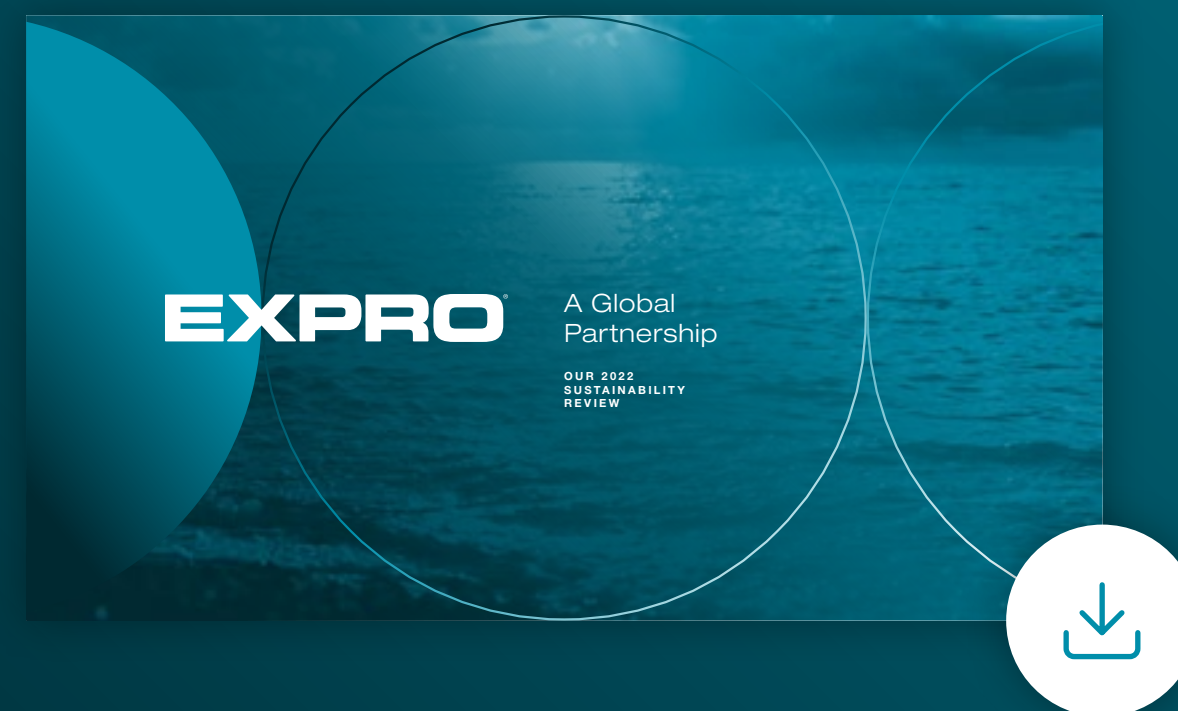


## GOVERNANCE

Thank you for exploring this section of our 2022 Sustainability Review.

To see our entire global approach download the full document.







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# Unifying our organizational profile and way of working

We stand firm on our commitment of “innovation with purpose” to develop the next generation solutions.

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# Our Board Of Directors

Our Board of Directors is actively involved in the oversight of risks that could affect the Company

**Expro is organized under Dutch law, which stipulates that only a non-executive director can be the Chairman of the Board. The Board believes this structure promotes increased board independence from management and therefore leads to better monitoring and oversight.**

The Company's **Board** currently has three standing committees: the **Audit Committee**, the **Compensation Committee** and the **ESG Committee** (formerly known as the Nominating and Governance Committee). Each of the three committees is composed of independent directors under NYSE rules and has the composition and responsibilities described below.

## Audit Committee

The Audit Committee oversees, reviews, acts on and reports on various auditing and accounting matters to the Company's Board, including: the selection of the Company's independent accountants; the scope of the Company's annual audits; fees to be paid to the independent accountants; the performance of the Company's independent accountants and the Company's accounting practices. In addition, the Audit Committee oversees the Company's compliance programs relating to legal and regulatory requirements. The Audit Committee is also charged with oversight of the Company's system of internal controls and risks relating to financial reporting, legal, regulatory and accounting compliance.

## Compensation Committee

The Compensation Committee oversees, reviews, acts on and reports on various compensation matters to the Company's Board, including: the compensation of the Company's executive officers and directors; the Compensation Discussion and Analysis included in the Company's proxy statement or Annual Report on Form 10-K and the Compensation Committee Report; compensation matters required by Dutch Law; and the discharge of the Board's responsibilities relating to compensation of the Company's executive officers and directors.

## ESG Committee

The Board's focus on ESG led to the Nominating and Governance Committee expanding its duties and changing its name to the ESG Committee in March 2022. The ESG Committee oversees Environmental, Social, and Governance initiatives, including climate- and human-capital related risks, as well as Enterprise Risk Management, and the assessment of enterprise, fraud, strategic, and cybersecurity risks. Additionally, the ESG Committee oversees, reviews, acts on, and reports on various corporate governance matters, including the selection of director nominees; composition of the Board and its committees; compliance with corporate governance guidelines; annual performance evaluations of the Board and its committees; and succession planning for the Chief Executive Officer.

Consistent with its focus on ESG, Expro selects Board members through an established criteria with the ESG Committee that includes desirable skills, experience, and diversity for the Board. The ESG Committee will take into account various factors and perspectives, including differences of viewpoint, professional experience, education, skill and other individual qualities, such as gender, race, ethnicity and age, and the variety of attributes that contribute to the Board's collective strength.

The **Corporate Governance Guidelines** confirm that an important component of the Board is diversity. In addition, the Board believes that the Company should strive to take into account a balanced gender representation as much as possible when making nominations for election and to have at least 30% of the members be women.

In evaluating director candidates, the Company assesses whether a candidate possesses the integrity, judgment, knowledge, experience, skills and expertise that are likely to enhance the Board's ability to oversee and direct the Company's affairs and business, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and the quality of the Board's deliberations and decisions. In evaluating directors under its diversity policy, the Company considers diversity in its broadest sense, including persons diverse in perspectives, personal and professional experiences, geography, gender, race and ethnicity.



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## Our Approach To Sustainability

**We understand that sustainable solutions have never been more important to our industry. We stand firm on our commitment to “Innovate with Purpose” and develop the next-generation solutions that will enable Expro – and our customers – to tackle the challenges of today, while working towards transforming tomorrow.**

We want to be more relevant in today’s world. We believe our industry is part of the solution to address a lower-carbon future, and we are advancing and developing technologies to achieve this. We believe that our focus and commitment on innovation, efficiency, and digitalization better informs our customers, enables operational excellence, and facilitates more timely and informed decisions.

We take pride in being a responsible and transparent business that operates under a clear set of Environmental, Social, and Governance principles.

Our ESG Leadership Council is supported by the Board of Directors and championed by three members of our Executive Management Team. The Chief Sustainability Officer provides regular reports to the Environmental, Social, and Governance (ESG) Committee. The ESG Leadership Council has oversight of Environmental, Social and Governance matters, including progress towards our carbon-reducing goals, managing the risks of climate change, and steering our Social agenda to be good neighbors in our communities, and develop and enhance our own organizational culture.

The ESG Leadership Council is made up of diverse Company representation and was created in 2020. Quarterly meetings are held with our ESG workstream leads to present progress, and to discuss and agree to future targets and focus areas.

Ultimately, our goal is to have a positive impact on the future for each and every one of us.



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# Our Program To Support Company-Wide Compliance

Robust processes and programs are a fundamental part of any business and are critical for compliance with business ethics. We maintain strict processes in order to uphold our high standard of business ethics.

## Anti-Corruption Compliance

Reducing the risk of corruption in our business operations is a top priority for Expro. Policies, internal controls, systems and processes are in place to reduce the risk of corruption and bribery, and to help our employees understand the importance of carrying out our business in compliance with our **Code of Conduct**, as well as with all applicable laws in the countries in which we operate. Expro's Code of Conduct guides our approach to ethical issues and principles and the Anti-Corruption Policy further clarifies these principles and provides help to our employees to apply these principles in their daily work. If employees are in doubt about the right course of action, they can seek help and advice from the compliance department - relevant contact details are provided within the policy documents as well as in the compliance section on the Expro intranet portal.

## Tax Strategy

The tax department is responsible for overseeing and managing all tax affairs of the company worldwide. Day-to-day tax compliance and reporting are administered by a team of Tax Managers based in regional offices worldwide. The Company also engages external professional service providers to deliver specialist technical support.

Expro's tax department is part of the Finance Organization, overseen by the Director of Tax and ultimately, reports to the Chief Financial Officer (CFO). Both the Director of Tax and the CFO are accountable to the Board of Directors, which has overall responsibility for overseeing Expro's tax affairs.

Expro strives to follow a clear compliance process, with a view to making all tax return filings and payments timely, accurate, and in accordance with the laws of the countries where we operate. There are global policies and procedures in place to make tax compliance and reporting robust, accurate, and supportable.

We believe that deliberately failing to comply with tax law is unacceptable and we have a low tolerance to tax risk. While we do not undertake transactions led by a planning purpose, we do consider the tax consequences of our commercial transactions. When evaluating a tax matter, consideration is to be given to the level of risk, the ease of implementation, and consideration of any tax reliefs or opportunities available to us that are clearly within the applicable country's tax legislation. We place emphasis on substance when interpreting laws and generally avoid transfers of value to low tax jurisdictions. Expro does not use secrecy jurisdictions or "tax havens" for tax avoidance purposes.

## Economic Sanctions

Expro seeks to conduct business in compliance with all applicable trade sanctions. Trade sanctions restrict activities related to targeted countries, governments, entities, individuals, or industrial sectors and are imposed by various countries or multinational organizations such as the US, the EU, the UK as well as the United Nations. Expro employs a global sanctions screening process to screen Expro's clients and suppliers to mitigate sanctions risk. In 2022, we screened more than 23,000 clients and suppliers. We also brief our employees in relevant functions periodically regarding applicable trade sanctions.

## Logistics Compliance And Export Controls

As a global company that provides clients around the world with technical equipment and related services, we see a high volume of shipments crossing international borders every day. As rules and regulatory requirements continue to change, we work to maintain compliance with customs and trade regulations.

Expro's logistics related compliance program focuses on standardization and regular application of logistics policies, processes, and procedures that have been designed to meet legal requirements in relevant jurisdictions.

To support these efforts, Expro consolidates the majority of its shipments through two logistics hubs located in the UK and the US. These hubs function as a quality gate, aiming to safeguard timely shipments, complete and accurate shipping documentation, compliance with export controls, as well as the use of approved third parties in connection with customs processes. Expro personnel concerned with logistics receive periodic training specific to customs regulations, economic sanctions, export controls, and third-party related corruption risks.

## Data Privacy Laws

We respect the privacy of our clients, business partners, employees and others with whom we conduct business, and we handle their personal information with care. We strive to comply with data privacy laws that prescribe how to collect, store, use, share, transfer and dispose of personal information, everywhere we operate. Specially, our employees are required to adhere to our data privacy policies and to actively protect any personal information that has been entrusted to us, which includes practicing cybersecurity related protocols that we have in place to protect our networks, computers, programs and data from attack, damage or unauthorized access.



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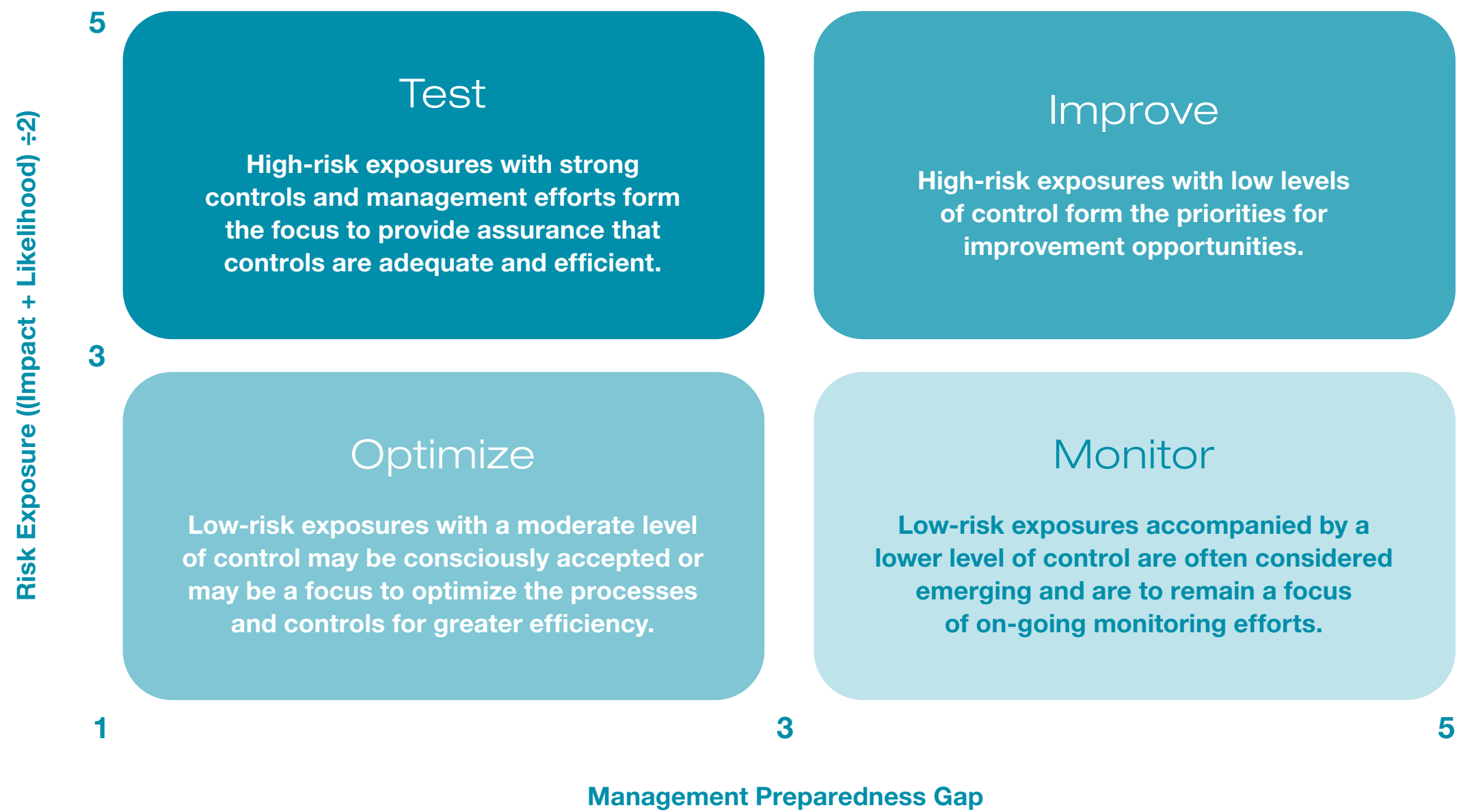
# Enterprise Risk Management And Execution

**We use a multi-step approach to identify the key risks to achieving our strategic objectives.**

Annually, we perform an Enterprise Risk Assessment, obtaining input from company geographic, product line and functional leadership and members of our Board of Directors, to compile a targeted listing of risks and develop a common understanding of how those risks impact our strategic objectives. The process considers both internal and external factors to determine the risks most likely to impact our business.

The results of Enterprise Risk Assessment drive our ongoing Enterprise Risk Management activities as the identified risks inform the Executive Management Team when executing on our strategy and managing our day-to-day activities. The Environmental, Social, and Governance (ESG) Committee of our Board of Directors provides an additional level of oversight, as management and the committee members have in-depth reviews of specific risks and the Company's activities for managing those risks.

## Risk Action Matrix



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# Using Impact Assessment To Address Critical ESG Topics

We believe it is critical for us to understand the priorities of our stakeholders to drive long-term value creation. Materiality is embedded within our approach to sustainability as we seek to minimize our own environmental impact and strive to enable our customers to achieve their sustainability goals. In order to accomplish these ambitions, we undertook a formal impact assessment in 2022.

Guided by the GRI 3: Material Topics 2021 Universal Standard, we designed and conducted our assessment specifically tailored to the scale and scope of our business to surface the sustainability topics most relevant to our stakeholders and the success of our company. To draw up our long-list of potential topics, we developed and mapped a comprehensive list of issues utilizing the Global Reporting Initiative (GRI), Sustainability Accounting Standards Board (SASB) frameworks and Task Force on Climate-related Disclosures (TCFD) recommendations. In addition to these frameworks, we also considered input from our customers, disclosures from peers and sustainability reporting agencies. The topics that emerged from these various stakeholders formed the basis of our impact assessment.

To gain a richer and more robust understanding of the issues that impact our business, we sought additional input from our customers, suppliers, investor frameworks and employees. Through this stakeholder engagement alongside a review of source materials, we assessed our list of impact issues.

## Key stakeholders:

- **Customers** – our customers have increased their request for ESG-related data as part of the supplier evaluation process. We are working to respond to this rising demand accordingly as we believe the ESG topics that matter to customers should matter equally to us, which consequently inform our strategy. We reviewed Invitation to tenders that required submission of ESG-related data to identify the topics our customers find material for our business.
- **Investors** – to understand investor priorities, we reviewed key investor-focused ESG rating agencies (MSCI and Sustainalytics) and frameworks (SASB and TCFD) to identify relevant issues.
- **Suppliers** – we sent a survey to approximately 20 Expro suppliers to elicit information on the issues they consider most impactful to our business success.
- **Expro senior leaders and subject matter experts** – we surveyed over 50 Expro senior leaders and subject matter experts to understand their views based on their deep knowledge of our company, the industry and their regular interaction with our stakeholders.

## The ESG issues that we determined can impact Expro’s success are listed below and are not listed in order of significance:

Environmental	Social	Governance
Air Emissions	Asset Integrity and Critical Incident Management	Anti-Competitive Practices
Asset Integrity and Critical Incident Management	Considered Supply Chain	Anti-Corruption
Biodiversity	Employment Practices	Cybersecurity
Climate Adaptation, Resilience, and Transmission	Forced Labor and Modern Slavery	Economic Impacts
Energy	Non-Discrimination and Equal Opportunity Rights of Indigenous Peoples	Payments to Governments
GHG Emissions	Occupational Health and Safety	Public Policy
Water and Effluents		

We are pleased to see that the impact assessment results reinforced that we are focusing on the sustainability issues most relevant to our stakeholders and our company’s success. The insight will help guide our continued work and progress.



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# Partnering With Stakeholders To Guide Our Sustainability Strategy

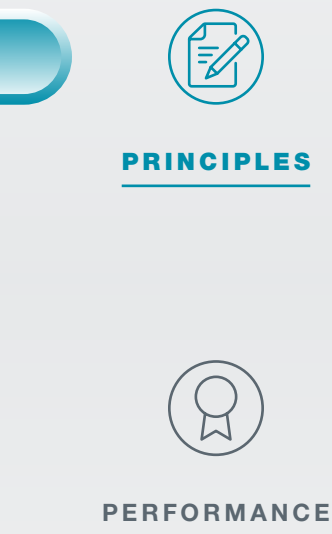
Core to our mission of engineering a better future for all, partnering with and listening to our stakeholders is integral to our daily operations and business strategy. The sustainability impact assessment we conducted in 2022 allowed us to survey key stakeholders, providing us with valuable information as we continue to move along our sustainability journey. We regularly engage our internal and external stakeholders to solicit their feedback in order to regularly enhance our ESG framework and to deliver long-term value for our stakeholders.

In 2022, we launched an employee engagement survey which helped track our employees' perception of our commitment to improving our impact on the environment. We are proud that approximately 80% of our workforce responded positively to this question.

The Table Below Represents Stakeholder Groups We Engage With And Some Of The Communication Channels That We Use:

Customers	Employees	Shareholders And Financial Professionals	Communities	Financial Community / Owners	Government And Regulatory Bodies	NGOs And Industry Associations	Suppliers
Conferences	All-Employee Messages from Executive Team	Annual Meetings	Active Participants in the Communities Where We Operate	Phone and Email Communication	Quarterly and Annual Reporting	Community Events	Onboarding ESG Consideration for New Vendors
Digital / Direct Marketing	Employee Engagement Surveys	Earnings Announcements	Charity Events	Investor Meetings, Conferences and Road Shows		Phone and Email	Phone and Email
Events	Executive Webcasts/ Presentations to Employees	Engagement Meetings	Regularly Engage in Dialogue With Local Groups About Community Activities	Press Releases		Quarterly and Annual Reporting	Request ESG Recognition / Certification
Meetings	Face-to-Face Meetings	Phone and Email		Annual and Quarterly Reporting		Scheduled Meetings	Scheduled Meetings
Phone and Email	Internal Channels	Press Releases		Annual General Meetings		Site Visits	Site Visits
Site Visits	Intranet News Channels	Quarterly and Annual Reporting					
Social Media Networks	Performance Reviews						
Targeted Sales Presentations	Phone and Email						
Tradeshows	Professional Development						
	Safety Briefings						
	Townhall Talks						
	Training Events						
	Video Messages / Awareness Seminars						

We listen.  
 Please contact [ESG@expro.com](mailto:ESG@expro.com)  
 CONTACT US 







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# Driving change through activities and achievements

We strive to be a safe, diverse, and inclusive people-focused company that positively impacts local communities and society.

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# Actions To Reduce Our Cybersecurity Risk

Expro leverages a dedicated team and industry standard processes to reduce cyber risk, both at the office and in the oilfield

## At Expro, we recognize the importance of addressing cybersecurity risk as it changes and evolves in our industry.

We realize that cybersecurity breaches can impact the safety, sustainability, and governance of our operations, and the privacy and integrity of our data. We also recognize that these risks can have similar impacts on our customers and partners. We strive to manage our internal risk, and, at the same time, we work collaboratively with customers and partners to reduce cybersecurity risk in our operations.

### Framework

We leverage an information security program aligned to the Center for Internet Security Critical Security Controls. Our program includes internal and external system monitoring, continuous vulnerability assessments, rigorous management of credentials, multi-factor authentication, annual penetration testing, and audit of our data security programs. Additionally, we use cybersecurity tools and services from industry-leading providers to secure our networks and infrastructure.

### Governance

Our Vice President of Information Technology has managerial responsibility for our data security programs, overseen by our executive leadership and Board. A non-executive member of Expro's Board is CERT (Computer emergency response team) certified in cybersecurity by the Software Engineering Institute of Carnegie Mellon University in Pennsylvania, USA.

Our program is administered by a dedicated Cybersecurity team. Our approach leverages industry standard frameworks and tools to produce an adaptive cyber risk management system to address a constantly changing threat landscape.

### Training

Employees and relevant contractors with access to our systems receive at least annual cybersecurity and data privacy training. This training is supplemented with quarterly phishing vulnerability assessments. Additionally, we communicate emerging threat information and resources through our intranet and employee outreach publications.

### Collaboration

Effective cybersecurity requires industry-wide awareness and collaboration. Expro participates in public / private partnerships with other critical infrastructure providers to promote and maintain awareness of cybersecurity threats and remediations.

We achieved Saudi Aramco CyberSecurity Standard certification for both "legacy" entities. We worked collaboratively with BP to develop a secure deployment methodology for Well Construction automation systems DataTrek™, DataFlex™ and Display™. Additionally, Expro is collaborating with Shell to implement their Industrial Automation Control System and to develop a secure deployment methodology for Well Construction and wireline automation tools and services.

### Operational Security

The tools and services we use to deliver value to our customers are increasingly digitized and connected, driving down safety risk exposure hours and eliminating defects. Digitization in the oilfield increases cyber risk, and our customers and partners work in environments where cyber compromise can directly produce significant social and environmental impacts. We are committed to working as a responsible, proactive cybersecurity partner with our customers to help provide a safe and secure foundation for our digitization programs.



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## Maintaining Our Reputational Standards

Our outstanding reputation is one of our most valuable assets. How we conduct our business and how we treat others—our clients, partners, communities, suppliers, and stakeholders—as well as our planet, is core to our success.

### Standards and Policies

Our commitment to ethics and compliance is at the heart of how we conduct business. We are guided by our values when we make decisions that impact the business and our stakeholders. Our employees are empowered to act on these principles through the **Code of Conduct**, which sets out expectations and standards of ethical and legal conduct at Expro.

### Managing Compliance

To enable our employees to make lawful decisions, we designed a risk-based compliance program that empowers them to address the complexities of everyday business. Managed by the Chief Compliance Officer and the person's team, the compliance program ensures that our employees have the understanding, tools, and processes with control and gatekeeping features to correctly apply our policies and thereby to address the risks they face everyday.

In combination with the compliance systems, Expro's clearly articulated policies and values-based guidance underly our day-to-day decisions. Where there are questions or concerns, our employees proactively seek guidance from relevant subject matter experts, including leaders in Compliance, Legal, Human Resources, Operations, and other functions.

### Annual Legal Compliance Risk Assessment Conducted On A Global Basis

Legal and compliance risks evolve over time depending on the business strategy, regulatory environment, company culture, and regional activity levels. To address these changes, Expro conducts an annual legal and compliance risk assessment that covers our global operations. The findings of these assessments inform the design and structure of the compliance program as well as the annual compliance department work plan and objectives.

The risk assessment is conducted both qualitatively and quantitatively, that is using knowledge, experience as well as objective, measurable data to gain insights into risks that are specific to Expro's structure and activities in relevant locations. Assessments include example levels of activity, the maturity and consistent application of internal controls at the global locations, the nature of clients and customers, and risks with regard to third parties involved in Expro's activities.

The data that is informing the country risk scores is based on various internal sources such as budgetary projections by country, risk assessments by Region personnel and group support functions as well as internal audit findings and whistleblowing reports. The outcome of the risk assessment is being reported to the Audit Committee, including planned actions and compliance support and monitoring activities concerning those countries with high risk scores.

In addition to the above annual exercise, ad hoc assessments are conducted for specific business purposes. In the past, ad hoc risk assessments have been performed for M&A targets, clients, and market entries into countries with less mature public governance structures.



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## Business Ethics: Best Practice Highlights

Proper business practices support long-term business success. We want to sustain a reputation for the highest possible standards of ethics and compliance. That is why we have implemented a compliance program designed with the best practices in mind that applies to our entire group.

### Communication

To provide accessibility and appropriate guidance is available to employees, all compliance -related policies, FAQs, and other documents can be found on the Intranet portal. In 2022, the portal was revamped and rolled out to employees in a more user-friendly and clearly articulated platform. From time to time, communication is published on internal bulletins, such as email and high-level communication initiatives, such as the CEO quarterly webcast.

### Training

Expro provides specific compliance related training to employees. Certain training courses are mandatory for all employees while others are targeted to specific roles that fall within a risk category. The level of training received by each employee is based on a risk categorization of the duties and responsibilities for each position. The Code of Conduct and anti-corruption training is required of all employees, while third-party risk management is mandatory only for those who interact with certain high risk business partners, clients, and government stakeholders.

Training is conducted through the Learning Management System (LMS) and in-person by the Chief Compliance Officer or his delegate. Frequency of training ranges from annual to periodic, depending on the risks of the company as determined by risk assessments.

### Third-Party Risk Management

We value the relationships with partners in our supply chain and make efforts to ensure that our activities comply with laws and benefit our stakeholders. Prior to engaging with third parties, Expro takes reasonable steps to mitigate potential risks that the third party may bring.

Many of our third parties are required through mandatory contract provisions to comply with our Supplier Code of Conduct, which prohibits corruption and bribery. Expro's Anti-Bribery Policy also addresses required anti-corruption due diligence processes to be conducted on third parties. No Expro employee may engage a third party until the required anti-corruption due diligence processes have been completed and the supplier has successfully gone through Expro's risk-based third-party due diligence review process.

### Business Courtesies

In order to respond to the changing needs of the business, Expro refreshed our Business Courtesies Policy. Expro's position is simple. We cannot exchange gifts or entertainment that look like an attempt to improperly influence a business decision. The Expro Business Courtesies Policy defines what constitutes a gift or invitation, the principles and requirements that always have to be applied, the circumstances when gifts and invitations may be given or received, and categories and examples of acceptable or

unacceptable business courtesies. The process for approval by management and/or the compliance department, along with required appropriate documentation is also clearly articulated in the policy.

### Speak Up Mechanisms

At Expro, employees are encouraged and expected to raise concerns if there are suspected violations of our Code of Conduct, policies, and laws. The Policy for Employee Complaint Procedures for Accounting and Compliance Matters articulates these expectations and gives guidance on the steps and tools available to speak up. Any concerns can be logged onto an incident management system that is hosted on an independent third-party platform, is available to Expro employees and external persons alike 24/7, and provides interpreters for relevant languages. The Chief Compliance Officer manages the site and makes an initial inquiry into concerns submitted on the platform in order to evaluate whether the suspected conduct may cause serious harm to us and to determine appropriate steps for further investigations. Under our policies, we will protect anybody who has made a report in good faith from retaliation.



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Fluids sampling, analysis, and flow measurement





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