



GOVERNANCE

Welcome to this section of

Our 2024 Sustainability Review

This excerpt highlights our ongoing commitment to governance. **To see our entire global approach download the full document.**





PRINCIPLES

Leading with integrity and sustainability

Our robust governance, responsible business practices, and commitment to sustainability drive long-term success for our people, partners, and communities.

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CITIZENS OF THE WORLD

Nilde Mateus

Well Test and Slickline Operations Coordinator
Europe and Sub-Saharan Africa

With a career spanning nearly 11 years, Nilde Mateus continues to show her determination to push herself. Her eagerness **to take on new challenges led her to accept a role that required relocating from Angola to Mozambique.**

"This move helped me to be more open minded than I already am. I improved my mediation and observation skills, **becoming more thoughtful and accurate in conflict management.** It helped me to mature more on making critical decisions."



Our Board

The Board of Directors (Board) is actively involved in oversight of risks that could affect the Company.

Expro is incorporated in The Netherlands. Under Dutch law, only a non-executive director can be the Chair of the Board. The Board believes this structure promotes increased Board independence from management and therefore, leads to better monitoring and oversight.

The Board currently has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. Each of the three committees is composed of independent directors and has the composition and responsibilities described below. The Board may decide in the future to create additional committees. The Board also includes a **non-executive member** of the Board who, for 10 years as a regulator, oversaw U.S. listed public company governance and disclosure at the U.S. Securities and Exchange Commission.

Audit Committee

The Audit Committee oversees, reviews, acts on and reports to the Board on various auditing and accounting matters, 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.

Compensation Committee

The Compensation Committee oversees, reviews, acts on and reports to the Board on various compensation matters, 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.

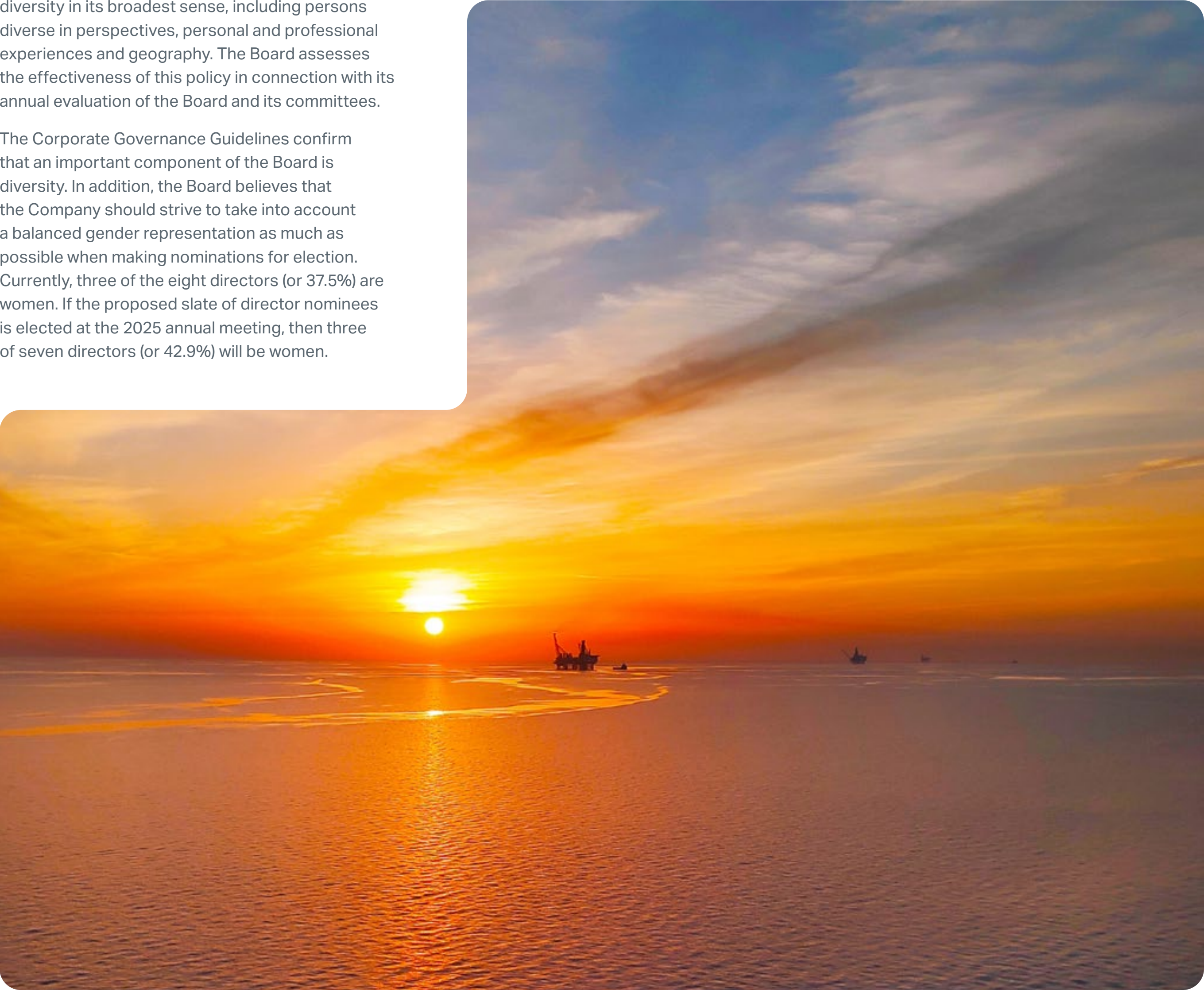
Nominating And Governance Committee

The Nominating and Governance Committee oversees, reviews, acts on and reports to the Board on various corporate governance matters, including the selection of director nominees; composition of the Board and its committees; compliance with corporate governance guidelines; enterprise risk management, including risks related to matters including compliance, and information technology and cybersecurity as well as artificial intelligence; annual performance evaluations of the Board and its committees; and succession planning for the Chief Executive Officer. It also oversees management's efforts to increase the Company's environmental, social and governance initiatives, including climate- and human capital-related risks.

Expro selects Board members through criteria established by the Nominating and Governance Committee. 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 and geography. The Board assesses the effectiveness of this policy in connection with its annual evaluation of the Board and its committees.

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. Currently, three of the eight directors (or 37.5%) are women. If the proposed slate of director nominees is elected at the 2025 annual meeting, then three of seven directors (or 42.9%) will be women.



Our approach to sustainability

We believe 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. Our goal is to be a true citizen of the world and have a positive impact on the future for each and every one of us.

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. As citizens of the world, we safely manage our customers' resources with the same care that defines our identity.

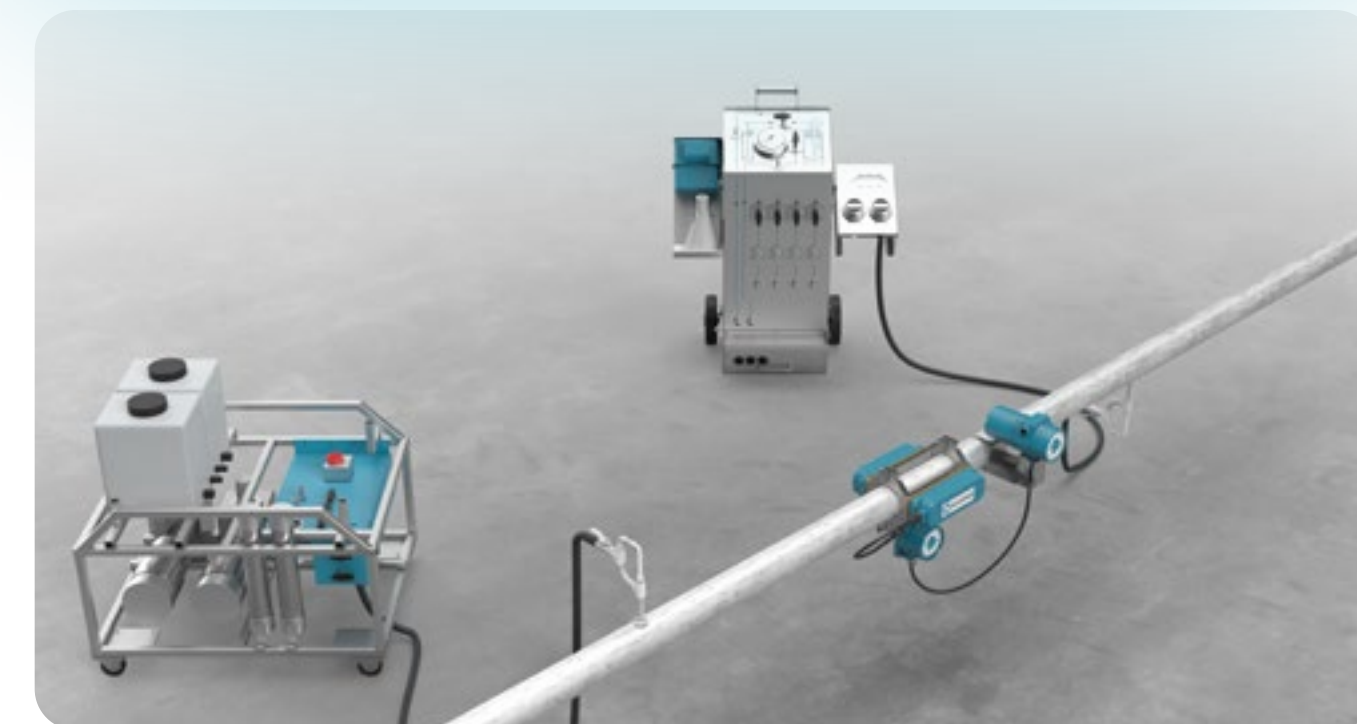
We take pride in being a responsible and transparent business that operates under a clear set of Environmental, Social, and Governance principles.

Our ESG Leadership Council is supported by the Board and championed by four members of our Executive Management Team.

Regular reports are provided to the Nominating and Governance Committee. The ESG Leadership Council has oversight of Environmental, Social and Governance matters, including overseeing the progress towards our carbon-reducing goals, managing the risks of climate change, steering our Social agenda to be good neighbors in our communities, and developing and enhancing our own organizational culture. Our ESG Leadership Council meets on a quarterly basis to present progress and discuss future targets and focus areas.



Innovate with
Purpose



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, to compile a targeted listing of risks and develop a common understanding of how those risks may 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 our Enterprise Risk Assessment drive our ongoing Enterprise Risk Management activities as the identified risks inform the Executive Management Team (EMT) when executing on our strategy and managing our day-to-day activities. Critical risks are assigned to EMT members who then bear responsibility for the advancement of the risk mitigation plans. The Nominating and Governance (NomGov) 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, changes in the risk ranking year-over-year and the Company’s activities for managing those risks.



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.

Legal And Ethical Compliance

At Expro, supporting legal and ethical compliance across our operations is paramount. Our comprehensive approach addresses inter alia key areas such as anti-corruption, sanctions adherence, antitrust regulations, and conflict of interest management. We have established robust policies, internal controls, systems, and processes dedicated to each of these areas.

Our Code of Conduct is the cornerstone of our commitment, guiding employees in ethical decision-making and compliance with applicable laws globally. The Code of Conduct alongside specific policies and directives offers clear guidance to aid employees in their daily responsibilities. In cases of uncertainty, our employees are encouraged to seek advice from the compliance department.

This multi-faceted compliance framework supports our efforts to operate with integrity, uphold legal standards, and mitigate risks associated with our business activities.

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.

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.

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.

As rules and regulatory requirements continue to change, we work to maintain compliance with customs and trade regulations with a multi-level focus on Export Controls covering Sanctions countries, licensable/ dual use equipment and specific processes including Russian Sanction Steel and conflict minerals. Our Conflict Minerals program has continued to make year on year enhancements to align with SEC guidelines to show improved controls within our supply chain.

Data Privacy Laws

We respect the privacy of our clients, business partners, employees and others with whom we conduct business, and we seek to 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 and artificial intelligence related protocols that we have in place to protect our networks, computers, programs and data from attack, damage or unauthorized access.



Aligning strategy with impact

Our Double Materiality Assessment.

As part of our ongoing commitment to transparency and to prepare for compliance with the EU Corporate Sustainability Reporting Directive (CSRD), we conducted a Double Materiality Assessment (DMA) to further inform our material ESG topics, in alignment with our Enterprise Risk Management (ERM) approach.

As we continue our assessment of recent DMA findings and further our preparation for future disclosure requirements, we are focused on robust reporting and evolving our approach aligned to current and future best practices to advance our strategy and drive value for the business.

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



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.

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 initiated an employee engagement survey to gauge our employees' perspectives on various topics, including our environmental impact initiatives. Approximately 80% of our workforce responded positively. By November 2023, a Pulse survey revealed a 3% increase in the engagement index, reflecting our continuous efforts to enhance employee satisfaction. In 2024, another employee engagement survey showed that over 80% of our workforce responded positively once again. Many employees expressed a strong sense of belonging and appreciated the positive and inclusive work environment, with some describing Expro as a 'family'.

Looking forward, we expect to continue annual employee engagement surveys, utilizing various formats from year-to-year.

We listen.

Please contact ESG@expro.com

CONTACT US 



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

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

CITIZENS OF THE WORLD

Natalia Cruz

Logistics Supervisor
Europe and Sub-Saharan Africa



With more than 12 years of experience in logistics throughout Latin America, Natalia Cruz has developed her expertise in import/export and logistics roles. **Her passion for enhancing operational strategies within the industry brought her half-way round the world to Aberdeen.**



"The different cultures make you think about and approach situations differently, which **definitely makes you think outside the box.**"



PERFORMANCE

Driving impact through action

We champion safety, innovate with purpose, embrace accountability, foster collaboration and uphold a shared commitment to extraordinary performance.

As citizens of the world, we safely manage our customers’ resources with the same care that defines our identity.

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GOVERNANCE

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Strengthening cybersecurity risk

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

At Expro, we believe it is important to address cybersecurity risk as it changes and evolves in our industry.

Cybersecurity breaches can impact the safety, sustainability, and governance of our operations, and the privacy and integrity of our data. 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 US NIST Cybersecurity Framework. Our program includes internal and external system monitoring, regular 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 many industry-leading providers to secure our networks and infrastructure.

Governance

Our Chief Information Officer 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

All employees and relevant contractors with access to our systems are expected to 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

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

We achieved Saudi Aramco CyberSecurity Standard certification. 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 several 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.



Safeguarding our reputation

Expro’s Pledge To Compliance

Expro’s exceptional reputation is a fundamental asset, vital to our success. The manner in which we conduct our business and interact with clients, partners, communities, suppliers, and stakeholders, is central to our corporate identity and achievements.

Expro’s Code Of Conduct: Steering Ethical Business Practices

At the core of Expro’s operations is a deep- rooted commitment to ethics and compliance.

This commitment is guided by our values and influences the decisions impacting our business and stakeholders. Our employees are empowered to uphold these principles through our Code of Conduct, which establishes the expected standards for ethical and legal conduct within Expro.

Actions Speak Louder Than Words: Embedding Compliance In Commercial Processes

At Expro, we firmly believe that actions speak louder than words, especially when it comes to compliance. Our commitment to upholding the highest ethical standards is not just a directive from the top; it is a fundamental part of our day-to-day commercial operations. We have intricately woven our compliance function into several of our key commercial processes so that our principles are not only preached but also practiced across our organization. This integration aims to foster that every business aligns with our standards. We have moved beyond just setting a tone at the top - our approach helps support the consistent application of these standards across our operations.

By doing so, we help our actions in maintaining ethical practices be as strong and as audible as our words, fostering a culture where integrity and compliance are instinctive and ingrained in our business.

Effective Compliance Management At Expro

To assist our employees in making lawful and ethical decisions, we have developed a risk-based compliance program. This program, managed by the Chief Compliance Officer and their team, is designed to equip our employees with the necessary understanding, tools, and processes. It includes control and gatekeeping features to encourage the correct policy application and address daily risks. Our compliance systems, together with clearly articulated policies and values-based guidance, underpin our everyday decision-making processes. Employees are encouraged to seek proactive guidance from experts in Compliance, Legal, Human Resources, Operations, and other functions when faced with uncertainties or concerns.

Staying Ahead Of Risks: Expro’s Compliance Risk Assessments

Legal and compliance risks are dynamic and evolve based on business strategy, regulatory environment, Company culture, and regional activities. To stay ahead of these changes, Expro conducts an annual legal and compliance risk assessment across our global operations. This assessment, both qualitative and quantitative, utilizes knowledge, experience, and measurable data to identify risks specific to Expro’s structure and activities in relevant locations. It includes evaluating activity levels, the application of internal controls, the nature of clients and customers, and third party risks. The data for country risk scores is derived from various internal sources like budget projections, regional risk assessments, internal audit findings, and whistleblowing reports. The results of this risk assessment, including planned actions and compliance support for high-risk countries, are reported to the Audit Committee.

In 2024, we further enhanced our risk management approach by introducing a more detailed country-specific risk assessment, in addition to our annual risk evaluation. This refined assessment considers various unique factors, such as our specific organizational structure, the extent of our engagement with third parties, our interactions with public administrations, and other pertinent risk or mitigating factors. It also evaluates the necessity of implementing additional controls or providing further support where warranted. This comprehensive approach will enable us to tailor our risk management strategies more effectively, making them more closely aligned with the specific challenges and opportunities presented in each country where we operate.

Building A Culture Of Compliance Through Training And Communication

Our compliance-related policies, FAQs, and documents are accessible to employees through an updated, user-friendly Intranet portal. Regular communications are issued via internal bulletins, and high-level communication initiatives such as the CEO’s quarterly webcast keep our employees informed and engaged.

Expro provides targeted compliance training to employees, with certain courses mandatory for all, while others are specific to roles with higher risk exposure. Training is delivered through the Learning Management System (LMS) and in-person sessions, led by the Chief Compliance Officer or their delegate. The frequency of training is determined by the Company’s risk assessments.

Third Party Risk Management

We value our partnerships and strive to ensure compliance and mutual benefit in our activities. Before engaging with third parties, we conduct thorough risk mitigation steps. Our **Supplier Code of Conduct** and **Anti-Bribery Policy** mandate anti-corruption due diligence for third parties, and no engagement is allowed until these processes are completed satisfactorily.

Business Courtesies

Our stance is clear: no exchange of gifts or entertainment should imply an attempt to improperly influence business decisions. This policy details the definitions, principles, allowable circumstances, and categories for business courtesies, along with the process for management approval and necessary documentation.

Speak Up Mechanisms

At Expro, we encourage and expect employees to raise concerns about potential violations of our Code of Conduct, policies, and laws. **Our Policy for Employee Complaint Procedures for Accounting and Compliance Matters** provides guidance on the available tools and steps for reporting. Reports can be made through an incident management system, accessible to both Expro employees and external parties, managed by the Chief Compliance Officer. This system provides for confidentiality, accessibility, and thorough investigation of concerns, with a commitment to protect anyone who reports in good faith from retaliation.



**Partner with us to help
address the critical
energy challenges of
today and engineer the
answers of tomorrow**



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