

VENDOR CODE OF CONDUCT

OVERVIEW

Kirby Corporation has established standards in its Business Ethics Guidelines that apply to its employees and those of its direct and indirect subsidiaries (collectively with Kirby Corporation, “**Kirby**”). Those Guidelines reflect our continuous commitment to the Core Values of Kirby. Kirby expects all its manufacturers, distributors, vendors, and other suppliers (each a “Supplier” and collectively “Suppliers”) to share and embrace these Core Values as well as our commitment to safety and compliance.

Those Core Values are “**THE KIRBY WAY**” and are memorialized as follows:

Safety	Our guiding principle is No Harm to people, the environment, or equipment. Safety is at the core of everything we do and always drives our decision-making.
People	Our people make the difference. We invest in the tools and resources to empower our employees, and we promote a workplace that values mutual respect, knowledge, and teamwork.
Integrity	Do the right thing by having the highest ethical standards while always being transparent and accountable for our actions.
Excellence	Creating value for our customers and shareholders by providing the highest quality service and products.
Community	Sharing our success with each other and the communities we live and work in by protecting the environment and encouraging volunteerism.

While Suppliers are independent entities from Kirby, the business practices and actions reflect upon Kirby. Corporate integrity, responsible product sourcing, and the safety and wellbeing of workers across the global supply chain are of paramount importance to Kirby. These principles apply to all aspects of Kirby’s business and encompass all Suppliers that supply the products or perform services to Kirby.

Business Integrity

These principles are reflected in this Vendor Code of Conduct (“**Code of Conduct**”), which establishes the minimum standards that must be met by any Supplier **that** sells goods to or does business with Kirby, regarding:

- Supplier’s treatment of workers;
- workplace safety;
- the impact of Supplier’s activities on the environment; and
- Supplier’s ethical business practices.

Applicability

This Code of Conduct applies to all Suppliers that provide goods and services to Kirby. Supplier is responsible for compliance with the standards (“**Standards**”) set out in this Code of Conduct throughout its operations and throughout its entire supply chain.

Supplier’s compliance with the Standards extends to:

- all of its facilities; and
- all of its operations, including with respect to manufacturing, distribution, packaging, sales, marketing, product safety and certification, intellectual property, labor, immigration, health, worker safety, and the environment.

In addition to Supplier’s obligation to comply with the Standards, each Supplier is responsible for compliance with the Standards by all of its suppliers, vendors, agents, and subcontractors and their respective facilities (“**Partner(s)**”). This Code of Conduct is based on industry and internationally-accepted principles such as the United Nations Guiding Principles on Business and Human Rights and the OECD Due Diligence Guidance. The Code of Conduct is provided to or is otherwise made available to all direct Suppliers. Supplier may alternatively comply with this Code of Conduct by establishing and complying with its own policy or code of conduct that substantively aligns with this Code of Conduct. If a Supplier does not meet Kirby’s requirements, the relationship with this Supplier will be evaluated. This Code of Conduct shall be reviewed at least annually to ensure it continues to align with industry best practices.

Expected Regulatory Compliance Practices

Integrity

Do the right thing by having the highest ethical standards while always being transparent and accountable for our actions.

Suppliers and their representatives are expected to:

- Conduct business in compliance with antitrust and fair competition laws that govern the jurisdictions in which they do business;
- Comply with the anti-corruption laws of the countries in which they do business, including not making any direct or indirect payments, proposed payments, facilitating payments, or offering something of value to another person or someone who is an employee of the government or a public agency with the intent to influence him or her; and
- Comply with all applicable trade and export control laws and regulations that apply to Kirby operations, including any applicable anti-boycott laws.

Gifts and Entertainment

Supplier must maintain the highest ethical standards. Supplier must not offer cash, favors, gifts, or entertainment to Kirby’s team members except in strict compliance with Kirby’s Business Ethics Guidelines and applicable laws and regulations. Supplier shall also comply with Kirby’s Global Anti-Corruption Policy and Procedures.

Safety

Our guiding principle is **No Harm** to people, the environment, or equipment. Safety is at the core of everything we do and always drives our decision-making.

Suppliers and their representatives are expected to:

- Comply with all applicable laws and regulations regarding working conditions, including personal protective equipment, machine safety, chemical handling and safety, emergency preparedness, fire safety, structural, and electrical safety, and all applicable environmental laws and regulations; and
- Be honest and truthful in discussions with regulatory agency representatives and government officials.

Expected Employment Practices

People

Our people make the difference. We invest in the tools and resources to empower our employees, and we promote a workplace that values mutual respect, knowledge, and teamwork.

Suppliers and their representatives are expected to:

- Provide a work environment free from harassment, sexual or other discrimination, forced labor, or human trafficking and comply with all applicable related laws and regulations prohibiting harassment, sexual or other discrimination, forced labor, or human trafficking;
- Provide a safe and healthy work environment and comply with all applicable safety and health laws, regulations and practices;
- Prohibit the use, possession, distribution, and sale of illegal drugs while on Kirby owned or leased property;
- Use only voluntary labor; the use of forced or child labor, whether in the form of indentured labor or otherwise, is prohibited;
- Comply with all local wage and hour and minimum working age laws and regulations;
- Maintain employee records in accordance with local and national laws and regulations;
- Comply with Kirby's Safety and Occupational Health Policy; and
- Comply with Kirby's Human Trafficking Policy.

Human Rights

Supplier shall, and shall ensure that its Partners, respect human rights, avoiding infringing on the human rights of others. Supplier shall, and shall ensure that their Partners, comply with all applicable laws and regulations and respect internationally recognized human rights, wherever they operate.

Labor Standards

Suppliers shall only employ workers who meet the applicable minimum legal age requirements or who are at least 15 years of age, whichever is greater. The supplier must also comply with all other applicable child labor laws.

- All labor must be voluntary. Supplier shall not support or engage in slavery or human trafficking in any part of its supply chain. Without limiting Supplier's obligations hereunder, Supplier shall not, and shall ensure that its Partners do not, support or engage in, or require any:
 - compelled, involuntary, or forced labor;
 - labor to be performed by children;
 - bonded labor or indentured labor; and
 - prison labor.

Hazardous Work and Safety

Without limiting Supplier's obligations hereunder, Supplier shall not, and shall ensure that its Partners do not, support or engage in, or require any hazardous labor to be performed by any person under the age of 18. Hazardous labor involves any work, that by its nature or the circumstances in which the work is undertaken, involves the substantial risk of harm to the safety or health of the worker or coworkers if adequate protections are not taken.

Compensation and Benefits

Supplier must compensate all workers with wages, including overtime premiums, and benefits that at a minimum meet the higher of:

- the minimum wage and benefits established by applicable law;
- collective agreements;
- industry standards; and
- an amount sufficient to cover basic living requirements.

No Discrimination, Abuse, or Harassment

Supplier shall not discriminate in hiring, compensation, training, advancement or promotion, termination, retirement, or any other employment practice based on race, color, national origin, gender, gender identity, sexual orientation, military status, religion, age, marital or pregnancy status, disability, or any other characteristic other than the worker's ability to perform the job.

- Supplier shall treat workers with respect and dignity.
- Supplier shall not subject workers to corporal punishment, or physical, verbal, sexual, or psychological abuse or harassment. Supplier must not condone or tolerate such behavior by its employees or subcontractors.

Safety

Our guiding principle is **No Harm** to people, the environment, or equipment. Safety is at the core of everything we do and always drives our decision-making.

Health and Safety

Supplier shall provide a safe, healthy, and sanitary working environment. Supplier shall implement procedures and safeguards to prevent workplace hazards, and work-related accidents and injuries, including procedures and safeguards to prevent industry-specific workplace hazards, and work-related accidents and injuries, that are not specifically addressed in these Standards.

General and industry-specific procedures and safeguards include those relating to:

- health and safety inspections;
- equipment maintenance;
- maintenance of Facilities;
- worker training covering the hazards typically encountered in their scope of work;
- fire prevention; and
- documentation and recordkeeping.

Supplier shall provide workers adequate and appropriate personal protective equipment to protect workers against hazards typically encountered in the scope of work.

Environmental Compliance

Operation of Supplier's Facilities

Supplier shall operate its Facilities in compliance with all environmental laws, including laws and international treaties relating to:

- waste disposal;
- emissions;
- discharges; and
- hazardous and toxic material handling.

Supplier must ensure that the goods that it manufactures (including the inputs and components that it incorporates into its goods) comply with all environmental laws and treaties. Supplier must ensure that it will only use packaging materials that comply with all environmental laws and treaties.

Facilities

Supplier shall:

- ensure that all Facilities meet all applicable building codes and industry design and construction standards;
- obtain and maintain all construction approvals required by law;
- obtain and maintain all zoning and use permits required by law;
- without limiting Supplier's obligations hereunder, ensure that all Facilities have:
 - an adequate evacuation plan;
 - adequate, well-lit (including emergency lighting), clearly marked, and unobstructed emergency exit routes, including exits doors, aisles, and fire-rated enclosed stairwells;
 - a sufficient number of emergency exit doors, which are located on all sides of each building, are unlocked (from the inside), and are readily opened with a push bar with minimal force and from the occupied side and swing in the direction of emergency travel;
 - visible and accurate evacuation maps posted in the local language, and including a "you are here" mark;
 - adequate ventilation and air circulation;
 - adequate lighting;
 - adequate first aid kits and stations;
 - adequate fire safety, prevention, alarm, and suppression systems;
 - adequate access to potable water; and
 - adequate access to private toilet facilities.
- post safety rules, inspection results, incident reports, and permits, in each case, as required by law.

Freedom of Association and Collective Bargaining

Supplier shall respect, and shall not interfere with, the right of workers to decide whether to lawfully associate with groups of their choice, including the right to form or join trade unions and to engage in collective bargaining.

Without limiting Supplier's obligations set out above, Supplier shall not:

- take any action to prevent or suppress the workers' exercise of freedom of association or collective bargaining rights;
- discriminate or retaliate against, or discipline or punish, any worker who supports or exercises freedom of association or collective bargaining rights;
- discriminate or retaliate against, or discipline or punish, any worker who raises collective bargaining compliance issues; or
- discriminate or retaliate against, or discipline or punish, any worker based on union membership or the worker's decision to join or not join a union.

Conflict Minerals

Supplier is required to comply with Kirby's Conflict Minerals Policy, which is available online, and can be found here: <https://kirbycorp.com/investor-relations/corporate-governance/>.

- With regard to products supplied to Kirby, Suppliers shall not procure "conflict minerals" from sources that directly or indirectly benefit or finance armed groups in the Democratic Republic of the Congo or adjoining countries ("**Covered Countries**"). Conflict minerals include tantalum, tin, tungsten and gold.
- Suppliers shall supply information requested by Kirby from time to time to verify that conflict minerals in any products supplied to Kirby are being sourced only from mines and smelters/refiners outside the Covered Countries, or mines and smelters/refiners which have been certified by an independent third party as "conflict free" if sourced within the Covered Countries.

Integrity

Do the right thing by having the highest ethical standards while always being transparent and accountable for our actions.

Report Violations

Suppliers are required to self-report any violations of the Code of Conduct. Suppliers can also submit questions and comments regarding the Code of Conduct:

Kirby implemented a Compliance and Ethics Hotline to allow for anonymous reporting of any concerns. The toll-free phone numbers below allow anyone to **call 24 hours a day, any day of the week**, and speak with a third party in his or her local language.

U.S.	1-800-565-0389
Colombia	01-800-5191202

Outside the United States or Colombia, go online at www.KirbyCorpEthicsHotline.com, select the desired country from the list and use the telephone number displayed. A report may also be filed online at www.KirbyCorpEthicsHotline.com. Multiple languages are supported by both the website and telephone service.

Anonymous reports may also be submitted by sending an unsigned written communication to the following address or to www.KirbyCorpEthicsHotline.com for further handling:

Kirby Corporation
c/o Legal Department
Attn: Executive Vice President, General Counsel, and Secretary
55 Waugh Drive, Suite 1000 Houston, Texas 77007
*Please mark the envelope as confidential; To be opened by recipient only;

However, if you believe the sensitivity of an issue so warrants, you should contact:

Chief Human Resources Officer	(713) 435-1024
Executive Vice President, General Counsel and Secretary	(713) 435-1068
Company's Chief Executive Officer	(713) 435-1432

Reports relating to conflict minerals may also be sent via email to Kirby to conflict.minerals@kirbycorp.com. Violations or grievances at the industry level can be reported to the Responsible Minerals Initiative directly as well. This can be done at <http://www.responsiblemineralsinitiative.org/responsible-minerals-assurance-process/grievance-mechanism/>.

Supplier shall not retaliate or take disciplinary action against any worker who has, in good faith, reported violations or questionable behavior, or who has sought advice regarding this Code of Conduct.

Compliance with Laws

Supplier shall comply with all applicable national and local laws and regulations, including laws and regulations relating to all the Standards. Where this Code of Conduct requires Supplier to meet a higher standard than set out by law or regulation, Supplier shall meet such higher standards. Supplier acknowledges that these Standards set out audit standards that Kirby may use to determine whether Supplier is meeting the requirements set out in this Code of Conduct.

Supplier acknowledges that Kirby may in its discretion conduct inspections of the Facilities to confirm Supplier's compliance with this Code of Conduct. Kirby has no obligation to conduct inspections.

Termination

Kirby may immediately terminate its business relationship (including any purchase order(s) and purchase contracts) with Supplier if Supplier or its Partners fail to meet the Standards.