

Smart solutions. Powerful products.



# Code of Conduct

Effective: August 2019



# OUR CORE VALUES

## No one gets hurt

The safety of our employees and customers is our first priority coupled with a healthy respect for the environment.

## Integrity

In everything we do, in every interaction, both internally and externally, we strive to operate with the utmost integrity and mutual respect.

## Customer focused

Our products enhance our customer's performance and we listen to their needs and work with them to solve their challenges.

## Good place to work

We are committed to creating a workplace that fosters innovation, teamwork and pride. Every team member is integral to our success and is treated equally and fairly.

# A Message from our President

**To:** All Employees  
**From:** C. Christopher Gaut – President & CEO  
**Subject:** Code of Conduct



One of our core values at Forum Energy Technologies is to always behave with integrity. This means we will certainly act within the law, but we will go beyond that and also always strive to do the right thing. It means we will behave in a way we would be proud to explain to our families and our co-workers, and also in a way that would not be embarrassing if it were described in the media. Our reputation is a very important yet fragile thing – it takes a lifetime to build, but only moments to destroy.

What do we want Forum's reputation to be? We want our reputation to speak to how we treat people, how we treat the law and how we treat the environment. I believe we want to always be honest and reasonable, whether with each other, customers, suppliers or third parties. Whatever we do, we want to be able to know that we acted in a fair and reasonable way no matter what rights we have or what the situation might have let us "get away with". It is hard to improve on what we all learned a long time ago: "Treat others as you would have them treat you." When it comes to the law we will not see how close we can get to the line between right and wrong, but rather be clearly within its spirit. When it comes to the environment, we will be responsible and we will be conscious of what we leave for future generations. Treat the environment the way you would have others treat it.

To accomplish all this, to ensure our integrity, we need some rules to go by, and that is the purpose of our Code of Conduct. We are becoming a large organization and we will continue to grow, and we need one set of guidelines for everyone. Our Code of Conduct spells out how we are all expected to behave. Please read and become familiar with our Code of Conduct, as living by it will produce a great reputation, and our reputation is something we take very seriously. You have my personal commitment that I will always live up to the principles and ideals set forth in it.

Here is the commitment I will live by and that I insist on from each of you:

- To know the Code of Conduct and abide by it.
- To never ask anyone to violate the Code of Conduct or the law, and to know that no one in the organization can ask you to violate them either.
- To always know that what you are doing meets not only the letter, but also the spirit of the law and the Code of Conduct.
- To always ask yourself if it is also fair, right and reasonable.
- To immediately report anything that you even suspect may be a violation of the law or the Code of Conduct.
- To know that we have no interest in making even one dollar that is not made honestly and fairly, and that we will record everything accurately and transparently in our books and records.

We live in a complex world with numerous laws and regulations in different jurisdictions. These rules are sometimes in conflict, and they are often difficult to interpret. Even with the best intentions, we can't always be sure of what the right course of action is. If you aren't sure of what is required of you or Forum, please ask. You can ask your HR representative, you can contact the Senior Vice President of Human Resources or the General Counsel, or you can call the Forum Compliance and Ethics Hotline.

We all want Forum to be a company we are very proud of, where doing things right is a way of life and where our values, our reputation and our actions are all aligned. We can do this together, but only if you make the same pledge I have made, to have an unwavering commitment to our principles and ideals. Every day and in every way, always do the fair, right and reasonable thing.

Sincerely,



President & CEO

# OUR CODE OF CONDUCT

This Code establishes the broad standards of business conduct that every employee, officer, director and others working on behalf of Forum is expected to meet. These standards describe our responsibility to:

- Protect Forum and customer assets;
- Foster a safe and healthy work environment;
- Deal fairly with customers and other third parties;
- Conduct international business properly;
- Report misconduct; and
- Protect employees from retaliation.

Employees, officers and directors are required to certify annually that they have read, understand and will comply with this Code of Conduct.

These standards will be supplemented by more thorough and detailed policies and procedures that may differ by jurisdiction in order to comply with local law. References to “employees” in this Code of Conduct include all employees, officers, directors and others working on behalf of Forum, unless indicated otherwise.

## GETTING HELP AND REPORTING CONCERNS

### **Whom Should I Contact with a Question or Concern Related to Our Code?**

If you are ever unsure about the right thing to do in a business situation, you should seek guidance. You have several reporting channels, starting with your supervisor or Human Resources representative. If you are uncomfortable speaking to one of these individuals, or if it is inappropriate under the circumstances, or the response is inadequate, then you have other reporting options:

- The Senior Vice President of Human Resources: Mike Danford at [michael.danford@f-e-t.com](mailto:michael.danford@f-e-t.com)
- The General Counsel: John Ivascu at [john.ivascu@f.e.t.com](mailto:john.ivascu@f.e.t.com)
- The Compliance and Ethics Hotline. Contact information for the Hotline can be found on the landing page of Forum Connect under “Make a Difference”

In addition, you have an obligation to contact any of these resources if you know of or suspect misconduct, including any violation of this Code of Conduct, even if you are in no way involved in the misconduct itself. Reporting any suspected misconduct contributes to our ethical culture and helps us minimize any damage to our fellow employees, other stakeholders, and our good name. Failure to report violations could result in disciplinary action being taken against you, up to and including termination.





## **What Happens When I Contact the Forum Compliance and Ethics Hotline?**

Forum's Compliance and Ethics Hotline is available 24 hours a day, seven days a week. Reports may be made by telephone and over the web, and may be made in more than 150 different languages. A third-party administers the Hotline, including web-based reports. For Hotline calls, the third party call center answers your call and transcribes the information you report. Caller ID is never used and no effort is made to trace your call. You may report anonymously, where local law permits, and we will maintain the confidential nature of your call as much as possible. Keep in mind that the more information you provide, the easier it will be to investigate and appropriately respond to your concern.

## **How Are Reports Handled at Forum?**

We investigate all Hotline reports, and we are committed to maintaining confidentiality to the maximum extent possible. You have our word that we will disclose information you provide in reports only on a strict need-to-know basis.

All investigations will be dealt with thoroughly and professionally. In jurisdictions where it is required, formal grievance and disciplinary review procedures will be established and followed.

All reports are sent to the General Counsel, who has primary responsibility to investigate. He works with the Vice President of Internal Audit on all calls reporting fraud, and on calls reporting accounting or financials issues. The General Counsel works with the head of Human Resources on all other calls. If you report anonymously you should make a note of the report number and call the hotline frequently for responses from the company, as there is often a need for additional information. It is much easier to investigate complaints where the caller has revealed his or her identity so that we can establish direct communication. You will be protected from retaliation for all complaints made in good faith. Depending on the nature of the investigation and in the interests of privacy for all involved, the results of the investigation may not be revealed to the caller. Many complaints result in disciplinary action, up to termination.

## **If I Report a Violation of the Code, Will My Job Be at Stake?**

Forum will not tolerate any form of direct or indirect retaliation that arises from reporting in good faith suspected illegal or unethical conduct, or violations of our Code. If a report is made in good faith, you will be protected even if the concern turns out to be unfounded. If you suspect that you are being retaliated against, you should contact your Human Resources representative, the head of Human Resources, the General Counsel, or the Compliance and Ethics Hotline. As set forth below, retaliating against anyone who makes a report in good faith will not be tolerated and any employee found to have retaliated in such a way will be subject to prompt and strong disciplinary action, up to and including termination.

# **ZERO TOLERANCE FOR RETALIATION**

**Forum's policy requires employees to report violations and encourages questions and reporting of possible violations of the Code of Conduct or any applicable laws and regulations. Forum has zero tolerance for retaliation of any kind against individuals who, in good faith, raise questions, report concerns, or participate in investigations involving ethical issues. If an employee is concerned about retaliation or believes that he or she has been subject to retaliation for reporting a possible violation or for participating in an investigation, the employee should immediately contact the General Counsel, the head of Human Resources or the Chief Executive Officer, so that the concern can be addressed promptly. Retaliation against employees for good faith reporting of misconduct is considered a serious breach of Forum's Code of Conduct and can result in serious disciplinary action, including termination.**

# Section I

## Protect Forum and Customer Assets



# Employees have an obligation to protect Forum and customer assets. Our policies relating to this obligation are summarized below.

## A. Financial Integrity

Employees may use Forum funds and other assets of the Company only for legal and proper business purposes. All assets, liabilities, revenues, expenses and business transactions must be completely and accurately recorded on Forum's books and records in accordance with applicable law, accepted accounting principles, and Forum's financial policies and procedures.

Employees who have concerns relating to accounting, internal accounting controls or auditing matters should report them immediately to one of the channels listed in getting help and reporting concerns.

## B. Internal Controls

In accordance with the above policy and U.S. federal law, Forum will create and maintain a system of internal accounting controls sufficient to provide reasonable assurance that: (1) transactions are authorized by management, (2) transactions are properly executed and recorded, and (3) assets are properly accounted for. As part of maintaining these internal accounting controls, it is Forum's policy that:

- documents not be falsified;
- signatures be dated as of the date when the document is signed; and
- "off-the-books" accounts and other devices to disguise the disposition and use of Forum funds are prohibited.

## CONFIDENTIAL AND PROPRIETARY INFORMATION:

### Q&A

***My cousin works at a supplier's company. She told me that an announcement will soon be made that the company is about to be sold, and I think that this will affect the stock price. If I buy stock in her company based on this knowledge, am I guilty of insider trading?***

*You and your cousin could both be guilty of insider trading activity. She would be guilty of "tipping," even if she does not buy stock herself.*

***A subcontractor asked me to provide some information about Forum customers. May I do this?***

*Only if this subcontractor needs the information for a legitimate business purpose related to his work at Forum. Be sure that appropriate nondisclosure agreements are in place before sharing any confidential information with an outside company.*

***A lot of my relatives and friends work in the energy industry. At parties, we often discuss business issues. Is this acceptable?***

*General discussions about work are acceptable, but be very careful not to discuss any information that could be considered proprietary. Even if you trust your relatives and friends not to use the information in a negative way, they may share the information with someone else who may not be as trustworthy.*

## Contacts With the Public

***A co-worker used the company e-mail to solicit votes and volunteer support for a political candidate. Is this acceptable?***

*No. Company resources must not be used for political purposes.*

***I would like to ask Forum to contribute to a fundraising effort by a local charitable organization. What should I do?***

*Speak to your local manager or contact the Director of Marketing. They will advise you about how to proceed.*

***A reporter contacted me for some information about a Forum project. I don't normally talk to the media, but I happen to know all about this project. May I answer the questions?***

*No. Do not offer any information or attempt to respond to any questions posed by a reporter, no matter how innocent the question appears. It is important to remember that a reporter can distort even the most casual comment, however well intentioned. Refer the request to the Director of Marketing.*



### C. Side Agreements

There should be no undocumented or improperly approved side agreements with vendors, customers, business partners or other third parties. All side agreements to a written contract must be in writing and should be made part of the final written contract. If it is not possible to place a full side agreement into a final written contract, then it is preferable for the side agreement to be referenced in the final written contract. For example, if a side agreement makes a customer's obligation to pay contingent, then that contingency should be set forth in writing and either made part of the final written contract or referenced in the final written contract. If it is not possible to reference the side agreement in the final written contract, the side agreement must nevertheless be memorialized in writing. Nevertheless, all representations and warranties regarding the performance or capability of Forum products or services must be contained in the final written contract.

### D. Use of Forum Corporate Resources

Employees may not use corporate property, software, equipment, or facilities, or upload/download software onto corporate equipment, for non-company business. Company vehicles may be used for personal business subject to certain limitations. Voicemail, texts, email or instant messages generated from Forum equipment such as phones, computers or tablets, or identifying an individual as a Forum employee, must not contain profane language or comments that could be interpreted as harassing individuals on the basis of race, color, religion, sex (including pregnancy), sexual orientation, national origin, age (40 or older), disability or genetic information, or veteran or marital status.

Employees do not have a right of privacy regarding any information that is stored on or transmitted over a Forum information system, including email, texts or messaging, voicemail or internet. Forum reserves the right to monitor, without notice or limitation, Forum information systems and to disclose all content.

### E. Corporate Opportunities

Employees, officers and directors owe a duty to Forum to advance its legitimate interests when the opportunity to do so arises. Employees, officers and directors are therefore prohibited from (a) taking for themselves personally opportunities that are discovered through the use of company property, information or position; (b) using company property, information, or position for personal gain; and (c) competing with the company. This policy applies whether the opportunity would be for a personal benefit or passed on to someone else for his or her benefit.





## F. Personal Conflicts of Interest

A “conflict of interest” occurs when an individual’s private interest interferes in any way, or even appears to interfere, with the interests of the corporation as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Some examples are:

### **CORPORATE RECORDS AND DISCLOSURES:**

#### **Q&A**

***Can I use my corporate credit card to purchase personal items and reimburse the company later?***

*Your credit card was issued to facilitate the purchase of company materials and services. The card should never be used for personal items.*

***In reviewing some records for an upcoming audit, I discovered an error in some of our financial records from last year. Should I correct this error?***

*No. Bring this information to your Supervisor’s attention. Financial records from last year should not be adjusted or corrected in any way without approval.*

***While traveling on business I had some small, miscellaneous expenses and did not keep my receipts. Can I just claim some extra mileage in order to be reimbursed for these expenses?***

*Do not put false information on your expense report. If these were legitimate business expenses, report them on your expense report and explain their purpose. If the expenses add up to a significant amount and you have no receipts, speak to your Supervisor.*

***I have responsibility for recording certain financial information in my area. Since it’s all the company’s money anyway, is it all right to record the information in categories that will help my area meet its target numbers?***

*No. Your responsibility is to report all financial information fully and accurately. Moving categories in order to make you or your area look better does not help the company in the long run, and should never be done.*

- directly or indirectly influencing Forum’s dealings with a customer, supplier, business partner, or competitor with whom you have a personal, familial, or financial relationship;
- working for or representing a Forum customer, supplier, business partner, or competitor;
- having a financial interest in a customer, supplier, business partner, or competitor with whom you conduct or could expect to conduct business with on behalf of Forum; or
- using Forum’s name, information, property, time or other resources to perform outside activities such as a second job, volunteering, or engaging in political or community activities not specifically sponsored or approved by Forum.

Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the company. Loans to, or guarantees of obligations of, such persons are of special concern.

It is not possible to list all situations or relationships that may create a conflict of interest or the appearance of one, so each situation must be evaluated on its particular facts. Therefore, an employee who seeks to participate in activities that involve a customer, supplier, business partner, or competitor or to engage in other activities that could create a conflict of interest or the appearance of one must obtain prior approval from the head of Human Resources or the General

Counsel. Directors must report and obtain prior approval of any potential conflicts of interest from the Chairman of the Board and Chief Executive Officer, or in the case of the Chairman of the Board, the Lead Independent Director and Chief Executive Officer.

## G. Participating in the Political Process

No political contributions are to be made on behalf of Forum or using Forum’s corporate assets without prior approval by the General Counsel. Employees’ personal political contributions and activities must be kept separate from the company. Employees may not use company time, property, or equipment for personal political activities. An employee may not make personal political contributions outside of the country in which he or she is entitled to vote. Forum will never reimburse anyone for any political contribution.

## H. Privacy

Employees are expected to comply with all applicable privacy laws and regulations of the U.S. and any other jurisdiction where Forum operates, as well as privacy-related contractual requirements applicable to personally identifiable information (“PII”) and protected health information (“PHI”). Special protections are required for the access, storage and handling of PII and PHI. Employees must limit use, access, transmission and storage of PII/PHI to a minimum necessary to perform authorized business activities and dispose of PII/PHI as soon as legally and contractually permitted.

## I. Intellectual Property

Intellectual property ("IP"), including patents, copyrights, trademarks and trade secrets, created by Forum employees during the course of their employment at Forum, is the property of Forum. Exceptions may be made for IP not related to Forum's business, but only in writing signed by the General Counsel. While employees may have personal or pre-existing IP created outside of their Forum employment, no such outside or pre-existing IP may be brought into Forum, disclosed to Forum personnel or Forum customers, or incorporated into Forum work products, without prior written approval of the General Counsel. Employees who take such actions with their outside or pre-existing IP without prior written approval are deemed to have granted a broad license to Forum and its customers in that IP. In no event may an employee use IP owned by a prior employer or any non-Forum entity.

## J. External Communications

External communications are communications made by Forum employees to persons or entities outside of Forum. Other than executive officers, no employee of the Company is authorized to engage in any form of external communication that identifies Forum, or the communicator as an employee of Forum, without prior approval of the Chief Executive Officer or his or her designee.

No employee of Forum is authorized to make any statements, to give any information related to Forum or any of its activities, or to comment on the plans and activities of Forum's customers to the news media without prior approval by the Vice President - Investor Relations, the Chief Executive Officer, or their designees. All inquiries from any representative of the news media must, under all circumstances, be referred immediately without comment directly to the Vice President - Investor Relations, who will ensure appropriate coordination and review by the company's executive officers of any statements to the news media attributable to Forum.

## K. Confidentiality

Employees must observe obligations of confidentiality and nondisclosure of proprietary and confidential information, intellectual property, and trade secrets of Forum and others, including customers, suppliers and former employers. Proprietary information includes financial, personnel, technical or business information owned or possessed by Forum or others, including customers, suppliers and former employers, that has not been authorized for public release. Employees must keep sensitive information, including any proprietary documents, protected and secure. Trade secrets may be disclosed in confidence to a government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law or in connection with a complaint or other document filed in a legal proceeding if the filing is made under seal. If employees receive proprietary information belonging to a supplier, customer or competitor without the permission of the owner of that information they must immediately bring it to the attention of the General Counsel or his or her designee.

## L. Insider Trading

Employees may come into possession of material nonpublic information about Forum or a customer, supplier or other company in the course and scope of their duties. Employees and their families are prohibited from trading in any securities at any time while they possess material nonpublic information involving the issuer of those securities. Material nonpublic information includes information about an issuer that is not yet disclosed to the general public and would likely be considered important to any investor in those securities. Failure to comply with this rule could result in violation of securities laws in the U.S. or other jurisdictions and subject the Company and individual employees to serious fines and penalties. If you are in any doubt as to whether information is material and nonpublic contact the General Counsel for advice before taking any action.

## PROPER USE OF COMPANY RESOURCES:

### Q&A

***May I use a company truck to transport lumber for a home repair project? I will do it at a time when the truck is not needed by Forum.***

*No. Company vehicles are for Company use only.*

***You are in the process of purchasing a new home and the mortgage company just called to say that they need a copy of your latest pay stubs by the close of business today. You cannot leave work early in order to get it to them in time, but you could fax it. Are you permitted to use the Company fax machine?***

*Occasional, limited personal use of Company telephones, fax machines, copiers, personal computers and voice mail is permissible, but you should not abuse the privilege. Abuse of this privilege can lead to disciplinary action.*

***I would like to download onto my laptop a free software application that I also have on my home computer. Is this OK?***

*Probably not. Often, software may be free for personal use but not for business use. You must first check with the IT department on whether it is acceptable software to download onto your Forum laptop.*





Section II

FOSTER A SAFE  
AND HEALTHY  
WORK ENVIRONMENT

# Forum promotes a safe and healthy work environment for its employees, as expressed in the following policies.

## A. Safe and Healthy Workplace

In furtherance of Forum's commitment to maintaining a safe and healthy workplace, the following activities are prohibited:

- Smoking inside any Forum facility, within any Forum vehicle, or on Forum property not designated a smoking area;
- The use of alcohol in the workplace;
- The unlawful manufacture, sale or possession of illegal drugs;
- The illegal use of drugs, including illegally obtained prescription drugs or the unauthorized use of legally obtained prescription drugs;
- The presence of illegal drugs in the workplace; and
- Attending the workplace under the influence of alcohol and/or illegal drugs (including illegally obtained prescription drugs).

### **SAFE WORK ENVIRONMENT**

#### **Q&A**

***We had a small accident in our plant last week, but no one was injured. Do we need to report this incident?***

*Yes. Every incident, no matter how small, must be reported and counted in our safety statistics. These incidents can be used to spot safety issues and trends, and therefore prevent more serious injuries in the future.*

***A co-worker was suspected of drinking on the job and his toolkit was searched. The company confiscated alcohol and took disciplinary action. Was this appropriate?***

*Desks, toolboxes, lockers, briefcases, and similar items kept on company property are subject to search. If they contain alcohol or controlled substances, they will be confiscated and appropriate disciplinary measures will be taken.*

***My work crew spilled a small quantity of hazardous material. We cleaned it up, and my co-worker said we did not have to report it because it was an accident. Is that correct?***

*No. Whether it was caused by accident or willful wrongdoing, spilling hazardous material is an incident that must be reported. If you are not sure how to report it, ask your Supervisor.*

***Some of my co-workers are securing a load and I can see that the chains and tie downs are not meeting Forum's safety standard. They seem to be in a hurry and want to leave without properly securing the load. I don't feel comfortable letting them leave. What should I do?***

*Remember, safety starts with you! You must tell your co-workers to secure the load properly. If they do not want to take the time to do that, immediately report the issue to your Supervisor.*





## B. Harassment/Hostile Work Environment

Forum is committed to fostering a safe and healthy work environment that is free from harassment, whether sexual or based on race, color, religion, sex (including pregnancy), sexual orientation, national origin, age (40 or older), disability, genetic information, or veteran or marital status. Harassment of employees by anyone, whether affiliated with Forum or not, is unacceptable and will not be tolerated. Similarly, Forum will not tolerate harassment by its employees of nonemployees with whom Forum has a business, service, or other relationship. Harassment includes conduct that:

- Is sufficiently severe or pervasive as to interfere with an employee's work performance;
- Creates an intimidating, hostile or offensive work environment; or
- Is made either an explicit or implicit condition of employment, or is the basis of an employment decision.

Any Forum employee who feels he or she is the subject of harassment or a hostile work environment is required to immediately report the incident through a reporting channel. Each complaint will be handled as confidentially and as promptly as possible. Witnesses of harassment or a hostile work environment are also required to report the incident through these channels.

## C. Prohibited Items in the Workplace

Forum employees must never bring a prohibited item into any Forum facility, into any Forum vehicle, or onto Forum property. Such items include the following:

- firearms, explosive devices, incendiary devices, or any items to be used to inflict bodily harm, or to threaten or intimidate others;
- controlled substances, such as illegal drugs, unlawfully obtained prescription drugs, and associated paraphernalia; or
- any other item or substance that is prohibited by law.

Employees should contact their Human Resources representative or another reporting channel if they observe any prohibited items in the workplace.

## PROMOTING A POSITIVE WORK ENVIRONMENT

### Q&A

***Workers sometimes discuss sexually explicit scenes from movies or TV shows. Nobody has complained about it, but I feel very uncomfortable hearing this kind of talk. What should I do?***

*It does not matter whether anyone has complained or appears to be upset; this kind of discussion is not acceptable in the workplace. The discussion could contribute to a hostile environment and have a negative effect on other employees. Speak to your supervisor about this situation. If you feel uncomfortable speaking with your Supervisor, use the Employee Hotline.*

***I told a female co-worker that I thought her jeans made her look sexy. I thought it was a compliment, but my actions were reported and now I'm being accused of harassment. What happens now?***

*Although the intention of remarks like this may be innocent, they may be considered to be offensive and therefore inappropriate for the workplace. Anyone reported for harassment is interviewed by a Human Resources representative and given an opportunity to tell their side of the story. Any disciplinary action will be based on a thorough evaluation of the incident. Past conduct and attitude about the incident will be taken into consideration.*

***A co-worker forwards jokes from the Internet, some of which contain ethnic slurs, to everyone in our work group. No one has complained. Is this allowed?***

*It does not matter if anyone has complained or stated that they find the material offensive; this kind of content is inappropriate in the workplace. Furthermore, e-mail and the Internet should be used for work-related purposes only.*

## D. Environmental Health and Safety

Forum is committed to conducting business in a manner that protects the health and safety of its employees, customers, business partners, community neighbors, and the environment. Therefore, Forum employees are responsible for performing their activities in accordance with the requirements identified in any Forum Health, Safety or Environmental Policy or Manual, or as set forth by their respective locations.

## E. Workplace Diversity and Equal Employment Opportunity

Our company is committed to providing an inclusive environment where employees with unique differences, viewpoints and talents are sought and respected, creating an atmosphere in which our employees can thrive. Forum values and respects a diverse employee population, and is committed to equal employment opportunity. All employment practices must be based upon an individual's capabilities and qualifications without regard to race, gender, age, color, religion, national origin, sexual orientation, disability, veteran or marital status, or any other protected characteristics as established by applicable law.

Any Forum employee who feels he or she may be the subject of discrimination must report the incident to the company through a reporting channel as soon as possible. Each complaint will be handled as confidentially and as promptly as possible. Witnesses of discrimination are also required to report the incident through the company's reporting channels.

## F. Nepotism

Current and potential employees should be reviewed, and their work performance and capabilities evaluated, based on their performance and merits, not on family or close personal relationships. To prevent potential conflicts of interest and allegations of favoritism, an employee is not permitted to have a reporting relationship with a closely related individual without prior authorization from the Chief Executive Officer or his or her designee. If the Chief Executive Officer or his or her designee is related to the current or potential employee in question, then authorization must come from the General Counsel or his or her designee.



## G. Solicitation and Non-Business Literature

Solicitation and distribution of non-business literature can distract from work time productivity, may be perceived as coercive, and may be unlawful. For these reasons Forum prohibits employees from engaging in the following conduct:

- soliciting or fundraising during the work time of either the employee making or receiving the solicitation;
- distributing non-business literature in work areas at any time; and
- using company resources such as email, fax machines, computers, telephones, etc., at any time to solicit or distribute non-business literature.

Non-employees may not engage in solicitation or distribution of literature on company premises at any time.

The only exceptions to this policy are for Forum-authorized communications relating to benefits or services made available to employees by Forum, Forum-sponsored charitable organizations, and other Forum-sponsored events or activities.

## G. Human Rights

Human rights are the fundamental rights, freedoms, and standards of treatment to which all people are entitled. Forum is committed to conducting our business in a manner that respects the human rights and dignity of people and we expect our vendors, suppliers, and those we work with to share these same principles everywhere they operate. Forum's approach to human rights has been developed based upon our desire to operate as a steward of those we serve and the below practices and policies act as the foundation of expectations concerning human rights at Forum. Our specific practices and policies include:

- Prohibiting the use of forced or involuntary labor, including child labor;
- Prohibiting the use of physical punishment of workers;
- Complying with all applicable compensation laws and regulations; and
- Prohibiting discrimination on the basis of race, religion, age, gender, nationality, ethnicity, or sexual orientation.

# Section III

## DEAL FAIRLY WITH CUSTOMERS AND THIRD PARTIES



Forum is committed to pursuing its business objectives and interacting with customers and other third parties with personal integrity and in accordance with the high standards of business conduct they deserve. The following policies further this commitment.

## **A. Fair Competition**

Forum is subject to various competition, or “antitrust,” laws in the jurisdictions where the company operates. Antitrust laws generally prohibit a company from engaging in price fixing, dividing territories, agreeing to contract terms and other similar activities with competitors that can negatively impact the market. These laws also prohibit certain agreements or understandings between Forum and its customers, suppliers, business partners, and competitors that may unlawfully restrict competition. These laws may vary from jurisdiction to jurisdiction; however, many laws, including those of the United States, extend to business practices in other countries. It is the responsibility of each employee to understand and adhere to the fair competition laws that apply to his or her work.

### **1. Competitive Information Gathering**

Employees may obtain only publicly available information about a competitor, as found in public documents such as press releases, marketing brochures, public presentations, legal filings, public web pages, or demonstrations at trade shows. Wrongful acquisition of a competitor's trade secrets or other information is unethical and can result in civil and criminal penalties. Even if the information is freely revealed by a third party, if an employee knows that the information is confidential and has been obtained wrongfully, such information must neither be used nor further disclosed.

Gathering competitive information is subject to antitrust laws to the same extent as any other Forum activity. To be permissible, the gathering of information must be conducted through an independent data gathering organization that takes appropriate steps to protect the confidentiality of the individual proprietary data collected. Forum employees must obtain permission from the General Counsel before responding to surveys involving Forum business.

### **2. Market Competition**

Employees must not discuss with a competitor any of the following topics:

- Forum product or service costs or profits;
- Pricing practices or policies;
- Procurement practices and policies;
- Coordination of bids;
- Customers, markets or territories;
- Boycotts of suppliers or customers; or
- Employee compensation, including the timing and amount of salary increases.

Such discussions could violate the law and subject the employee to disciplinary action, up to and including termination.

If a competitor attempts to discuss any of these issues with a Forum employee, the employee must immediately stop the conversation and contact the General Counsel for guidance.

## **CONFLICTS OF INTEREST**

### **Q&A**

***A relative of mine wants to apply for a job at Forum. Can I recommend him for the job?***

*You may refer your relative to our Human Resources department. They will consider his application solely on the basis of his qualifications for the job. If he is hired, you should disclose your relationship to Human Resources to ensure that you are not placed in a position that will cause a conflict of interest.*

***One of our suppliers has offered me a job. The hours will not conflict with my normal duties at Forum. May I accept this offer?***

*Speak to your Supervisor about this situation. In general, you may not work for any company that does business with our company, or that does business with our customers. Exceptions can be approved only by the General Counsel or Senior Vice President - Human Resources.*

***My brother has a small business that sells equipment and tools. His business does not compete with Forum. May I give my brother's catalog to some co-workers and suppliers who might be interested in purchasing from him?***

*No. You may not use Forum's workplace or your work relationships to conduct business for any other company or organization. An occasional exception may be made by senior management, who may authorize support for activities related to the work of non-profit organizations.*

***At a trade show, colleagues from various companies began to discuss costs and pricing in our industry. One person made a suggestion about what could be done in the industry to get prices back where they belong. What should I do?***

*This is the kind of suggestion that can lead to discussions that violate antitrust laws. Participants should beware. Never discuss pricing information or share customer information with competitors. Be especially cautious when interacting with competitors at social gatherings, industry associations, and trade shows. In this circumstance, you need to make it clear to everyone present that you will not participate in this sort of discussion. If the discussion continues you must leave and report the incident to the General Counsel.*

## GIFTS, FAVORS AND BUSINESS COURTESIES

### Q&A

***I would like to improve Forum's business relationship with a potential customer. What is considered appropriate in this situation?***

*It would be appropriate for Forum to pick up the tab for you to take the customer to lunch or dinner, or to attend an ordinary sporting event such as a regular season baseball game. With management approval, you may plan such an outing. Providing expensive gifts would not be appropriate. Entertainment that would reflect negatively on Forum's reputation is also inappropriate.*

***A vendor has invited me to their corporate headquarters to evaluate some new equipment which Forum is thinking of purchasing. The headquarters is in another city, and the vendor has offered to pay all of my expenses. He also suggested that I should bring my spouse along. Is this acceptable?***

*No. If it is necessary for you to travel to another city in order to evaluate equipment, it may be appropriate for the vendor to pay your expenses. However, his invitation to pay for your spouse's trip indicates an intention to improperly influence your buying decision. All such offers should be reported to your supervisor.*

***A supplier we do business with is offering me a personal discount on services or products. Since we do a lot of business with the supplier, is this acceptable?***

*Occasionally, a supplier may offer a discount on services or products purchased by Company employees. Such discounts can only be accepted when they are available to all employees and notice of such fact is given to all employees.*

***A customer's procurement manager tells you that other suppliers have chipped in to send her boss and his/her spouse to Las Vegas to celebrate their wedding anniversary. She asks you whether or not Forum is willing to contribute \$500 to help finance the trip. Can we make such a contribution?***

*No. The fact that an employee of a customer is seeking kickbacks on behalf of a superior does not change the fact that such payments are prohibited under this Guideline.*

### B. Gifts and Gratuities

When gifts or gratuities are exchanged, even as common business courtesies, Forum must review them to ensure that they are not and do not appear to be bribes meant to improperly influence business decisions. Forum defines gifts and gratuities broadly as anything of value, including, but not limited to, cash, entertainment, meals, travel expenses, and gifts even of nominal value such as promotional items. Forum is subject to a range of laws that prohibit the offering and acceptance of certain gifts and gratuities. In addition, some Forum customers have strict policies against employees receiving gifts or gratuities, and a breach of those policies may result in severe sanctions against Forum. As such, a Forum employee may not offer or give a gift or gratuity to, or accept or solicit a gift from any third party, except as set forth in any Forum Gifts and Entertainment Policy. In general a gift or gratuity may not be given or received unless:

- It is not cash;
- It complies with local law and custom and applicable anti-corruption laws;
- It is not lavish, excessive, or frequent;
- It is appropriate for the occasion; and
- If given, it is accurately recorded in Forum's books and records and any supporting documentation, such as an invitation to an event or a receipt for a gift, is maintained in Forum's records.



Employees should not accept a gift, gratuity or entertainment of any kind from a third party that might reasonably be seen to compromise their personal judgment or integrity, or that may reasonably be regarded as a bribe or cause a conflict of interest.

Special care must be used when offering or giving gifts to "government officials", because applicable anti-corruption laws define these broadly to include, among others, political candidates and political parties, and employees of government owned or controlled companies, including state oil companies. Accordingly, no gift or gratuity may be offered or given to a government official without the prior written consent of the General Counsel or his or her designee. In addition, any gift or gratuity requested by a government official must be immediately reported to the General Counsel or his or her designee before any gift or gratuity is given.

# Section IV

## CONDUCT INTERNATIONAL BUSINESS PROPERLY



Forum is committed to complying with the highest ethical standards and all applicable laws and regulations in its pursuit of business across the globe, including all applicable U.S. and U.K. laws and regulations, and the applicable law of any jurisdiction in which Forum operates. Forum policies relative to international business are summarized below.

## INTERNATIONAL BUSINESS

### Q&A

***I am working on an overseas contract to repair equipment in a foreign country. I may need to hire a local agent to assist in some of the details of the contract. How do I know if it is acceptable for us to use this agent?***

*Seek advice from the Legal Department to ensure that the agent's contacts and intended assistance are in line with both local and U.S. laws. Due diligence is critical in order to avoid potential FCPA violations. The Legal Department must approve the hiring of all agents.*

***An international customer refused to provide full information about the product's destination. Can I proceed without this information?***

*No. Explain to the customer that this information is needed to meet U.S. export control regulations. If you cannot obtain this information from the customer, contact the Legal Department for assistance.*

### A. Anti-Corruption Laws

Forum is subject to various anti-corruption laws including the U.S. Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act, and other laws in those and other countries. Employees are expected to conduct business in accordance with these laws and the highest ethical standards. Generally speaking, these laws prohibit Forum, its employees, and anyone else acting on its behalf from giving or offering a bribe (broadly defined as anything of value or any advantage) to a person for the purpose of obtaining or retaining business or inducing that person to perform any government or business related function improperly. "Anything of value" includes not only cash, but also gifts, travel, meals, entertainment and other items. Special care must be used when dealing with "government officials," because applicable anti-corruption laws define that term broadly to include political candidates and their parties, the lowest level of government functionaries, and even employees of government owned or controlled companies (for example, PEMEX, Saudi Aramco, Petrobras, Petromina and many others).

Because anti-corruption laws are complex, prohibit a broad range of conduct, and carry severe penalties for both companies and individuals, it is critical that Forum employees perform their activities in accordance with the requirements identified in the Forum Anti-Corruption Policy and Manual. In addition, employees should contact the General Counsel or use the Forum Compliance and Ethics Hotline for guidance before engaging in any conduct when they are unsure if the conduct is legal or permissible.



## B. Retention of Agents and Intermediaries

Forum and its employees can, under some circumstances, be held responsible for the actions of Forum's agents and intermediaries. In some cases, this can happen even when Forum is not aware of the agents' and intermediaries' actions. Some examples of agents or intermediaries are sales agents (and in some cases distributors or resellers), business partners, joint venture partners, freight forwarders, customs agents, tax advisors, lawyers and anyone else who interfaces with third parties on behalf of Forum.

Advance approval from the General Counsel or his or her designee is required before entering into agreements with these types of parties. The General Counsel or his or her designee must be provided as much advance notice as possible of plans to retain such a party in order to allow background investigations and the negotiation of appropriate agreements. Forum employees involved in identifying or retaining these types of parties must perform these activities in accordance with all relevant Forum policies.

## C. Money Laundering

It is Forum's policy not to engage in money laundering. "Money laundering" is the process by which individuals or entities move criminal funds through the financial system in order to hide traces of their criminal origin, or otherwise try to make criminal funds look legitimate.

To detect and combat money laundering, employees should be on the lookout for irregularities in the way payments are made.

If an employee sees any of the following, he or she should report the matter through a reporting channel immediately:

- payments made in currencies other than those specified on the invoice;
- payments made to or received from countries unrelated to the transaction;
- attempts to make payments in cash or cash equivalents;
- payments made by a third-party not involved in the contract or an account other than the normal business relationship account;
- requests or attempts to make payments for each invoice or group of invoices through multiple forms of payment; or
- requests to make an overpayment.





#### **D. Compliance with Export and Sanctions Regulations**

All employees are required to comply with U.S. and all applicable non-U.S. regulations governing the export and re-export of controlled items and technology to persons, entities and locations as well as with import regulations. In addition, employees are prohibited from investing or transacting business with designated countries and entities.

In accordance with U.S. export regulations, Forum employees are responsible for protecting export-controlled products and technology from unauthorized disclosure to non-U.S. persons or entities. Exports to non-U.S. persons can be made through a variety of methods, including shipments of equipment and “hard copy” documentation; e-mail; internet download; access via FTP site or other collaborative tool; fax; telephone conversations; and meetings. As such, all controlled information and technology must be protected properly through strict implementation of technology security measures, including established firewalls, information approval processes, physical protection, and technology control plans. Forum employees must perform their activities in accordance with the requirements identified in any Forum Export Controls Policy or Manual. In addition, employees should contact the General Counsel or the Trade Compliance Manager for guidance before engaging in any conduct when they are unsure if the conduct is legal or permissible.

#### **E. Boycotts**

U.S. law prohibits U.S. companies (and non-U.S. companies owned or controlled by U.S. companies) from participating in or cooperating with restrictive trade practices or economic boycotts imposed by other nations. The main target of U.S. anti-boycott laws and implementing regulations is the Arab League’s boycott of Israel. Purchase orders from customers, and letters of credit from banks located in the Middle East may contain, for example, a requirement that no part of the item(s) purchased be manufactured in Israel or be transported on an Israeli vessel. Boycott requests can arise from a variety of sources, including, but not limited to, customers, banks, prime contractors, subcontractors, teammates, or freight forwarders and are often subtle, in order to obfuscate the boycott intent. The anti-boycott regulations are broad in scope. For example, the regulations prohibit a company from providing information about business relationships with Israel or Israeli companies even if the company clearly stipulates that it will not comply with a boycott. The regulations also require that any boycott request be reported to the U.S. government. As such, employees must report any request that possibly could be construed as a boycott request to the General Counsel.





# Section V

## GENERAL GUIDELINES

## A. Conflict of Laws

If an employee believes that his or her conduct is subject to laws that conflict with this Code of Conduct, Forum policies or other applicable laws, that employee should contact the General Counsel for guidance prior to acting.

## B. Record Retention

Employees must keep and maintain all Forum records, files, or other business documents for seven years after their creation unless instructed otherwise by the General Counsel. It is unlawful to destroy, conceal, alter or falsify any Forum business or other record, document or object for the purpose of obstruction or influencing any lawsuit or other legal, regulatory or governmental proceeding or investigation.

## C. Violations of the Code

Each Forum employee shall comply with the letter and spirit of the Code of Conduct and shall promptly communicate any violations or suspected violations to a Human Resources representative, the Senior Vice President of Human Resources, the General Counsel, or the Forum Compliance and Ethics Hotline. Violation of any provision of the Code of Conduct may result in disciplinary action, including termination of employment with Forum.

Disciplinary action may be taken against employees who authorized or participated in the violation, and also against:

- Anyone who deliberately failed to report a violation;
- Anyone who deliberately withheld or misrepresented relevant materials or information concerning a violation; and
- The violator's supervisor or manager, to the extent that he or she provided inadequate leadership, supervision or diligence.



## Section VII

# Annual Acknowledgement and Certification



**My signature below certifies that in the past year I have done the following:**

- I have read the most recent version of Forum's Code of Conduct, understand that it represents Company policy and our commitment to each other, and agree to comply with it.
- I have sought and received clarification from a responsible party (such as management, the General Counsel, Human Resources, or the appropriate corporate policy owner) of any portion of this Code of Conduct that is unclear to me.
- I have reported and agree to report to one of the Company's specified reporting channels all actual and potential violations of applicable law, this Code of Conduct, and the policies it represents.

---

**Employee Signature**

---

**Printed Name**

---

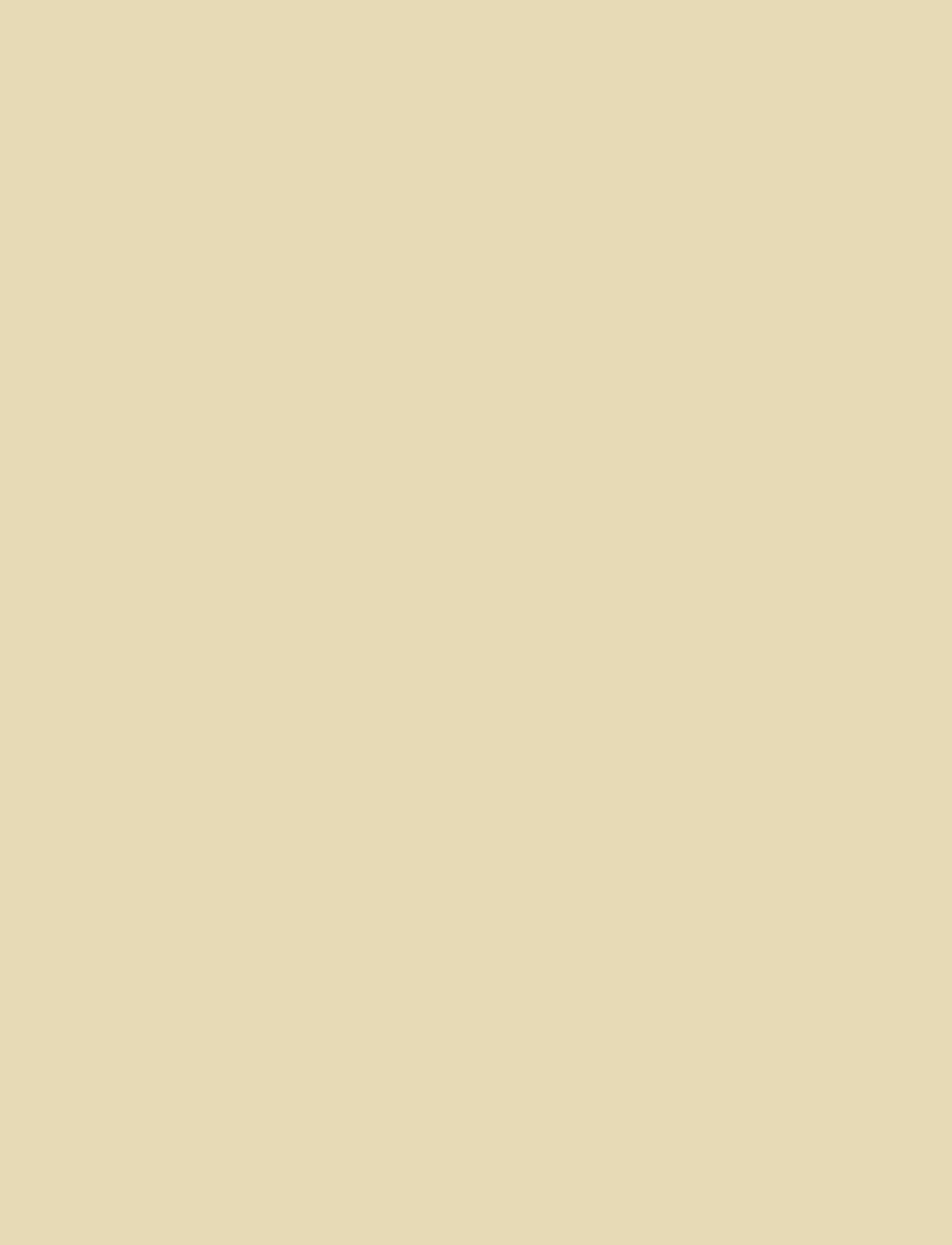
**Employee Number**

---

**Date Signed**









Corporate Headquarters  
10344 Sam Houston Park Drive, Suite 300  
Houston, TX 77064  
281.949.2500 [t] 281.949.2554 [f]

For a complete list of all of our  
locations please visit: [f-e-t.com](http://f-e-t.com)

CO1003.08.19