



FRANK'S INTERNATIONAL

# Anti-Bribery Policy

## Table of Contents

1. General Overview .....	1
2. Purpose and Objectives .....	1
3. Scope and Applicability.....	2
4. Governing Laws and Regulations.....	2
5. Definitions.....	2
6. Anti-Bribery and Anti-Corruption Responsibilities .....	5
7. What Does Anti-Bribery and Anti-Corruption Mean to You?.....	6
8. Gifts, Entertainment and Hospitality .....	7
9. Business Relationships and Third Parties .....	9
10. Facilitation Payments or “Grease” Payments and Kickbacks .....	10
11. Charitable Donations and Political Contributions .....	11
12. Hiring of Government Officials or Affiliated Parties .....	11
13. Blackmail, Extortion or Protection Payments .....	11
14. Accounting and Internal Control Provisions: Books and Records.....	12
15. Money Laundering and Criminal Activities .....	12
16. Training and Communication.....	13
17. Monitoring and Review .....	13
18. Questions and Raising Concerns .....	13
19. Protections against Retaliation.....	14
20. Relevant and Cross-Referenced Policies.....	14
21. Appendices.....	14
Appendix A: Five Steps to Avoid Bribery Traps .....	16
Appendix B: Specific Considerations for Identifying Bribery and Corruption.....	18
Appendix C: Gift, Entertainment and Hospitality Approval Form.....	23
Appendix D: Third Parties Definitions .....	24

Appendix E: Approval Procedures for Selected Third Parties.....	25
Appendix F: Training and Compliance Certification Protocol.....	26
Appendix G: Legal Department Contacts .....	27
Appendix H: Ethics and Compliance Hotline.....	28

## Message from John Symington, Senior Vice President, Secretary, General Counsel and Chief Compliance Officer of Frank's International N.V.

Each of us is faced with challenging and difficult choices every day. We must strive every day to operate with integrity and honesty and uphold our values everywhere we operate..

Ethics and compliance are vitally important pillars of our business. Without a commitment to ethics and compliance, we cannot be successful. Accordingly, every employee, officer and the Board of Supervisory Directors is charged with the responsibility for conducting themselves with the utmost integrity, defined not only by the laws and regulations that our Company is subject to worldwide, but also by the mindset of always striving to do the right thing despite difficult circumstances.

We also expect all of our customers, agents, vendors and other business partners to adhere to these requirements. Anyone who works with Frank's or represents Frank's in any way is required to follow the guidelines set forth in this Policy.

This Anti-Bribery Policy supplements our Code of Business Conduct and Ethics and our overall system of compliance. The Policy outlines the specific duties that Frank's Personnel and business partners must follow to combat bribery and corruption.

I am personally committed to the principles embodied within this Policy and ask for your strong commitment as well. Together, we can continue to make Frank's a great company to work with and work for.

Sincerely,

John Symington

Senior Vice President, Secretary, General Counsel and Chief Compliance Officer

Frank's International N.V.

## 1. General Overview

- 1.1 This Anti-Bribery Policy (the "Policy") provides detailed guidance and expectations of adherence to all anti-bribery and anti-corruption laws and regulations where Frank's International N.V. and its affiliates ("Frank's" or the "Company") operate. Additional expectations and requirements may also result from the local and regional laws that apply to Frank's, as well as Frank's policies and procedures that promote accurate, compliant and ethical conduct. Anyone who has questions regarding this Policy or any anti-bribery/anti-corruption rule or law should contact the Legal Department.

## 2. Purpose and Objectives

- 2.1 **Zero Tolerance for Corruption:** It is Frank's policy to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and Corruption and are committed to acting professionally, fairly and with integrity in all our business dealings wherever we operate. We also do not permit Bribes to be paid on our behalf through Third Parties or otherwise. This Policy applies to Bribery of Government Officials and Commercial Bribery, as well as to Facilitation Payments (these terms are defined herein). We will uphold all laws relevant to anti-bribery and anti-corruption including the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act 2010 (U.K. Bribery Act) and other applicable laws with respect to our conduct both at home and abroad.
- 2.2 This Policy defines permissible and non-permissible behaviors to ensure that Frank's operates in accordance with the FCPA and the U.K. Bribery Act and in accordance with the Company's values and the Code of Business Conduct and Ethics.
- 2.3 Frank's is committed to the prevention, deterrence and detection of fraud, Bribery and all types of corrupt behavior. It is the responsibility of all Supervisory Directors, officers and employees (collectively "Frank's Personnel" or "Personnel"), customers and Third Parties of Frank's to be vigilant in identifying these types of issues and reporting them. Specific guidance regarding reporting suspected violations of this Policy is included in this Policy.
- 2.4 Frank's is committed to honest, fair and transparent business dealings. We will not accept anything contrary to this commitment.
- 2.5 Frank's will provide anti-bribery and anti-corruption guidance and assistance to Personnel in the form of trainings, communications, certifications and other procedures throughout a given year (see **Appendix F** for additional information).
- 2.6 Frank's will also work closely with our business partners and other Third Parties around the world to ensure their compliance with this Policy.

## 3. Scope and Applicability

- 3.1 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 Frank's. The Company will strive to ensure that all Third Parties that act on behalf of Frank's adopt policies and procedures consistent with this Policy.
- 3.2 Our Code of Business Conduct and Ethics further defines our commitment to ethics and compliance, including complying with anti-bribery and anti-corruption laws and principles.
- 3.3 There are no exceptions or waivers granted for noncompliance with this Policy.

## 4. Governing Laws and Regulations

- 4.1 While Frank's 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.
- 4.2 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.
- 4.3 The Organisation for Economic Co-operation and Development (OECD) is an international organization comprised of 34 member countries that was established in 1961 to stimulate worldwide trade. In 1999, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions was created and ratified by 38 countries to create a more level playing field for companies operating in these countries by encouraging sanctions against those that engage in Bribery and Corruption.
- 4.4 Frank's 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

- 5.1 **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.

5.2 **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 Frank'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)*

Specific considerations with regards to Bribery and Corruption are highlighted in **Appendix B** of this Policy.

5.3 **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)

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

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

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

5.7 **Donation** – A contribution, normally money, provided to a charity, political party or other organization.

5.8 **Entertainment and Hospitality** – Meals, events, activities or other forms of giving to someone or an organization, when attended by Frank's Personnel.

5.9 **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).

- 5.10 **Gift** – Anything of value provided by one entity to another without any money exchanging hands. Examples of Gifts: corporate calendars, pens, mugs, books, shirts or other items with company logos, wine, bouquets of flowers or packs of sweets or dry fruits.
- 5.11 **Government** – The governing body of a nation, state, county, parish, province, territory or community.
- 5.12 **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 that provide services like transportation, 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)
  - Uncompensated honorary officials who can influence the award of business
  - Traditional authorities, such as tribal or aboriginal leaders/elders
  - 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, Director of Global Compliance or the General Counsel/Chief Compliance Officer.
- 5.13 **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).
- 5.14 **Vendor** – Any person or organization that supplies goods or services to the Company.

## 6. Anti-Bribery and Anti-Corruption Responsibilities

- 6.1 Frank's 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.

- 6.2 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 Legal 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 Legal Department to ensure that specific areas are being tested and monitored, including internal controls for preventing Bribery and Corruption.

- 6.3 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 Legal 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 Legal Department.

## 6.4 Responsibilities for all Frank's Personnel

Frank'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 Legal Department or through the ethics and compliance hotline.

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

Personnel in charge of procurement 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.

## 6.5 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?**

7.1 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. To provide more practical insight, the rest of this Policy outlines some specific areas where Bribery and Corruption can occur.

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

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

- Hiring of Government Officials or Associated Parties

## 8. Gifts, Entertainment and Hospitality

- 8.1 Appropriate Gifts, Entertainment and Hospitality that are well documented are permissible under this Policy and the Global Travel and Entertainment Policy, provided that they are reasonable, justifiable and made in good faith without the expectation of something in return.
- 8.2 The giving and receiving of Gifts can, in some cases, influence or appear to influence, decision-making. As such, Frank's Personnel should think very carefully before giving or receiving Gifts. We must also comply with our customers' gifts policies and accordingly, are expected to know and understand these policies prior to giving or receiving Gifts. Problems can arise if there is an expectation from either party that favors or preferential treatment will be given in return for a Gift, Entertainment or Hospitality. The giving and receiving of Gifts, Entertainment and Hospitality 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.

### 8.3 Gifts 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 Legal Department to ensure overall appropriateness. However, Frank's recognizes that there will be situations when Personnel may require the flexibility to provide Gifts to our customers and business partners, particularly around holidays and due to cultural traditions. A Gift may be provided to a Government Official if it is reasonable, customary and given in the normal course of business. Gifts valued at more than \$100 (USD) either individually or in the aggregate must be preapproved and properly recorded, in writing, by the General Counsel. Accurate record keeping is essential to complying with this Policy. Please use the Gift, Entertainment and Hospitality Approval Form in **Appendix C** or at  [GE approval form -- OCTOBER 2020.pdf](#) to submit your requests prior to purchasing the Gift. Cash Gifts or

cash equivalents, such as gift cards, should never be provided. If you are asked to provide a cash Gift to a Government Official or a member of their family, you must report this immediately in accordance with section 19 of this Policy. If you have any questions regarding the limits on Gift giving contained in this Policy, please direct all questions or concerns to your Regional Legal Counsel, Director of Global Compliance or the General Counsel/Chief Compliance Officer.

#### 8.4 Entertainment and Hospitality Provided to Government Officials

Providing Entertainment and Hospitality to Government Officials carries more risk than providing Entertainment and Hospitality to non-Government Officials and must be closely coordinated with the Legal Department to ensure overall appropriateness. However, Entertainment and Hospitality to Government Officials is permissible provided that it is reasonable, justifiable and made in good faith, without the expectation of something in return. Providing Entertainment and Hospitality to Government Officials should never influence, or appear to influence, decision-making. It should be noted that the FCPA and other anti-bribery and anti-corruption laws do not prevent companies from providing legitimate Entertainment and Hospitality to promote their business, including to Government Officials. It is Frank's policy that Entertainment and Hospitality should only be provided to a Government Official if the value is \$100 (USD) or less per person per instance and \$500 (USD) or less in total per person during any given 12-month period. Any Entertainment and Hospitality provided to a Government Official that exceeds these limits must be preapproved by the General Counsel using the Gift, Entertainment and Hospitality Approval Form in **Appendix C**. If you, in good faith, did not expect the limits to be exceeded, but they were, you must complete the Gift, Entertainment and Hospitality Approval Form in **Appendix C** and explain the reason for the overage and lack of ability to estimate prior to engaging in the activity. Proper planning of Gift, Entertainment and Hospitality is of utmost importance.

8.5 Before you purchase a Gift or provide Entertainment and Hospitality to a Government Official, it is important to ask yourself these questions:

- What is the intent? Is it to build a relationship, or is it something else?
- How would I feel if these details became public knowledge?
- What if the situation were reversed? Would there be a double-standard?

If you are having trouble answering these questions, talk to your supervisor or Regional Legal Counsel, Director of Global Compliance, or General Counsel/Chief Compliance Officer. When in doubt, ask!

#### 8.6 Receiving Gifts

This Policy and the Global Travel and Entertainment Policy provide helpful guidance for Personnel to determine whether a gift given by a business partner or prospective business partner is appropriate. All Gifts valued at \$100 (USD) or more received by Frank's Personnel must be reported and approved in accordance with the Global Travel and Entertainment Policy. If you are unsure of

the value of the Gift, ask your supervisor. If you are still unsure, contact your Regional Legal Counsel, Director of Global Compliance, or General Counsel/Chief Compliance Officer.

## 9. Business Relationships and Third Parties

- 9.1 The selection and approval of Third Parties such as agents, distributors, resellers, joint venture partners, and business consultants and intermediaries are subject to rigorous due diligence processes described herein. Generally, Third Party procurement should never be based on the receipt, or expectation of receipt of a Gift, Entertainment, or other Hospitality. In other words, this relationship should not be based on giving something, only to be provided a favor or Business Advantage in return.
- 9.2 The Company engages with various types of Third Parties across the globe. Frank's has specific engagement procedures, requiring certain information to be provided to the Legal Department for due diligence. It is the responsibility of all Personnel who are charged with selecting new Third Parties to answer the following questions:
1. Is this a Tier 1 Third Party? A Tier 1 Third Party is defined as any individual or entity that represents Frank's in front of a government agency or official. Examples include agents, distributors, resellers, joint venture partners, and business consultants. Consult **Appendix D** of this Policy for related definitions.
    - a. If the answer is 'yes', then please notify the Legal Department prior to performing any other procedures.
    - b. The Legal Department will provide specific guidance on what procedures must be followed. For further details on these procedures, see **Appendix E**.
  2. Do you have any existing Third Parties that are agents, distributors, resellers, joint venture partners, business consultants or intermediaries?
    - a. If the answer is 'yes', please be aware that the Company will continue to monitor, on an ongoing basis, all Third Parties with whom Frank's has an existing contractual relationship so as to ensure continuous compliance with applicable anti-bribery and anti-corruption laws and provisions.
- 9.3 The required level of due diligence and monitoring of Third Parties will vary depending on many factors including, but not limited to, the nature of the relationship, the level of interaction a Third Party has with Government Officials, agencies or state-owned companies, and whether the Third Party operates in a high-risk country (as determined by certain anti-corruption tracking criteria). Please see **Appendix E** for more information regarding procedures and forms that must be completed for specific types of Third Parties.

- 9.4 It is always important (and required) that we maintain documentation supporting our Third Party selection and approval processes, particularly in “tender” situations when the selection process is a formal, structured invitation for the supply of products or services. In the public sector, a tender process may be required by law to ensure that such competition for the use of public money is open, fair and free from Corruption. A tender process includes an invitation for parties to make a proposal with the understanding that no parties have an unfair advantage, and the winning bid is chosen on the basis of price and quality.
- 9.5 All questions regarding procedures for Third Parties should be directed to the Legal Department.

## 10. Facilitation Payments or “Grease” Payments and Kickbacks

- 10.1 Facilitation Payments are prohibited because they are not allowed by law in some jurisdictions (e.g., where the UK Bribery Act is applicable), but certain narrow exceptions exist subject to applicable law and the circumstantial and documentation requirements set forth in this Policy. Any Facilitation Payments are required to be preapproved in writing by the General Counsel; however, the Company recognizes that there may be circumstances that would prevent Personnel from obtaining preapproval. In these circumstances, written approval after the payment has been made must be sought from the General Counsel with an explanation of why preapproval was not obtained. 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, Director of Global Compliance, or the General Counsel/Chief Compliance Officer.
- 10.2 Facilitation Payments are not discretionary and must never be offered by Frank’s. Rather, these payments are small sums paid at the request of a Government Official to facilitate or expedite routine Government processes. Payments that are offered to Government Officials to influence behavior could be considered a Bribe. Frank’s Personnel must be aware of the differences between providing a Facilitation Payment and a Bribe, and should consider the following questions before making a payment:
- How much is the payment or how often are payments being made? Payments exceeding nominal amounts, either individually or in the aggregate, may be indicative of something more than just a Facilitation Payment.
  - What is a routine governmental process? The payment being made needs to be made in the normal course of business and should not be used to have the Government Official “look the other way” for something the Company should not be doing.
  - Does the seniority of the Government Official matter? This is significant because it changes the presumption of whether something is truly discretionary. The higher the level of the Governmental official involved, the greater chance his decision is discretionary.

- Does the action have to be non-discretionary? Yes, because if it is discretionary, then a payment made could appear to be for the purpose of obtaining some advantage that is not available to others.

- 10.3 Every Facilitation Payment must be documented even though a receipt may not be available. The documentation must clearly indicate who the payment was made to, the purpose, and timing of the payment. This information is critical for proper accounting of the Facilitation Payment and accordingly, must be attached to the disbursement of the funds from the Company regardless of the source (e.g., expense reimbursement, petty cash, and accounts payable).
- 10.4 "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

- 11.1 Charitable and political Donations are not allowed without the express preapproval and authorization from the BU lead, CFO, and General Counsel. 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 Business Conduct and Ethics 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

- 12.1 Frank's does not hire Government Officials or associated parties of Government Officials, which includes family members and other relatives, without the express preapproval from the BU lead, CFO and General Counsel. 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 in accordance with section 18 of this Policy.

## 13. Blackmail, Extortion or Protection Payments

- 13.1 In some areas of the world where Frank's 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.

- 13.3 Frank's 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

- 14.1 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 Frank's Personnel will personally enrich themselves through a transaction at the expense of the Company, or which is contrary to any existing Frank's policy, particularly around the procurement of goods and services.

## 15. Money Laundering and Criminal Activities

- 15.1 Frank's 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

- 16.1 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.
- 16.2 On a periodic basis, Frank's Personnel will receive additional training and awareness on anti-bribery related issues, policies and concerns. All Frank's Personnel are responsible for reading, acknowledging and adhering to this Policy and the Code of Business Conduct and Ethics. Personnel will be required to certify their compliance with this Policy and with the Code of Business Conduct and Ethics on an annual basis.
- 16.3 Frank'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.
- 16.4 Supervisors, Managers and functional heads are required to continually share anti-bribery and anti-corruption related communications and Frank's zero tolerance approach on Bribery and Corruption with their employees in an effort to promote awareness and compliance.

## 17. Monitoring and Review

- 17.1 Frank's 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.
- 17.2 Frank's 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.
- 17.3 Frank's 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

- 18.1 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
- Director of Global Compliance
  - Patrick Hays – patrick.hays@franksintl.com
- General Counsel/Chief Compliance Officer
  - John Symington – john.symington@franksintl.com
- Ethics and compliance hotline (see **Appendix H**)

## 19. Protections against Retaliation

- 19.1 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.
- 19.2 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 Business Conduct and Ethics
- Business Partner Code of Conduct and Ethics
- Financial Code of Ethics
- Global Travel and Entertainment Policy
- Policy for Employee Complaint Procedures for Accounting and Compliance Matters

## 21. Appendices

Appendix A: Five Steps to Avoid Bribery Traps

Appendix B: Specific Considerations for Identifying Bribery and Corruption

Appendix C: Gift, Entertainment and Hospitality Approval Form

Appendix D: Third Party Definitions

Appendix E: Approval Procedures for Selected Third Parties

Appendix F: Training and Compliance Certification Protocol

Appendix G: Legal Department Directory

Appendix H: Ethics and Compliance Hotline

## **Appendix A: Five Steps to Avoid Bribery Traps**

1. *Recognize the signs of Bribery.*

Some Bribery risks will be clear on their face – for example, a purchasing agent asking for cash in return for accepting an order. Others might not be as obvious – for example, a new distributor who asks for unusual pricing rebates to use as “marketing incentives” with plausible, but somewhat vague parameters. Others might sneak up on you – for example, a Government Official requesting a contribution to a political campaign or a charity.

The Specific Considerations for Identifying Bribery and Corruption in **Appendix B** can guide you.

2. *Don't be tempted.*

Sometimes it is easy to make excuses, particularly if there is an opportunity to make a sale or save time, if you have heard that your competitors engage in such practices, or the amount involved seems small. This is exactly how people get into trouble.

Before you give in, consider whether you could explain your decision to your spouse or partner, parents or children, and whether a prosecutor would believe that you really thought you were doing the right thing.

**The fundamental point is: achieving commercial goals or “making the numbers” is never an acceptable reason for violating Frank’s policies or any law or regulation.**

3. *Know the people you are dealing with.*

Putting your trust in the wrong people creates risk. Prosecutors will hold companies and individuals liable for “willful blindness” when they should have conducted due diligence.

For that reason, Frank’s Third Party procedures calls for you to plan ahead: identify Third Parties that might pose high risks because of the places where they operate or their methods of business. You and the Legal Department can then use tools like a due diligence questionnaire and background checks to determine if you are selecting the right entity to engage in business with.

4. *Know the deals you are getting into.*

This goes beyond initial due diligence; if you pay fees or commissions to an agent or distributor, how confident are you that you know where the money will go? Is there a clear explanation for the purposes of the payments? Are you getting credible receipts for the Company’s records? How will the transaction stand up when it is audited by Frank’s auditors or by a Government agency?

Enhanced transaction monitoring or even periodic auditing of transactions can detect questionable dealings.

5. *Know the law.*

You should know the laws of the countries where you operate, and the policies of the Government agencies and the companies with whom you are dealing with these may be stricter than our policies.

Carefully reviewing business dealings and gaining experience as an organization will help us to avoid these traps and to meet the high standards of Frank's Policy against Bribery and Corruption.

## Appendix B: Specific Considerations for Identifying Bribery and Corruption

During the course of your employment, you may witness certain personal and business relationships, financial transactions, business activities, informal discussions, contracts and agreements, and other arrangements that may violate the provisions of this Policy, as well as anti-bribery and anti-corruption laws and regulations. The following list of examples is provided to help you become aware of some of the ways that Bribery and Corruption activities may manifest themselves within our organization. This listing is neither complete nor exhaustive and should be considered as a starting point for Frank’s Personnel to broaden their anti-bribery and anti-corruption awareness and knowledge.

The following scenarios highlight risk areas relative to Bribery and Corruption. If you believe that you have witnessed or have knowledge of a violation of this Policy and/or anti-bribery and anti-corruption laws and regulations, you are required to report the concern immediately using one of the options identified in section 19 above. It is not your responsibility to investigate to determine if the concern is valid.

Risk Area	Examples	Policy Highlights
<p>General</p> <p><i>We only make payments for legitimate purchases, promotions or customer relations activities.</i></p>	<ul style="list-style-type: none"> <li>• Country has a reputation for Corruption and Bribery</li> <li>• Payments to out-of-country bank accounts</li> <li>• Use of any “off-the-books” bank accounts</li> <li>• Lack of documentation or vagueness</li> <li>• Lack of transparency</li> <li>• Payments for which there is no clear or reasonable purpose</li> <li>• Excessive payments for minimal services</li> <li>• Lack of employee answers related to questionable payments</li> <li>• Recipient requests payment in cash</li> <li>• Checks cut to “cash” without supporting documentation</li> <li>• Payment in cash, payment is large and could be for round dollar amounts</li> </ul>	<ul style="list-style-type: none"> <li>• Frank’s does not engage in Bribery or permit Bribes to be paid on its behalf</li> <li>• Ask questions and report potential problems</li> </ul>
<p>Advertising and Promotions</p>	<ul style="list-style-type: none"> <li>• No documented plan for promotional spending</li> <li>• Lack of receipts</li> <li>• General purpose or miscellaneous accounts are charged</li> </ul>	<ul style="list-style-type: none"> <li>• Work only with Third Parties who act in compliance with the law and this Policy</li> </ul>

Risk Area	Examples	Policy Highlights
<i>Initiatives the Company approves to assist in sales</i>	<ul style="list-style-type: none"> <li>Over-invoicing or false invoices</li> <li>Rebates are given without proper supporting documentation.</li> </ul>	<ul style="list-style-type: none"> <li>Payments should always be in accordance with legitimate purposes and be properly approved and recorded</li> </ul>
<p>Government Officials</p> <p><i>Any legislative, administrative or judicial position of any kind, whether appointed or elected, covering national and local Government agencies</i></p>	<ul style="list-style-type: none"> <li>Any payments or promises to Government Officials, particularly in higher-risk locations</li> <li>Any payments or promises made to others on behalf of Government Officials, particularly in higher-risk locations</li> <li>Fees described as "advisory", "consulting", or "success" fees related to interfacing with Government Officials</li> <li>Use of a new Vendor that has no prior relationship with the Company for dealings with Government agencies</li> <li>Vendor is a former Government Official dealing with his or her former agency</li> <li>Vendor is a relative of Government Official</li> <li>Payments to Third Parties associated with Government business for which there does not appear to be a legitimate business purpose</li> </ul>	<ul style="list-style-type: none"> <li>No payments, favors, or travel expenses will be provided for any person who works for any type of Government agency</li> <li>No Entertainment or Hospitality of more than nominal value such that it cannot be construed as a Bribe</li> <li>Direct payments of license fees, customs duties, taxes to Government offices must be included in a formal and official invoice with proper receipts</li> <li>Cash should never be used as payment in these instances</li> </ul>
Sales involving state-owned customers	<ul style="list-style-type: none"> <li>Excessive use of and / or fees paid to Vendors dealing with Government agencies</li> <li>Payment classified as an expenditure to a Governmental agency is made to an individual</li> <li>Being advised by a Government Official or customer that you need to work through a designated distributor or Vendor to obtain business</li> </ul>	<ul style="list-style-type: none"> <li>Work only with Third Parties who act in compliance with the law and this Policy</li> <li>Know the Gift, Entertainment and travel expense policies of Frank's and the Government agency that you are dealing with</li> <li>All transactions should be based on formal invoices and receipts</li> </ul>
Dealings with regulators	<ul style="list-style-type: none"> <li>Fees are in excess or inconsistent with documented amounts</li> </ul>	<ul style="list-style-type: none"> <li>Be aware of local, country and regional regulations</li> </ul>

Risk Area	Examples	Policy Highlights
	<ul style="list-style-type: none"> <li>Actual goods are inconsistent with the commodity described</li> <li>Threat of delays or additional charges</li> <li>Fees described as "advisory", "consulting", "assistance" or "verification charge"</li> <li>Fees requested to be paid in cash</li> </ul>	<ul style="list-style-type: none"> <li>Inquire with the Legal Department when unclear on the law or situation</li> </ul>
<p>Facilitation Payments</p> <p><i>Small payments to assist or expedite routine, non-discretionary Government functions, like processing of permits.</i></p>	<ul style="list-style-type: none"> <li>Being told that "a customs broker can move goods more quickly for a nominal fee"</li> <li>Fees for permits</li> <li>Unofficial fees</li> <li>Requests for tips</li> </ul>	<ul style="list-style-type: none"> <li>Facilitation Payments are prohibited, but certain narrow exceptions exist subject to applicable law <u>and</u> circumstantial and documentation requirements.</li> <li>All payments must be pre-approved by the General Counsel.</li> </ul>
<p>Third Parties</p> <p><i>Any person or organization that acts on the Company's behalf in transactions related to sales, purchases or dealings with public officials</i></p>	<ul style="list-style-type: none"> <li>Third Party refuses to accept anti-bribery and anti-corruption clauses and warranties in contract of engagement or refuses to give an annual certification of compliance</li> <li>The Third Party is reluctant to offer information about the end-use or end-user of the items slated for resale</li> <li>The Third Party requests pre-payment of lump sums or cash advances to conduct Frank's operations</li> <li>The Third Party refuses to provide receipts</li> </ul>	<ul style="list-style-type: none"> <li>Work only with Third Parties who act in compliance with the law and this Policy</li> <li>Confirm that Third Parties the Company engages with have a reputable history with their business dealings by performing adequate due diligence and background checks</li> </ul>
<p>Joint ventures</p> <p><i>Companies that are jointly owned by Frank's and another joint venture party</i></p>	<ul style="list-style-type: none"> <li>Refusal of a partner to implement a policy to prevent of Bribery and Corruption</li> <li>Lack of transparency of operations with joint venture partners</li> </ul>	<ul style="list-style-type: none"> <li>The Company expects joint venture partners to agree to Company policies, procedures, and the Code of Business Conduct and Ethics, as well as establishing a culture of ethical conduct</li> </ul>
<p>Gifts</p> <p><i>Gifts provided to Government Officials</i></p>	<ul style="list-style-type: none"> <li>Lavish Gifts provided to Government customers</li> <li>Lack of willingness by a recipient to disclose receipt of a Gift to a superior or</li> </ul>	<ul style="list-style-type: none"> <li>Gifts of cash or cash equivalents (e.g. Gift cards) are prohibited</li> </ul>

Risk Area	Examples	Policy Highlights
	to accept publicly a Gift or payment given or promised <ul style="list-style-type: none"> <li>• Gifts requested by a Government Official</li> </ul>	<ul style="list-style-type: none"> <li>• Gifts to individuals may not exceed a combined value of \$100 (USD)</li> </ul>
Entertainment and Hospitality  <i>Entertainment and Hospitality provided to Government Officials</i>	<ul style="list-style-type: none"> <li>• Excessive Entertainment, Hospitality (value or frequency) provided to any Government Official</li> <li>• Travel expenses for families / friends of Government Officials, even if the travel expense has a legitimate business purpose</li> <li>• Travel for Government Officials where there is not a clear business purpose</li> </ul>	<ul style="list-style-type: none"> <li>• Nominal Entertainment and Hospitality of Government Officials is allowed up to \$100 (USD) per person per instance and \$500 (USD) or less in total per person during any given 12-month period</li> </ul>
Political Donations  <i>Financial support for candidates or parties</i>	<ul style="list-style-type: none"> <li>• Requests to support campaigns, or to host receptions or donate refreshments for political events</li> </ul>	<ul style="list-style-type: none"> <li>• Political Donations are not allowed without the express preapproval and authorization from the BU lead, CFO and General Counsel</li> </ul>
Charitable Donations  <i>Financial support for charities</i>	<ul style="list-style-type: none"> <li>• Contributions made to any organization having any affiliation with a Government Official, customer or customer representative</li> <li>• Contributions made at the request of a Government Official, customer or customer representative</li> </ul>	<ul style="list-style-type: none"> <li>• Charitable contributions are not allowed without the express preapproval and authorization from the BU lead, CFO and General Counsel</li> </ul>
Payroll  <i>Regular payments to employees for work performed on behalf of the Company</i>	<ul style="list-style-type: none"> <li>• Non-employees being paid through payroll</li> <li>• Relatives of Government Officials on the payroll</li> <li>• Unexplained bonuses of unusual quantity and timing</li> </ul>	<ul style="list-style-type: none"> <li>• Non-employees are not allowed to be paid through payroll</li> </ul>
Petty Cash	<ul style="list-style-type: none"> <li>• Frequent, repeat cash requests from the same Frank's employee</li> <li>• Frequent requests for same Vendor</li> </ul>	<ul style="list-style-type: none"> <li>• Approval required to establish fund</li> </ul>

Risk Area	Examples	Policy Highlights
<p><i>Cash used for small purchases of goods or services, solely for legitimate business purposes</i></p>	<ul style="list-style-type: none"> <li>• Payments for round dollar amounts</li> <li>• Frequent payments just below the threshold for the next highest approval requirement</li> </ul>	<ul style="list-style-type: none"> <li>• Petty cash allowed to be used to cover minor expenses, emergency purchases where a purchase order (PO) is not cost effective or a purchasing card cannot be used</li> </ul>

## Appendix C: Gift, Entertainment and Hospitality Approval Form

Please check one:

Giving a Gift

Providing Entertainment and Hospitality

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Office location: \_\_\_\_\_

Name of immediate supervisor: \_\_\_\_\_

Value of Gift, Entertainment or Hospitality:

Local currency value: \_\_\_\_\_ USD value: \_\_\_\_\_

Description of Gift, Entertainment or Hospitality: \_\_\_\_\_

Name, title and company / organization of the recipient of the Gift, Entertainment or Hospitality:

Date that the Gift, or Entertainment or Hospitality is expected to be given or was provided:

Reason for providing the Gift, Entertainment or Hospitality: \_\_\_\_\_

For Entertainment and Hospitality that was not preapproved, but more than \$100 (USD) was spent per person:

Why was preapproval not sought? \_\_\_\_\_

## Appendix D: Third Parties Definitions

<p><b>Tier 1 -- any individual or entity that represents Frank's in front of a government agency or official.</b></p>	<p><u>Agents</u>: Individuals or entities that are authorized to act on behalf of Frank's to further the Company's business interests. Examples: sales/commercial agents and visa agents.</p>
	<p><u>Distributors or Resellers</u>: Individuals or entities that purchase products from Frank's and resell the products to other entities.</p>
	<p><u>Business Consultants and Intermediaries</u>: Individuals or entities that provide services and/or advice to Frank's on how it should operate or interact with other Third Parties. Business Consultants and Intermediaries may also represent Frank's before other companies or individuals in the discharge of their duties. Examples: accounting, tax, legal, financial advisors, lobbyists, customs brokers, freight forwarders and import/export consultants.</p>
	<p><u>Joint Venture Partners</u>: Any entity or individual(s) that enters into business relationships and/or contracts and agreements with Frank's that result in a majority or minority ownership of a combined entity, profit sharing or cost sharing agreement, or controlling interest in assets and operations.</p>
<p><b>Tier 2</b></p>	<p><u>Suppliers and Sub-contractors</u>: Individuals or entities that provide goods to the Company or serve as subcontractors. The business relationships should be memorialized through agreements, purchase orders and/or contracts.</p>
	<p><u>Service Providers</u>: Individuals or entities that provide services to the organization. Examples: transportation, inspections, storage, repackaging/reshipping, processing services, validating and reporting, lodging, electric, telecom, information technology.</p>
<p><b>Tier 3</b></p>	<p><u>Landlords</u>: Individuals or entities that lease real estate (including land and buildings) to Frank's. The business relationships should be memorialized through contracts.</p>

## Appendix E: Approval Procedures for Selected Third Parties

Procedures and Applicable Forms	Type of Third Party				
	Agents	Distributors and Resellers	Business Consultants and Intermediaries	Joint Venture Partners	Tier 2 & 3 Vendors
Sponsorship Memo	X	X	X	X	
Third Party Compliance Certification	X	X	X	X	X
Third Party Due Diligence Questionnaire	X	X	X	X	
Background Check	X	POSSIBLY	POSSIBLY	POSSIBLY	
Written Contract (which will include anti-bribery certifications and other relevant language)	X	X	X	X	X

Tier 1 Third Parties must be approved by the General Counsel and BU leader, or by a Tier 1 Third Party Approval Committee, if such a committee exists.

## **Appendix F: Training and Compliance Certification Protocol**

Frank's is committed to being a best-in-class organization. Having consistent and practical training is an integral part of our corporate compliance program. To facilitate this, Frank's utilizes an online program to provide timely, relevant training on compliance related topics that are important to our Personnel, our company, our industry and the places where we operate. Compliance certification is also managed and tracked through the online program.

For Frank's Personnel that cannot access the online program, the Company will provide alternative delivery methods, which could include printed training/certification materials and/or in-person training. In-person training will also be provided to certain Personnel as a supplement to online training, based on their role and responsibilities at Frank's.

Failure to complete all the required training courses and annual certifications could lead to disciplinary action, including up to termination.

## **Appendix G: Legal Department Contacts**

John Symington, Senior Vice President, Secretary, General Counsel and Chief Compliance Officer  
john.symington@franksintl.com

Patrick Hays, Senior Counsel and Director of Global Compliance  
patrick.hays@franksintl.com

## **Appendix H: Compliance & Ethics Hotline**

1. Contact the Compliance & Ethics Hotline by phone: **1-800-923-9553**
2. Contact the Compliance & Ethics Hotline online: [www.franksinternational.silentwhistle.com](http://www.franksinternational.silentwhistle.com)

The hotline is administered by an independent service that is available 24 hours a day, 7 days a week. At your choice, your submission may be kept anonymous, but it is helpful if you provide some means of being contacted if the Company has additional questions. Your contact information will remain confidential. Reported concerns are received and investigated promptly by the Company.