

EXPRO GROUP HOLDINGS N.V.
CORPORATE GOVERNANCE GUIDELINES
(Adopted as of July 26, 2013;
Last amended and restated on October 1, 2021)

I. The Board of Directors

A. *Qualification Standards*

Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company and its stockholders.

The Board will have a majority of directors who are “Independent Directors” as defined by the listing requirements of the New York Stock Exchange. Each year, the Nominating and Governance Committee will review the relationships between Expro Group Holdings N.V. (the “Company”) and each director and will report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.

The Nominating and Governance Committee is responsible for identifying individuals qualified to become Board members. Nominees for directorship will be identified by the Nominating and Governance Committee in accordance with the policies and principles in, or established pursuant to, its charter. An invitation to join the Board should be extended by the Board itself, by the Chair of the Nominating and Governance Committee or by the Chairman of the Board.

B. *Director Responsibilities*

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the directors at least one week before the meeting, unless impracticable, and directors should review these materials in advance of the meeting. Attendance at Board and committee meetings should be considered by the Nominating and Governance Committee in assessing each director’s performance.

C. Service on Other Boards

No director may serve on the board of directors of more than four other public companies. In advance of accepting an invitation to serve on another public company board, directors should advise the Chairman of the Board to allow an assessment to be made of, among other things, the potential impact of such service on the director's time and availability, potential conflict of interest issues and the director's status as an independent director. In matters involving the Chairman of the Board, the Lead Director or the full Board shall be tasked with making the decision.

D. Retirement Age

A retirement age of 75 is generally considered appropriate for the Company's directors, but the Board may decide to defer retirement on an annual basis in appropriate circumstances after a director reaches age 75.

E. Chairman of the Board

Under Dutch law, only a non-executive director can be the Chairman of the (one-tier) Board.

F. Lead Director

The Board may appoint a Lead Director in order to not impede independent oversight of the Company. The Lead Director and Chairman shall work together to ensure that the Board is able to carry out its responsibilities effectively and independently of both management and controlling shareholders. The Lead Director shall also assume some of the Chairman's duties when such duties are delegated by the Board or if the Chairman has a conflict of interest.

G. Meetings of the Board

The Chairman of the Board will establish the agenda for each Board meeting. At the beginning of the year, the Chairman of the Board will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise, at any Board meeting, subjects that are not on the agenda for that meeting.

H. Meetings of Non-Management Directors

The non-management directors will have regularly scheduled meetings in executive session. The Chairman of the Board will preside at these meetings. In the event that the non-management directors include directors who are not independent under the listing requirements of the New York Stock Exchange, then at least once a year, there should be an executive session including only independent directors. The Lead Director chosen by the Board, or Chair of the Nominating and Governance Committee of the Board, will preside at these meetings. The Lead Director, or Chair of the Nominating and Governance Committee of the Board, is responsible for preparing an agenda for the

meetings of the independent directors in executive session. Either the name of the Lead Director, or Chair of the Nominating and Governance Committee of the Board, (if one such director is chosen to preside at all the meetings) or the procedure by which a Lead Director is selected (if the same person is not the Lead Director at every meeting) will be disclosed in the Company's proxy statement for its annual meeting of stockholders or, if the Company does not file an annual proxy statement, in its Annual Report on Form 10-K.

I. Board Interaction with External Constituencies

The Board believes that management speaks for the Company. As such, individual directors will not meet or otherwise directly communicate with stockholders, research analysts, vendors, the press or other external constituencies on behalf of the Company unless the communication is (1) requested by the Chairman of the Board, the Chief Executive Officer or the full Board or (2) required to discharge his or her duties as set forth in committee charters.

J. Director Compensation

The Compensation Committee will conduct a periodic review of director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Compensation Committee will consider that a director's independence may be jeopardized if (1) director compensation and perquisites exceed customary levels, (2) the Company makes substantial charitable contributions to organizations with which a director is affiliated or (3) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. Directors who are employees of the Company may not receive any additional compensation for service on the Board

K. Annual Performance Evaluation of the Board

In compliance with the listing standards of the New York Stock Exchange, the Board is required to conduct an annual self-evaluation to determine whether it is functioning effectively. The self-evaluation process is overseen by the Board in consultation with the Nominating and Governance Committee. As part of this process, the Lead Director or non-management Chairman of the Board will receive comments in response to a distributed questionnaire from all directors and will determine whether the Board should discuss the findings.

L. Director Orientation and Continuing Education

The Chief Legal Officer, together with outside legal counsel and consultants, is responsible for developing and evaluating an orientation and continuing education program for directors, and for making appropriate recommendations for final Board action regarding this program.

M. Board Member Attendance at the Annual Meetings of Stockholders

Directors are encouraged to attend the Company's annual meeting of stockholders either in person or telephonically.

N. Stockholder Communications with Directors

The Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairman of the Board or any other director in particular to:

**Expro Group Holdings N.V.
Attention: Chief Legal Officer
1311 Broadfield Blvd., Suite 400
Houston, Texas 77084**

Stockholders and any other interested parties should mark the envelope containing each communication as "Stockholder Communication with Directors" and clearly identify the intended recipient(s) of the communication. The Company's Chief Legal Officer will review each communication received from stockholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Company, then the Company's Chief Legal Officer may forward the communication to the executive officer or chair of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

II. Committees of the Board

A. Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. However, the Board may, from time to time, establish and maintain additional committees as necessary or appropriate. Committee members will be appointed by the Board, upon the recommendation of the Nominating and Governance Committee, with consideration given to the desires of individual directors.

All of the members of the Audit Committee, Compensation Committee and Nominating and Governance Committee must satisfy the independence and experience requirements detailed in their respective committee charters. The Nominating and Governance Committee will determine whether or not each director is independent, disinterested, and

a non-employee or outside director under the standards applicable to the committees on which such director is serving or may serve, and will report the results of its review to the Board. The Board will then determine which directors qualify as independent, disinterested, non-employee or outside directors under applicable standards.

B. Committee Charters

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will evaluate its performance.

C. Committee Meetings

The Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year, the Chair of each committee should establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). Committee members are free to suggest the inclusion of items on the agenda. Committee members are free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

D. Annual Performance Evaluation of the Committees

The Board's committees may, as required, conduct an annual self-evaluation to determine whether the committees are functioning effectively. The self-evaluation process is overseen by the Board in consultation with the Nominating and Governance Committee. As part of this process, the Chair of each committee will receive comments in response to a distributed questionnaire from all of the committee members and will determine whether the applicable committee or the Board should discuss the findings.

III. Director Access to Advisors and Management

The Board and each committee has the power to hire legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board welcomes regular attendance at each Board meeting of executive officers of the Company.

IV. Management Evaluation and Succession Planning

The Chief Legal Officer, outside legal counsel or a consultant will lead the Board in the annual performance review of the Company's management, including its Chief Executive Officer.

The Board will meet periodically on succession planning. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

V. Diversity

The Board believes that an important component of the Board is diversity including not only background, skills, experience and/or expertise, but also gender, race and/or culture. The Company has established through the Nominating and Governance Committee selection criteria that identify desirable skills and experience for prospective Board members. In considering diversity of both boards, the Nominating and Governance Committee will take into account various factors and perspectives, including differences of viewpoint, professional experience, education, skill and other individual qualities, such as gender, race, ethnicity and age, and the variety of attributes that contribute to the relevant board's collective strength.

VI. Review of Governance Policies

The Nominating and Governance Committee will review these Guidelines annually and confirm or amend as required to maintain best practices. Also, the Board, in conjunction with the Nominating and Governance Committee, periodically will review and reassess the adequacy of these Guidelines. In addition, the Board will consider any other corporate governance issues that arise from time to time. Such review will include management's monitoring of the Company's compliance programs and Code of Conduct, including a report of violations and waivers of the Code of Conduct.

VII. Confidential Information

Directors have a duty of confidentiality and have acknowledged that this obligation of confidentiality is not limited to material non-public company information of the sort customarily dealt with under "insider trading" laws, but also explicitly includes material information received at Board meetings. Directors and management have agreed to not share confidential information with others outside of the boardroom, unless explicitly authorized by the Chairman.

VIII. Posting Requirement

The Company should post these Guidelines, the charters of each Board committee and the Company's Code of Conduct on the Company's website as required by applicable rules and regulations. In addition, the Company should disclose in its proxy statement for its annual meeting of stockholders or, if the Company does not file a proxy statement, in

its Annual Report on Form 10-K, that a copy of each document is available on the Company's website and provide the website address.