



**Amplify Energy Corp.**

**Code of Business Conduct and Ethics**

**Adopted as of May 4, 2017**

**Introduction**

The Board of Directors (the “**Board**”) of Amplify Energy Corp. (together with its subsidiaries, the “**Company**”), has adopted this Code of Business Conduct and Ethics (this “**Code**”). This Code sets forth the Company’s policy with respect to business ethics and conflicts of interest, and is intended to ensure that the employees, officers and directors of the Company conduct business with the highest standards of integrity and in compliance with all applicable laws and regulations. This Code applies to the employees, officers and directors of the Company. Although this Code provides only a brief description of the potential problems that may arise, a familiarity with the basic principles of this Code should assist employees, officers and directors of the Company in avoiding illegal or unethical behavior.

**1. Code of Ethics Contact Person**

For purposes of this Code, the “**Code of Ethics Contact Person**” shall be different for various employees, officers and the directors of the Company. For the principal executive officer and directors of the Company, the Code of Ethics Contact Person is any member of the Board. For any other employees of the Company, the Code of Ethics Contact Person is the employee’s immediate supervisor. If an employee does not believe it appropriate or is not comfortable approaching the Code of Ethics Contact Person about their concerns or complaints, then they may contact the Company’s General Counsel or any member of the Board. If their concerns or complaints require confidentiality, including keeping their identity anonymous, then this confidentiality shall be protected, subject to applicable law, regulation or legal proceedings. At all times, employees are encouraged to report any potential violations (anonymously, confidentially or otherwise) by calling a toll-free hotline at 866-362-1692.

**2. Complying with Law**

All employees, officers and directors of the Company are expected to acquire and maintain a working knowledge of the laws, rules and regulations that are applicable to such persons’ responsibilities with the Company and to know enough to determine when to seek advice from appropriate personnel or the Company’s legal counsel. All employees, officers and directors of the Company should respect and comply with all of the laws, rules and regulations of the United

States and other countries, and the states, counties, cities and other jurisdictions, in which the Company conducts its business, and the laws, rules and regulations of which are applicable to the Company.

This Code does not summarize all laws, rules and regulations applicable to the Company and its employees, officers and directors. If questions arise about what is required by laws, rules or regulations, please consult the Company's legal counsel.

#### **1. Antitrust**

The Company believes that vigorous and fair competition is in our best interest and the best interest of our employees and stockholders. The purpose of antitrust laws in the United States and most other countries is to provide a level playing field to economic competitors and to promote fair competition. It is our policy to comply in all respects with the letter and spirit of the antitrust laws. This policy is not to be compromised or qualified by anyone acting for on behalf of the Company. You must understand and comply with the antitrust laws as they may bear upon your activities and decisions. Anti-competitive behavior in violation of antitrust laws can result in criminal penalties, both for the individual involved and for the Company.

Antitrust laws prohibit business activities that constitute unreasonable restraints of trade, unfair trade practices and other anti-competitive activities. No director, officer or employee should enter into any agreement or understanding, whether written or oral, formal or informal, with an actual or potential competitor, which would illegally limit or restrict competition in any way. This prohibition includes any action relating to prices, costs, profits, products, services, terms or conditions of sale, market share or customer or supplier classification or selection.

#### **4. Insider Trading**

The Company maintains a separate Insider Trading Policy, with which you are expected to comply.

#### **5. Conflicts of Interest**

All employees, officers and directors of the Company must avoid situations that create a conflict of interest or the appearance of a conflict of interest with regard to the Company's interests. A conflict situation may arise when an employee, officer or director of the Company takes actions or has private commercial or financial interests that interfere with his or her objectivity in performing his or her duties and responsibilities for the Company. Conflicts of interest may also arise when an employee, officer or director of the Company, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, whether received from the Company or a third party. It is almost always a conflict of interest for an employee of the Company to work simultaneously for a supplier, customer, partner, subcontractor or competitor of the Company. The Company's employees should avoid any direct or indirect business connection with the suppliers, customers, partners, subcontractors or competitors, except on the Company's behalf or as otherwise approved by the Code of Ethics

Contact Person. Furthermore, employees, officers and directors of the Company should consult with the Code of Ethics Contact Person before accepting any position as an officer or director of any outside business concern. Loans to, or guarantees of obligations of, employees, officers and directors of the Company and their respective family members may also create impermissible conflicts of interest. Unlawful extensions of credit by the Company in the form of personal loans to its executive officers and directors are prohibited.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board or its authorized committee. Conflicts of interest may not always be clear-cut, so persons with questions should consult with the Code of Ethics Contact Person. Any employee, officer or director of the Company who becomes aware of a material transaction or relationship that reasonably could be expected to give rise to a conflict should bring it to the attention of the Code of Ethics Contact Person or consult the procedures described in Section 19 (“Reporting Any Illegal or Unethical Behavior”) of this Code.

## 6. Related Person Transactions

The Company recognizes that related person transactions present a heightened risk of conflicts of interest and therefore all such transactions that are required to be disclosed under the rules of the Securities and Exchange Commission (the “*SEC*”) shall be subject to approval or ratification by the Board or its authorized committee. In the event that the Board or its authorized committee considers ratification of a related person transaction and determines not to so ratify such transaction, the officers of the Company shall make all reasonable efforts to cancel or annul the transaction.

In determining whether or not to recommend the initial approval or ratification of a related person transaction, the Board or its authorized committee should consider all of the relevant facts and circumstances available, including (if applicable) but not limited to:

- whether there is an appropriate business justification for the transaction;
- the benefits that accrue to the Company as a result of the transaction;
- the terms available to unrelated third parties entering into similar transactions;
- the impact of the transaction on a director’s independence (in the event the related person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer);
- the availability of other sources for comparable products or services;
- whether it is a single transaction or a series of ongoing, related transactions; and
- whether entering into the transaction would be consistent with this Code.

**7. Corporate Opportunity**

Any business opportunity that is discovered by an employee of the Company through or arising from the use of property, information or position of the Company belongs to the Company. No employee of the Company may take personal advantage of such an opportunity without first receiving specific written approval from the Chief Executive Officer or the Board. In the absence of pre-approval, an employee of the Company must abandon or forfeit such opportunity, or seek a waiver under Section 21 (“Amendment, Modification and Waiver”) of this Code. Any pre-approval for an executive officer of the Company must be obtained from the Board. This Section 7 does not supersede, and is expressly subject to Article 12 of the Company’s Amended and Restated Certificate of Incorporation (or any successor provision).

**8. Confidentiality**

Employees, officers and directors of the Company must maintain the confidentiality of confidential information entrusted to them by the Company or its suppliers or customers, except when disclosure is authorized by the Code of Ethics Contact Person or required by laws, regulations or legal proceedings. Whenever feasible, employees, officers and directors should consult the Code of Ethics Contact Person if they believe they have a legal obligation to disclose confidential information. Generally, confidential information includes all information, whether oral or in writing, that has not been disclosed to the public and that might be of use to competitors, or, if disclosed, is or may be harmful to the Company or its customers.

**9. Fair Dealing**

Each employee, officer and director of the Company should endeavor to deal fairly with the Company’s customers, suppliers, competitors, landowners, public authorities, regulatory authorities, investors, officers and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

**10. Manager Responsibility**

Managers have additional responsibilities related to the Company’s overall compliance program. Managers are responsible for promoting a culture of compliance and integrity, which includes (but not limited to) leading by example, helping others understand the compliance program and other policies and procedures of the Company, supporting those who raise a concern or report a suspected problem in good faith, never taking retaliatory action against someone for reporting concerns in good faith and addressing potential misconduct.

## 11. Senior Financial Officers

The Chief Executive Officer, Chief Financial Officer or Vice President of Finance, Chief Accounting Officer, Controller, Treasurer and persons performing similar functions and so designated from time to time by the Chief Executive Officer or the Board (the “*Senior Financial Officers*”) of the Company are further expected to:

(a) Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.

(b) Take reasonable steps to cause the Company to provide fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications, including taking reasonable steps to cause Company employees to follow its internal accounting controls at all times.

(c) Carefully review a draft of each periodic report for accuracy and completeness before it is filed with the SEC, with particular focus on disclosures the Senior Financial Officer does not agree with and on information known to the Senior Financial Officer not to be reflected in the report.

(d) Comply with all applicable laws, rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies. Although no single individual is expected to know the details of all laws, rules and regulations, it is important to take reasonable steps to ensure familiarity with all such laws, rules and regulations and to know enough to determine when to seek advice or guidance through the retention of qualified legal, financial and accounting experts, or other means.

(e) Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the Senior Financial Officer’s independent judgment to be subordinated.

(f) Respect the confidentiality of information acquired in the course of business except when authorized or otherwise legally obligated to disclose the information.

(g) Not use confidential information acquired in the course of the Senior Financial Officer’s work for personal advantage.

(h) Proactively promote ethical behavior among Company employees and as a responsible partner with industry peers and associates.

(i) Maintain control over and responsibly manage all assets and resources employed or entrusted to the Senior Financial Officer by the Company.

(j) Bring to the attention of the Board matters that could compromise the integrity of the Company's public filings and communications, disagreements on accounting matters and violations of any part of this Code.

(k) Report illegal or unethical conduct by any director, officer, employee or contractor that has occurred, is occurring or may occur, including any potential violations of this Code to the Board.

The above obligations supplement, but do not replace the remainder of this Code.

## **12. Retaliation**

The Company's commitment to integrity includes a responsibility to foster an environment that allows people to raise concerns without the fear of retaliation or retribution. No one should be discouraged from using any available channel within the Company. People must be able to choose whichever method they are most comfortable with to communicate their concerns.

Anyone who retaliates against another employee for reporting known or suspected violations of our legal or ethics violations is in violation of this Code and subject to disciplinary action, up to and including termination of employment. Retaliation also may be a violation of the law, and as such, could subject both the individual offender and the Company to legal liability.

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

All employees, officers and directors of the Company should protect the Company's assets from loss, theft, waste and misuse and ensure their efficient use. Any personal use of resources of the Company must not result in significant added costs, disruption of business processes or any other disadvantage to the Company. Theft, carelessness and waste have a direct impact on the Company's profitability. All assets of the Company may be used only for legitimate business purposes and may never be used for illegal purposes.

## **14. Concerns and Complaints**

The Company's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Company. If any employee, officer or director of the Company has concerns or complaints regarding questionable accounting, accounting irregularities, discrimination, substance abuse, harassment, fraud, theft, discrimination, ethics violations, internal accounting controls or auditing matters of the Company, then he or she is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) by calling a toll-free hotline at 866-362-1692.

## **15. Safety; Prohibited Substances**

The Company strives to provide each employee of the Company with a safe work environment. Each employee of the Company has the responsibility for maintaining a safe workplace for all employees of the Company by following safety and health rules and practices, and by reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees of the Company should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol, or any other substance that may impair such employee's ability to perform the essential functions of his or her job or create an unsafe work environment. The use of illegal drugs in the workplace will not be tolerated.

## **16. Business Entertainment, Gifts and Courtesies**

The purpose of business entertainment, gifts and courtesies in a commercial setting is to create goodwill and sound working relationships, and not to gain unfair advantage with customers. Employees, officers and directors of the Company must act in a fair and impartial manner in all business dealings. No entertainment, gift or courtesy should be offered, given, provided or accepted by any employee, officer or director of the Company, or any of their family members or agents, unless it:

- is not a cash gift;
- is consistent with customary business practices;
- cannot be construed as a bribe or payoff; and
- does not violate any laws or regulations.

Persons should contact the General Counsel if they are not certain that any entertainment, gift or courtesy is appropriate. In situations where receiving gifts greater than a moderate value (in excess of \$100) may be appropriate, approval by the Code of Ethics Contact Person and the General Counsel is required.

## **17. Books and Records**

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Employees, officers and directors of the Company shall follow the Company's record retention policies. Employees, officers and directors of the Company shall not destroy, shred or alter records that are in any way related to a threatened, imminent or pending legal or administrative proceeding, litigation, audit or investigation.

## **18. Public Company Reporting and Other Government Filings**

It is the Company's policy that the information in its public communications, including its periodic reports and other filings with the SEC, be timely and understandable, and fair, complete and accurate in all material respects. Depending on his or her position with the Company, an employee, officer or director of the Company may be called upon to provide necessary information in furtherance of this policy. The Company expects employees, officers and directors of the Company to take this responsibility very seriously and to provide prompt, accurate and complete answers to inquiries related to the Company's public disclosure requirements.

All employees of the Company are prohibited from knowingly misrepresenting or omitting, or causing others to misrepresent or omit, material facts about the Company to anyone having a role in the Company's financial reporting and disclosure processes. Employees of the Company shall not directly or indirectly take any action to fraudulently induce, coerce, manipulate or mislead any independent registered public accounting firm of the Company for the purpose of rendering the financial statements of the Company misleading, or direct anyone else to do so. If an employee, officer or director of the Company believes that any of the Company's periodic reports contain any materially false or misleading information or omit material information, such person is encouraged to follow the procedures described in Section 19 ("Reporting Any Illegal or Unethical Behavior") of this Code.

Employees responsible for preparing reports and filings with agencies other than the SEC, whether in the United States or other jurisdictions, should take care to see that they are prepared accurately and in compliance with applicable requirements.

## **19. Reporting Any Illegal or Unethical Behavior**

If employees, officers or directors of the Company believe that they have violated the policies of this Code, they should promptly advise their Code of Ethics Contact Person. They are also encouraged to promptly notify the Code of Ethics Contact Person about observed illegal or unethical behavior and to discuss, when in doubt, the best course of action in a particular situation. Employees, officers and directors of the Company who are concerned that violations of this Code or that other illegal or unethical conduct by employees, officers or directors of the Company has occurred or may occur should promptly contact the Code of Ethics Contact Person. If they do not believe it appropriate or are not comfortable approaching the Code of Ethics Contact Person about their concerns or complaints, then they may contact the General Counsel or any member of the Board. If their concerns or complaints require confidentiality, including keeping their identity anonymous, then this confidentiality shall be protected, subject to



applicable law, regulation or legal proceedings. At all times, employees are encouraged to report any potential violations (anonymously, confidentially or otherwise) by calling a tollfree hotline at 866-362-1692.

**20. Accountability for Actions**

Those persons who are not in compliance with the policies of this Code will be held accountable for their actions and will, to the extent possible, be required to take such action as necessary to become compliant. The failure to observe the terms of this Code may result in disciplinary action, up to and including termination of employment. Violations of this Code may also constitute violations of law that may result in civil and criminal penalties. The Board will assess compliance with this Code, report violations of this Code to the Board, and, based upon the relevant facts and circumstances, recommend to the Board appropriate action.

**21. Amendment, Modification and Waiver**

This Code may be amended, modified or waived by the Board or its designated committee, subject to the provisions of the Securities Exchange Act of 1934 as amended and the rules and regulations thereunder and the applicable rules of any national securities exchange, over-the-counter quotation system or other securities exchange on which the Company's common stock is then listed or quoted. Any waiver of this Code for executive officers or directors shall be promptly disclosed to stockholders to the extent required by applicable law or any applicable listing or quotation requirements.

**22. Responding to Inquiries from the Press and Others**

The Company is subject to laws that govern the timing of its disclosures of material information to the public and others. Only certain designated employees may discuss the Company with the news media, securities analysts and investors. All inquiries from outsiders regarding financial or other information about the Company should be referred to the Chief Financial Officer.

**23. Compliance Certification**

All employees will be asked to sign a certificate confirming that they have read and understand this Code and that they are in compliance with this Code. However, failure to read this Code or sign a confirmation certificate does not excuse anyone from complying with this Code.

**Note**

This Code is not intended to and does not in any way constitute an employment contract or assurance of continued employment, and does not create any rights for any director, officer, employee or any other person or entity.

This Code states a policy of the Company and is not intended to be regarded as the rendering of legal advice. The requirements in this Code may be more restrictive than the requirements of law and industry practice. Nothing contained in this Code should be construed or applied as a binding interpretation or definition of law or industry practice. Any violation of law is strictly prohibited and is beyond the scope of authority of all employees, officers and directors of the Company.

## Confirmation Certificate

I have been provided with a copy of Amplify Energy Corp.'s Code of Business Conduct and Ethics (the "**Code**"). I acknowledge that I have read the Code, understand my responsibilities under the Code, am in compliance with the Code and am not aware of any violations of the Code. I further acknowledge that I should follow the compliance procedures described in the Code if I have any knowledge of violations of the Code, or questions or concerns related to the Code.

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Name: \_\_\_\_\_

Date: \_\_\_\_\_