



FRANK'S INTERNATIONAL

Conflicts of Interest Policy

Table of Contents

1. General Overview	2
2. Scope and Applicability.....	2
3. Definitions.....	3
4. Responsibilities.....	4
5. Questions and Raising Concerns	5
6. Certifications.....	6
7. Protections against Retaliation	6
8. Relevant and Cross-Referenced Policies.....	7
Appendix A: Conflicts of Interest Guidance.....	8
Appendix B: Reporting Conflicts of Interest	11

Message from Alex Cestero, 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 to continue to make this Company great. Frank's is only as good as the Personnel that make up the Company, and we need your help to continue our legacy of excellence.

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 Conflicts of Interest Policy is part of 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 perform to ensure that no conflict of interest situation or even the appearance of such a situation arises in connection with Company operations.

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,



Alejandro (Alex) Cestero

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

Frank's International N.V.

1. General Overview

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

2. Scope and Applicability

- 2.1 This Conflicts of Interest Policy ("Policy") is applicable to all Frank's Personnel at all locations of the Company.
- 2.2 Our Code of Business Conduct and Ethics further defines our commitment to ethics and compliance.
- 2.3 Any waiver or exception of a provision of this Policy may be made only by (i) the Board of Supervisory Directors (for Supervisory Directors and executive officers) or (ii) the CEO and General Counsel (for employees other than executive officers). Such waiver or exception must be in writing. Any waiver for Supervisory Directors or executive officers will be promptly disclosed if and as required by law and the listing requirements of the applicable stock exchange.

- 2.4 Without written consent described in this Policy, all Personnel are prohibited from taking for themselves (i) an opportunity in a potential transaction or matter that the Company may have an investment in or business opportunity to invest or (ii) a prospective economic or competitive advantage in which the Company could reasonably have an interest or expectancy to invest. All Personnel are prohibited from taking for themselves an opportunity in a potential transaction or matter that they discover through the use of Company property, information, or position. Further guidance is provided in **Appendix A**.

3. Definitions

- 3.1 **Conflict of Interest** or **Actual Conflict of Interest** – An existing situation or action related to Company business that gives rise to personal gain.
- 3.2 **Close Relation** – A family member, someone with whom one has an intimate relationship, and/or those living in the same household as Frank's Personnel.
- 3.3 **Entertainment and Hospitality** – Meals, events, activities or other forms of giving to someone or an organization, when attended by Frank's Personnel.
- 3.4 **Financial Interest** – An interest that could result in directly or indirectly receiving monetary gain, such as payments for services, equity interests (e.g., stocks, stock options, or other ownership interests), interests in real or personal property, or the forgiveness of debt.
- 3.5 **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.
- 3.6 **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 Government 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 supervisor, or the Human Resources or Legal departments.

3.7 **Potential Conflict of Interest** – Any situation related to Company business that could give rise to personal gain, even if such gain has not already occurred.

3.8 **Vendor** – Any person or organization that supplies goods or services to the Company.

4. Responsibilities

4.1 It is your responsibility to be knowledgeable of this Policy and to ensure compliance. Any violation of this Policy will be regarded as a serious matter by the Company and could result in disciplinary action, including termination.

4.2 No Personnel, regardless of level, should engage in any business or conduct or enter into any agreement, arrangement, or relationship that would give rise to Actual or Potential Conflicts of Interest. Frank's Personnel should not permit themselves to be placed in a position that might give rise to the appearance that a Conflict of Interest has arisen.

4.3 You must not use Company property, Company information or your position with the Company for personal gain. Further, you must not use your position with the Company to obtain any preferred treatment for you or a Close Relation. (Please note, however, that incidental personal use of Company property that is insignificant may be permitted, such as occasional use of the Company's stationery, supplies, copying facilities, or telephone when the cost to the Company is insignificant).

4.4 The prevention, detection and reporting of Actual and Potential Conflicts of Interest is the responsibility of all Personnel throughout the Company. If you encounter a situation where you feel that this Policy is being violated, you must report it immediately in accordance with section 5 of this Policy.

- 4.5 All Personnel have a duty to cooperate in Company investigations, including those involving Conflicts of Interest.

5. Questions and Raising Concerns

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

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

The foregoing requirements do not prohibit the interested Supervisory Director or executive officer from briefly stating his or her position on the matter or from answering pertinent questions of the disinterested Supervisory Directors, as the interested

Supervisory Director's knowledge may be of assistance to the other Supervisory Directors in their consideration of the matter.

- 5.2 Actual or Potential Conflicts of Interest involving Frank's personnel other than executive officers or Supervisory Directors or a Close Relation of such person, must be reported in writing (see **Appendix B**) by the affected person (or by others having knowledge of the existence of the Actual or Potential Conflicts of Interest) to his/her supervisor, or the Human Resources or Legal departments (supervisors and Human Resources personnel must consult with the Legal Department). With assistance from the relevant business unit, the Legal Department will review the situation to determine whether an Actual or Potential Conflict of Interest exists and recommend measures to be taken. Written approval from the CEO and General Counsel is required prior to the consummation of any proposed transaction or arrangement that is determined by the Legal Department to constitute an Actual or Potential Conflict of Interest.
- 5.3 If you become aware or suspect that an activity or conduct which is proposed or has taken place is a Conflict of Interest, then you have a duty to report this to your supervisor, or the Human Resources or Legal departments. The prevention, detection and reporting of Conflicts of Interest is the responsibility of all Frank's Personnel.
- 5.4 You may also report any concerns anonymously to the ethics and compliance hotline:
 - o Via phone at 1-800-923-9553 (24 hours a day, seven days a week)
 - o Online at <http://franksinternational.silentwhistle.com>

6. Certifications

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

7. Protections against Retaliation

- 7.1 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.

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

8. 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
- Anti-Bribery Policy
- Policy for Employee Complaint Procedures for Accounting and Compliance Matters
- Insider Trading Policy

Appendix A: Conflicts of Interest Guidance

Examples of Conflicts of Interest

- While it is not possible to describe all circumstances where a Conflict of Interest involving Frank's Personnel exists or may exist, the following situations may indicate the existence of an Actual or Potential Conflict of Interest:
 - Frank's Personnel's Financial Interest in, position in, Close Relation or other personal relationship with, any Vendor, supplier, customer or competitor of the Company.
 - The acceptance of Gifts, Entertainment or Hospitality of more than nominal value by Personnel (or Close Relation) from an actual or prospective customer, Vendor, competitor, or Government Official. Accepting or giving a Gift in a business setting can create a sense of obligation or the appearance of obligation. This does not preclude the acceptance or giving of a reasonable Gift, Entertainment or Hospitality by Personnel (such as a lunch or dinner or events involving normal sales promotion, advertising or publicity). More information on Gifts, Entertainment and Hospitality can be found in the Global Travel and Entertainment Policy and the Anti-Bribery Policy.
 - The disclosure or use of confidential information gained by reason of employment with the Company for profit or advantage by Frank's Personnel or anyone else. More information can be found in the Insider Trading Policy.
 - Competition with the Company in the acquisition or disposition of rights or property.
 - Awarding business to Vendors or other business partners based on personal relationships.
 - Giving unauthorized discounts to customers or others based on personal relationships.
 - Hiring a Close Relation when you will be their immediate supervisor.
 - Dating a coworker when you will be his or her immediate supervisor. Even if you and your coworker do not have a reporting relationship, you should disclose the relationship so that the Company can prevent an inappropriate reporting relationship in the future.
 - Having a job outside of the Company which interferes with your work or the interests of the Company.

- The following situations should not be considered Conflicts of Interest:
 - Ownership of less than 3% of the publicly traded securities of a Vendor, customer or competitor of the Company; so long as the ownership does not confer upon the holder any ability to influence or direct the policies or management of the supplier, customer or competitor.
 - A transaction with one of the Company's banks, where the transaction is customary and conducted on standard commercially available terms (such as opening a bank account, obtaining a home mortgage or other bank loan).
 - A transaction or relationship disclosed in accordance with this Policy and determined in writing by the Legal Department or the Board of Supervisory Directors not to be a Conflict of Interest.
 - Frank's hiring your Close Relation, while following the same recruitment and hiring practices as would be performed for any other potential employee and your disclosure of these relationships to the Legal Department within 10 days of becoming aware of the Close Relation's application for the position. Note: Personnel may not supervise the work of a Close Relation at Frank's.
- The aforementioned examples are given only to guide Personnel in making judgments about Conflicts of Interest. If any Frank's Personnel finds himself or herself in a situation where a Conflict of Interest exists or may exist, he or she should immediately report the matter in accordance with section 5 of this Policy.

Frequently Asked Questions (FAQ)

Q: My brother-in-law is an electrician. We need some electric work done at one of our facilities, and I have the authority to select and hire vendors. There are other qualified vendors, but I would like my brother-in-law to get the business. Can I hire him?

A: It is possible that your brother-in-law would be the best choice to perform this work, but your personal relationship would impair your ability to make an unbiased business decision. Furthermore, you would be using your position to further the Financial Interest of a Close Relation: your brother-in-law. You should discuss your brother-in-law's qualifications with your supervisor and, while following all applicable procurement procedures and policies, defer the decision to your supervisor.

Q: A customer offered to take my family on a trip to Cancun with his family. He is probably just being nice since our kids are around the same age and our wives have similar interests. Am I permitted to accept the invitation?

A: No. Accepting or giving a Gift or an offer of Entertainment in a business setting such as this is prohibited. This could create a sense of obligation or the appearance of obligation. For example, the customer might expect a discount, even if he did not ask for one in exchange for the trip.

Q: I am looking to hire two new people on my team, and my girlfriend is looking for a job. I think she would be a good fit and she could start immediately. Can I hire her? I would be her supervisor.

A: No. You cannot hire your girlfriend. Personnel may not supervise the work of a Close Relation at Frank's.

Appendix B: Reporting Conflicts of Interest

Frank's Personnel should use this form to report Actual or Potential Conflicts of Interest to their supervisor or to the Human Resources or Legal departments. Human Resources personnel and supervisors receiving this form must consult with the Legal Department.

Name: _____

Employee ID#: _____

Position: _____

Location: _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to an Actual or Potential Conflict of Interest:

- 1 _____

- 2 _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signature: _____

Date: _____