a vendor or client at a future date, then continuing to conduct CLR business with the vendor or client as an Employee;
- Using information attained on the job for your personal benefit (insider trading is a prime example);
- Taking personal advantage of a business opportunity that CLR may have pursued;
- Starting a side business that could compete with the interests of CLR.

The presence of a conflict of interest does not necessarily mean impropriety has occurred. However, conflicts and potential conflicts may interfere with Continental's interests or an Employee's loyalty and responsibilities to the Company. Continental's policy is to identify and avoid actual, potential and apparent conflicts to reduce the risk of impropriety. Where such conflicts cannot be avoided, Continental's policy is to minimize the risks arising from the unavoidable conflict. All such conflicts must be reported in writing to your immediate supervisor and the General Counsel.

All Employees must complete an annual disclosure questionnaire identifying the existence or non-existence and details of any actual, potential or apparent conflicts of interest created as a result of their own or their Immediate Family members' outside business interests or employment. Annual disclosure is required regardless of whether or not an actual, potential or apparent conflict has already been disclosed and approved. In addition, if an Employee has any doubt about whether an activity may create a conflict of interest, the Employee must report that activity to their immediate supervisor for evaluation.

Any actual, potential or apparent conflicts of interest should be reported promptly to an Employee's immediate supervisor. All disclosures of actual, potential or apparent conflicts of interest must be in writing and should describe in reasonable detail the conflict of interest including, without limitation, all significant economic terms. Any waiver or approval of an actual, potential, or apparent conflict must be in writing and signed by the Employee's direct supervisor and by the General Counsel and, when applicable, the Board of Directors (see CLR's [Code of Business Conduct and Ethics](#)).

All Employees must understand and adhere to the following terms and expectations in regards to conflict of interest:

04.03.01 Loyalty to CLR

No Employee should be subject, or even appear to be subject, to influences, interest or relationships that conflict with the best interests of CLR. This means avoiding any activity that might compromise or seem to compromise CLR or the Employee or bring embarrassment to or adversely affect the reputation of CLR or the Employee. Illegal or immoral conduct, whether on or off duty, on the part of an Employee which adversely affects CLR's legitimate business interests or the Employee's ability to perform his or her job will not be tolerated. CLR does not seek to interfere with the off-duty time of Employees, but certain types of off-duty conduct and activities may interfere or appear to interfere with CLR's legitimate business interests. CLR reserves the right to determine when an Employee's activities represent a conflict with CLR's interests and to take any action necessary to resolve the situation.

04.03.02 Gifts, Meals, Entertainment Involving CLR's Customers, Vendors, and Other Business Partners

All contacts and dealings with customers, vendors, and other CLR business parties must be conducted so as to avoid even the appearance of impropriety or violation of any applicable Law or this Policy. Strict limitations on gifts, meals and entertainment involving public officials are set forth in section [04.02 #4](#) above.

See the following sections for specific expectations regarding conduct with customers, vendors, and/or other CLR business parties.

The following paragraphs address gifts, meals and entertainment with non-public officials:

a) **General Policy**

Employees may not offer, ask for, provide or accept anything of value either for themselves or for others in return for favorable treatment from CLR, its customers, vendors or other business parties.

b) **Permitted Gifts**

Subject to the approval requirements in the matrix below, employees may give or receive gifts when motivated by accepted business courtesies, such as pens, mementos and promotional items, no more than twice a year to or from the same person or company, without seeking separate approval. No monetary or cash gifts may be given or received. Cash equivalent gifts, such as gifts cards to retail

stores or websites, are generally not acceptable. Gift cards for food and dining establishments may be accepted subject to the approval requirements in the matrix below.

c) **Permitted Meals and Entertainment**

Subject to the approval requirements in the matrix below, employees may offer or accept invitations to dine or attend entertainment events with customers, vendors, and other CLR business parties when motivated by accepted business courtesies and/or to further develop CLR's business relationships. If an offer of a meal or entertainment will not involve being with the offering vendor or customer, then it is in reality a "gift" to which gift thresholds apply.

d) **Permitted gifts, meals and entertainment with prior approval**

The following matrix shows the cost tiers for approval for the amounts of gifts, meals, or entertainment:

Gift, Meals and Entertainment Approval Matrix			
Description	Discretion, Good Judgment and Integrity Required	Requires Supervisor Approval	Requires Approval by Supervisor, Senior Vice President, and General Counsel
Gifts	< \$150	> \$150 up to > \$250	> \$250
Meals	< \$200	> \$200 up to > \$300	> \$300
Entertainment	< \$250	> \$250 up to \$1000	> \$1000
Gifts, meals and entertainment should not be accepted from, or given to the same contractor, vendor, or supplier more than two (2) times in a twelve (12) month period. If an offer of a meal or entertainment will not involve being with the offering vendor or customer, then it is in reality a "gift" to which gift thresholds apply.			

e) **Unacceptable Gifts or Entertainment**

It is unacceptable to:

- Accept gifts or entertainment as a private individual;
- Accept gifts or entertainment which are illegal or might adversely affect CLR's business reputation;
- Solicit gifts or entertainment;
- Pay personally for gifts or entertainment, in whole or in part, to avoid seeking approval; or
- Accept from or give to third parties any cash or cash equivalent, such as gift vouchers, stock, bonuses, certificates, and gift cards to retail establishments.

f) **No payments or "kickbacks"**

Employees may not for their own benefit or the benefit of others solicit or accept any payment, "kickback" or loan of money in any amount from anyone (including any company or government) that does business or wants to do business with CLR. However, this prohibition does not extend to personal loans to Employees made in the ordinary course of business by financial institutions or consumer lenders with which CLR does business, unless it could reasonably be viewed as being done to gain a business advantage.

04.03.03 Prohibitions on Interests in Competitors, Customers, Vendors, or Certain Others

The following paragraphs address prohibitions on interests in competitors, customers, vendors, or certain others.

a) **No financial interest in competitors, customers, vendors, or certain other business parties.**

No Employee may have any direct or indirect interest in any organization that is seeking or doing business with CLR, or is a competitor of CLR, subject to the exceptions identified below. This means, for example, no Employee may be an investor or own shares in a CLR competitor, customer, vendor or other business partner.

There are only three exceptions to this rule:

- An Employee may hold up to 2% of the shares in a publicly traded company listed on a recognized trading market;
- The General Counsel has given approval to the Employee; or
- If the matter is approved under guidelines approved by CLR's Board of Directors or a committee of CLR's Board of Directors.

Further, this policy does not restrict Employees from directly or indirectly owning interests in mutual or index funds.

b) **Prohibited second-job employment with CLR competitors, customers, vendors**

Employees must not accept concurrent employment with, or act as consultants or agents for, a CLR competitor, customer, vendor or other business partner.

c) **Certain prohibited personal transactions**

An Employee's personal transactions with CLR's competitors, customers, vendors or other business partners must not involve the use of Company time, property or information, and must be on non-preferential terms and independent of any relationship with CLR.

Further, Employees must not take advantage of an opportunity for personal gain that rightfully belongs to CLR. If a CLR Employee becomes aware of a business opportunity that could fall within CLR's business purpose and practice, the Employee must inform the Senior Vice President most immediately supervising the Employee in question and the General Counsel. Employees must not sell their own services or products, or those of another person or firm, if CLR offers similar services or products.

d) **Boards of directors and advisory boards of other companies**

Employees must not become a paid officer or member of the Board of Directors or paid member of an advisory board of other companies without the prior written approval of their immediate supervisor and of the General Counsel. Section 16 and Executive Employees must not become a paid officer or member of the Board of Directors or paid member of an advisory board of other companies without prior written approval of the Chief Executive Officer, the Nominating/Governance Committee of the Board of Directors and the General Counsel.

Employees must not become a non-paid officer or member of the Board of Directors or non-paid member of an Advisory Board of another company without the prior approval of the Senior Vice President most immediately supervising the Employee in question. The restriction in the foregoing sentence does not apply to Employees volunteering their service to charitable, religious or civic organizations.

04.03.04 Mandatory Disclosures and Requests for Pre-approval of Certain Outside Interests

The following paragraphs address mandatory disclosures and requests for preapproval of certain outside interests.

a) **Personal and Immediate Family Interests in Competitors, Customers and Vendors**

Employees must disclose any financial interests which they or their Immediate Family (as defined below) have in any entity which competes or does business with CLR. As used herein, “Immediate Family” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law and any person (other than a tenant or Employee) sharing the household of the Employee. Pursuant to section 4.3.2.3(a) above, written approval is required if the Employee is the one with the financial interest being disclosed.

b) **Outside Employment and Business Ventures**

There are circumstances in which outside employment or business ventures by an Employee, even though not with a CLR competitor, customer, vendor or other business partner, may conflict with CLR’s interests. For that reason, an Employee wishing to engage in other employment or business ventures outside CLR, regardless of the proposed employer or business, must submit a written request to his or her direct supervisor explaining the details of the proposed outside employment or venture and receive written approval from the supervisor and the General Counsel prior to accepting any such employment or engaging in the business venture. CLR retains complete discretion to approve or disapprove any such request.

c) **Personal Transactions with CLR Vendors**

If an Employee or his or her direct reports are involved in retaining the services of a vendor on behalf of CLR, then the Employee must not retain the vendor’s services for his or her own personal use (including approved outside business ventures) without written disclosure and pre-approval by the Employee’s direct supervisor and the General Counsel. Employees who retain the services of CLR vendors with whom they are not personally involved must disclose the retention of the vendor to their direct supervisor to help CLR identify and avoid actual, potential, and apparent conflicts of interest.

d) **Mineral Interests in CLR’s Areas of Activity**

To help CLR identify and avoid actual, potential, and apparent conflicts of interest involving mineral interests, Employees must disclose whether they or their Immediate Family members own mineral rights, oil & gas leasehold interests, or overriding royalty interests in or near areas in which they know CLR is operating or also holds oil & gas interests.

04.03.05 No Personal Appropriation of CLR Property

No Employee may, without proper authorization, use or permit others to remove or use CLR property or services for personal purposes or their own personal benefit. The unauthorized removal of CLR material, equipment or supplies, or unauthorized use of CLR property, is treated as theft.

The submission of a fraudulent expense report or the misuse of CLR-issued credit, fuel and telephone cards is treated as theft. Each Employee is expected to use the same care for CLR’s property as he or she would if it were the Employee’s own property.

Employees who are authorized to charge amounts directly to CLR, using CLR credit cards, fuel cards or CLR-provided telephone access cards may use such accounts for CLR business purposes only and must also take appropriate precautionary measures to protect such cards against loss or abuse.

04.03.06 No Misappropriation of CLR Information

Sensitive or confidential CLR information is the property of CLR and must not be used by Employees for personal gain. No Employees may give or make available any sensitive or confidential CLR information

(including, but not limited to, financial data, trade secrets, know-how, future plans, etc.) to any third party. Similarly, no Employees may solicit or use another party's confidential information for personal profit, to benefit CLR, or for any improper reason. Any exception must be approved in writing by the General Counsel. See also CLR's [Confidential and Proprietary Information Policy](#).

04.03.07 Process for Identifying Certain Transactions

Each Employee is responsible for identifying, understanding, and following such processes as CLR may adopt from time to time to assist it in identifying certain transactions to be presented to CLR's Audit Committee for review and/or approval.

04.04 General Provisions

All Employees must understand and adhere to the following general provisions:

04.04.01 Employees are Prohibited from Acting Indirectly Through Friends or Family

An Employee who tries to or does take actions prohibited by this Policy indirectly through a friend, family member or other third party will be in violation of this Policy, as if the Employee had tried to or had taken the action directly.

04.04.02 Violation of Policy

CLR will take immediate disciplinary action, up to and including termination, against any Employee who violates this Policy. In addition, CLR reserves the right to take all appropriate legal actions in connection with violations of this Policy, including, but not limited to, the initiation of criminal prosecution.

04.04.03 How to Raise Questions or Seek an Exception to the Policy; Waivers

An Employee who has questions regarding the interpretation of the Policy or who would like to request an exception to the Policy should submit the question or request to his or her immediate supervisor and the General Counsel. The immediate supervisor will obtain the input of the Senior Vice President most immediately supervising the supervisor and the Senior Vice President and the General Counsel will respond to the exception request in writing. Any change to or waiver of this Policy may only be made or granted in writing by the Senior Vice President in charge of an Employee's department and by the General Counsel and when applicable the Board of Directors (see CLR's [Code of Business Conduct and Ethics](#)).

04.04.04 Raising Concerns about Potential Violations

Employees must notify CLR as soon as possible if they become aware of any potential violations of this Policy, the law or if they believe they have been requested to engage in conduct that violates this Policy, the law or to engage in any unethical act.

- **To whom do I report my concerns or complaints?** Employees may report their complaints or concerns to:
 - Their supervisor or higher levels of management;
 - The General Counsel of the Company; or
 - Any member of the Company's Audit Committee (in connection with Financial Control Issues).

All supervisors and higher levels of management are required to notify the General Counsel of any ethics or compliance violation, concern or complaint. If a Complaint involves the General Counsel, the matter should be reported directly to any member of the Audit Committee. Contact details for the General Counsel and each member of the Company's Audit Committee may be found at:

<http://clrnet/Aboutus/SitePages/Home.aspx>.

- **How may I report my concerns or complaints?** Complaints may be delivered in person, by e-mail, by internal mail, by U.S. mail, by telephone or voice mail, through CLR's website, or through the Ethics Hotline, as discussed below. Employees may use any of these methods to submit Complaints confidentially to the persons listed above.
- **Do I have to disclose my identity?** No, but we encourage you to. The Company encourages individuals to identify themselves when making Complaints, because appropriate follow-up and investigation may not be possible if the source of the Complaint is unknown. Anyone who submits a Complaint in good faith should have no fear of dismissal or retaliation of any kind. However, anonymous Complaints will be considered under these procedures and every effort will be made to determine if the Complaint is credible.
- **If I want to remain anonymous, what should I do?** Complaints may be submitted anonymously by internal or regular mail or through the Ethics Hotline as discussed below. The Company cannot guarantee Complaints made orally, whether by telephone or voice mail, other than those made through the Ethics Hotline, will remain anonymous because the recipient of the complaint may recognize a complainant's voice.

The Ethics Hotline (1-844-830-0002) may be used for confidential or anonymous communications regarding Complaints. If an Employee wishes to remain anonymous but submit a written Complaint, the Employee should submit the Complaint via e-mail at reports@lighthouse-services.com or www.lighthouse-services.com/clr, or should take care to submit a letter or interoffice communication without a return address or other identifying mark. Detailed instructions regarding how to use the Ethics Hotline can be found in CLR's [Whistleblower Policies and Procedures and Ethics Hotline](#).

- **What should I include in my report?** The report of any Complaint should be factual rather than speculative or conclusory. The Complaint should contain as much specific information as possible to allow for proper assessment and investigation. A Complaint describing an alleged violation or concern should be candid and set forth all of the information the complainant knows regarding the allegation or concern. In addition, all Complaints should contain sufficient corroborating information to support the commencement of an investigation.

04.04.05 How CLR Will Respond to Reports of Potential Violations-NO RETALIATION

CLR will promptly and thoroughly investigate all reported potential violations with the highest degree of confidentiality possible under the circumstances. If CLR determines, after investigation, a violation has occurred, then it will take the action it believes is appropriate or required by law. This could include disciplinary action against or prosecution of the individuals involved. It could also result in revising policies or procedures to prevent the occurrence of future misconduct and increasing auditing and monitoring procedures to detect any future violation. Disciplinary action will vary depending on the circumstances, but may range from counseling to termination of employment of the individuals involved.

CLR will not engage in or tolerate retaliation against an Employee who has in good faith reported a potential violation under this Policy or cooperated with an investigation into reported misconduct. However, filing a

report the Employee knows to be false or misleading is prohibited and subjects that Employee to appropriate discipline, which could include termination.

05 References

- [Code of Business Conduct and Ethics](#)
- [Confidential and Proprietary Information Policy](#)
- [Whistleblower Policies and Procedures and Ethics Hotline](#)

06 Review History

Rev. No.	Name(s) and Title(s) of Revisers	High Level Description of Changes	Date	Status
5.0	Brooks Richardson, VP & Deputy General Counsel	Minor revision to add Executive Chairman	1/01/2021	Approved
4.0	Eric Eissenstat, General Counsel Brooks Richardson, VP & Deputy General Counsel Jennifer Pruitt, Technical Communications Specialist	Minor revisions to the gifts, meals and entertainment section.	1/01/2020	Approved
3.0	Eric Eissenstat, General Counsel Brooks Richardson, Risk Director Jennifer Pruitt, Technical Communications Specialist	Substantial revisions and moved to standardized format.	10/13/2016	Approved
2.0	Eric Eissenstat, General Counsel Brooks Richardson, Risk Director	Revised to clarify gifts, meals, and entertainment limits and other minor revisions.	8/6/2015	Approved
1.0	Eric Eissenstat, General Counsel	Initial release	11/19/2013	Approved

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Eric Eissenstat
General Counsel