

This Code of Business Conduct (the “**Code**”) supports the commitment of Total Energy Services Inc. and its subsidiaries and affiliates worldwide (each a “**Division**”, where each Division and its subsidiaries and affiliates and Total Energy Services Inc. are collectively and individually, as the case may be, “**Total**”) to conduct business with honesty, integrity, fairness and courtesy and at the highest of ethical standards and applies to each employee, officer, director and contractor (each a “**Representative**” or “**you**”). As part of our team, you have a responsibility to Total, your co-workers, our customers and our shareholders to act conscientiously in situations that may pose ethical or legal dilemmas. This Code outlines the behaviours you must adhere to in order to maintain Total’s reputation and ethical standards and protect our interests, including Total’s expectations for Representatives regarding workplace safety and the environment, reporting and investigations, corporate property, and Total’s rules for conduct of its business.

Compliance with all aspects of the Code is mandatory and a condition of working for and with Total. Each Representative will be required to acknowledge in writing that they have received, read and agree to comply with the Code. We expect you to seek clarity from Total regarding any concerns you have with the requirements under the Code, as failure to read or understand the Code does not excuse you from compliance. Total may amend or alter the Code from time to time. If changes are made, Representatives will be advised of these changes.

Failure to comply with the Code may result in disciplinary action up to and including dismissal.

### 1. TOTAL’S EXPECTATIONS OF ITS REPRESENTATIVES

We expect you to always act in accordance with Total’s commitment to act with honesty, integrity, professionalism and at the highest ethical standards. Generally, this means:

- acting honestly, ethically and fairly with personal integrity;
- complying with applicable law;
- complying with Total’s policies and procedures, including this Code;
- acting in Total’s best interests and avoiding any conflict of interest;
- adhering to all gift, donation, entertainment, travel and political fundraising rules;
- complying with workplace rules;
- protecting Total’s property and other assets; and
- reporting any suspected breach of the Code.

If you are a supervisor, you also are expected to encourage the above actions by promoting awareness and understanding of the Code, leading by example, maintaining an environment where open communication is welcomed and promptly escalating concerns to the appropriate leaders.

Total’s expectations of you are explained in further detail below, however as a general rule, to ensure that you are in compliance with these expectations, always ask yourself these fundamental questions before making any decision or taking any action and ensure that your answers are in keeping with Total’s values:

- It is legal, ethical and fair?
- Is it perceived to be legal, ethical and fair by others?
- How would it impact me and Total?
- Does it feel right?

### **(a) Comply with Applicable Law**

Total is committed to conducting its affairs in accordance with applicable laws of all jurisdictions in which it does business. Compliance with both the letter and the spirit of all laws is critical to our reputation and our continued success, and disregard of the law will not be tolerated.

### **(b) Comply with Policies and Procedures**

Total's corporate and divisional policies and procedures have been developed to ensure the safe and efficient management of our operations. You are responsible for complying with all Total policies and procedures, as may be implemented or amended from time to time, as a condition of working for and with us. Where not governed by policy or procedure, we expect that you will exercise good judgment based on the principles of the Code and seek guidance where needed.

### **(c) Avoid Conflicts of Interest**

You have a duty to advance Total's business interests whenever an opportunity arises. A conflict of interest occurs when your private interest interferes with your ability to conduct business objectively, effectively and without bias. You must avoid situations that compromise or appear to compromise your ability to act in Total's best interests, including:

- using Total's property or information, or your position, for a personal or family benefit;
- conducting a transaction between Total and any organization that you or a family member has an interest in;
- influencing a decision relating to a material contract or transaction that you or a family member has or may potentially have an interest in; or
- you or a family member competing with Total directly or indirectly, including owning or controlling a significant interest in or serving as a director or consultant for an entity that does business with us or is a direct competitor.

For clarity, you and your family (including without limit, your spouse, partner, or children) should not own, control or have a material financial interest in any of Total's suppliers, contractors or competitors, or in any business enterprise that does business with or seeks to do business with us, and if there is a possibility of Total having a business relationship with a relative, your supervisor must assess any conflict of interest to determine if a business relationship is appropriate. You must inform your supervisor and/or Human Resources in writing as soon as you become aware of all real, potential and perceived conflicts of interest.

### **(d) Comply with Gifts, Donations, Entertainment and Travel Rules**

You may give or receive gifts or donations that are promotional and of nominal value (not over \$350 (expressed in the local currency except as directed otherwise), as long as such gift or donation could not reasonably be considered to be a bribe or to influence the outcome of a business transaction. Any gift of cash or a gift readily convertible to cash (such as securities, checks, money orders, gift cards, etc.) is strictly prohibited. Prior to giving or receiving a gift or donation in excess of \$350, you must seek prior approval of the Chief Executive Officer (or the Chairman of the Board if the Chief Executive Officer is giving or receiving the gift or donation). In such cases, you must contact your supervisor who will arrange for the required approvals.

You are not permitted to receive discounts, rebates, or any personal advantages from a supplier or contractor, unless these advantages are available to all other Total employees.

Travel sponsored by Total must be appropriate and reasonable, approved by the appropriate level of management, and recorded accurately in our books and records.

If you are not sure whether a gift or entertainment expense is acceptable, ask yourself the following questions and ensure that your answers are in keeping with Total's values:

- Is it legal and ethically acceptable?
- Is it clearly business related?
- Is it moderate, reasonable and in good taste?
- Would it be embarrassing to either party if it became public?
- Is there any pressure to reciprocate or grant special favours?

### **(e) Comply with Rules Regarding Political Activities and Contributions**

Total is politically neutral and does not engage in political activities nor make political contributions. We respect your right to participate in political activities, however, these activities should not use company funds, be conducted on company time or involve any of Total's resources, e.g. computers or supplies.

If you are involved in any personal political activities, you must do so in your own right and not on behalf of Total.

### **(f) Comply with Workplace Rules**

#### **(i) Relationships in the Workplace**

To the extent practicable, Total intends to avoid interpersonal workplace situations which can contribute to actual or potential conflict of interest, cause disruption or create an unprofessional work environment. Familial or close personal relationships where one employee has authority over the other may lead to complaints of favouritism, lack of objectivity and employee morale problems.

If you have a supervisory or subordinate relationship with a relative or someone you have a close personal relationship with, you must immediately disclose it to your supervisor or a Human Resources representative. Where there is an actual or perceived conflict of interest, Total may take actions as necessary to avoid such conflict, including relocation or reassignment of the Representative.

### (ii) Diversity

Total strives to provide an inclusive workplace with equal employment and advancement opportunities for all individuals. All Representatives are expected to respect the rights and differences of others and each plays a critical role in creating a fair and diverse workforce.

### (iii) Harassment and Discrimination

At Total, we treat everyone with respect and dignity. We do not condone or tolerate behaviour by Representatives or others that could be construed as harassment or discrimination of any kind, whether it is related to race, national origin, religion, age, gender, marital status, family status, sexual orientation, mental or physical disability, veteran status or any other characteristic protected under human or civil rights law.

More detailed information is contained in the Total Energy Services Inc. *Prevention of Workplace Harassment and Violence Policy* (Canada), the TES Services Inc. *Equal Employment Opportunity, Anti-Discrimination, Anti-Harassment and Anti-Violence Policy* (USA) and the Savanna Energy Services Pty Ltd. *Workplace Bullying, Harassment and Discrimination Policy* (Australia).

### (g) Report Violation of the Code

If you are aware of any unethical or unlawful behavior or suspect someone has or will breach the Code, or any law, rule or regulation that applies to us, you have an obligation to report it through the channels described in the Reporting Concerns section in the last section of this Code.

Violating the Code can have serious consequences, including disciplinary action up to and including termination, and possibly civil and criminal liability, regardless of your position at Total. Such penalties also apply to those Representatives who obstruct or interfere with any investigation related to the Code.

## 2. WORKPLACE SAFETY and ENVIRONMENT

### (a) Health, Safety and Environment

We are all responsible for maintaining a safe workplace by complying with HSE laws, rules, policies and practices. Total is committed to keeping our workplaces free from hazards. Representatives are required to report any accidents, injuries, unsafe equipment, practices or conditions immediately

to your supervisor or any member of senior management. Total is committed to regular reviews of environmental and safety performance and to responding promptly and effectively to environmental and safety concerns.

More detailed information is contained in the Total Energy Services Inc. *Health, Safety & Environment Corporate Policy* and divisional Health, Safety and Environment policies and procedures.

### **(b) Alcohol and Substance Abuse**

Total is committed to the protection of the safety, health and well-being of our Representatives, customers and the public and to providing a workplace that is free from impairment. Representatives are not permitted to:

- consume alcohol while working or while operating a Total vehicle or equipment;
- drink, provide or serve alcohol at any Total location, unless otherwise approved in advance by a member of the executive team;
- consume legal substances that may result in impairment while working or operating a Total vehicle or equipment; or
- consume, possess, sell or distribute illegal substances while working, on Total premises or on Total business.

If you know or suspect that someone is impaired or using illegal substances at or affecting Total's workplace or operations, you must report it to the supervisor responsible for the event or work location.

More detailed information is contained in the Total Energy Services Inc. *Alcohol and Drug Policy* (Canada), the TES Services Inc. *Drug and Alcohol Policy* (USA) and the Savanna Energy Services Pty Ltd. *Zero Tolerance of Drugs and Alcohol Policy* (Australia).

## **3. REPORTING, DISCLOSURE AND INVESTIGATIONS**

### **(a) Complete and Accurate Records and Disclosure**

All Representatives are expected to comply with all legal and accounting requirements, accounting policies and procedures and related controls. You are responsible for the integrity of any reports, records and communications that you work on. All entries must be true and accurate and not altered in any way, and able to withstand public scrutiny. This applies to any of our financial reports, sales reports, expense reports, time sheets and other reports.

More detailed information is contained in the Total Energy Services Inc. corporate *Disclosure Policy*.

### (b) Audits and Investigations

Internal groups such as Accounting and Finance, Legal, Health, Safety and Environment ('HSE'), and Human Resources may conduct investigations from time to time. You are required to cooperate with them, attend meetings as requested, and answer all questions completely and accurately. Do not obstruct or delay an investigation and never make untrue or misleading statements or encourage anyone else to do so.

You must immediately notify Legal if you are contacted by an outside investigator, lawyer, or authority.

## 4. CORPORATE PROPERTY

### (a) Protecting our Assets

We are all required to protect Total assets and to safeguard them from theft, loss, damage, abuse, waste, fraud or misuse. Assets include (a) physical, e.g. buildings, cell phones, equipment, (b) electronic, e.g. email, software, (c) information, e.g. data, customer lists, and (d) intellectual, e.g. patents, trade secrets, etc. If you are aware of any actual or potential harm, loss or misuse of our property, you must report it immediately to your supervisor.

### (b) Information Technology

Our computer networks, email systems and internet services are to help you perform your work duties. You cannot use our computers or mobile devices to view, retrieve or send information or data (i) considered defamatory or fraudulent, (ii) considered obscene, sexually explicit or hate literature or (iii) is in any other way unlawful or inappropriate. Use good judgment and do not access, send messages or store information you do not want to be seen or heard by other individuals.

Be aware that information on your computer, or any of our other computers, electronic devices or systems, is not private. Total has the right to monitor access and the content of our systems and network to protect our resources.

Always keep in mind that the internet is a public place. Representatives are not permitted to post comments on social media or otherwise about Total's business, employees, customers, or business partners, and must at all times comply with Total Energy Services Inc.'s corporate *Information Technology Use* policy.

More detailed information is contained in the *Information Technology Use Policy*.



### (c) Confidential Information

Total's confidential information includes without limitation all non-public information that might be of use to competitors or harmful to Total or its Representatives, customers or suppliers if disclosed. You are permitted to disclose confidential information only if it is authorized under Total Energy Services Inc.'s corporate *Disclosure Policy* or *Trading and Reporting Policy* or required by law, and provided that you have first consulted with Legal. You must keep Total's information confidential even after you leave Total or no longer have an association with us.

Total issues timely, fair, and accurate disclosure of all material information to keep shareholders and the public informed of our affairs. If you are responsible for preparing or reviewing material information, we expect you to devote the time and attention necessary to make sure all information we disclose is accurate and complete.

Unless otherwise expressly confirmed by Total in writing, Total owns the exclusive rights to any intellectual property that you conceive or create during your employment with Total which is (a) related to Total's business, or (b) conceived or created using Total's resources. Proprietary information includes intellectual property, e.g. inventions, patentable ideas, trademarks, copyright material, as well as charts, drawings, software, electronic mail and other documents prepared related to Total's business. You must disclose to Total any new inventions or other works that you create during your employment and you must provide Total with all necessary assistance to enable us to seek appropriate protection for such inventions or works pursuant to applicable laws.

Documents and devices containing confidential and proprietary information should not be left unattended or read, discarded or carried in an exposed manner in public places. Confidential and proprietary information should also not be discussed in public places, e.g. elevators, hallways, restaurants, etc.

### (d) Privacy

You may have access to confidential, personal or proprietary information that requires safeguarding. Data and privacy security laws safeguard information about individuals, and we respect the basic right of individuals to privacy. You must protect private information provided to us by our Representatives, suppliers and customers, and that acquired from other third parties through our work. Do not disclose information to unauthorized persons unless it is required by law.

More detailed information is contained in the Total Energy Services Inc. corporate *Privacy Policy – External* and *Privacy Policy – Employees*.

### (e) Insider Trading

Insider trading is unethical and illegal. You are not allowed to trade in Total securities while you have access to material information about Total that we have not yet made available to the public.

Material information means important information a reasonable investor would want to know before buying or selling a security. Sharing this information with family members, friends or anyone inside or outside the organization unless they have a valid business reason to know is strictly prohibited. Insider trading or tipping is illegal and can result in severe legal consequences for you and for Total.

More detailed information is contained in the Total Energy Services Inc. corporate *Trading and Reporting Policy*.

### 5. CONDUCTING TOTAL'S BUSINESS

#### (a) Fair Dealing

Total is committed to dealing fairly with our customers, suppliers, competitors, other Representatives, and other stakeholders. Total will not take unfair advantage of a third party through illegal conduct, manipulation or misrepresentation or to do anything that could be interpreted as being dishonest or inconsistent with reasonable commercial behaviour.

#### (b) Anti-Competition

Total is committed to competing fairly and winning business in an ethical and legal manner. We do not work with competitors to set prices, rig bids, or reduce competition in any way. Any kind of agreement or understanding with our competitors to restrict full and fair competition is prohibited. It is important to avoid creating even the perception that we are colluding with our competitors.

#### (c) Bribery and Corruption

Total prohibits bribes, kickbacks, and facilitation payments, whether done directly or through third parties like agents and joint venture partners. We must not offer, pay, seek, or accept a personal payment, gift or favor to gain any business advantage.

Any act of bribery or corruption, even if unintentional, is against the law and can have serious legal consequences, including enforcement proceedings and criminal charges.

#### (d) Import and Export Controls

As a company operating in many international markets, we frequently move products, supplies, equipment, etc. used in our business between countries. We must comply with all import and export control laws and trade rules regulations and rules of each country with respect to these movements.

#### (e) Copyrighted Material

You are responsible for ensuring that Total has obtained the appropriate licenses or other permissions from copyright owners prior to using or reproducing a copyrighted work and for



ensuring that such use or reproduction is done only in accordance with the terms of the license granted by the copyright owners. Failure to comply with these requirements may expose Total to substantial legal claims.

### WAIVERS

The Board reviews requests for exceptions made by an executive officer or director and the Chief Executive Officer or Vice President, Legal reviews requests for exceptions made by employees. Any exception or waiver of any part of this Code must be confirmed in writing and will be promptly disclosed as required by applicable regulations.

### REPORTING A CONCERN

As described above, you have a duty to report a violation of this Code, the law, or any rules or regulations that apply to us. There will be no retaliation if you make a report in good faith.

You can speak to your supervisor, any member of the executive team, Human Resources or you may email [whistleblower@totalenergy.ca](mailto:whistleblower@totalenergy.ca). You may report anonymously. All reports will be handled in a confidential manner.

Detailed information is contained in the Total Energy Services Inc. corporate *Whistleblower Policy* located at [www.totalenergy.ca](http://www.totalenergy.ca).

For questions regarding this policy, please contact Legal at [legal@totalenergy.ca](mailto:legal@totalenergy.ca) or 403-698-8445.