



Conflicts of Interest Policy

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1. General Overview

- 1.1 All directors, officers and employees (collectively, “Expro Personnel” or “Personnel”), of Expro Group Holdings N.V. (“Expro” or the “Company”) have a duty to act in the best interests of the Company and its shareholders. This duty of loyalty requires you to represent the Company in a positive manner and act ethically, which includes avoiding Conflicts of Interest and disclosing any that may exist.
- 1.2 When a Conflict of Interest occurs, an individual’s private interest interferes with the interests of the Company as a whole. This situation can arise when an employee takes actions or has relationships or interests that may make it difficult to perform his or her work objectively and effectively. You must avoid any activity or relationships that may impair, or appear to impair, your ability to make unbiased business decisions.
- 1.3 Conflicts of Interest also arise when Expro Personnel, or a Close Relation of Expro Personnel, receive improper personal benefits as a result of their position with the Company.
- 1.4 A Conflict of Interest is deemed to exist whenever, as a result of the nature or responsibilities of their relationship with the Company, Personnel are in a position to further any personal Financial Interest or the Financial Interest of a CloseRelation.
- 1.5 Conflicts of Interest pose a risk to the reputation and business interests of Expro. It is important that you avoid even the appearance of a Conflict of Interest.

2. Scope and Applicability

- 2.1 This Conflicts of Interest Policy (“Policy”) is applicable to all Expro Personnel at all locations of the Company.
- 2.2 Our Code of Conduct further defines our commitment to ethics and compliance.
- 2.3 Any waiver or exception of a provision of this Policy may be made only by (i) the Board of Directors (for directors and members of the executive management team) or (ii) the CEO and General Counsel (for employees other than executive officers). Such waiver or exception must be in writing. Any waiver for directors or members of the executive management team (“EMT”) will be promptly disclosed if and as required by law and the listing requirements of the applicable stock exchange.
- 2.4 Without written consent described in this Policy, all Personnel are prohibited from taking for themselves (i) an opportunity in a potential transaction or matter that the Company may have an investment in or business opportunity to invest or (ii) a prospective economic or competitive advantage in which the Company could reasonably have an interest or expectancy to invest. All Personnel are prohibited from taking for themselves an opportunity in a potential transaction or matter that they discover through the use of Company property, information, or position.

3. Definitions

- 3.1 **Conflict of Interest or Actual Conflict of Interest** – An existing situation or action related to Company business that gives rise to personal gain.
- 3.2 **Close Relation** – A family member, someone with whom one has an intimate relationship, and/or those living in the same household as Expro Personnel.
- 3.3 **Financial Interest** – An interest that could result in directly or indirectly receiving monetary gain, such as payments for services, equity interests (e.g., stocks, stock options, or other ownership interests), interests in real or personal property, or the forgiveness of debt.
- 3.4 **Gifts, Entertainment and Hospitality** – Anything of value provided by one entity to another without any money exchanging hands including e.g. gifts, meals, events, activities or other forms of giving to someone or an organization, when attended by Expro's Personnel.
- 3.5 **Potential Conflict of Interest** – Any situation related to Company business that could give rise to personal gain, even if such gain has not already occurred.
- 3.6 **Vendor** – Any person or organization that supplies goods or services to the Company.

4. Responsibilities

- 4.1 It is your responsibility to be knowledgeable of this Policy and to ensure compliance. Any violation of this Policy will be regarded as a serious matter by the Company and could result in disciplinary action, including termination.
- 4.2 No Personnel, regardless of level, should engage in any business or conduct or enter into any agreement, arrangement, or relationship that would give rise to Actual or Potential Conflicts of Interest. Expro Personnel should not permit themselves to be placed in a position that might give rise to the appearance that a Conflict of Interest has arisen.
- 4.3 You must not use Company property, Company information or your position with the Company for personal gain. Further, you must not use your position with the Company to obtain any preferred treatment for you or a Close Relation. (Please note, however, that incidental personal use of Company property that is insignificant may be permitted, such as occasional use of the Company's stationery, supplies, copying facilities, or telephone when the cost to the Company is insignificant).
- 4.4 The prevention, detection and reporting of Actual and Potential Conflicts of Interest is the responsibility of all Personnel throughout the Company. If you encounter a situation where you feel that this Policy is being violated, you must report it immediately in accordance with section 5 of this Policy.
- 4.5 All Personnel have a duty to cooperate in Company investigations, including those involving Conflicts of Interest.

5. Examples of Conflicts of Interest

While it is not possible to describe all circumstances where a Conflict of Interest involving Expro Personnel exists or may exist, the following situations may indicate the existence of an Actual or Potential Conflict of Interest:

- Expro Personnel's Financial Interest in, position in, Close Relation or other personal relationship with, any Vendor, supplier, customer or competitor of the Company.
- The acceptance of Gifts, Entertainment or Hospitality by Personnel (or Close Relation) from an actual or prospective client, Vendor, competitor in a business setting that can create a sense of obligation or the appearance of obligation. This does not preclude the acceptance of reasonable Gifts, Entertainment or Hospitality by Personnel (such as a lunch or dinner or events involving normal sales promotion, advertising or publicity).
- The disclosure or use of confidential information gained by reason of employment with the Company for profit or advantage by Expro Personnel or anyone else. More information can be found in the Insider Trading Policy.
- Competition with the Company in the acquisition or disposition of rights or property.
- Awarding business to Vendors or other business partners based on personal relationships.
- Giving unauthorized discounts to customers or others based on personal relationships.
- Hiring a Close Relation when you will be their immediate supervisor.
- Dating a coworker when you will be his or her immediate supervisor. Even if you and your coworker do not have a reporting relationship, you should disclose the relationship so that the Company can prevent an inappropriate reporting relationship in the future.
- Having a job outside of the Company which interferes with your work or the interests of the Company.

The following situations should not be considered Conflicts of Interest:

- Ownership of less than 3% of the publicly traded securities of a Vendor, customer or competitor of the Company; so long as the ownership does not confer upon the holder any ability to influence or direct the policies or management of the supplier, customer or competitor.
- A transaction with one of the Company's banks, where the transaction is customary and conducted on standard commercially available terms (such as opening a bank account, obtaining a home mortgage or other bank loan).
- A transaction or relationship disclosed in accordance with this Policy and determined in writing by the Legal Department or the Board of Supervisory Directors

not to be a Conflict of Interest.

- Expro hiring your Close Relation, while following the same recruitment and hiring practices as would be performed for any other potential employee and your disclosure of these relationships to the Legal Department within 10 days of becoming aware of the Close Relation's application for the position. Note: Personnel may not supervise the work of a Close Relation at Expro.

The aforementioned examples are given only to guide Personnel in making judgments about Conflicts of Interest. If any Expro Personnel finds himself or herself in a situation where a Conflict of Interest exists or may exist, he or she should immediately report the matter in accordance with section 6 of this Policy.

6. Questions and Raising Concerns

- 6.1 Actual or Potential Conflicts of Interest involving a director or EMT member or a Close Relation of such person, must be reported by the affected person (or by others having knowledge of the existence of the Actual or Potential Conflict of Interest) to his/her supervisor, or the Human Resources or Legal departments (supervisors and Human Resources personnel must consult with the Legal Department). The Legal Department will promptly discuss the possible Conflict of Interest with the Board of Directors. With assistance from the Legal Department, the Board of Directors will investigate to determine whether an Actual or Potential Conflict of Interest exists and recommend measures to be taken. Written approval from the Board of Directors is required prior to the consummation of any proposed transaction or arrangement that is determined by the Board of Directors to constitute an Actual or Potential Conflict of Interest.

Any member of the Board of Directors or any EMT member having a possible Conflict of Interest in any proposed transaction or arrangement is not permitted to vote (in the case of a director) or use his or her personal influence on the matter being considered by the Board of Directors. Any director having a possible Conflict of Interest is not counted in determining the quorum for consideration and vote on the particular matter. Finally, any Director or any EMT member having a possible Conflict of Interest must be excused from any meeting of the Board of Directors during discussion (subject to the exception set forth in the paragraph below) and vote on the particular matter (in the case of an interested Director). The minutes of the Board of Directors meeting should reflect the disclosure, the absence from the meeting of the interested Director or EMT member, the abstention from voting (in the case of an interested Director) and the presence of a quorum. The proposed transaction or arrangement is considered approved if it receives the affirmative vote of a majority of the disinterested Directors (even though the disinterested members are less than a quorum).

The foregoing requirements do not prohibit the interested Director or EMT member from briefly stating his or her position on the matter or from answering pertinent questions of the disinterested Directors, as the interested Director's knowledge may be of assistance to the other Directors in their consideration of the matter.

- 6.2 Actual or Potential Conflicts of Interest involving Expro personnel other than EMT members or Directors or a Close Relation of such person, must be reported in writing by

the affected person (or by others having knowledge of the existence of the Actual or Potential Conflicts of Interest) to his/her supervisor, or the Human Resources or Legal departments (supervisors and Human Resources personnel must consult with the Legal Department). With assistance from the relevant business unit, the Legal Department will review the situation to determine whether an Actual or Potential Conflict of Interest exists and recommend measures to be taken. Written approval from the CEO and General Counsel is required prior to the consummation of any proposed transaction or arrangement that is determined by the Legal Department to constitute an Actual or Potential Conflict of Interest.

- 6.3 If you become aware or suspect that an activity or conduct which is proposed or has taken place is a Conflict of Interest, then you have a duty to report this to your supervisor, or the Human Resources or Legal departments. The prevention, detection and reporting of Conflicts of Interest is the responsibility of all Expro Personnel.
- 6.4 You may also report any concerns anonymously to the Expro helpline either by phone or online www.exprogroup.ethicspoint.com

7. Certifications

- 7.1 Each EMT member shall annually certify that he/she has no undisclosed Conflicts of Interest and that he/she is unaware of any undisclosed Conflicts of Interest in his/her organization.
- 7.2 Expro business partners shall certify that they are free from Conflicts of Interest either through contractual provisions or on a standalone certification basis. The Supply Chain Department (with assistance from the Legal Department) shall be responsible for monitoring compliance with this provision of the Policy.

8. Protections against Retaliation

- 8.1 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.
- 8.2 If you feel that you have been retaliated against for a report that you have made, please notify your supervisor, or the Human Resources or Legal departments, or make a report on the Company's ethics and compliance hotline.