



Code of Conduct

OCTOBER 2019





Welcome

For QEP to be successful, we must embrace a strong set of shared values, including sound and ethical business judgment, safe and environmentally responsible operations, teamwork, and caring for the communities where we live and work. To ensure that we stay true to our shared values, our senior management team and Board of Directors developed and approved this Code of Conduct which we must all understand and comply with as we do our jobs.

It's your responsibility to adhere to the standards and requirements of the Code that are applicable to your assigned responsibilities. The Code applies to:

- Directors, officers and employees (including part-time employees)
- Contract staff, vendors, suppliers, service providers and agents. We expect these business partners to act ethically and consistently with our Code when conducting business on our behalf.

The shared values embodied in this Code of Conduct have been critical to our success in the past, and upholding these values will help us be successful in the future. Each of us is expected to be an advocate for honest and ethical behavior. We must each carefully consider our actions and recognize that doing business with integrity is essential to achieving our goals. Thank you for your commitment to these values.



Our Vision, Mission and Values

With a proud legacy and an exciting future, QEP Resources is an industry leader in crude oil and natural gas exploration and production. QEP's values — Respectful, Resourceful and Responsible — establish our foundation as we work to achieve our vision and mission.

OUR VISION

Build a strong future for all QEP stakeholders through the responsible and profitable development of U.S. oil and natural gas resources.

OUR MISSION

Create long-term shareholder value by building and developing a balanced portfolio of premier oil and natural gas assets through our employees' shared commitment to operational excellence, technical innovation and financial discipline.

OUR VALUES

RESPECTFUL

- Stay safe and respect the environment
- Work together

RESOURCEFUL

- Spend wisely
- Raise the bar
- Invest in people

RESPONSIBLE

- Do the right thing
- Deliver results
- Support local communities





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We must each carefully consider our actions and recognize that doing business with integrity is essential to achieving our goals.

Reporting Concerns and Asking Questions

CONTACT INFORMATION

By working for QEP, you are agreeing to abide by this Code and uphold its standards in your daily work. Every year, we certify that we will continue to comply with this Code.

Ethical dilemmas can be challenging. We are each responsible for using common sense and good judgment, along with this Code, to govern our behavior. In complex situations, you may require extra guidance. You should seek advice and raise concerns using one or more of the resources provided below. You have a responsibility to report any known or suspected violations of this Code, including any violation of the laws, regulations or QEP policies. To report a suspected violation or to ask an ethics question, please contact one of the following:

- Your Supervisor
- Any of the following representatives from our compliance team:
 - Legal 303-573-3448
 - Internal Audit 303-405-6683
 - Human Resources 303-575-1825

If you would prefer to report suspected violations anonymously, the QEP Ethics Hotline and Ethics Website are available 24/7:

- Ethics Hotline 877-679-6906
- Ethics Website, [click here](#)

PROTECTION AGAINST RETALIATION:

QEP will not tolerate retaliation, discrimination or any other adverse employment action against employees or contractors for reporting or participating in investigations of actual or suspected violations of this Code or of applicable law.

I'm nervous about using the Ethics Hotline. How can I make an ethics report and remain anonymous?

QEP doesn't track who makes calls to the Ethics Hotline, which is operated by an independent service provider, so you can be comfortable that you will remain anonymous if you so request. However, reports are more helpful if you leave your contact information so we can follow up with you privately. If you don't feel comfortable leaving your name, please include as much information as you can so we can investigate thoroughly. Please provide details, such as the people, dates and locations involved.



SUPERVISOR RESPONSIBILITIES

QEP expects supervisors to lead by example. By setting an example of ethical conduct, you inspire others to behave ethically. Supervisors must be familiar with our Code so they can effectively communicate its guidelines to those who report to them. You should encourage employees and contractors to come to you with questions and concerns and, when they do, you should respond promptly. If you do not know the answer or are not sure, you should refer the question to your supervisor or to the appropriate member of the compliance team.



Our Company

ACCURATE BOOKS AND RECORDS

At QEP we strive every day to build value for the shareholders who have placed their trust in our Company and in each of us. To achieve this goal, we must do business with transparency and integrity. Because our shareholders and other business partners rely on the information included in our business records, it is our responsibility to ensure the information we provide is accurate, timely, complete and understandable and complies with applicable securities laws.

Every one of us, regardless of our position within the Company, has an obligation to ensure that any information we provide for QEP's financial records is complete, accurate and timely. Whatever documents you create – time records, expense reports, inventory records, or other business reports — must include all of the necessary information and that information must be accurate.



INTERNAL CONTROLS

In maintaining our financial records, we must follow QEP's internal control procedures. In part, this means we must never make false or misleading entries. If you become aware of an actual or potential problem with our records or accounting practices, please raise the concern immediately with your supervisor or a member of the compliance team.

RECORDS MANAGEMENT

A variety of laws require QEP to record and preserve business information. In addition, the Company must manage records effectively to make business decisions and to meet our legal, regulatory and contractual obligations. The Company has established a general records retention policy to meet these objectives. The Policy can be located on The Lateral. Where appropriate, your department should develop a policy unique to its own records. The Company's business records include all documents related to the Company's business regardless of whether they are electronic, on paper or on other media.

Ed, an hourly employee, arrives at work an hour late because of traffic. He enters his time to show that he arrived at work as scheduled and asks his supervisor, John, to approve his time as entered. He promises to work the extra hour the following day to make up the time. Is this okay?

No, Ed must enter the time he actually worked. Ed should enter one hour less on the day he was late for work and one hour more on the second day, if he worked an extra hour that day. His supervisor, John must also approve the revised work schedule by determining if the work that Ed is responsible for can be completed within the revised schedule with no impact to the Company. If the work can be completed the following day, John can allow Ed to work the extra hour the following day and enter his time accordingly. If the work must be completed the first day, John should reassign the work to another employee, direct Ed to work his normal schedule the following day and report the time actually worked.



Our Company

PROTECTING COMPANY ASSETS

QEP's facilities, equipment, real property, intellectual property and other assets are the result of hard work and careful investment by all of us. We all have an obligation to be prudent about spending Company funds and protecting Company assets from loss, damage, misuse or waste. We also have an obligation to report abuse of Company property by others to a supervisor or a member of the compliance team.

We must use good judgment when using any Company-owned resources, including computers, telephones, internet access, e-mail, voicemail, PDAs, copiers, fax equipment, vehicles, tools and other equipment and facilities. While we are at work, we are all expected to be fully engaged in our work and not involved in personal activities. Incidental and infrequent use of Company telephones and computers for personal purposes is acceptable as long as this privilege is not abused. Personal use of Company equipment and facilities is not permitted if it reduces the value of assets, interferes with productivity or places the Company at risk of liability.

ELECTRONIC SYSTEMS

Electronic messages, whether e-mail, voicemail, instant messages, text messages or on social media are a recoverable, forwardable, and potentially permanent records of your communications. Take the same care composing electronic messages that you would take when writing a letter on Company letterhead. Do not send via electronic means any information that you wish to keep private from anyone other than the intended recipients.

Use of Company technology that violates any laws, regulations or Company policies is prohibited. For example, using Company e-mail or equipment to send or access discriminatory, offensive, defamatory or pornographic materials, is a violation of the Code of Conduct and QEP's Harassment-Free Work Policy.

QEP specifically reserves the right to permit Company-approved representatives to review internet usage, electronic communications, telephone communications and records and other related materials. All such data and records are the property of the Company and may be used and disclosed as the Company sees fit. You should not expect these records to be private.



CONFIDENTIAL INFORMATION

In addition to physical assets, we must also protect the Company's confidential and proprietary information. Confidential information can take many forms and includes all information treated as confidential, proprietary or as a trade secret. This information is generally not available to the public and includes, but is not limited to, internal business information such as corporate strategies, technical processes, contract information, customer and pricing information, non-public geologic and reserve information, non-public production data from an important new well and unpublished financial data. You may only reveal confidential information to specifically designated employees or authorized outside parties who need the information for business purposes.

Each one of us has access to some form of confidential information. In order to protect this information, follow these best practices:

- Do not disclose confidential information to people who do not work for the Company unless specifically instructed to do so by your supervisor or another member of management;
- Exercise caution when discussing Company business in public places where conversations can be overheard such as restaurants, airports and elevators;
- Recognize the potential for eavesdropping on cellular telephone conversations;
- Do not share confidential information with others, including other QEP employees or contractors, QEP employees except on a legitimate "need to know" basis; and
- Never provide your passwords to anyone for any reason.

Any data you created in the course of your employment belongs to the Company. If you terminate your employment, you must return all Company confidential information in your possession and you must not take any documents or other confidential information with you. Your obligation under this policy to protect the Company's confidential information continues even after your employment terminates.

Our Company

CONFLICTS OF INTEREST

We have an obligation to each other, our shareholders and our business partners to make all business decisions solely on the basis of good business judgment. A conflict of interest occurs if our personal interests interfere with our ability to perform our jobs effectively and without bias. Although it is impossible to present a complete list of all situations that might result in a conflict of interest, the following guidelines indicate areas in which conflicts of interest often arise:

- **Competing employment:** A conflict of interest may arise if you take a second job working for a Company customer, vendor, supplier, service provider, competitor or a regulatory body with authority over the Company. Additionally, it creates a conflict of interest if your outside employment or other activities are so demanding that they interfere with your ability to fulfill the duties to QEP.
- **Investments:** We must be sure that our investments or those of our close relatives don't impair our ability to make objective decisions on behalf of the Company.
- **Doing Business with family and friends:** A conflict of interest may occur if a close relative or friend buys, sells or leases property to or from QEP, provides services to QEP, or if we direct such purchases, sales or service requests to or through a close relative or friend. Do not put yourself in a position where there is even an appearance that you have a conflict of interest.



- **Applicants for employment:** A conflict of interest may arise if a close relative or friend applies for employment with QEP in a position where you may have input into the hiring decision. If this happens, you should alert your supervisor and the Human Resources Department and remove yourself from the hiring process.
- **Corporate opportunities:** We should not compete with the Company or benefit personally from opportunities that we discover through the Company.
- **Personal relationships:** QEP recognizes our employees' right to associate freely and to pursue friendships with those we encounter at work. Employees must, however, use good judgment to ensure that those relationships do not negatively affect our job performance, our ability to supervise others or the work environment.
- **Giving and receiving gifts and entertainment:** We have many vendors, suppliers and service providers who are vital to our business which is why employee relationships with vendors, suppliers and service providers must be based entirely on sound business judgment and fair dealing. Business gifts and entertainment can build goodwill, but they can also make it more difficult to be objective about the vendor, supplier and service provider who provides them. We must not give or accept gifts or entertainment from any organization or individual if doing so might impair or appear to impair our ability to exercise business judgment in a fair and unbiased manner.



Our Company

As a general rule, QEP employees may provide or receive entertainment if it fits the following guidelines:

- It is related to a discussion of business;
- It is in a setting that is appropriate for a discussion about business;
- The cost is less than \$100, or you have received permission from your supervisor;
- The entertainment was not solicited;
- Public disclosure would not embarrass the Company;
- It is not provided to a public official who is not permitted to accept or participate in the entertainment.

As a general rule, QEP employees may give or receive a gift if it fits within the following guidelines:

- The value is less than \$100, or you have received permission from your supervisor;
- It will not be perceived as a bribe, payoff or kickback;
- It is consistent with generally-accepted business practices and ethical standards;
- Public disclosure of the gift would not embarrass the Company;
- It is not cash or a cash equivalent (including gift certificates and vouchers);
- It is not provided to a public official who is not permitted to receive gifts of that type.

Tammy participates in QEP's bid evaluations for construction jobs. Her brother owns a construction company that bid on a QEP project. Can she participate in the bid evaluation?

No. Tammy should not take part in the decision about which construction company to use. Although she might be fair in the evaluation, it might appear that the relationship with her brother influenced her decision.



We strive for excellence
across our operations
and businesses.



Our Workplace

HEALTH, SAFETY, AND SECURITY

HEALTH AND SAFETY

QEP's greatest asset is its people; this means safety is a core value. We are committed to the highest level of safety and security. Our goal is zero workplace injuries and occupational illnesses. We expect compliance with all applicable laws as well as QEP safety procedures. No activity is so important that we can't take the time to do it safely. We must all do our work in a way that minimizes risk to our fellow employees, contractors and others impacted by our actions. If at any time you do not feel that you or a co-worker can perform a job safely, stop immediately and talk with your supervisor. If a safety incident occurs, be sure to report it promptly. It is important to share best practice and near miss information so we can learn from each other and improve safety practices.

Ben's supervisor Nancy asks him not to report a minor injury that recently occurred while he was working. Ben didn't miss any work because of the injury and he knows the Company is trying to meet certain safety goals. Is it okay if Ben doesn't report his injury?

No. We must report all job-related injuries and illnesses. Tracking incidents, including minor injuries, helps QEP spot trends that could lead to more serious events. Reporting incidents actually helps QEP reach its safety goals.



SUBSTANCE ABUSE

Substance abuse limits our ability to work safely, and puts us all in jeopardy. QEP employees and contractors may not work while under the influence of alcohol, illegal drugs or prescription or over-the-counter drugs that impair our mental or physical functions. Use of these substances, even while off-duty, is forbidden if they affect our job performance during working hours. Additionally, you may not use, possess, transfer, or sell illegal drugs or alcohol or misuse prescription or over-the-counter drugs during working hours or on Company premises. QEP follows federal laws with respect to illegal drugs. Marijuana is a prohibited substance at any time under this Policy per federal law regardless of state law or whether it is taken pursuant to a prescription.

ACTS AND THREATS OF VIOLENCE

If you are threatened with violence, immediately report the threat to your supervisor or Human Resources. If you feel that someone is in imminent danger, you should also contact the local authorities. Individuals who engage in violence or threats of violence may be subject to disciplinary action up to and including termination, as well as criminal prosecution.

Jose notices that his co-worker Stella is acting strangely after her lunch break. She is slurring her words and staggering. He also smells alcohol on Stella's breath. What should Jose do?

Jose should report his suspicions to his supervisor. If Stella is under the influence of alcohol, she is creating a safety hazard to herself and those around her. This behavior violates Company policy and the commitment to safety in the workplace.

Our Workplace

FAIR TREATMENT OF EMPLOYEES

HARASSMENT FREE WORKPLACE

QEP respects the diversity reflected in our various backgrounds. We strive to maintain an inclusive work culture. We make all employment decisions on the basis of merit and the essential functions of the position and not on any discriminatory basis.

QEP promotes a positive and productive work environment in which every employee should feel respected and safe. The Company prohibits any form of harassment, whether physical or verbal.

Harassment includes derogatory, demeaning or degrading words, jokes, or gestures such as making comments to a co-worker based on race, gender, ethnicity, age, religion, sexual orientation, or any other characteristic protected by applicable law. Harassment also includes violent or threatening behavior or language and unwelcome sexual conduct.

Any complaint of harassment or other conduct that violates our Harassment Free Workplace policy will be promptly and thoroughly investigated. Employees who engage in harassing conduct, retaliate against anyone who exercises their rights under this policy, or otherwise violate our policy and core values will be subject to disciplinary action up to and including termination.

Ray often makes inappropriate comments to Elena about her appearance, and repeatedly asks her to go for a drink with him. The comments make Elena feel uncomfortable. What should she do?

Ray's comments make Elena uncomfortable and may create a hostile work environment; therefore, they are unacceptable. Elena should talk to Ray and ask him to stop making the comments. If Elena does not feel comfortable discussing the matter directly with Ray for any reason or if Ray does not stop the unwanted comments, she should speak with the Vice President of Human Resources, the General Counsel, or the Director of Internal Audit.



QEP believes in working with business partners who share our commitment to high standards of ethical business conduct.

We expect our business partners to act ethically and consistently with this Code.





Our Relationships

VALUES

QEP values relationships with suppliers, service providers, contract staff and agents (collectively, our “vendors”) who demonstrate high standards of ethical business conduct. Our vendors work with QEP to deliver significant value throughout our operations, both in the field and in the office. Accordingly, we require all vendors to agree to abide by the principles stated throughout this Code.

CONFLICTS OF INTEREST

QEP expects its vendors to avoid conflicts of interest in business decisions. All business decisions must be impartial and based on sound business reasoning.

To avoid conflicts of interest, our employees and directors are prohibited from giving or receiving gifts or entertainment of anything more than nominal value, or cash in any amount. Therefore, our vendors must refrain from giving or receiving from any QEP employee or director any gift, entertainment or other favor of more than nominal value, including any commission, fee or rebate.

Vendors are also prohibited from entering into any business relationship with any QEP employee or director—or their immediate family or their personal companies—without prior written consent from QEP.

OPERATIONAL EXCELLENCE

QEP expects all vendors to understand and comply with all federal, state, tribal and local laws, including all environmental, safety and employment laws. We expect vendors to operate in a manner that protects people and the environment.

Additionally, STOP WORK AUTHORITY is a vital part of QEP’s culture. We all have a responsibility to stop work, or not start it, if hazards or risks pose a threat to safety or the environment.

QEP HOTLINE

QEP is committed to appropriate conduct by its employees, directors and vendors. QEP requires questionable conduct to be reported. Please refer to page 1 of this Code for more information regarding how to report actual or suspected violations of this Code.



We respect each other,
our stakeholders and the
environment.



QEP
RESOURCES™

Date

Pay To The Order Of **Minot Recovery Fund** \$ **50,000.00**

Fifty Thousand and 00/100 Dollars

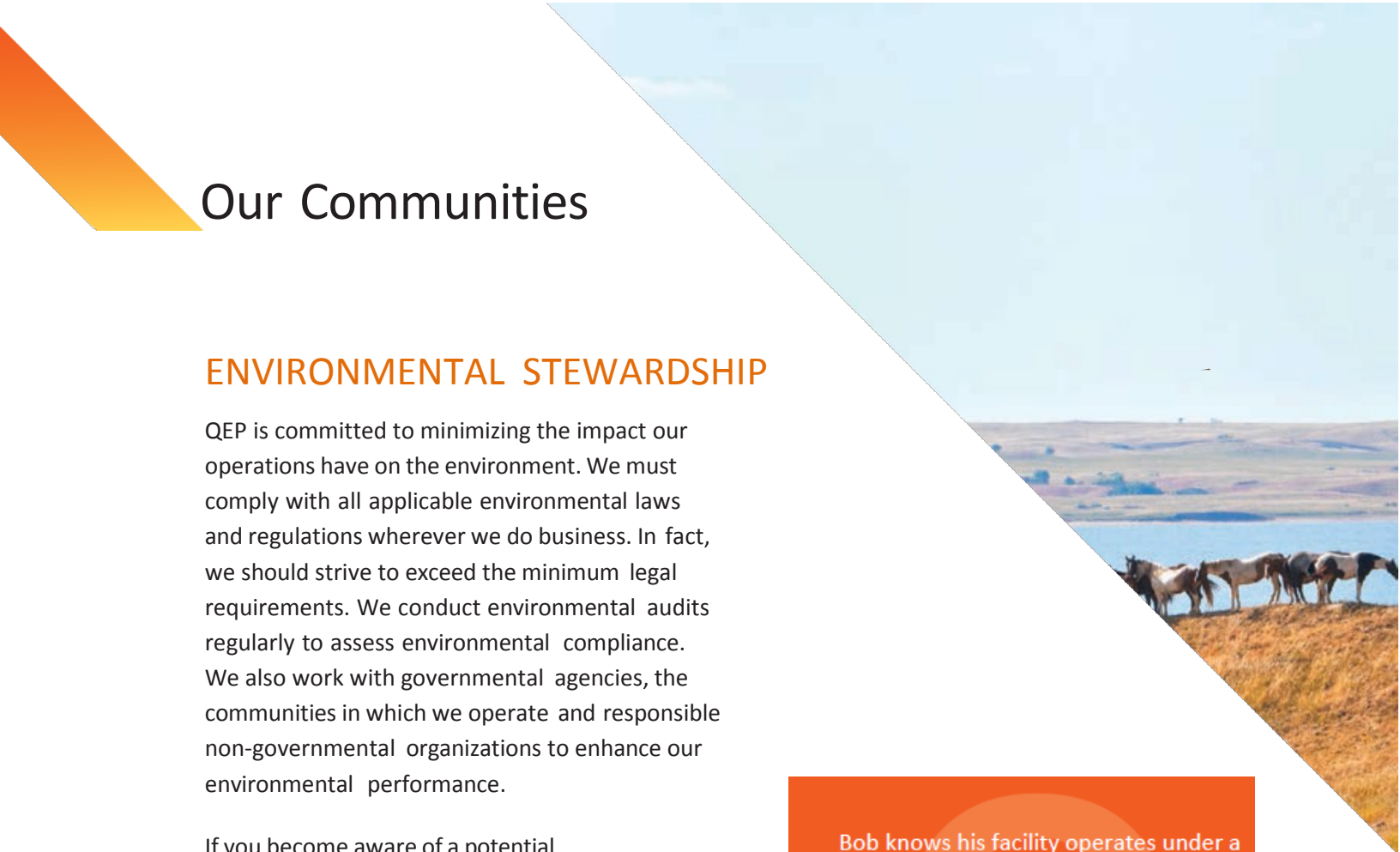
Memo Donation **QEP Resources, Inc.**

Our Communities

ENVIRONMENTAL STEWARDSHIP

QEP is committed to minimizing the impact our operations have on the environment. We must comply with all applicable environmental laws and regulations wherever we do business. In fact, we should strive to exceed the minimum legal requirements. We conduct environmental audits regularly to assess environmental compliance. We also work with governmental agencies, the communities in which we operate and responsible non-governmental organizations to enhance our environmental performance.

If you become aware of a potential environmental problem or violation, or if you have questions about environmental issues, please speak with your supervisor, the Health Safety & Environment (HSE) Department or a member of the compliance team.



Bob knows his facility operates under a state permit. Over the last few months, operating changes have increased the throughput of the facility. Bob isn't sure if that has any impact on the environmental permit the facility has. What should Bob do?

Bob should notify his supervisor or an HSE representative or a member of the compliance team to ensure review of any potential impact on the effluents from the facility. Changes in the operating conditions should be reviewed to ensure compliance with the permit.



POLITICAL ACTIVITIES

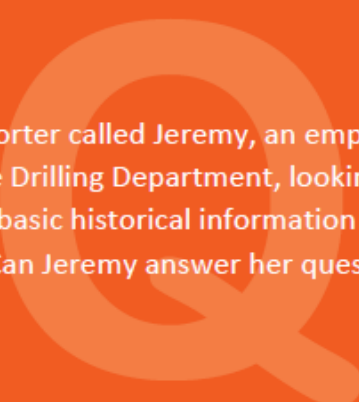
QEP strives to develop and maintain good relationships and effective communication with government officials and agencies. Your dealings with government and regulatory agencies should be consistent with QEP's reputation for integrity. Lobbying includes many types of activities and is subject to specific rules. You may be engaged in lobbying if your work involves contact with legislators, regulators, executive branch officials or their staffs or efforts to influence legislative or administrative actions. You must disclose these activities to the Legal Department so the Company may stay in compliance with all applicable laws.

QEP may, from time to time, express an opinion about local and national issues affecting our business. These messages will come only from individuals specifically authorized to speak on behalf of the Company.

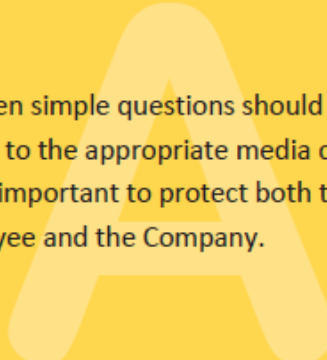
If you choose to engage in political activity or donations, the participation must occur in your private capacity and not on behalf of QEP. You may not conduct personal political activity on Company time or use Company property, equipment or stationery for this purpose.

MEDIA QUESTIONS

Please do not respond to inquiries from the media. Direct all media inquiries to the Media Contact.



A reporter called Jeremy, an employee in the Drilling Department, looking for some basic historical information about QEP. Can Jeremy answer her questions?



No. Even simple questions should be routed to the appropriate media contact. This is important to protect both the employee and the Company.



Our Market



We are committed to being ethical, honest and open in our dealings with each other, our stakeholders and our business partners.



INSIDER TRADING

You and everyone in your household and among your closely related family are prohibited from buying or selling Company stock or reallocating the QEP stock in your 401(k) Plan account while in possession of material inside information.

We each have access to information about the Company as a result of our work. Sometimes, that information is something that an investor would consider in deciding whether to buy, sell or hold QEP stock. If the information fits this description and has not been made public in a press release or a filing with the Securities and Exchange Commission, it is "material inside information." Examples of material inside information include, but are not limited to the following:

- Information about a merger or significant asset sale or purchase;
- Information about a major change in strategy;
- Information about an expansion or reduction of operations;
- Non-public financial and operations results;
- Non-public reserves information; and
- Cybersecurity-related incidents.

If you have any questions about whether information is material, please contact the Legal Department.

Bob recently learned some information about a well that has not been disclosed to the public. Is he prohibited from buying or selling QEP stock or bonds?

Yes, if the information he learned is material. Material information is information that an investor would consider in deciding whether to buy, sell or hold QEP stock or bonds. If the information is material, Bob may not buy or sell QEP stock or bonds on the open market or make changes to the allocations to QEP stock in his 401(k) plan account or deferred compensation plan account, if applicable, until two business days after the information becomes public.



Our Market



CONTACT WITH INVESTORS

Only our Chief Executive Officer, Chief Financial Officer, the Investor Relations Department, and individuals specifically authorized by them may discuss QEP matters with investors.

Other employees and contractors must direct inquiries to members of the Investor Relations Department and must not attempt to handle these inquiries without their prior authorization. If you inadvertently disclose confidential information to certain members of the investment community, QEP must take steps to provide broad distribution of the information as soon as possible. If you inadvertently disclose confidential information, please contact the Investor Relations Department or the Legal Department.



FAIR COMPETITION

Our actions in the marketplace demonstrate who we are as a Company. By competing fairly, we uphold QEP's reputation as an ethical leader. We must not seek to limit the opportunities of our competitors in deceitful or fraudulent ways. Additionally, we should not disparage or make false statements about our competitors. Instead, we should focus on the advantages of doing business with QEP.

Through our work, we may become aware of competitor information that would give us a competitive advantage. We must be careful to handle this information in a lawful and ethical manner. Do not use or disclose this information without receiving prior approval from the Legal Department.

Although antitrust laws are complex, they generally forbid discussing any topics with competitors that may restrain trade, such as price fixing, bid rigging, or dividing or allocating markets. If a competitor attempts to discuss these topics with you, stop the conversation and raise the issue with your supervisor or the Legal Department. Antitrust laws also prohibit entering into agreements (formal or informal) with vendors, suppliers, service providers and clients that may restrict competition. These forbidden agreements include tying products, fixing resale prices and refusing to sell to or buy from certain companies.

It is important to understand that violating these laws may subject both the individual and the Company to severe penalties. If you have questions, please contact the Legal Department.



How to Report

QEP takes each report seriously, no matter how it is received. We strive to review and resolve each issue quickly and thoroughly. Employee matters will be referred to Human Resources, financial issues will be referred to Internal Audit, safety and environmental issues will be referred to HSE and conflicts of interest will be addressed by an appropriate member of the compliance team.

You may be asked to participate in the investigation of an incident that you or another employee or contractor reported. You must comply with all requests and provide all required information. Participating in an investigation does not mean that you are in trouble or that anyone has reported a concern about you. It may simply mean that you witnessed or have information about something that has been reported.

We must also provide all information requested during any audit or investigation by QEP, its internal or external auditors or any government authority. If you are notified that documents in your possession are needed as part of an investigation, you must not destroy, conceal or alter these records in any way. When participating in an investigation, whether conducted by QEP or any regulatory authority, you must not make untrue or misleading statements or encourage anyone else to do so. If you are unexpectedly contacted by an outside investigator, contact the Legal Department immediately.

QEP is committed to ethical behavior. As a QEP employee, supplier, vendor, service provider or contractor, you are responsible for upholding this commitment. If you fail to follow the Code of Conduct and other Company policies, you put yourself, your co-workers and QEP at risk. Consequently, those involved in such violations may be subject to disciplinary action up to and including termination. Reporting a violation of Company policies does not absolve you from accountability for personal involvement in any wrongdoing. It may, however, be considered as a factor in your favor when reviewing possible disciplinary action.

CONTACT INFORMATION

The Code refers to the following departments. The contact information for those departments is set forth below:

- Health, Safety & Environmental: 303-640-4259
- Human Resources: 303-575-1825
- Internal Audit: 303-405-6683
- Investor Relations: 303-405-6665
- Legal: 303-573-3448
- Media Contact: 303-405-6665
or media@qepres.com

If you prefer to make an anonymous inquiry or report, the contact information is set forth below:

- Ethics Hotline 877-679-6906
- Ethics Website, [click here](#)

Both of these options are available 24/7.

QEP will not tolerate retaliation, discrimination, or any other adverse employment action against employees or contractors for reporting or participating in investigations of actual or suspected violations of this Code, or of applicable law.

