

**EXPRO GROUP HOLDINGS N.V.**  
**RELATED PERSONS TRANSACTIONS POLICY**  
**(Adopted as of July 26, 2013;**  
**Last amended and restated on October 1, 2021)**

**I. Statement of Principles**

The Board of Directors (the “Board”) of Expro Group Holdings N.V. (the “Company”) recognizes that related person transactions present a heightened risk of conflicts of interest and, therefore, has adopted this Related Persons Transactions Policy (this “Policy”), which should be followed in connection with all related person transactions involving the Company.

**II. Definitions**

For purposes of this Policy, an “Interested Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- The aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year;
- The Company is a participant; and
- Any Related Person has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

For purposes of this Policy, a “Related Person” means:

- A director or director nominee of the Company;
- A senior officer of the Company, which, among others, includes each vice president and officer of the Company that is subject to reporting under Section 16 of the Securities Exchange Act of 1934, as amended;
- A stockholder (together with any of its controlling or controlled affiliates) owning more than 5% of any class of the Company’s voting stock (together, a “5% Stockholder”);
- A person who is an immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, director nominee, senior officer or 5% Stockholder, and any person (other than a tenant or employee) sharing the household of the director, director nominee, senior officer or 5% Stockholder; or

- An entity that is owned or controlled by someone listed above, an entity in which someone listed above has a substantial ownership interest or control of the entity, or an entity in which someone listed above is an executive officer or general partner, or holds a similar position.

### **III. Approval Procedures**

A director should not participate in any discussion or approval of an Interested Transaction for which he or she is a Related Person, except that the director should provide all material information concerning the Interested Transaction to the Audit Committee of the Board (the “Audit Committee”).

Prior to entering into an Interested Transaction, the disinterested members of the Audit Committee should review the material facts of the Interested Transaction and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. In determining whether to approve an Interested Transaction, the disinterested members of the Audit Committee will take into account, among other factors it deems appropriate, (1) whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances, (2) the extent of the Related Person’s interest in the transaction (3) whether the Interested Transaction is material to the Company, (4) the purpose and rationale of the Interested Transaction, and (5) whether a competitive bid process was used, to the extent market alternatives were available.

The Audit Committee has reviewed the Interested Transactions described below in Section IV and determined that each of the Interested Transactions described therein should be deemed to be pre-approved or ratified (as applicable) by the Audit Committee under the terms of this Policy. In addition, the Audit Committee has delegated to the Chairman of the Audit Committee the authority to pre-approve or ratify (as applicable) any Interested Transaction with a Related Person in which the aggregate amount involved is expected to be less than \$120,000. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Interested Transaction deemed pre-approved under Section IV below and each new Interested Transaction pre-approved by the Chairman in accordance with this paragraph should be provided to the Audit Committee for its review.

If an Interested Transaction will be ongoing, the Audit Committee may establish guidelines for the Company’s management team to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee, periodically should review and assess ongoing relationships with the Related Person to confirm that they are in compliance with the Audit Committee’s guidelines and that the Interested Transaction remains appropriate.

### **IV. Standing Pre-Approval for Certain Interested Transactions**

The Audit Committee has reviewed the types of Interested Transactions described below and determined that each of the following Interested Transactions are deemed to be pre-

approved or ratified (as applicable) by the Audit Committee, even if the aggregate amount involved exceeds or will exceed \$120,000.

**A. *Employment of Executive Officers***

Any employment by the Company of an executive officer of the Company is pre-approved or ratified (as applicable) if:

1. The related compensation is required to be reported in the Company's proxy statement for its annual meeting of stockholders ("Proxy Statement") under Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission ("SEC"); or
2. The executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's Proxy Statement under Item 402 of Regulation S-K if the executive officer was a "named executive officer" and the Compensation Committee of the Board approved (or recommended that the Board approve) the compensation.

**B. *Director Compensation***

Any compensation paid to a director is pre-approved or ratified (as applicable) if the compensation is required to be reported in the Company's Proxy Statement under Item 402 of Regulation S-K and the compensation is approved by the Board or a committee thereof.

**C. *Certain Transactions with Other Companies***

Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares is pre-approved or ratified (as applicable) if the aggregate amount involved does not exceed the greater of \$1.0 million or 2% of that company's consolidated gross revenues.

**D. *Certain Company Charitable Contributions***

Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer) or a director is pre-approved or ratified (as applicable) if the aggregate amount involved does not exceed the lesser of \$1,000,000 or 2% of the charitable organization's consolidated gross revenues.

***E. Transactions Where All Shareholders Receive Proportional Benefits***

Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g., dividends) is pre-approved or ratified (as applicable).

***F. Transactions Involving Competitive Bids***

Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids is pre-approved or ratified (as applicable).

***G. Regulated Transactions***

Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority is pre-approved or ratified (as applicable).

***H. Certain Banking-Related Services***

Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services is pre-approved or ratified (as applicable).

***I. Transactions by Investor Parties***

The Company hereby acknowledges that (1) certain of the members of the Board and their affiliates (the "Investor Parties") have (a) participated (directly or indirectly) and will continue to participate (directly or indirectly) in venture capital and other direct investments in corporations, joint ventures, limited liability companies and other entities ("Other Investments") that may, are or will be competitive with the Company's business or that could be suitable for the Company, (b) have interests in, participate with, aid and maintain seats on the boards of directors or similar governing bodies of, Other Investments, and (c) may develop or become aware of business opportunities for Other Investments and (2) such Investor Parties may or will, as a result of or arising from the matters referenced in (1) above, the nature of such persons' businesses and other factors, have conflicts of interest or potential conflicts of interest.

The Company (1) waives any such conflicts of interest or potential conflicts of interest and agrees that no Investor Party shall have any liability to the Company with respect to such conflicts of interest or potential conflicts of interest and (2) acknowledges and agrees that the Investor Parties and their respective representatives will not have any duty to disclose to the Company or the Board any such business opportunities, whether or not competitive with the Company's business and whether or not the Company might be interested in such business opportunity for itself; *provided, however*, that the foregoing shall not be construed

to permit any breach of such Investor Parties' confidentiality obligations. The Company also acknowledges that the Investor Parties and their representatives have duties not to disclose confidential information of or related to the Other Investments.

#### **V. Other Policies and Procedures**

All transactions, including Interested Transactions involving amounts less than \$120,000, are subject to the Company's Code of Conduct, which contains provisions regarding potential conflicts of interest. This Policy is in addition to any similar policies or procedures applicable to all employees contained in the Company's Code of Conduct or other policies, and the requirements set forth herein are in addition to, and not in substitution for, any other similar policies, procedures or requests.

#### **VI. Certain Other Transactions Involving Potential Conflicts of Interest**

Notwithstanding anything contained herein to the contrary, the Audit Committee also shall conduct a reasonable prior review and oversight of all transactions brought to its attention in which (i) the Company was, is, or will be a participant and (ii) any Related Person had, has, or will have a direct or indirect material interest, for potential conflicts of interest, and shall prohibit any such transaction if the Committee determines it to be inconsistent with the interests of the Company and its stockholders.

#### **VII. Disclosure Requirement**

All Interested Transactions that are required to be disclosed in the Company's filings with the SEC should be so disclosed in accordance with applicable laws, rules and regulations. Furthermore, the material features of this Policy should be disclosed in the Company's Annual Report on Form 10-K or in the Company's Proxy Statement as required by applicable laws, rules and regulations. All Interested Transactions of which management is aware should be disclosed to the Audit Committee.