

**FRANK'S INTERNATIONAL N.V.**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(Adopted as of July 26, 2013;**  
**Last amended and restated on October 31, 2016)**

**I. The Supervisory Board of Directors**

**A. *Qualification Standards***

Each year, the Supervisory Board will review the relationships between Frank's International N.V. (the "**Company**") and each supervisory director and determine which supervisory directors satisfy the applicable independence standards.

**B. *Supervisory Director Responsibilities***

The basic responsibility of each supervisory director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging this obligation, supervisory directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

Supervisory directors are expected to attend Supervisory Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Supervisory Board's understanding of the business to be conducted at a Supervisory Board or committee meeting should generally be distributed to the supervisory directors at least one week before the meeting, unless impracticable, and supervisory directors should review these materials in advance of the meeting. Attendance at Supervisory Board and committee meetings should be considered by the Supervisory Board in assessing each supervisory director's performance.

**C. *Service on Other Boards***

No supervisory director may serve on the board of directors of more than four other public companies. In advance of accepting an invitation to serve on another public company board, supervisory directors should advise the Chairman of the Supervisory Board to allow an assessment to be made of, among other things, the potential impact of such service on the supervisory director's time and availability, potential conflict of interest issues and the supervisory director's status as an independent supervisory director.

**D. *Change in Status***

***To avoid any potential conflict of interest, supervisory directors will not accept a seat on any additional public company board without first reviewing the matter with the Chairman of the Supervisory Board or the full Supervisory Board. In addition, a non-employee supervisory director will tender his or her resignation for consideration by***

*the Supervisory Board in the event of retirement or other substantial change in the nature of the supervisory director's employment or other significant responsibilities.*

***E. Retirement Age***

A retirement age of 75 is generally considered appropriate for the Company's supervisory directors, but the Supervisory Board may decide to defer retirement on an annual basis in appropriate circumstances after a supervisory director reaches age 75.

***F. Supervisory Director Resignation***

The Supervisory Board requires that a supervisory director tender his or her resignation if he or she fails to receive the required number of votes for re-election. If an incumbent supervisory director fails to receive the required vote for re-election, the Supervisory Board will act on an expedited basis to determine whether to accept the supervisory director's resignation and will submit its recommendation for prompt consideration by the Supervisory Board. The Supervisory Board expects the supervisory director whose resignation is under consideration to abstain from participating in any decision regarding his or her resignation. The Supervisory Board may consider any factors they deem relevant in deciding whether to accept a supervisory director's resignation.

The Supervisory Board shall nominate for election or re-election as a supervisory director only those candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as supervisory director, irrevocable resignations that will be effective upon (1) the supervisory director's failure to receive the required vote at the next annual meeting at which they face re-election and (2) Supervisory Board acceptance of such resignation. In addition, the Supervisory Board should fill supervisory director vacancies and new supervisory directorships only with those candidates who agree to tender, promptly following their appointment to the Supervisory Board, the same form of resignation tendered by other supervisory directors in accordance with the above practice.

***G. Chairman of the Supervisory Board***

The Supervisory Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer. The Supervisory Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Supervisory Board to make a determination regarding this issue each time it elects a new Chief Executive Officer.

***H. Meetings of the Supervisory Board***

The Chairman of the Supervisory Board will establish the agenda for each Supervisory Board meeting. At the beginning of the year, the Chairman of the Supervisory Board will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each supervisory director is free to suggest the inclusion of items on the agenda. Each supervisory director is free to raise, at any Supervisory Board meeting, subjects that are not on the agenda for that meeting.

***I. Meetings of Non-Management Supervisory Directors***

The non-management supervisory directors will have regularly scheduled meetings in executive session. In the event that the non-management supervisory directors include supervisory directors who are not independent under the listing requirements of the New York Stock Exchange, then at least once a year, there should be an executive session including only independent supervisory directors. The supervisory director who presides at these meetings (the “***Lead Supervisory Director***”) will be chosen by the Supervisory Board. The Lead Supervisory Director is responsible for preparing an agenda for the meetings of the independent supervisory directors in executive session. Either the name of the Lead Supervisory Director (if one Lead Supervisory Director is chosen to preside at all the meetings) or the procedure by which a Lead Supervisory Director is selected (if the same person is not the Lead Supervisory Director at every meeting) will be disclosed in the Company’s proxy statement for its annual meeting of stockholders or, if the Company does not file an annual proxy statement, in its Annual Report on Form 10-K.

***J. Supervisory Board Interaction with External Constituencies***

The Supervisory Board believes that management speaks for the Company. As such, individual supervisory directors will not meet or otherwise directly communicate with stockholders, research analysts, vendors, the press or other external constituencies on behalf of the Company unless the communication is (1) requested by the Chairman of the Supervisory Board, the Chief Executive Officer or the full Supervisory Board or (2) required to discharge his or her duties as set forth in committee charters.

***K. Supervisory Director Compensation***

The Supervisory Board will conduct a periodic review of supervisory director compensation. The Supervisory Board will consider that a supervisory director’s independence may be jeopardized if (1) supervisory director compensation and perquisites exceed customary levels, (2) the Company makes substantial charitable contributions to organizations with which a supervisory director is affiliated or (3) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a supervisory director or an organization with which the supervisory director is affiliated.

***L. Annual Performance Evaluation of the Supervisory Board***

In compliance with the listing standards of the New York Stock Exchange, the Supervisory Board is required to conduct an annual self-evaluation to determine whether it is functioning effectively. The self-evaluation process is overseen by the Supervisory Board. As part of this process, the Lead Supervisory Director will receive comments in response to a distributed questionnaire from all supervisory directors and will determine whether the Supervisory Board should discuss the findings.

***M. Supervisory Director Orientation and Continuing Education***

The Chief Legal Officer, together with outside legal counsel and consultants, is responsible for developing and evaluating an orientation and continuing education program for supervisory directors, and for making appropriate recommendations for final Supervisory Board action regarding this program.

***N. Supervisory Board Member Attendance at the Annual Meetings of Stockholders***

Supervisory directors are encouraged to attend the Company's annual meeting of stockholders.

***O. Stockholder Communications with Supervisory Directors***

The Supervisory Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and any other interested parties may send communications to the Supervisory Board, any committee of the Supervisory Board, the Chairman of the Supervisory Board or any other supervisory director in particular to:

**Frank's International N.V.  
Attention: Chief Legal Officer  
10260 Westheimer Rd., Suite 700  
Houston, Texas 77042**

Stockholders and any other interested parties should mark the envelope containing each communication as "Stockholder Communication with Supervisory Directors" and clearly identify the intended recipient(s) of the communication. The Company's Chief Legal Officer will review each communication received from stockholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Supervisory Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Supervisory Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Supervisory Board to a committee or to an executive officer of the Company, then the Company's Chief Legal Officer may forward the communication to the executive officer or chairman of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Supervisory Board or an executive officer does not imply or create any fiduciary duty of the Supervisory Board members or executive officer to the person submitting the communications.

**II. Committees of the Supervisory Board**

***A. Committees***

The Supervisory Board will have at all times an Audit Committee. However, the Supervisory Board may, from time to time, establish and maintain additional committees

as necessary or appropriate. Committee members will be appointed by the Supervisory Board with consideration given to the desires of individual supervisory directors.

All of the members of the Audit Committee must satisfy the independence and experience requirements detailed in their respective committee charters. The Supervisory Board will determine whether or not each supervisory director is independent, disinterested, and a non-employee or outside supervisory director under the standards applicable to the committees on which such supervisory director is serving or may serve and then determine which supervisory directors qualify as independent, disinterested, non-employee or outside supervisory directors under applicable standards.

#### ***B. Committee Charters***

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Supervisory Board. The charters will also provide that each committee will evaluate its performance.

#### ***C. Committee Meetings***

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year, the Chairman of each committee should establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). Committee members are free to suggest the inclusion of items on the agenda. Committee members are free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

#### ***D. Annual Performance Evaluation of the Committees***

The Supervisory Board's committees may, as required, conduct an annual self-evaluation to determine whether the committees are functioning effectively. The self-evaluation process is overseen by the Supervisory Board. As part of this process, the Chairman of each committee will receive comments in response to a distributed questionnaire from all of the committee members and will determine whether the applicable committee or the Supervisory Board should discuss the findings.

### **III. Supervisory Director Access to Advisors and Management**

The Supervisory Board and each committee has the power to hire legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Supervisory directors have full and free access to officers and employees of the Company. Any meetings or contacts that a supervisory director wishes to initiate may be

arranged through the Chief Executive Officer or directly by the supervisory director. The supervisory directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Supervisory Board welcomes regular attendance at each Supervisory Board meeting of executive officers of the Company.

#### **IV. Management Evaluation and Succession Planning**

The Chief Legal Officer, outside legal counsel or a consultant will lead the Supervisory Board in the annual performance review of the Company's management, including its Chief Executive Officer.

The Supervisory Board will meet periodically on succession planning. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

#### **V. Review of Governance Policies**

The Supervisory Board periodically will review and reassess the adequacy of these Guidelines. In addition, the Supervisory Board will consider any other corporate governance issues that arise from time to time. Such review will include management's monitoring of the Company's compliance programs and Corporate Code of Business Conduct and Ethics, including a report of violations and waivers of the Corporate Code of Business Conduct and Ethics.

#### **VI. Confidential Information**

Supervisory directors have a duty of confidentiality and have acknowledged that this obligation of confidentiality is not limited to material non-public company information of the sort customarily dealt with under "insider trading" laws, but also explicitly includes material information received at Supervisory Board meetings. Supervisory directors and management have agreed to not share confidential information with others outside of the boardroom, unless explicitly authorized by the Chairman.

#### **VII. Posting Requirement**

The Company should post these Guidelines, the charters of each Supervisory Board committee and the Company's Corporate Code of Business Conduct and Ethics on the Company's website as required by applicable rules and regulations. In addition, the Company should disclose in its proxy statement for its annual meeting of stockholders or, if the Company does not file a proxy statement, in its Annual Report on Form 10-K, that a copy of each document is available on the Company's website and provide the website address.