

# ALON USA ENERGY, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted as Revised May 8, 2013)

### **Introduction**

This Code of Business Conduct and Ethics (the “*Code*”) describes the basic principles of conduct that we share as officers and employees of Alon USA Energy, Inc. (the “*Company*”). This Code also applies to our directors and should be provided to and followed by our agents and representatives, including consultants.

This Code is intended to provide a broad overview of basic ethical principles that guide our conduct. In some circumstances, we maintain more specific policies on the topics referred to in this Code. Should you have any questions regarding these policies, please review your employee handbook or contact your human resource manager.

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

We comply with all laws, rules, and regulations of the places where we do business. If a law, rule, or regulation is unclear, or conflicts with a provision of this Code, you should seek advice from your supervisor or our General Counsel.

### **Work Environment**

We strive to maintain a healthy, safe, and productive work environment. We do not permit violence or threatening behavior in our workplaces. We report to work in condition to perform our duties at our best, free from the influence of illegal drugs or alcohol. We do not tolerate the use of illegal drugs in the workplace and we have instituted and maintain a policy for drug testing of all employees. We treat each other fairly, and with respect and dignity.

### **Equal Opportunity, Discrimination and Harassment**

We treat all applicants and employees without regard to age, race, creed, color, religion, national origin, gender, physical or mental disability, or any other legally-protected classification; and to provide challenging opportunities for individual growth and advancement. We do not tolerate conduct involving discrimination or harassment.

### **Conflicts of Interest**

We conduct our business affairs in the best interest of our Company and should therefore avoid situations where our private interests interfere in any way with our Company’s interests. We need to be especially sensitive to situations that have even the appearance of impropriety and promptly report them to a supervisor, or if appropriate, a more senior manager. If you believe that a transaction, relationship or other circumstance creates or may create a conflict of interest, you should promptly report this concern. It is our policy that circumstances that pose a conflict

of interest for our employees are prohibited unless a written waiver is obtained from an executive officer of the Company. Consistent with the rules of New York Stock Exchange, Inc. (“*NYSE*”) and as further described below, any waiver of this conflict of interest policy for a director or executive officer may only be made by our Board of Directors (the “*Board*”), and any such waiver should be appropriately disclosed.

## **Public Reporting**

We are a public company and file reports and other documents with the Securities and Exchange Commission (“*SEC*”) and the stock exchange on which our securities trade. We also issue press releases and make other public statements that include financial and other information about our business, financial condition and results of operations. We endeavor to make fair, accurate and timely disclosure in reports and documents we file with, or submit to, the SEC and in our press releases and public communications.

We require cooperation and open communication with our internal and outside auditors. It is illegal to take any action to fraudulently influence, coerce, manipulate or mislead any internal or external auditor engaged in the performance of an audit of our financial statements.

The laws and regulations applicable to filings made with the SEC, including those applicable to accounting matters, are complex. While the ultimate responsibility for the information included in these reports rests with senior management, numerous other employees participate in the preparation of these reports or provide information included in these reports. We maintain disclosure controls and procedures to ensure that the information included in the reports that we file with, or submit to, the SEC is collected and communicated to senior management in order to permit timely disclosure of the required information.

If you are requested to provide, review or certify information in connection with our disclosure controls and procedures, you must provide the requested information or otherwise respond in a fair, accurate and timely manner. Moreover, even in the absence of a specific request, you should report any significant information that you believe should be considered for disclosure in our reports to the SEC to your supervisor or a more senior manager.

If you have questions or are uncertain as to how our disclosure controls and procedures may apply in a specific circumstance, promptly contact your supervisor or a more senior manager. We want you to ask questions and seek advice. Additional information regarding how to report your questions or concerns (including on a confidential, anonymous basis) is included below in this Code under the heading “Reporting Illegal or Unethical Behavior.”

## **Insider Trading**

We do not trade in Company stock on the basis of material, non-public information concerning the Company, nor do we “tip” others who may trade in Company securities. In order to assist with compliance with laws against insider trading, the Company has adopted a “Securities Trading Policy” governing trading in securities of the Company. Questions regarding insider trading should be directed to our General Counsel.

## **Accuracy of Company Records**

We completely and accurately record all transactions on the Company's books and records in accordance with generally accepted accounting practices and established financial policy. We do not establish undisclosed or unrecorded funds or assets. We do not approve or make any payments with the intention or understanding that any part of such payment is to be used for a purpose other than that disclosed in the documents supporting the payment. Only our authorized personnel make withdrawals from disbursement accounts, and do so only by check or other acceptable means customarily used by major banks. If you have concerns or complaints regarding questionable accounting or auditing matters, you are urged to submit them to our Audit Committee as described in the Company's "Whistleblower Policy." If desired, you may also submit concerns or complaints directly to our General Counsel.

## **Record Retention**

Our corporate records are important assets. We are required by law to maintain certain types of corporate records, usually for a specified period of time. Failure to retain such documents for such minimum periods could subject us to penalties and fines, cause the loss of rights, obstruct justice, place us in contempt of court or place us at a serious and/or unnecessary disadvantage in litigation. Accordingly, we have established controls to assure retention for required periods in our "Records Retention Policy." Questions regarding document retention or destruction should be directed to our General Counsel.

## **Corporate Opportunities**

We do not personally take opportunities that are discovered through the use of Company property, information or position without the prior consent of our Board. Our directors, officers and employees are also prohibited from competing with the Company and from using corporate information or position for personal gain.

## **Competition and Fair Dealing**

We outperform our competition fairly and honestly by providing superior services and products in a timely and efficient manner. We do not engage in unethical or illegal business practices such as stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing disclosure of this type of information by past or present employees of other companies.

## **Outside Employment**

We are committed to compensating employees fairly and competitively. Employees owe the Company their undivided business loyalty. An employee may maintain employment outside the Company only if the outside employment is disclosed to the employee's supervisor and/or a representative from Human Resources and it is determined by the Company that the outside employment will not interfere with the employee's safe and effective performance of his or her duties and is consistent with Company policies, as set forth in more detail in the Company's workplace policies.

## **Compliance with Antitrust Laws**

We are committed to fostering free market competition and preserving the free enterprise system. We do not discuss or engage in price fixing or bid rigging, allocation of markets, geographically or by customer, or the fixing of production or quotas for production. We also do not exchange information with our competitors regarding prices, market share, cost data, or any other data the exchange of which would be considered in violation of antitrust laws. Questions regarding antitrust matters should be directed to our General Counsel.

## **Business Entertainment and Gifts**

We recognize that business entertainment and gifts are meant to create good will and sound working relationships, not to gain unfair advantage with our customers. Neither we nor our family members offer, give or accept any gift or entertainment unless it: (a) is not a cash gift, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot be construed as a bribe or payoff, and (e) does not violate any laws or regulations. Any questionable gift or invitation should be discussed with the Vice President of your business group or another executive officer of the Company, as set forth in more detail in the Company's workplace policies.

## **Anti-Corruption**

Employees and third parties shall not corruptly offer, pay, promise or authorize and bribe, kickback or illicit payment or benefit in money or in any kind, to any government or commercial customer, employee, investor, client, broker, agent, contractor, dealer or any other person or entity.

Employees shall not receive any kickback, bribe or illicit payment or benefit of any kind, from any customer, supplier or any other person or entity that has a relationship with the Company.

## **Political Contributions and Activities**

Federal and state contribution and lobbying laws severely limit the contributions that the Company can make to political parties or candidates. Company funds and assets shall not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the General Counsel.

The Company encourages involvement in civic affairs and participation in political activities. We recognize, however, that involvement and participation is on an individual basis, and done on our own time and at our own expense. When we speak on political issues, we make clear that comments or statements made are as an individual, and not on behalf of the Company.

## **Confidentiality**

We protect our Company's confidential information. Confidential information includes proprietary information such as our business plans, marketing plans, procurement plans, capital budgets, strategic initiatives, other business strategies, sales forecasts, financial forecasts and other financial data, engineering, process and manufacturing ideas and designs, customer and supplier data, trade secrets, books, records, files and databases, as well as any non-public information that might be of use to competitors or harmful to us or our customers if disclosed. It also includes information that suppliers and our customers have entrusted to us on a confidential basis. Our personal obligation not to disclose confidential information continues even after employment ends.

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

Theft, carelessness and waste of Company assets have a direct impact on our profitability and should be avoided. Any suspected incident of fraud or theft should be immediately reported to your supervisor or a more senior manager for investigation. We carefully safeguard our confidential information. Unauthorized use or distribution of confidential information is prohibited and could also be illegal, resulting in civil or even criminal penalties.

## **Waivers**

Consistent with the NYSE rules, only our Board may waive a provision of this Code for our executive officers or directors, and any waiver should be appropriately disclosed. Waivers of this Code for any other employee may be made only by an executive officer of the Company, and then only under special circumstances.

## **Reporting Illegal or Unethical Behavior**

In order to encourage reports of illegal or unethical behavior (including violations of this Code), we keep all reports confidential and do not allow retaliation for good faith reports of possible misconduct by others. It is also our duty to cooperate in internal investigations of alleged misconduct.

We must all work to ensure prompt and consistent action against illegal or unethical behavior. Oftentimes a violation of this Code will be easy to recognize and should be promptly reported to your supervisor or a more senior manager. However, in some situations it is difficult to know right from wrong. Since none of us can anticipate every situation that will arise, it is important that we have a way to approach a new or sensitive question or concern. Here are some questions that can be asked:

1. ***What do I need to know?*** In order to reach the right solutions, we must be as fully informed as possible.
2. ***What specifically am I being asked to do? Does it seem unethical or improper?*** This will focus the inquiry on the specific action in question, and the available alternatives. Use judgment and common sense. If something seems unethical or improper, it probably is.

3. ***What is my responsibility?*** In most situations, there is shared responsibility. Should colleagues be informed? It may help to get others involved and discuss the issue.
4. ***Have I discussed the issue with a supervisor?*** This is the basic guidance for all situations. In many cases, a supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is the supervisor's responsibility to help solve problems.
5. ***Should I seek help from Company management?*** In a case where it may not be appropriate to discuss an issue with a supervisor, or where you would not be comfortable approaching a supervisor with your question, discuss it with your human resources manager. If for some reason you do not believe that your concerns have been appropriately addressed, you should seek advice from our General Counsel or from the Company's toll-free hotline. Alternatively, we have established procedures to permit confidential, anonymous submissions of concerns regarding alleged violations of this Code, including concerns with respect to questionable accounting or auditing matters. Please refer to your employee manual for more information as to how to submit a confidential, anonymous concern regarding an alleged violation of this Code.

### **Prohibition Against Retaliation**

We prohibit retaliation against any employee who in good faith provides information or otherwise assists in an investigation or proceeding regarding any matters of legal or regulatory concern, or violations of this Code. If you feel that you are being subjected to retaliation, you are urged to immediately inform your supervisor or follow the procedure described above under "Reporting Illegal or Unethical Behavior." Complaints of retaliation will be investigated promptly, and reprisal or retaliation will be subject to disciplinary action.

### **Adherence to Code Provisions**

The Company's good name and reputation depend, to a very large extent, upon you taking personal responsibility for maintaining and adhering to the policies and guidelines set forth in this Code. Your business conduct on behalf of the Company must be guided by the policies and guidelines set forth in this Code.

The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of non-adherence to this Code. Such actions, which may include suspension or dismissal for cause, shall be reasonably designed to deter wrongdoing and to permit accountability for adherence to this Code as is in the best interests of the Company.