

FORUM ENERGY TECHNOLOGIES, INC.
INDEPENDENT AUDITOR SERVICES PRE-APPROVAL POLICY
(amended and restated as of February 21, 2013)

This Independent Auditor Services Pre-Approval Policy (this “Pre-Approval Policy”) applies to the independent auditor(s) of the Company. As part of its responsibility under SEC rules and regulations, the Audit Committee is required to pre-approve the audit, audit-related and non-audit services performed by the independent auditor in order to assure that they do not impair the auditor’s independence from the Company.

I. General Pre-Approved Services

The Audit Committee will periodically review and revise the list of pre-approved audit and audit-related services, which may be provided by the independent auditor without obtaining specific pre-approval from the Audit Committee, subject to the next section below (“Pre Approval of Audit and Audit-Related Services”).

Below is a listing of the audit and audit-related services that currently have such general pre-approval of the Audit Committee (the “General Pre-Approval”). The General Pre-Approval is for the fiscal year, unless the Audit Committee states otherwise. The Audit Committee will add to or subtract from the list of General Pre-Approved services from time to time, based on subsequent determinations.

Proposed services by the independent auditor that are listed and as a result have the General Pre-Approval shall be notified to a designated independent (within the meaning the SEC independence rules) member of the Audit Committee on a regular basis, normally quarterly. In case there are services that are considered by the designated independent Audit Committee member as not falling within the General Pre-Approved services, such service shall cease immediately or be approved by the Audit Committee. The designated member of the Audit Committee shall report to the Audit Committee on a regular basis for informational purposes.

Proposed services by the independent auditor that are not listed and as a result do not have the General Pre-Approval of the Audit Committee, require specific pre-approval of the Audit Committee, or its designated member, as described below (“Full Audit Committee Pre-Approval”). For practical purposes, between regular meetings of the Audit Committee pre-approval may be obtained from a member of the Audit Committee designated for such purpose, provided that the required documentation for such pre-approval has been completed and the designated member of the Audit Committee reports any such pre-approval(s) at the next regularly scheduled meeting of the Audit Committee.

Management of the Company (including the General Counsel, or “GC”) will assist the designated member of the Audit Committee to determine whether the independent auditor services are according to General Pre-Approval. Requests or applications to provide services that require “Full Audit Committee Pre-Approval” must include a statement from the GC and the independent auditor as to whether, in their view, the request or application is consistent with the SEC’s rules on auditor independence.

The Audit Committee has designated the GC to generally monitor the compliance with this Pre-Approval Policy and Procedures. Management will immediately report to the Audit Committee any breach of this Pre-Approval Policy and Procedures that comes to the attention of any member of management.

The independent auditor(s) have reviewed this Pre-Approval Policy and Procedures and believe that implementation of it will not adversely affect the auditor's independence. In addition, in connection with each engagement, the independent auditor(s) will always be required to represent and confirm that the proposed services will not adversely affect the independent auditor's independence.

In addition to the above, project/services estimated to involve a fee in excess of USD \$50,000 must be specifically pre-approved by the Audit Committee. Pre-approved services shall not exceed the maximum amount of USD \$250,000 in a fiscal year, without approval from the Audit Committee or its designated member, as next described. For practical purposes, between regular meetings of the Audit Committee, pre-approval may be obtained from a member of the Audit Committee designated for such purpose, provided that the required documentation for such pre-approval has been completed and the designated member of the Audit Committee reports any such pre-approval(s) at the next regularly scheduled meeting of the Audit Committee.

Approval of Tax Services

Engagement of independent auditor(s) to perform any tax service must be approved specifically by the Audit Committee. The Audit Committee must be furnished with a written description of the following:

- 1) scope of the proposed tax services
- 2) fee structure for the engagement and any arrangements or agreements that would affect the scope of or fee for such tax services, and any side letters, amendments to the engagement letter, or any other agreements (whether oral, written or otherwise) relating to the proposed service
- 3) any compensation or other agreement (such as a referral or fee sharing agreement) between the independent auditor(s) and any other person or entity with respect to the promoting, marketing, or recommending of a transaction covered by the proposed service

In addition, the independent auditor(s) must discuss with the Audit Committee the potential effect of the proposed tax services on the independent auditor(s)' independence.

General Pre-Approved Independent Auditor(s) Services

The annual Audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual Audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other Audit Services, which are those services that only the independent auditor reasonably can provide. The Audit Committee has generally pre-

approved the Audit Services listed below, subject to the dollar limitations set forth above. All other Audit Services not listed must be separately pre-approved by the Audit Committee.

Audit Services

- Statutory audits or financial audits for subsidiaries or affiliates of the Company including attestation required by law or regulation.
- Services associated with SEC registration statements, annual report, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to SEC comment letters.
- Attestation of management reports on internal controls.
- Consultations by the company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard setting bodies (Note: Under SEC rules, some consultations may be "audit-related" services rather than "audit" services).
- Consultations and research on accounting and financial reporting issues (providing assistance with understanding and implementing new accounting and financial reporting guidance from rule making authorities).
- Agreed-upon or expanded audit procedures in connection with acquisitions.

Audit-Related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of audit-related services does not impair the independence of the auditor, and has pre-approved the audit-related services listed below. All other audit-related services not listed must be separately pre-approved by the Audit Committee. The pre-approved audit-related services are as follows:

- Due diligence services pertaining to potential business acquisitions/dispositions.
- Financial statement audits of employee benefit plans.
- Agreed-upon or expanded audit procedures related to accounting and/or compliance with financial, accounting or regulatory reporting matters.
- Internal control review, advice and assistance with internal control reporting requirements.
- Consultations by the company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard-setting bodies (Note: Under SEC rules, some consultations may be "audit" services rather than "audit-related" services).
- Auditor's publications and seminar/training services and subscription to Auditor's research and knowledge tool, e.g., PWC Comperio.
- Attest services not required by statute or regulation.
- Closing balance sheet audits pertaining to dispositions.

- Consultations associated with implementation of the requirements of SEC rules or listing standards promulgated pursuant to the Sarbanes-Oxley Act.

Prohibited Non-Audit Services

- Bookkeeping or other services related to the accounting records or financial statements of the audit client
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit

In addition to the above prohibited non-audit services, the Company's independent auditor is prohibited from providing tax services to individuals in a financial reporting oversight role as defined in PCAOB Rule 3523, and tax services relating to confidential and aggressive tax positions as defined in PCAOB Rule 3522.