



## CODE OF BUSINESS ETHICS

Our ethics policy is simple: we must each conduct all of our activities with the highest level of integrity and ethics, complying with the letter and the spirit of all applicable laws and regulations. In other words, we should avoid doing anything that may be, or even appear to be, illegal or unethical and all employees should endeavor to deal fairly and honestly with our vendors, customers, competitors, and each other.

This Code describes our standards of ethics and business practices. These standards apply to all employees of GES Global Energy Services, Inc. and its subsidiaries and affiliates (collectively, “GES”).

### **OBLIGATIONS OF EACH EMPLOYEE**

**Understand this Code:** We all have a responsibility to make sure our ethics and business practices program works. To fulfill this responsibility, you should read this Code thoroughly and become familiar with it. If you do not understand something in this Code, please seek out assistance from your supervisor.

**Comply with this Code, GES Policies, and the Law:** Each employee must comply with the spirit and the letter of this Code, GES policies, and all applicable laws and regulations. For employees this is a condition of continued employment. Failure to comply will result in disciplinary action, which may include immediate termination for cause.

**Communicate Actual or Suspected Violations:** We should all be alert and sensitive to situations that could result in violations of this Code, GES policies, or the law. Each employee has an obligation to report any conduct that may be a violation.

Generally, these matters should be raised first with your immediate supervisor. This may provide valuable insights or perspectives and encourage resolution of problems within the appropriate area. However, if you are uncomfortable bringing this matter up with your supervisor, or you do not believe the supervisor has dealt with the matter properly, you should raise the matter with the Compliance Officer, who is GES’ General Counsel and Chief Administrative Officer, Dan Carter. All inquiries, however reported, will be handled on a confidential, “need-to-know” basis.

If you choose to communicate in writing, you should send your letter to GES, Attention: Compliance Officer, 11616 North Galayda Street, Houston, Texas 77086 or email your information to [compliance@glb-energy.com](mailto:compliance@glb-energy.com). If you prefer to remain completely anonymous, you may call 281-878-8739 and leave a message for the Compliance Officer.

Regardless of how a report is made, no employee will suffer any retaliation of any kind for reporting in good faith a violation or suspected violation of this Code, GES policy, or the law. In addition, no employee will suffer any retaliation for filing any complaint with any government agency or for exercising any legal right.

Violations of this Code or with the laws and regulations applicable to GES’ business could subject an employee to appropriate corrective disciplinary action, up to and including termination for cause. In addition, any violations may also violate foreign, federal, state, or local laws and could subject an employee to individual civil or criminal prosecution, with accompanying potential damages, fines, and imprisonment.

**How Can You Be Sure That You Are Doing The Right Thing:** No matter what your job, you make decisions every day that affect GES and your co-workers. Sometimes, circumstances can blur the line

between right and wrong. When in doubt, you should ask yourself:

- Do I have all the information I need to make a good decision?
- Does my decision appear inappropriate or dishonest?
- Am I complying with the intent of GES' policies?
- What could the impact on GES be because of my actions?
- Would I want to read about it on the front page of the newspaper?

If your answer to any of these questions is not positive, it may be that whatever you are considering is the wrong thing to do. If this is the case, you should reach out for help.

## **POLICIES AND PRACTICES**

Below are summaries of key GES policies relating to ethics and business practices. Compliance with these policies is a condition of each employees continued employment. These are summaries only, and you should consult the Employee Handbook for full disclosure.

## **CONFLICTS OF INTEREST**

Conflicts of interest arise when there is opportunity for personal gain beyond the usual rewards of employment or when an employee's interests collide with GES' interests. Each employee must avoid doing anything that compromises or appears to compromise his judgment or that places or appears to place his personal interests and GES' interests at odds.

Conflicts of interest can arise whenever you hold a significant interest in, engage in outside work for, or receive any personal benefit or gift from any of our vendors, suppliers, contractors, customers, or competitors. Conflicts also arise when you compete with GES or when you are presented with a business opportunity that is received due to your position with GES and in which GES may be interested.

It is impractical to list every activity that might constitute a "conflict of interest." There are also many borderline situations that need evaluation based on all relevant information. When in doubt, ask your supervisor. The following are typical conflict of interest situations and GES policy with respect to each:

**Corporate Opportunities:** All employees are prohibited from taking for themselves opportunities that are discovered using corporate property, information, or position. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with GES directly or indirectly. Each employee owes a duty of loyalty to GES to advance GES' legitimate interests when the opportunity to do so arises.

**Outside Work:** Employees must not work for, or conduct any outside business with, a competitor. Employees may not be engaged in any manner by a competitor of GES.

**Gift and Business Entertainment:** Accepting gifts or entertainment from those GES does business with could be perceived to influence decisions or create a sense of obligation. In addition, offering gifts and entertainment can raise similar issues. To ensure the highest level of objectivity in dealing with GES' vendors, suppliers, contractors, customers, competitors and representatives, and to avoid the appearance of impropriety, you should not accept or offer any gift or entertainment unless it:

- is unsolicited and offered infrequently;
- is reasonable in its value and scope;

- is customary and part of your normal business practices to accept or offer the item;
- does not impose or create the appearance of imposing a sense of obligation on either the giver or the recipient, and
- does not create the appearance that your business judgment can be influenced.

### **GES INFORMATION, RECORDS, AND PROPERTY**

GES property including GES information, equipment, funds, supplies, facilities and other assets, as well as services and labor of other GES employees, must be used only for legitimate business purposes on behalf of GES. Employees may not take for themselves personally opportunities that are discovered using GES property or information or which arise due to their position at GES. All GES records must be kept fully and accurately, and GES confidential information must be protected at all times.

**Confidential GES Information:** During employment with GES, employees will learn and be entrusted with confidential information relating to GES' operations, financial condition, and potential transactions (including acquisitions). Some examples of information that is confidential include financial information, business projections, personnel records, and any information that is marked confidential. Because this information has substantial value to GES, employees must not disclose any confidential information, even inadvertently, to any unauthorized person in or outside GES. This obligation continues after your employment ends.

**Maintaining Accurate Books and Records:** Each employee must maintain accurate and complete business records. It is against GES policy, and in some circumstances illegal, for any employee to cause books and records to be inaccurate in any way. Some examples of prohibited record keeping include making the records appear as though payment were made to one person when in fact they were made to another, setting up unauthorized funds or accounts, and submitting expense accounts that did not accurately reflect the true nature of the expenses.

We must ensure that GES provides full, fair and accurate, timely and understandable disclosure in all reports and documents filed with any governmental agency, as well as in all public communications and disclosures made by GES. Employees must immediately inform GES' CFO of any significant issues they become aware of relating to GES' accounting or auditing policies or practices or our financial statements.

**Representing GES:** No employee should, under any circumstances, act as a potential spokesperson for GES in response to inquiries by the news media, financial analysts, or other similarly interested persons. Employees should not grant interviews or release statistical or printed information of any kind. If you are approached for information, you should politely forward all requests to the CEO.

**GES Systems, Electronic Media, and Services:** GES-supplied systems, including our computer systems, e-mail system, telephones, voice mail, fax machines, on-line services, internet access, and mobile phones belong to GES and not to employees. Use of these systems for personal reasons in any manner that is abusive, excessive, or unauthorized is against GES policy. We reserve the right to monitor and audit each employee's use of GES' systems including e-mail and the internet.

Use of the computer systems to make, download, or forward discriminatory, harassing, derogatory, obscene, defamatory, threatening, or offensive remarks to other people is prohibited. In addition, downloading, transmitting, or creating, through the Internet or otherwise, material that is offensive or illegal because of characteristics such as race, sex, sexual orientation, or national origin is prohibited. Finally, you

may not download to any GES computer system software not provided to you by GES.

**Privacy of Personal Information:** Records containing information about employees, customers, investors, vendors and suppliers must be kept confidential. Access to these records is limited to those employees with a specific need to use the information in the performance of their duties.

## **CONDUCT IN THE WORKPLACE**

We are committed to providing a safe, diverse, and tolerant work environment, free of discrimination and harassment of all kinds. As an employee, you are expected to treat others with the same respect and dignity you wish for yourself. No discrimination or harassment of any employee will be tolerated.

**Equal Employment Opportunity:** We are committed to affirmatively provide equal employment to all qualified employees and qualified applicants without regard to race, color, ancestry, national origin, religion, sex, marital status, age, sexual orientation, legally protected disability, status in the US uniformed services, status as a disabled veteran, or on any other basis protected under applicable law.

Our policy of equal opportunity affects all employment practices including, but not limited to, recruitment, employment, assignments, training, compensation, benefits, promotions, transfers, layoffs, and termination. Employment decisions must be based solely on job-related experience or education requirements, an individual's qualifications, and the ability to perform the duties of the specific job.

**Sexual and Other Workplace Harassment:** We will not tolerate harassment in the workplace in any form or in any manner including, but not limited to, sexual harassment. We believe that all employees should enjoy a work environment that is free from discrimination, harassment, and intimidation. This applies to all of our employees, applicants, vendors, contractors, visitors, or guests.

Sexual harassment is behavior of a sexual nature that is not welcome by another and is personally offensive, debilitates morale, creates an intimidating, offensive, or hostile environment, or otherwise adversely affects the employment opportunities of our employees or interferes with work effectiveness.

Workplace harassment is verbal or physical conduct that interferes with an employee's work performance, creates an intimidating, offensive, or hostile environment, or adversely affects employment opportunities.

This policy applies to all GES functions and all times and places where employees are functioning in a GES-related activity or are required by GES to be present.

GES will investigate claims and, where appropriate, take corrective action. Any employee who believes that he or she is the subject of harassment should promptly inform the Compliance Officer. Anyone employed by GES who engages in harassment does so in violation of GES policy and is subject to immediate termination for cause.

**Violence in the Workplace:** The safety and security of our employees is very important. Threats or threatening behavior or acts of violence against employees, visitors, guests, or others by anyone on GES property or while representing GES will not be tolerated. Violations of this policy will lead not only to disciplinary actions, which may include immediate termination for cause, but also to arrest. Any employee who engages in violent behavior will be removed from the premises as quickly as safety permits and will not be allowed to return pending the outcome of an investigation.

## **COMPLYING WITH LAW**

Each employee must adhere to the letter and spirit of all laws and regulations in effect where GES does business. We are each responsible for knowing the laws applicable to the performance of our job.

**Bribes and Kickbacks:** We will not condone any payment by any employee to any third party that is in the nature of a bribe, kickback for obtaining any business, or otherwise results in a special favor to GES or its employees.

Gifts or payments may not be offered or given on behalf of GES to any government official, political party, or candidate for public office either in the U.S. or abroad. These payments may be in violation of federal law and could result in the imposition of fines or imprisonment or both.

**Governmental Investigations and Legal Actions and Proceedings:** GES' policy is to cooperate fully with any governmental investigation and any legal action or proceeding. Appropriate handling of these matters is important for all of us as the laws regulating our business provide for civil and criminal penalties that may apply to GES and its employees. If you receive a subpoena or any other legal document or are contacted by any person regarding a legal action, proceeding, or investigation that involves or may involve GES, you must contact the Compliance Officer immediately.

Employees should never, under any circumstances, destroy or alter any GES documents in anticipation of any investigation, action, or proceeding or in anticipation of a request for those documents from any governmental agency, court, or participant in any action or proceeding. In addition, employees should never lie, make any misleading statements, or attempt to cause any other GES employee or any other person to fail to provide information or to provide any false or misleading information in connection with any investigation, action, or proceeding.

Any questions regarding the propriety of destroying or altering GES documents should be referred immediately to the Compliance Officer.

**Fair Dealing:** We seek to outperform our competition fairly and honestly. Each employee should respect the rights of and deal fairly and honestly with GES' suppliers, customers, competitors, and vendors. Stealing proprietary or confidential information or possessing trade secret information that was obtained without the owner's consent is prohibited.

**Payments to Government Officials:** The laws of the U.S. and foreign countries prohibit companies and their employees and representatives from offering, promising to pay, or authorizing payment of any money or anything of value to any government official, any political party or official, or any candidate for political office, for the purpose of influencing any act or decision of that official, party, or candidate in his or its official capacity. Companies and their employees and representatives are also prohibited from taking any of these actions for the purpose of inducing the official, party, or candidate to use his or its influence to affect or influence any act or decision of a government or any agency thereof.

The U.S. Foreign Corrupt Practices Act ("**FCPA**") prohibits bribery or unlawful payments to any official or employee of a foreign government or agency for the purpose of influencing decisions or obtaining or retaining business. In some foreign countries, small tips or gratuities (commonly referred to as facilitating payments) to low level government personnel to induce the performance of basic ministerial or clerical functions, or to provide routine services, are not categorically illegal.

GES requires full and absolute compliance with the FCPA by all of its employees, representatives, and distributors. If you become aware of any FCPA violation or potential violation, you must immediately notify the CEO and the Compliance Officer.

GES' FOREIGN CORRUPT PRACTICES ACT POLICY provides more detail and direction on these matters.

**Political Contributions:** Generally, U.S. and foreign laws prohibit corporations from making contributions or expenditures in connection with any election for political office. These laws also prohibit corporations from financially supporting political candidates. Political contributions include direct or indirect payments, advances, gifts of goods or services, subscriptions, memberships, purchase of tickets for fundraisers, and purchase of advertising space. No employee shall make any political contribution or other expenditure to any political organization or candidate for political office on behalf of or for the benefit of GES.

**Antitrust and Competition Laws:** Antitrust and competition laws regulate GES' relationships with its vendors, customers and competitors. While these laws are complex and broad, generally, they prohibit agreements, arrangements, and activities that may have the effect of reducing competition. GES is committed to free and competitive markets. No employee may enter into any agreement or arrangement, or engage in any activity, with vendors, customers, or competitors that may lessen competition.

**Health, Safety, and the Environment:** GES is committed to protecting the health and safety of our employees and to environmental stewardship. Working safely and protecting others and the environment are conditions of employment at GES.

#### **RIGHTS RESERVED**

This Code is for the exclusive use of GES. No part of this Code may be reproduced in any form by any means without GES' prior written consent.

#### **POLICY TERMINATION**

GES reserves the right to amend, modify, revoke, suspend, or terminate this Code, in whole or in part, at any time with or without notice.

**THE ACKNOWLEDGMENT ATTACHED TO THIS CODE MUST BE SIGNED AND RETURNED.  
FAILURE TO SIGN AND RETURN THE ACKNOWLEDGMENT MAY RESULT IN SUSPENSION  
WITHOUT PAY OR TERMINATION.**

