



**EXPRO**

# Our Code of Conduct



**To know  
everything about  
your subject  
is excellent.**

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**To take  
genuine pride  
in everything  
is Expro.**

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**We believe that the way we behave is as important as the services and products we provide.**

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Dear Colleagues,

Looking back at the rich legacy of our company, there are many achievements and milestones reached during the past decades of which we are immensely proud.

No matter what, we cannot tie the outstanding reputation we enjoy with our clients and partners to a single date or event, because it did not happen in a day – it happened over time. Our license to work is founded upon a solid reputation for competency and dependability, an innovative and unified worldwide team whose skills are constantly evolving with the industry, deep insight into the needs and preferences of our customers and unrelenting commitment to customer service quality.

Our outstanding reputation is one of our most valuable assets, but it is also one of the most fragile. We know that one mistake, and the trust we have worked so hard to earn, can be lost. We are all stewards of Expro's reputation. How we conduct our business and how we treat others – our clients, partners, communities, suppliers and stakeholders – as well as our planet will continue to determine how we are seen.

That is why we believe the way we perform is as important as the services and products we provide.

Each of us is personally responsible for supporting our core values: People, Performance, Partnerships and Planet. Getting it right first time, every time also means conducting our business fairly and properly, as well as complying with the law.

Our Code of Conduct defines what this means for our day-to-day actions and attitudes – what we stand for and how we conduct ourselves with our clients, suppliers and one another.

You should familiarize yourself with the Code and use it to guide your actions. Seek guidance anytime you are unsure about the right thing to do and speak up if you have a concern.

We are immensely proud of what we have achieved so far, and I am sure that as we continue to grow, we will continue to make a positive difference to all those with whom we engage.

Mike Jardon, CEO

# 1

## Values

**Our Code of Conduct provides an overview of our policies as well as laws and regulations that apply to us and the work we do, but it goes further: It builds upon our history, shared values and behaviors.**

We count on every employee and Board member to follow our Code and make decisions that will preserve the trust that others have placed in us.

We expect nothing less from our business partners and suppliers. We are fully aware of our responsibility to share our standards of integrity with them and must never ask them to violate any of our values and operating principles.

The Code therefore applies to everyone at Expro as well as to our suppliers and business partners when working for us.

You will have to complete annual training courses assigned to you, including certifying compliance with our Code and other policies.

Our Code is a great resource, but it will never address every situation you may face in your daily work, so we count on you to use good judgment in everything you do and to ask for help if you are ever unsure about the right course of action.

### Getting it right:

- **Ask yourself:**
  - Does it reflect our values?
  - Is it good for Expro and my colleagues?
  - Would it feel okay if everyone knew about it?
- **If unsure, always ask for help before taking action**

# 2

## Performance

**We are all responsible for maintaining our outstanding reputation. Regardless of what job we do or where we do it, we are always Expro.**

Keep this in mind, as you watch over the business relationships, transactions and operations, and make sure your actions always reflect our policies and values.

We show the same zero tolerance for fraud, false accounting or any dishonest scheme that could mislead customers, investors or tax authorities.

Follow our Code and policies as well as the laws and regulations of the country where you work.

If you see or suspect anything illegal or improper, do not look the other way or assume that someone else will take the lead.

Share your concerns promptly and cooperate fully and honestly in any internal investigation.

Be aware that anyone who violates our Code may face disciplinary action, up to and including termination. If you manage others, you have an even greater responsibility.

Be a role model and lead by example; actions speak louder than words.

Make sure your team members know the Code is there to guide them and also sets the standards for what we expect from others. Create the kind of workplace where employees feel comfortable coming forward with questions and concerns and support them when they raise issues. Never retaliate against employees for sharing concerns in good faith and prevent retaliation by others.

### Getting it right:

- **Serve as a role model for integrity**
- **Don't ask employees to deviate from proper process or to "cut corners"**
- **Be proactive. Take reasonable actions to prevent and identify misconduct**
- **Deal professionally with third parties**
- **Don't create dependencies with third parties beyond the terms of engagement**
- **Stay current with the training courses assigned to you**

# 3

## Never bribe or commit fraud

We compete for business fairly and based on the quality of our services and products. Work honestly and with integrity.

Expro has zero tolerance for fraud or deliberate misrepresentation, including conduct that misleads our customers or others.

Do not offer bribes, falsify records, over-bill or let others commit fraud for you. Do not accept bribes or let others bribe for you. Do everything you can to prevent bribery by others who conduct business on our behalf. As Expro, we are not only responsible for our actions, but also the actions of any third party who represents us.

What is a bribe? A bribe is a gift or an offer or promise of something of value to gain an improper advantage. Remember, a bribe can be something other than cash. Lavish entertainment, a favor, even a charitable contribution or a job could be considered a bribe if offered in exchange for a favorable decision. Before offering anything of value, check our policies or ask your line manager or the Compliance department about what is okay (and what is not).

The laws in some countries distinguish between bribery of private individuals and bribery of government officials, and our compliance procedures include additional controls where we are dealing with government officials, including national oil company employees.

The Expro policy on bribery is straightforward: bribing anyone, at any organization, at any level – is always wrong. We understand that providing improper inducements to others can harm our reputation, but the picture is bigger than that. It is well understood that acts of bribery and corruption can lead to unsafe or inferior products and services and can also hinder the development of the communities in which we do business. For us, a zero-tolerance policy on bribery is not just the lawful thing to do, it is the right thing to do.

We also have zero-tolerance for 'grease' or 'facilitation' payments. These are usually for a relatively small amount and are improperly solicited by government officials to speed-up the performance of a routine administrative service which the person making the payment is already entitled to receive. If you believe that your own or another's life or health are in danger, then making a payment is not prohibited by the Code. Once you are safe, any such payment must be promptly disclosed to the Chief Compliance Officer and recorded accurately in the company's financial books and records.

### Getting it right:

- Avoid even the appearance of something inappropriate
- Set clear expectations and actively monitor the work of your team or of third parties doing business on our behalf
- Be accurate and complete in recording transactions, payments and expenses
- Speak up if you see or suspect a bribe

# 4

## Understand the rules about gifts and entertainment

**Sustaining and developing relationships with our partners is of vital importance to our business, but we do not give or receive anything that is inappropriate.**

An occasional modest gift or offer of reasonable entertainment is a normal part of doing business. From time to time we also invite clients to participate in marketing or training events at our facilities that are meant to familiarize them with our technical processes and equipment. But sometimes, even if provided with honest intentions, an offer can cross the line.

Likewise, accepting an offer may create an obligation or compromises your professional judgment. That is why we have policies and guidelines in place – to identify the circumstances under which an offer is acceptable and when it's not. Also be aware of any legal or other restrictions that may apply to government officials or private clients under their own policies. We need to be especially careful where government officials, including national oil company employees, are involved.

Always ask for help from the Compliance department if the right thing to do is unclear.

### Getting it right:

- Always use common sense
- Turn down any offer if it is being given to influence a decision or if it would give the appearance of something improper
- Gifts or entertainment given or received should:
  - Be reasonable, modest and of a nature that is relevant to the business, culture and circumstances
  - Be infrequent
  - Satisfy a reasonable business purpose
  - Be permitted by law and the policies of both the giver and receiver
  - Never be cash or equivalent
  - Be recorded accurately in our books and records
- Under Expro's gift and entertainment policy, certain expenses require prior approval and need to be recorded. You must familiarize yourself with the detail of this policy, including the applicable thresholds for expenses that require prior approval.

# 5

## Partnerships

We value collaboration and strive to be a good, responsible partner.

We work with suppliers as well as with other service companies around the world and want to ensure that relationships we form are based on mutual respect and trust.

Choose the right partners and make decisions objectively, based on factors like quality, service, price, availability and reliability. Play your part to hold our suppliers and business partners to Expro's high standards and ensure they operate ethically, in compliance with the law and in a way consistent with our policies and values.

### Getting it right:

- Follow due diligence process to identify any history of fraud or material accounting misconduct. We will not engage – or will discontinue – where serious red flags remain unresolved, and we will apply enhanced controls where appropriate.
- Follow our supply chain and business partner due diligence policies and processes to ensure that Expro only works with third parties that have been adequately vetted and approved
- Ensure that suppliers and business partners know about, and intend to comply with, our standards
- Monitor contractual agreements to make sure that suppliers and business partners are fulfilling their obligations, and we are fulfilling ours
- Speak up about any conduct that does not meet our high standards

# 6

## Follow import, export and trade compliance regulations

It is critical that we know and follow the international trade laws that regulate the import and export of our products and technology and the movement of our people.

If you are involved in the movement of products, services, information or technology across international borders, make sure you know and comply with the requirements associated with the countries in which you do business. Be aware that the laws of more than one country may apply.

We must carefully evaluate business opportunities with specified individuals, entities or countries that are subject to economic sanctions and adhere to all relevant regulations.

We have policies and processes in place to help ensure none of our businesses or employees engage in a prohibited activity. Before pursuing any business opportunities that may be prohibited under applicable sanctions or export controls, check our policies or ask your line manager or the Compliance department.

### Getting it right:

- **Consult the Compliance department if you have any doubt, suspicion or indication that a client or business partner is under any sanction or has a link with a sanctioned country, entity or individual**
- **Check the list of higher-risk sanction geographies or third parties (Expro Compliance Intranet) before entering into any new business with a client or other business partner to identify whether the counterparty is established in or has a link with a high-risk country, check with the Compliance team if you have any questions**
- **Be alert where there are signs that a client or business partner intend to re-export or resell our products and consult with the Compliance for advice on additional due diligence or documentation**
- **If you receive a request to participate in a boycott or are asked about our position on a boycott, contact the Legal Department immediately**

# 7

## Compete fairly

**We are committed to outperform our competition fairly and honestly. We succeed based on the merits of our performance and avoid any conduct that could restrict free competition.**

Becoming occasionally aware of competitive information may be normal but you must make sure to obtain and treat that information ethically and lawfully.

Compete vigorously but fairly and never use deception or misrepresentation or abuse confidential information to gain an unfair advantage over our competitors. When you talk with clients provide only truthful information about the quality, features and availability of our services and do not make false remarks about our competitors.

### Getting it right:

- **Follow antitrust and competition laws in the countries where we operate**
- **Deal fairly with our customers, suppliers and competitors**
- **Do not talk about our business strategies and plans with competitors**
- **Never enter into any agreement or understanding, whether formal or informal, with a competitor, customer or supplier to:**
  - Fix prices on our services and products
  - Divide territories, markets or clients
  - Prevent another company from entering the market
  - Refuse to deal with a customer or supplier
  - Interfere with the competitive tender process by 'rigging' bids
  - Force buyers to buy something they don't want by tying it to something they do want
- **Seek competitive information from public sources, such as news stories and trade journal articles**
- **Be fair, factual and complete in our advertising, sales and promotional materials**

# 8

## Don't trade on inside information

Trading in Expro shares or other securities based on information that is not public (so called "inside") information is not only unfair, it is also illegal.

As employees and Directors of Expro, we may come across material information about Expro, or Expro's clients or business partners, that is not known by the public but, if it was, might influence someone to buy, sell or hold stock. That knowledge makes you an "insider" and trading based on this material "inside" information is against the law.

Examples of material non-public information include information about client reservoir data, mergers or acquisitions, sales or earnings results, financial forecasts, executive management changes, pending material litigation or major contract awards or losses.

### Getting it right:

**Do not trade based on material inside information, and do not tip off others, for example your family and friends, so they may trade. "Tipping" is also a violation of most insider trading laws.**

- If you are not sure if information is considered "inside" information, check with Expro's General Counsel
- If you are unsure if information has been released to the public, treat it as though it hasn't been.
- If you are advised that you are subject to a trading window or special blackout period, do not trade in Expro securities until the restriction has been lifted

# 9

## Keep accurate books and records

The integrity of our recordkeeping is fundamental for continued trust by our investors as well as clients and business partners.

Our long-term success depends, to a large extent, on how well we manage our business including our financial affairs. Maintaining accurate books and records supports our efforts in multiple ways, for example in fulfilling our financial commitments as well as to pay our people. They provide a picture of our financial health, keep us accountable to our investors and are the basis on which we make important strategic decisions.

Fraudulent entries, duplicable billing or manipulation of revenue or costs have no place at Expro and will lead to disciplinary action and possible prosecution.

That is why books and records that are clear and complete and accurately reflect our business transactions are critical assets.

Each of us is responsible for following all internal controls in recording and maintaining our books and records. In every transaction, whether you are complying with disclosure requirements, preparing a financial statement or simply completing a time sheet, be honest, accurate and complete.

Be vigilant concerning any suspicious financial transactions. Follow applicable due diligence procedures so that you know our clients, business partners and suppliers. Understand the nature of the business relationship as well as the details of the transaction in order to mitigate the risk of unwittingly supporting illegal activities such as money laundering or tax evasion.

You also have a responsibility to know and follow applicable records retention policies. Make sure never to destroy any information that may be relevant to current or threatened litigation until you are notified to do so.

### Getting it right:

- Follow our internal processes and controls to ensure our records accurately and fairly reflect all transactions
- Never create any undisclosed, secret or unrecorded funds, liabilities or assets, and never misreport or mischaracterize information that relates to our business
- Protect, store, manage and dispose of information in accordance with our records management policies
- Cooperate with all requests for information from government and regulatory agencies and cooperate fully with any government audits or investigations
- Make sure anything we want to import or export is classified correctly and includes all required documentation, licenses, permits and approvals
- If there appears to be a conflict between laws, customs or local practice, ask for help from the Logistic Compliance Team Department or the Compliance Department
- Never create, approve or conceal any transaction intended to deceive—fraud is a breach of trust and strictly prohibited.

# 10

## Protect our assets

We take good care of our physical, electronic and information assets.

Our assets include everything that Expro owns or uses to conduct business. Each of us is entrusted to look after these assets, so be proactive in safeguarding them from loss, damage, theft, waste and improper use.

Physical and electronic assets such as equipment, tools, inventory, computer hardware and software are provided to you in order to do your job. Occasional personal use of company assets such as phones, computers, email and the Internet is permitted, but make sure your use does not interfere with work.

Be aware that anything you write, send, download or store on our systems is company property, and we may monitor your use – you should not have any expectation of personal privacy when using our systems.

Information is also an important asset. Confidential information and intellectual property represent the outcome of significant investment and years of hard work. Protecting trade secrets, patents, business plans, engineering ideas, databases or client lists means protecting our competitive advantage.

Be a champion of cybersecurity. Make sure you follow the processes and practices we have in place to protect our networks, computers, software and data from attack, damage or unauthorized access and alert others to potentially dangerous situations.

### Getting it right:

- Report any property or equipment that is damaged, unsafe or in need of repair
- Do not lend, sell or give anything away unless you are authorized to do so
- Ensure the physical security of any equipment or hardware that is given to you
- Protect our information: Share confidential information only when there is a legitimate reason for doing so. If you share it with someone outside of Expro, contact the Legal Department in advance to discuss the need for a non-disclosure agreement
- Protect the information owned by others. You have a responsibility to not only protect confidential information about our company, but also the confidential information we receive that belongs to third parties with whom we do business

# 11

## Protect data and personal information

People trust us to protect their personal information.

We respect the privacy of our clients and business partners and colleagues, and we handle their personal information with care. "Personal information" is any information that could be used to identify someone, either directly or indirectly, such as a name, employee ID, email address or phone number.

There are many global data privacy laws that prescribe how to responsibly collect, store, use, share, transfer and dispose of personal information and we strive to comply with those laws everywhere we operate.

Follow our policies and protect any personal information has been provided to you. Use it only in the way it is meant to be used and do not share it with anyone inside or outside of Expro unless you have been authorized to do so.

### Getting it right:

- Understand what information is considered "personal information"
- Be alert as to phishing scams or other attempts to uncover sensitive personal or corporate information
- Do not open suspicious links in emails, unless you are certain they come from a trusted source
- Collect, use and store data in compliance with applicable laws and privacy principles
- Carefully select the third parties we use to process or access personal data for which we are responsible
- Notify the Legal Department immediately if you suspect any company data or personal information has been leaked, stolen or compromised in any way

# 12

## Avoid conflicts of interests

We do not let personal interests interfere with business decisions we make on behalf of Expro.

A conflict of interest can occur anytime something you do outside your job interferes with your job. It is not feasible to list every situation that could create a conflict, but there are certain situations where conflicts typically arise.

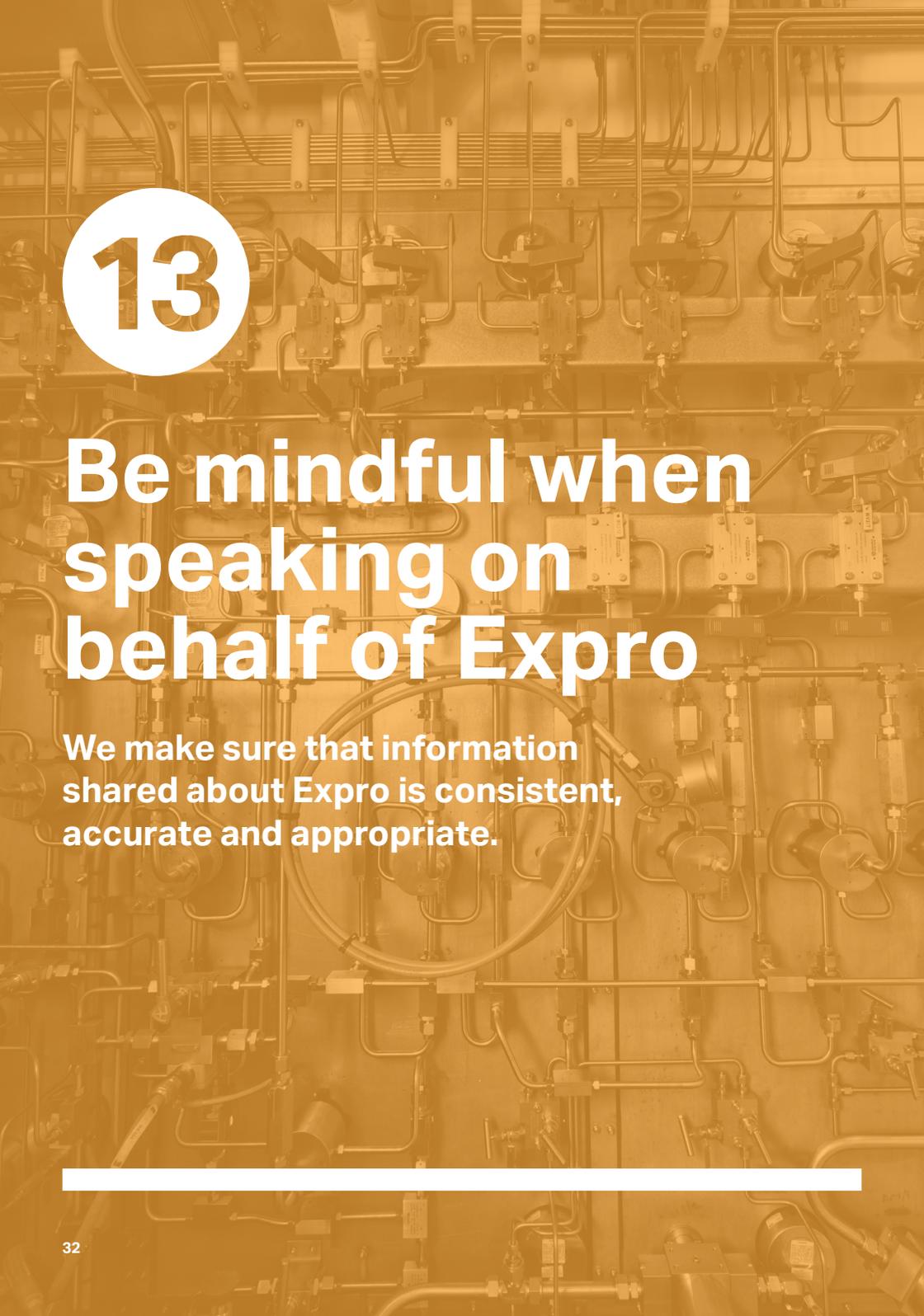
Being able to recognize a potential conflict can help you avoid one. When making decisions related to your work, you have a duty to act in Expro's best business interests. If you discover that a personal activity, investment, interest or association could compromise—or even appear to compromise—your objectivity or your ability to make impartial business decisions, disclose it immediately to your manager, HR or the Compliance Department. Many conflicts of interest can easily be avoided or addressed if they are promptly disclosed and properly managed.

Know a potential conflict when you see one. A conflict can arise when:

- You invest in one of our suppliers, customers, business partners or competitors
- You own or do work (e.g. directorship or advisory role) for a company that competes with, or does business or wants to do business with, Expro
- You use the Expro name and brand, without approval
- You take for yourself a business opportunity that is meant for Expro
- You supervise or conduct business with someone with whom you have a close personal relationship

### Getting it right:

- Remember, it is not possible to list every potential conflict of interest scenario; if you are unsure if a situation represents a conflict, ask the Compliance Department
- Disclose to your manager and to HR any actual or potential conflicts of interest or even situations that could suggest the appearance of a conflict



13

# Be mindful when speaking on behalf of Expro

We make sure that information shared about Expro is consistent, accurate and appropriate.

We need to ensure that accurate and appropriate information regarding Expro is conveyed to the public, to regulatory authorities and to others, therefore we have designated individuals that act as our official company spokespersons. Unless you are authorized to do so, do not make any public statements on Expro's behalf.

## Getting it right:

- Refer all requests for financial information to the Finance Department as appropriate
- Refer all media inquiries and public requests for information to the Corporate Communications Department
- Refer all requests for information and inquiries from government and regulatory agencies to the Legal Department
- When using social media, clearly state that any comments and opinions about Expro are your own and do not reflect those of our company
- Don not disclose confidential business information about our company or our customers, business partners or suppliers
- Do not post anything that is confidential business information, discriminatory or would constitute a threat, intimidation, harassment or bullying

14

# Promote a safe Expro

We pride ourselves on having a strong safety culture and every single employee at Expro is a safety leader.

We look out for each other and are committed to creating a work culture where prevention of harm is a priority for everyone.

We follow our safety procedures and promote a culture of championing safety. Every employee is empowered to take immediate action to protect people's safety regardless of role, title or responsibility.

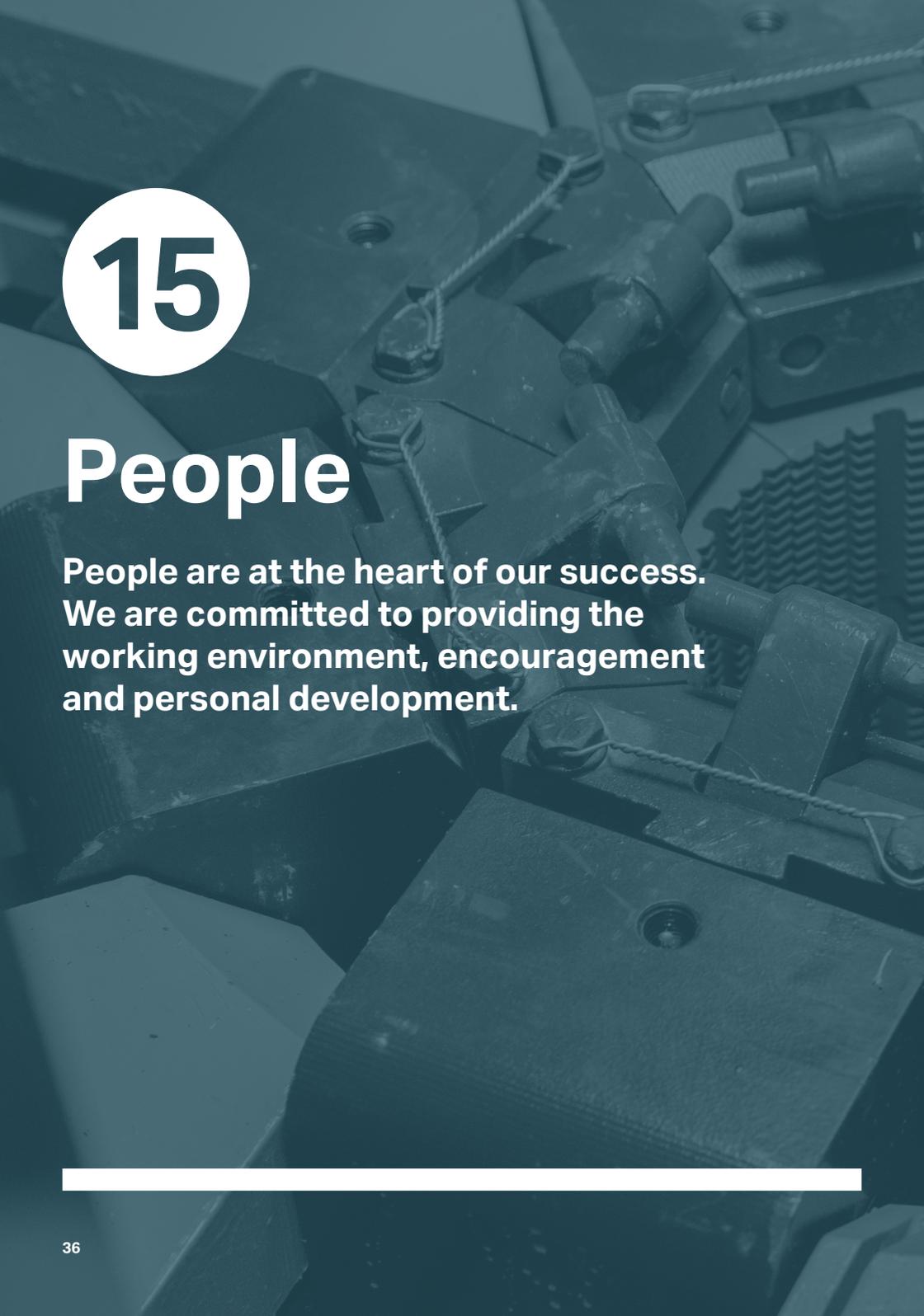
Our observation program 'Positive Intervention' aims to provide the process and tools for us all to help improve safety, quality and environmental behaviors and conditions. Positive Intervention is not just about highlighting risks. It is also a way to recognize examples of good safety behavior.

If you see a situation that could put others at risk, exercise your stop work obligation and stop it and then elevate the issue so it can be resolved.

Likewise, if you notice a colleague demonstrating good safety behaviour, highlight and recognise this good example.

## Getting it right:

- Do not perform a job without proper training and personal protective equipment or while impaired by alcohol, drugs or other substances
- Stop any job at any time if you believe conditions are unsafe
- Always wear seat belts and do not use mobile phones or electronic devices while driving



15

# People

**People are at the heart of our success. We are committed to providing the working environment, encouragement and personal development.**

We are all one Expro and represent a wealth of various experiences, backgrounds and perspectives. We value each other's contributions and believe that everyone should have an equal chance to succeed—this is essential in turning our growth ambitions into reality.

We will nurture our culture to equip our people to be diverse, innovative, flexible, agile and responsive. At Expro, we do not tolerate any form of harassment or discrimination and we should always respect others.

You can play your part to keep Expro a workplace where the many strengths and talents of our diverse workforce are appreciated and where respectful behavior drives a positive environment.

## Getting it right:

- Listen and be receptive to different perspectives
- Treat others the way you would like to be treated
- Celebrate our diversity
- Speak up if you see or suspect discrimination or harassment based on someone's race, color, gender, national origin, age, religion, citizenship status, disability, medical condition, sexual orientation, gender identity, veteran status, marital status or any other characteristic protected by law
- Promote a work environment free of bullying, abuse or harassment, whether physical, verbal or visual
- You can share your concerns knowing that Expro does not tolerate retaliation against anyone who reports a concern in good faith

# 16

## Respect human rights

We are committed to fair employment practices everywhere we operate.

As a company, we respect the rights of every individual and abide by the employment laws in the places where we operate. We support the principles established under the United Nations Universal Declaration of Human Rights and do not knowingly conduct business with any individual or company that participates in the exploitation of children (including child labor) or any compulsory, bonded, indentured or prison labor or human trafficking.

We are fully committed to the respect of human rights and upholding of labor standards. We consider that modern slavery and human trafficking are completely unacceptable, whether in our supply chain or any other part of our operations

We expect our customers and suppliers to share our commitment to the same high standards.

### Getting it right:

- Treat others with respect and dignity
- Do not engage in human rights abuse or conduct business with those who do

# 17

## Planet

**We understand that we are part of the societies and communities in which we operate and have stewardship responsibilities for our planet.**

We strive to conduct business in a responsible manner, recognizing our impact on society and the environment. We are committed to complying with all applicable environmental laws and regulations as well as with standards of sustainability and ethical corporate governance. We have set ambitious goals to minimize our environmental footprint by reducing greenhouse gas emissions, decreasing waste and limiting water and energy use at our facilities.

We encourage employees to engage in charitable activities on a voluntary basis, but in general, ask that you do so on your own time and at your own expense. Any donations using company funds or assets must therefore be pre-approved in line with applicable delegation of authority thresholds and our policy regarding charitable donations.

Be sensitive when asking for contributions from your industry contacts in particular when it involves Expro's vendors or business partners. Soliciting donations from a vendor may create the wrong appearance, for example the supplier may feel obligated in order to retain our business.

Expro does not make political contributions and we will not reimburse you for political contributions.

### Getting it right:

- **Comply with all laws, policies, permits and regulations aimed at preventing human rights violations and environmental damage**
- **Engage with our various global environmental and social initiatives and learn how you can play a role in helping to reduce the environmental and societal impact of our operations around the world**
- **We are always looking for ways to do things better. We set goals for working more efficiently and for shrinking our environmental footprint. Helping to advance our initiatives to reduce waste, water use and greenhouse gas emissions means helping to preserve our planet's precious resources**
- **Over decades, Expro employees have engaged in numerous projects to improve the situation in communities close to where we operate. We want our neighbors to see us as part of their community**

# Speak-Up without fear

We know it takes courage to come forward and share a concern, to report potential violations of our code, including suspected fraud or financial misstatement, our policies, our laws. We will not retaliate or permit retaliation against anyone who raises questions or concerns about our activities with honest motives. We will not retaliate or permit retaliation against anyone who makes a good faith report about potential misconduct violations to us or a government authority or assists in an investigation into alleged misconduct or a violation of law.

Regardless of who you contact, you can be confident that you're doing the right thing and that your concern will be handled promptly and appropriately. We investigate reports of misconduct thoroughly and confidentially, disclosing the findings only to those who need it to resolve the issue.

# Know where to go for support

There are people ready to help you. Have a question, problem or a concern? In most cases, your line manager will be the person who is likely in the best position to understand your concern and take the appropriate action.

If you are uncomfortable speaking with your manager, or if you have already shared a concern and feel it is not being addressed appropriately, contact the Compliance or HR Department or another member of management.

Nothing in the Code prohibits you from communicating with government agencies about possible violations of applicable laws or otherwise providing information to government agencies, filing a complaint with government agencies, or participating in government agency investigations or proceedings. The Code does not require you to notify Expro of any such communications.

The Expro Helpline is also available. Our Helpline is operated by an independent provider and can be contacted anytime, via phone or a web-based form, to report potential violations of our Code, our policies, or laws. Interpreters are available to speak to you in the language you feel most comfortable using. You may submit a report anonymously.

When you contact the Helpline – whether by phone or Web – we will document the information you share, and it will be reviewed by the Compliance department to ensure that the individuals with the appropriate expertise can effectively respond to the question or concern. Expro takes this process very seriously and will strive to maintain the confidential nature of your submission. After reporting your question or concern, you will be able to check back in and receive status updates regarding your submission.

Report via phone or web by following the link to [expro.ethicspoint.com](https://expro.ethicspoint.com)



**EXPRO**

Waivers of this Code: No waiver or exception to a provision of this Code will be made unless extenuating circumstances exist to justify same. Any such waiver or exception may be made only by (i) the Board of Directors (for Directors and executive officers) or (ii) the CEO and General Counsel (for employees other than executive officers). Such waiver or exception will be effective only if given in writing and in compliance with the spirit and intent of this Code. Any waiver for Directors or executive officers will be promptly disclosed if and as required by law and the listing requirements of the applicable stock exchange.

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