

Anti-Corruption and Bribery Policy



Anti-Corruption and Bribery Policy

Introduction

At Superior, Our Shared Core Values set the expectations for our interactions with employees, customers and vendors. The first Shared Core Value states “We conduct ourselves and our business affairs with honesty and integrity, and do not tolerate illegal or fraudulent activities.” As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated.

And while full compliance with all laws and regulations where we operate is the bare minimum expectation, ethical behavior based on Our Shared Core Values requires we go beyond simple compliance. It is imperative that we, along with any third-party agent acting on our behalf, act with honesty and integrity in our dealings with any other person.

This Policy provides guidance on the expected standards of behavior, helps you identify situations where bribery and corruption can occur, and provides you with help and guidance if you are unsure about whether there is a problem and you need further advice.

Who This Policy Applies To

This Policy applies to:

- All officers, directors and employees of Superior Energy Services, Inc. and each of its subsidiaries (collectively, “Superior” or “Company”); and
- Any firm or third-party agent of the Company (such as agents, brokers, consultants, contractors, distributors or sales representatives).

Our Shared Core Values

We conduct ourselves and our business affairs with honesty and integrity, and do not tolerate illegal or fraudulent activities.

We treat our employees with fairness, dignity and respect, and do not tolerate any forms of discrimination.

We protect the safety and health of ourselves, our fellow employees and everyone that we work with, and stop unsafe actions.

We deal fairly with customers, suppliers and other business relationships, and always act in the best interests of the Company.

We conduct ourselves as good citizens in the communities where we operate, and respect the environment.

What is Bribery?

Key Definitions

ANTI-CORRUPTION LAWS – Anti-corruption and bribery laws that are applicable in every country where we do business

BRIBERY – Offering, giving, receiving or soliciting something of value for the purpose of influencing the action of a Government Official in the performance of his or her public, private or legal duties

CORRUPTION – The abuse of entrusted power to provide private gain, or the misuse or abuse of public office for private gain

ANYTHING OF VALUE – Items provided to Government Officials that under certain circumstances can violate the Anti-Corruption Laws. Even small items or favors, if they are valued by the recipient and intended to influence that person’s objective business decisions, could be seen as bribes. Examples include:

- Money (cash equivalents, gift cards, etc.)
- Non-customary gifts, entertainment or hospitality
- In-kind contributions
- Reimbursement of expenses (including travel and travel-related expenses)
- Political/charitable contributions
- Investment opportunities
- Subcontracts

GOVERNMENT OFFICIALS – Include the following:

- All workers of a government department or agency, including individuals not having an office in government facilities and anyone “acting in an official capacity” or “exercising a public function”
- Officers and employees of companies, including “national” oil companies, that have government ownership or control

Note: At Superior, we use a broad definition of Government Official, and we treat any government ownership or management as relevant. For additional information, see the Additional Limits on Transactions with Government Officials section on page 4.

Anti-Corruption and Bribery Laws

Anti-Corruption Laws, which include the Foreign Corrupt Practices Act (FCPA) and the U.K.’s Bribery Act 2010 (Bribery Act), typically prohibit companies and their officers, directors, employees, shareholders and third-party agents from:

- Giving, paying, promising, offering or authorizing the payment of “anything of value” to a “Government Official” for the purpose of persuading that official to help obtain any business advantage. However; the Bribery Act goes further to prevent giving, paying, promising, offering, or authorizing the payment of “anything of value” to any business or individual as an incentive to perform a business or public function improperly.

Anti-Corruption Laws typically prohibit offers or payments even if:

- The benefit is for someone other than the party offering payment;
- The business sought is not with the government;
- No business is awarded; or
- The intended recipient initially suggested the payment. In some countries payment is barred even if no business benefit is sought.

Any violation of the Anti-Corruption Laws would be extremely damaging to our business and reputation and could carry significant consequences for the Company, including financial penalties, loss of business and even criminal sanctions. Individuals who are caught violating Anti-Corruption Laws may face personal fines and imprisonment. As a result, we all have a responsibility to conduct our business in full compliance with the Anti-Corruption Laws everywhere we do business.

What Could Be Considered a Bribe?

In most situations, common sense will alert you to situations where a bribe may be requested or offered. However, if you are in doubt, here are some questions you should ask yourself:

- Am I being asked to pay something or provide any other benefit over and above the cost of the services being performed, e.g., an excessive commission, a lavish gift, a kickback or a contribution to a charity or political organization?
- Am I being asked to make a payment for services to someone other than the service provider?
- Are the hospitality or gifts I am giving reasonable and justified?
- When a payment is being made to a third party, do I know or suspect it is to induce or reward favorable treatment, to undermine an impartial decision making process or to persuade someone to do something that would not be in the proper performance of their job? If you are unsure about a situation, consult with your supervisor, manager or the Ethics and Compliance Department.

Policies and Procedures

General Prohibition

Our commitment to ethics and integrity through Our Shared Core Values goes beyond most legal requirements and prohibits improper payments in all of our activities.

To be clear, we do not offer or pay bribes, kickbacks or facilitation payments in any amount, at any time, for any reason.

Compliance with the Anti-Corruption Laws and our Policy can be difficult and must be undertaken on a case-by-case basis. While it is difficult to address every scenario in this Policy, we have provided examples of some of the most common areas of non-compliance below.

Additional Limits on Transactions with Government Officials

Our Policy does not prohibit all business transactions with Government Officials, but since certain transactions carry special risks, they must be reviewed in advance to determine what additional safeguards may be necessary to protect the Company. For that reason, it is essential that we are able to identify who is a Government Official. Below are just a few obvious, and not so obvious, examples of Government Officials in our business.

Examples of Government Officials in Our Business

Obvious:

- National, state, provincial, territorial or local officials
- Officials of government departments and agencies, including customs, tax, immigration, environmental, natural resources, etc.
- Government ministers and their staffs
- Ambassadors
- Military and police personnel
- Members of legislative bodies and judges

vs.

Not so obvious:

- Private persons “acting in an official capacity” with respect to a particular matter, or “exercising a public function”
- All employees of government-owned or controlled corporations, including oil companies, whether the employees are managers or clerks, full-time or part-time, union or non-union

Facilitation Payments

While most Anti-Corruption Laws prohibit any payments to Government Officials, some laws permit making small payments to Government Officials for routine, non-discretionary functions; these are called “facilitation payments.”

Note: Facilitation payments are against Company policy and should never be made unless there is an imminent threat of health, safety or physical harm.

Gifts and Entertainment

Often, providing or receiving small gifts and entertainment is important when maintaining and developing business relationships. However, while they may be legal, permissible or customary in some countries, if done improperly they can raise serious issues or violate other laws. Here are some guidelines:

- All gifts and entertainment should be appropriate and customary, and must always comply with applicable laws.
- Payment of lavish or excessive gifts and entertainment expenses is always prohibited.
- Any gifts or entertainment contemplated for Government Officials must be presented in a transparent way and properly recorded in our accounting records.



Travel and Travel-Related Expenses

If you are asked to support or provide travel of Government Officials on behalf of the Company, in some circumstances it will be appropriate. However, these activities are to be strictly disclosed, vetted, approved and monitored.

Hosting site visits, offsite meetings and other transactions that involve the payment or reimbursement by the Company of travel and travel-related expenses (e.g., transportation, lodging, meals and incidental expenses) of individual Government Officials must be approved in advance by the Ethics and Compliance Department, who must be informed of and will consider:

- The business purpose involved;
- The need for payment of expenses by Superior;
- Whether the expenses are directly related to the business purpose; and
- Whether the expenses are reasonable in amount.

It is preferable to make billing arrangements for such expenses directly with the suppliers of services rather than advance funds to or reimburse a Government Official.

Payment of travel-related expenses not related to a business purpose, including side trips primarily for pleasure and travel of spouses or other family members or companions, is prohibited. Per diems may only be paid with express prior approval by the Ethics and Compliance Department and should be of reasonable and appropriate amounts.

Political Party, Party Official, and Candidate Contributions

Anti-Corruption Laws prohibit contributions, whether cash or in-kind, to political parties, party officials and candidates to the same extent as payments to all Government Officials. In-kind contributions may include loaning of Company property, use of Company facilities, or participation in campaign activities during paid business hours.

Contributions to individual candidates for political office, political party officials, or committees or organizations for the election of a particular candidate to any political office, except as approved by the Chief Executive Officer, are prohibited.

Social and Charitable Contributions

Occasionally, requests for social and charitable contributions can raise anti-corruption compliance issues because they may act as conduits for improper payments to Government Officials or political parties. If a Government Official requests a charitable contribution on behalf of the Company, consult with the Ethics and Compliance Department.

Gifts, Entertainment and Travel Pre-Approval Form

Before providing any form of gift, entertainment or travel with individual or combined value of US \$250 or more to a Government Official, you must get pre-approval from the Ethics and Compliance Department using the form in the Ethics and Compliance section of the Superior Intranet.

Relatives or Business Associates of Government Officials

Although close relatives or business associates of Government Officials are not themselves Government Officials, relationships with them carry special risks. In general these relationships must be carefully considered.

If you are pursuing these types of business relationships, you are responsible for diligently gathering and documenting the relevant facts to determine whether a proposed transaction involves or will benefit a Government Official or an entity owned or controlled by a Government Official (e.g., as a shareholder or owner of a contractor). Any questions about the status of an individual must be raised in advance with the Ethics and Compliance Department.

Questions to Ask Yourself to Highlight “Red Flags”:

- Who are they – have I seen documents evidencing that they are who they say they are?
- Who else have they worked with – do they have references?
- Is their only qualification their relationship with Government Officials?
- Are they qualified to render the services requested?
- Were they recommended by a Government Official, particularly one with discretionary authority over the project?
- Are they well established with a good reputation, or are they more obscure so that I need to do more to find out about them?
- Do they operate in a territory where bribery is prevalent?
- Are they willing to sign a contract agreeing to comply with anti-bribery procedures? Do they have their own anti-bribery program?
- Have I done basic searches, such as Google searches, business directory searches, etc.?
- Are there inconsistencies between the provider of the services and the person I am paying?
- Are commissions/payments in line with generally accepted market practice?

Third-Party Agents

The Company can be held liable for payments made by third-party agents who may have dealings with Government Officials. We have developed guidance and procedures to screen and monitor third-party agents and protect the Company from potential liability.

It is especially important that we carefully monitor third-party agents acting on our behalf so that we know our business partners, all of those through whom we conduct our business and what they are doing on our behalf. Remember, all third-parties interacting with government agencies on our behalf are considered agents, not just marketing agents. They must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

We must conduct appropriate, risk-based due diligence on our third-party agents before engaging them, and then be on the lookout for other “red flags” after they have been engaged to act on our behalf.

Accurate Books and Records

Violations of Anti-Corruption Laws may occur if we (i) fail to follow our guidelines for approving payments in compliance with this Policy and our internal controls, and (ii) fail to keep accurate books and records of all payments to Government Officials. To ensure that we comply, you must:

- Accurately record all transactions, even when the underlying transaction might violate U.S. or foreign laws or regulations;
- Never agree to requests for false invoices or for payment of expenses that are unusual, excessive, inadequately described, or otherwise raise questions under this Policy; and
- Never make any payments to anonymous (i.e., “numbered”) accounts that are in the name of neither the payee nor an entity known to be controlled by the payee.



Asking Questions and Reporting Possible Violations

We are all responsible for ensuring compliance with Anti-Corruption Laws. If you see or suspect any illegal or unethical behavior, or you have a question about what to do, speak up and ask for help. Sometimes, you may not be able to talk about an issue with your supervisor or manager. If that’s the case, you have several options:

- Contact the Ethics and Compliance Department
 - Email: compliance@superiorenergy.com
 - Phone: 713-654-2235
- Call the Superior Hotline
 - Call the toll-free hotline, available in most languages, 24 hours a day, 7 days a week.
 - Domestic U.S. calls: 800-639-9198
 - International (non-U.S.) calls: +1-855-283-9905, (Country-specific access codes can be found in the Ethics and Compliance section of the Superior Intranet.)
 - Mail a report to the General Counsel at:
1001 Louisiana St., Suite 2900
Houston, TX 77002, USA

All questions or concerns will be handled in as confidential a manner as appropriate and will be investigated without retaliation against the reporting individual.

Failure to Comply

Any failure to comply with any relevant Anti-Corruption Laws or this Policy will not be tolerated. Any Superior officer, director, employee or agent who violates this Policy will be subject to discipline, which may include termination of their employment.

If You Are Ever Offered or Asked For a Bribe

Our initial reaction to requests for improper payments is critically important and must demonstrate our unequivocal commitment to the Anti-Corruption Laws and Our Shared Core Values. If you hear rumors of actions contrary to this Policy, report them immediately to the Ethics and Compliance Department. If you receive a request for an improper payment, you must:

- Refuse to make the payment and explain that Superior does not make such payments;
- Instruct any involved third-party agents that they are not authorized to make the payment on Superior’s behalf, and explain that Superior will immediately terminate its business relationship with them if the payment is made; and
- Make it clear that your refusals are absolute and do not come with a “wink and a nod.”

Immediately notify your supervisor or manager and consult with the Ethics and Compliance Department.



Last Updated 11-15