



Anti-Bribery Policy

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3. Scope and Applicability

This Policy is applicable to all Personnel at all Company locations as well as everyone we do business with, including Third Parties and anyone else that may act on behalf of Expro. The Company will strive to ensure that all Third Parties that act on behalf of Expro adopt policies and procedures consistent with this Policy.

Our Code of Conduct further defines our commitment to ethics and compliance, including complying with anti-bribery and anti-corruption laws and principles. There are no exceptions or waivers granted for noncompliance with this Policy.

4. Governing Laws and Regulations

While Expro may be subject to any number of anti-bribery and anti-corruption laws depending on where the Company is doing business, this Policy primarily focuses on two such laws: FCPA and the U.K. Bribery Act.

The FCPA was enacted in 1977, but Companies have been under greater scrutiny and subject to much greater enforcement by both the Securities and Exchange Commission (SEC) and the Department of Justice (DOJ) in recent years. The U.K. Bribery Act was enacted in 2010 and is enforced by the U.K.'s Serious Fraud Office (SFO). Both laws prohibit Bribery of foreign Government Officials, but they differ in the treatment of Facilitation Payments, which the FCPA allows under certain conditions, while the U.K. Bribery Act does not. Both laws have sweeping applicability to companies and individuals, which requires us to be aware of the provisions of each of these laws.

Expro may also be subject to other anti-corruption and anti-bribery laws put in force by the countries in which we operate. As a rule, we choose to limit our exposure to Bribery and Corruption risks in our business dealings, regardless of where we operate.

5. Definitions

Anything of Value – Includes, but is not limited to: cash, gift cards, Gifts, travel, meals, Entertainment, tuition, promises of future employment, employment or internships to relatives, loans, charitable contributions, vacation property, shares or dividends of a company, or anything

else that may be of worth to someone, regardless of the actual monetary value. For purposes of this Policy “Anything of Value” has no minimum value.

Bribery – the offering, giving, receiving, promising, or soliciting of Anything of Value to influence the actions of another giving, receiving, promising, or soliciting to gain or retain a business advantage.. Bribery can be committed by Expro’s personnel or any person or company representing Frank’s, including a contractor, Vendor or other Third Party. Bribery can include:

- *Offering a Bribe*
- *Receiving a Bribe*
- *Bribing a Government Official*
- *Bribing an employee of a private company (Commercial Bribery)*

Bribery of Government Officials – Bribery intended to influence the actions of a Government Official to:

- Obtain or retain business (e.g., to win a sale to a state-owned company or get a change order/extension on a current contract)
- Get an advantage in the conduct of business (e.g., to obtain an import license, utility service, improved payment terms or lower tax rate)

Business Advantage – Includes obtaining or retaining business, obtaining preferential treatment or securing political or business concessions.

Commercial Bribery – Bribery that involves (i) Expro Personnel or a Third Party and (ii) a private company (not affiliated with any government body) to obtain or retain a Business Advantage.

Corruption – The misuse of public office or power for private gain or the misuse of private power in relation to business.

Donation – A contribution, normally money, provided to a charity or similar organization.

Facilitation or “Grease” Payment – A nominal sum paid to a Government Official to facilitate or expedite a process that is a non-discretionary, routine Government action (e.g., a small payment made to an immigration official to perform or speed up the performance of an existing duty such as the issuance of visas that they otherwise have no right to deny the Company/individual).

Gifts, Entertainment and Hospitality (GEH) – Anything of value:

- Gifts – any type of gift, any item or benefit that is provided below market value.
- Entertainment – attendance at social, cultural or sporting events.
- Hospitality – meals, drinks, as well as lodging and travel expenses

Government – The governing body of a nation, state, county, parish, province, territory or community.

Government Official – Any person who holds a public office or who works for a Government agency or state-owned company. The term may include:

- Elected officials of local, state, province or national Governments
- Employees of state or provincial authorities or regulatory agencies
- Inspectors and agents (such as customs clearance agents, import/export agents, immigration officers, permitting officials, or building inspectors)
- Tax agencies
- Police officers
- Judges
- Employees of Government utilities like telecommunications, power, water, transportation
- Candidates for office, political parties, and officials of political parties
- Representatives of public international organizations (such as the U.N. or the European Union)
- Third Parties and consultants that Governmental agencies hire to review bids

The above bullet points are not meant to be an exhaustive listing. When in doubt consult the appropriate person such as your Regional Legal Counsel or the Chief Compliance Officer.

Third Party – Any Vendor, company, person or organization that acts on the Company's behalf in sales, purchasing, operations or dealings with Government Officials (e.g., agents, distributors, and resellers, freight forwarders, business consultants and intermediaries, joint venture partners).

Vendor – Any person or organization that supplies goods or services to the Company.

6. Anti-Bribery and Anti-Corruption Responsibilities

Expro takes the issues of Bribery and Corruption very seriously. Bribery and Corruption are punishable for individuals by fines and criminal prosecution and for the Company by unlimited fines, exclusion from contracts and damage to our reputation. It is your responsibility to be knowledgeable of anti-bribery and anti-corruption control procedures and to ensure compliance. Any violation of this Policy will be regarded as a serious matter by the Company and is likely to result in disciplinary action, including termination, consistent with local law.

Management at All Levels

Executive management is responsible for setting the tone of compliance with anti-bribery and anti-corruption laws and to promote ethical standards within the Company. Executives must communicate the Company's commitment to anti-bribery and anti-corruption to Personnel on a recurring basis and ensure that policies and procedures adequately address the Company's anti-bribery and anti-corruption risks. The Chief Compliance Officer is responsible for implementing this Policy and overseeing the compliance program.

Responsibilities for Legal and Internal Audit departments

Legal personnel are responsible for overseeing the day-to-day implementation of this Policy to ensure compliance with anti-bribery and anti-corruption laws and provisions. These responsibilities include, but are not limited to, oversight of Third Parties, communication and training, investigations of reported noncompliance, and the identification of risk factors in certain areas that may require additional monitoring.

With regard to Third Parties, the Compliance Department is responsible for determining the level of due diligence required on any particular relationship, conducting due diligence, and issuing findings, conclusions and/or recommendations.

Internal audit personnel shall perform recurring auditing procedures around compliance with anti-bribery and anti-corruption laws and provisions, particularly in areas deemed to be higher risk. The Internal Audit Department will work closely with the Compliance Department to ensure that specific areas are being tested and monitored, including internal controls for preventing Bribery and Corruption.

Responsibilities for Managers and Supervisors

Managers and supervisors are responsible for supporting this Policy and ensuring that Personnel and Third Parties are aware of the provisions and expectations. Managers and supervisors should encourage personnel to raise concerns to them, the Compliance Department, or through the ethics and compliance hotline.

Those responsible for new Vendor selections or Third Party relationships are responsible for communicating this Policy to these Vendors, as instructed by the Compliance Department.

Responsibilities for all Expro's Personnel

Expro's Personnel are responsible for reading, understanding and adhering to this Policy and must act in accordance with the legal standards set forth in the FCPA, U.K. Bribery Act and all other relevant laws. Personnel are also required to become familiar with Bribery risks relevant to their jobs by taking assigned training courses and following anti-bribery and anti-corruption procedures applicable to their jobs.

The prevention, detection and reporting of Bribery or Corruption is the responsibility of all Personnel throughout the Company. If you encounter a situation where you feel that this Policy and/or anti-bribery and anti-corruption laws are being violated, you have the responsibility to report it to a supervisor, the Compliance Department or through the Expro Helpline at [expro.ethicsource.com](https://www.expro.ethicsource.com) or the toll-free phone numbers found on the website.

A violation of applicable law may subject Personnel to civil and criminal penalties. All Expro Personnel have a duty to cooperate in Company investigations.

Personnel in charge of procurement or business development or other direct relationships with Third Parties are also responsible for adhering to the procedures when engaged in Third Party selection and due diligence outlined in section 9 of this Policy.

Responsibilities for Third Parties

Third Parties that we do business with also have a responsibility to uphold this Policy and all applicable anti-bribery and anti-corruption laws to which they are subject. Third Parties that interact with the Government have a heightened risk associated with Bribery and Corruption and must be particularly aware of, and be in agreement with this Policy.

7. What Does Anti-Bribery and Anti-Corruption Mean to You?

Corruption and Bribery can take many forms and may not always be as clear-cut as one would think. The important thing to remember is that if you feel uncomfortable or see something that makes you uncomfortable, the right thing to do is to report it. Remember: If you don't feel comfortable having friends, family and colleagues know what you are doing, you probably shouldn't be doing it.

The most common areas of business where Bribery and Corruption can occur include:

- Business Relationships and Third Parties
- Gifts, Entertainment and Hospitality
- Facilitation or "Grease" Payments and Kickbacks
- Charitable Donations and Political Contributions
- Hiring of Government Officials or Associated Parties

8. Gifts, Entertainment and Hospitality (GEH)

Giving or receiving appropriate Gifts, Entertainment and Hospitality that are well documented are permissible under this Policy and the Policy regarding Gifts, Entertainment and Hospitality, provided that they are reasonable, justifiable and made in good faith without the expectation of something in return. The giving and receiving of Gifts can, in some cases, influence or appear to influence, decision-making. As such, Expro's Personnel should think very carefully before giving or receiving Gifts.

We must also comply with our clients' gifts policies and accordingly, are expected to know and understand these policies prior to giving or receiving GEH. Problems can arise if there is an expectation from either party that favors or preferential treatment will be given in return GEH. The giving and receiving of GEH is acceptable under this Policy if all the following requirements are met:

- It is not made with the intention of influencing a party to obtain or retain business, obtain some sort of business advantage, or in exchange for favors or benefits for a corrupt purpose.
- It complies with local laws and customs.
- It complies with the policy of the company or organization that the party works for.
- It does not include cash or cash equivalents (such as gift cards / certificates or vouchers).
- It is appropriate under the circumstances (e.g., Christmas Gifts in the U.S. during the month of December, mooncakes in China during the Mid-Autumn Festival).
- It is given openly, not secretly, and in a manner that avoids the appearance of impropriety.

GEH Provided to Government Officials

Providing gifts to Government Officials (see definition carries more risk than providing gifts to non-Government Officials, and must be closely coordinated with the Compliance Department to ensure overall appropriateness. However, GEH to Government Officials is permissible provided that it is reasonable, justifiable and made in good faith, without the expectation of something in return.

Prior Approvals

Under the Policy regarding Gifts, Entertainment and Hospitality providing certain forms of GEH require prior approval by the Chief Compliance Officer. Proper planning before providing GEH is of utmost importance.

Please familiarize yourself with the Policy regarding Gifts, Entertainment and Hospitality and make sure that all required approvals are in place in advance.

9. Third Parties Risk Management

Prior to engaging with third parties Expro takes reasonable steps to mitigate the risk that the third party may cause Expro legal liability or reputational harm. As a first step, an initial risk assessment is performed to evaluate the risks presented by the party and the proposed nature of relationship. Thereafter, due diligence commensurate with the risk categorization is performed by members of the Supply Chain due diligence team and/or the compliance department.

Any red flags raised during a due diligence review regarding a third party must be addressed to the satisfaction of Chief Compliance Officer prior to entering the relationship with the third party, and any remediation measure put in place should be documented in the relevant file. Importantly, due diligence must be renewed periodically.

All agreements with third parties must be memorialized in writing and include appropriate anti-bribery language.

For additional information and details on the due diligence process please review the Third Party Due Diligence Policy.

10. Facilitation Payments or “Grease” Payments and Kickbacks

Zero Tolerance for Corruption: It is Expro's policy to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption including Facilitation Payments.

Please note that Blackmail, Extortion or Protection payments are not Facilitation Payments and are addressed separately in this Policy. If you are unsure whether certain payments represent Facilitation Payments, please contact your Regional Legal Counsel or the Chief Compliance Officer “Kickbacks” are strictly prohibited. These are typically payments made in return for a business favor or advantage. All Personnel must avoid any activity that might lead to, or suggest that a kickback will be made or accepted by us.

11. Charitable Donations and Political Contributions

Charitable and political Donations are not allowed without the express preapproval in accordance with the Expro Delegation of Authority Matrix. All requests must be submitted indicating the value of the contribution, recipient of the contribution and reason(s) for the contribution. All contributions must be made in accordance with our Code of Conduct as well as this Policy. All such Donations or contributions, once approved, must be properly accounted for and documented with the appropriate internal departments. No cash (currency) contributions are ever allowed.

12. Hiring of Government Officials or Affiliated Parties

It is never permissible to hire or engage a government official, or his or her immediate family members, to improperly influence the official, or in exchange for any improper favor or benefit. Note that hiring a Government Official (or relative thereof) needs to be declared on the applicable hiring form and approved by the Chief compliance Officer. If you are aware that any current or potential Personnel are, have been or are related to a Government Official, you are required to report this to the HR department for further handling.

13. Blackmail, Extortion or Protection Payments

In some areas of the world where Expro operates, payments may be requested or demanded in order to blackmail or extort our Personnel into agreements or arrangements that may violate laws, regulations and/or Company policy. Additionally, criminal organizations or Government Officials may require “protection payments” to ensure safe passage of goods or individuals.

Expro does not pay blackmail, extortion or protection payments, and you must report such requests immediately. If, however, you feel that the safety and wellbeing of you, your family, or your coworkers is at risk, take whatever action is necessary to ensure safety and immediately report the incident in accordance with section 18 of this Policy.

14. Accounting and Internal Control Provisions: Books and Records

We must keep accurate financial records and have appropriate internal controls in place to evidence the business reasons for making payments to Third Parties. Accounting records must never be hidden or purposefully misclassified. Many global Bribery and Corruption scenarios are found to involve inaccurate record-keeping. To prevent this, anti-corruption laws generally require detailed and accurate accounting records for transactions including business expenses, employee expenses and cash disbursements. Accordingly, the Company must maintain books and records in reasonable detail that accurately and fairly reflects transactions and dispositions of assets. Specifically:

- All payments and other entries must be properly recorded in the Company's books and records.
- False, misleading or incomplete entries in the Company's books and records are prohibited. The Company should never engage in transactions that require or contemplate the making of false or fictitious records.
- No undisclosed or unrecorded funds or accounts may be established for any purpose.
- Circumventing or evading the Company's internal accounting controls, or any attempt to do so, is prohibited.
- All payments on behalf of the Company must be approved and supported with appropriate documentation.
- No payments shall be made with the intention or understanding that all, or any part of the payment, is to be used for any purpose other than the specific purpose described by the documents supporting the payment.
- No Expro Personnel will personally enrich themselves through a transaction at the expense of the Company, or which is contrary to any existing Expro policy, particularly around the procurement of goods and services.

15. Money Laundering and Criminal Activities

Expro prohibits the moving, managing, facilitating, assisting or disguising the source of incoming or outgoing funds. We are committed to ensuring that all of the transactions that we enter into are

not associated with criminal activities. Examples of prohibited activities include, but are not limited to, tax evasion, price fixing schemes, collusion, industrial espionage, shell companies, and hidden/disguised owners or beneficiaries. Many money laundering schemes are closely connected to bribery arrangements.

16. Training and Communication

All Personnel will receive a copy of this Policy during the new hire process and this Policy will be made readily available for all existing Personnel.

On a periodic basis, Expro's Personnel will receive additional training and awareness on anti-bribery related issues, policies and concerns. All Expro Personnel are responsible for reading, acknowledging and adhering to this Policy and the Code of Conduct. Personnel will be required to certify their compliance with this Policy and with the Code of Conduct on an annual basis.

Expro's zero tolerance approach to Bribery and Corruption will be communicated to all Vendors, suppliers, customers and Third Parties at the beginning of any discussions of business relationships. Supervisors, Managers and functional heads are required to continually share anti-bribery and anti-corruption related communications and Expro's zero tolerance approach on Bribery and Corruption with their employees in an effort to promote awareness and compliance.

17. Monitoring and Review

Expro will periodically review and update this Policy to ensure that it is helping the Company meet and address its anti-bribery and anti-corruption requirements and responsibilities.

Expro will also periodically audit and test internal controls to assess compliance with (i) this Policy and (ii) anti-corruption laws and regulations, and to evaluate the effectiveness of these controls. Expro may also monitor compliance with this Policy through the use of interviews, document reviews, hotline reports, management reporting, transactional reviews, and data analytics.

18.

Questions and Raising Concerns

If you have questions about the requirements in this Policy, or are concerned that Bribery or Corruption is occurring or has occurred, please report this immediately to one of the following:

- Your supervisor
- Human Resources Department

- Regional Legal Counsel
- Chief Compliance Officer
 - Joerg Gruber –
joerg.gruber@expro.com
- General Counsel
 - John McAlister –
john.mcalister@expro.com
- Expro Helpline: expro.ethicspoint.com

19. Protection against Retaliation

Personnel who report a concern in good faith will not experience any adverse consequences for having done so. Personnel will not be penalized or retaliated against in any way with regard to their employment, nor harassed or threatened for reporting such concerns. As part of the compliance program, the Company must rely on its Personnel to bring to its attention any conduct that might violate legal requirements or internal policies. Consequently, the Company will not tolerate retaliation against Personnel who have reported a compliance concern in good faith. In addition to this Policy prohibiting such retaliation, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and other laws protect Personnel who report violations in good faith from retaliation with respect to their employment.

If you feel that you have been retaliated against for a report that you have made, please follow the notification process outlined in section 18 of this Policy.

20. Relevant and Cross-Referenced Policies

- Code of Conduct
- Third Party Due Diligence Directive
- Policy regarding Gifts, Entertainment and Hospitality