

# FORUM ENERGY TECHNOLOGIES, INC.

## INSIDER TRADING POLICY

### I. Introduction

The purpose of this Insider Trading Policy (this “*Policy*”) is to promote compliance with applicable securities laws by Forum Energy Technologies, Inc., its subsidiaries (the “*Company*”) and all directors, officers and employees thereof, in order to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it.

### II. Applicability

This Policy is applicable to all directors, officers, and employees of the Company who receive or are aware of material, non-public information regarding (i) the Company and (ii) any other company with publicly-traded securities, including the Company’s customers, joint-venture or strategic partners, competitors, vendors and suppliers, obtained in the course of employment by or in association with the Company. This Policy applies to the Company’s employees located in and outside the United States alike.

The Company reserves the right to amend or rescind this Policy or any portion thereof at any time and to adopt different policies and procedures at any time. In the event of any conflict or inconsistency between this Policy and any other materials distributed by the Company, this Policy shall govern. If a law conflicts with this Policy, you must comply with the law. Questions regarding this Policy should be directed to the Company’s General Counsel.

### III. Policy

It is the Company’s policy that (i) if a director, officer or any employee of the Company has material, nonpublic information relating to the Company, neither that person nor any Related Person (as defined below) may buy or sell securities of the Company (the “*Company Securities*”) or engage in any other action to take advantage of, or pass on to others, that information, and (ii) if a director, officer or employee of the Company comes into possession of material, non-public information about another company by virtue of his or her employment or association with the Company, that person is prohibited from buying or selling securities of that other company, or engaging in any other action to take advantage of, or pass on to others, that information.

To avoid even the appearance of impropriety, additional restrictions on trading Company Securities apply to directors, members of executive management and others who are routinely in possession of material, non-public information. Further, and again to avoid even the appearance of impropriety, it is recommended that all employees abide by the trading window set forth in Section VI.A.

#### IV. Definitions/Explanations

##### A. Who is an “Insider?”

Any person who possesses material, nonpublic information is considered an insider as to that information. Insiders include Company directors, officers, employees, independent contractors and those persons in a special relationship with the Company, e.g., its auditors, consultants or attorneys. The definition of insider is transaction specific; that is, an individual is an insider with respect to each material, nonpublic item of which he or she is aware.

##### B. What is “Material” Information?

The materiality of a fact depends upon the circumstances. A fact is considered “*material*” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security. Information that is likely to affect the price of a company’s securities is almost always material. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security.

- There are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Some examples of material information include: Unpublished financial results (annual, quarterly or otherwise) or projections of future earnings or losses;
- News of pending or proposed company transactions;
- Significant changes in corporate objectives;
- Changes in dividend policies;
- Stock splits;
- Significant developments in litigation or regulatory proceedings;
- Changes in management; and
- Financial liquidity problems.

The above list is only illustrative; many other types of information may be considered material, depending on the circumstances. The materiality of particular information is subject to reassessment on a regular basis. If securities transactions become the subject of scrutiny, they will be viewed after-the-fact and with the benefit of hindsight. Therefore, before engaging in any securities transaction, you should consider carefully how the Department of Justice, the U.S. Securities and Exchange Commission and others might view your transaction in hindsight and with all of the facts disclosed.

C. What is “Nonpublic” Information?

Information is “*nonpublic*” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to the investing public and the investing public must have had time to absorb the information fully.

In addition, even after a public announcement of material information, a reasonable period of time must elapse in order for the market to react to the information. Generally, one should allow approximately two full trading days following publication as a reasonable waiting period before such information is deemed to be public.

D. Who is a “Related Person?”

For purposes of this Policy, a Related Person includes your spouse, minor children and anyone else living in your household; partnerships in which you are a general partner; trusts of which you are a trustee; estates of which you are an executor; and other equivalent legal entities that you control. Although a person’s parent or sibling may not be considered a Related Person (unless living in the same household), a parent or sibling may be a “tippee” for securities laws purposes. See Section V.D. below for a discussion on the prohibition on “tipping.”

**V. Guidelines**

A. Non-disclosure of Material Nonpublic Information

Material, nonpublic information must not be disclosed to anyone, except the persons within the Company or third party agents of the Company (such as investment banking advisors or outside legal counsel) whose positions require them to know it, until such information has been publicly released by the Company.

B. Prohibited Trading in Company Securities

No person may place a purchase or sell order or recommend that another person place a purchase or sell order in Company Securities or the securities of another company when he or she has knowledge of material information concerning the Company or another company that has not been disclosed to the public. Loans, pledges, gifts, charitable donations and other contributions of Company Securities or securities of another company are also subject to this Policy.

C. “Tipping” Information to Others

Insiders may be liable for communicating or tipping material nonpublic information to any third party (“*tippee*”), not limited to just Related Persons. Further, insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, nonpublic information tipped to them and individuals who trade on material, nonpublic information which has been misappropriated.

Tippees inherit an insider’s duties and are liable for trading on material, nonpublic information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading

of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, nonpublic information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

D. No Speculation, Hedging or Pledging

Directors, officers and employees, and their Related Persons may not trade in options, warrants, puts and calls or similar instruments on Company Securities or sell Company Securities "short." In addition, directors, officers and employees, and their Related Persons may not hold Company Securities in margin accounts. Investing in Company Securities provides an opportunity to share in the future growth of the Company. Investment in the Company and sharing in the growth of the Company, however, does not mean short-range speculation based on fluctuations in the market. Such activities may put the personal gain of the director, officer or employee in conflict with the best interests of the Company and its security holders. Anyone may, of course, in accordance with this Policy and other Company policies, exercise options granted to them by the Company.

For the avoidance of doubt, directors, officers and employees, and their Related Persons are prohibited from engaging in hedging transactions involving Company Securities. Certain forms of hedging or monetization transactions (such as zero-cost collars and forward sale contracts) allow a person to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential upside appreciation in the stock. These transactions would allow a person to continue to own Company Securities, but without the full risks and rewards of ownership. Thus, a person who engaged in these transactions would no longer have the same objectives as the Company's other stockholders.

Further, Company Securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. A foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company Securities during quarterly blackout periods. Therefore, it is the Company's policy that directors, officers and employees, and their Related Persons, are prohibited from pledging Company Securities as collateral for a loan.

**VI. Additional Restrictions and Requirements for Directors and Officers**

A. Trading Window

In addition to being subject to all of the other limitations in this Policy, the Company's directors, executive officers and such other individuals designated by the General Counsel from time to time may only buy or sell Company Securities in the public market during the period beginning two full trading days after the release of the Company's quarterly earnings and ending fifteen days prior to the end of the next fiscal quarter.

It is recommended that any employee of the Company who trades in Company Securities do so only during the trading window set forth above. Doing so will lessen the risk that an employee is accused of trading while in possession of material, nonpublic information. As provided in

Section III, any director, officer or employee of the Company who is actually in possession of material, nonpublic information about the Company, or about any company where such information is gained through that person's employment with the Company, is prohibited from trading in the securities of that company.

B. Pre-Clearance

Directors and Officers of the Company (as such term is defined pursuant to Section 16 of the Securities Exchange Act, as amended) must obtain prior clearance from the General Counsel, or his or her designee, before he, she or a Related Person makes any purchases or sales of Company Securities, including any exercise of stock options. Each proposed transaction will be evaluated to determine if it raises insider trading concerns or other concerns under the federal or state securities laws and regulations. Any advice will relate solely to the restraints imposed by law and will not constitute advice regarding the investment aspects of any transaction. Clearance of a transaction is valid only for a 48-hour period or such other period of time designated by the General Counsel, or his or her designee. If the transaction order is not placed within the authorized period, clearance of the transaction must be re-requested. If clearance is denied, the fact of such denial must be kept confidential by the person requesting such clearance.

C. Prohibition on Selling Stock Acquired by Option Exercise

Officers are prohibited from selling Company stock acquired by exercising stock options or the vesting of restricted stock until such Officer is in compliance with the Company's Stock Ownership Requirements Policy.

D. Use of 10b5-1 Trading Plans

Rule 10b5-1 establishes a safe harbor from insider trading liability. Insiders may execute trades at any time if the trades are executed pursuant to a pre-established plan, contract or instruction that was established at a time when the insider was not aware of material nonpublic information. Directors and executive officers are encouraged to utilize these plans for trading in Company securities, but may do so only with the prior approval of the General Counsel or his or her designee. Although these plans may be amended, this practice is discouraged as it may undermine the safe harbor.

**VII. Disciplinary Action**

Violations of this policy can result in a range of disciplinary action up to and including termination. Violations of the securities laws may be reported to the appropriate authorities.

**VIII. Complaint Procedures**

Any employee who has observed conduct that may violate this policy has an obligation to report the suspected violation to the General Counsel or Forum's Compliance and Ethics Hotline (the telephone number and web address for which may be found in the Code of Conduct, the hotline policy or on hotline posters at all Forum facilities).