

**CODE OF CONDUCT
OF
FLOTEK INDUSTRIES, INC.**

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Introduction

A. Purpose

At Flotek, our mission is to reduce the impact of energy on people, water, air and land. Our success depends on conducting our business in a way that complies with the highest ethical standards. This Code of Business Conduct and Ethics (our “Code”) directs all of us in meeting those standards. Our Code guides our interactions in all our operations and our interactions with fellow employees, customers, shareholders, competitors, governments and other stakeholders so that we act ethically and in Flotek’s best interest.

You will find many resources throughout our Code to help you make good decisions when conducting our business. Our Code provides an overview of key values and goals and should be read in conjunction with our more detailed policies. These policies, while not a part of the Code, support and provide important details regarding specific application of various parts of our Code. This Code is not a contract of employment and is not intended to create any express or implied obligations, promises or guarantee any fixed terms of employment. From time to time, we may amend this Code to adapt to new or changed laws, regulations and standards, and we reserve the right to do so.

B. Applicability

Each of us plays a crucial role in our Company’s culture and business practices. This includes both full time and part time employees, officers of Flotek, Flotek Chemistry, JP3, Material Translogistics and all other subsidiaries, along with our Board of Directors across the globe. When we refer to Flotek in this Code, we are referring to all of us, regardless of our location, position, business unit or operating company.

In addition, we seek out business partners — customers, distributors, suppliers, consultants, agents and other third-party providers — who share our values and our approach to ethics. We do not do business with third parties who violate our high ethical standards.

C. Accountability

1. *General Responsibilities*

Our Code applies to all of us. When acting on behalf of Flotek, we must:

- Act with honesty and integrity.
- Have a basic understanding of our Code and policies that relate to our job.
- Seek guidance with any questions about the Code or policies.
- Promptly raise any concern about possible violations of our Code policies, whether by employees, officers or third parties. We should not cover up mistakes or violations but instead correct and remedy issues. In some circumstances, a waiver may be warranted, but raising a concern enables the right people to make the right decisions.

- Cooperate in any ethics-related investigation. This includes ensuring there are no false or misleading statements made and not engaging in otherwise misleading conduct with respect to such investigations. This also includes retaining and preserving all records (documents, emails, electronic data, voicemails, etc.) in your control that may pertain to the investigation.
- Understand the many options available for raising policy concerns. See the “Ask Questions and Voice Concerns — How to Seek Guidance and Report Concerns” section of the Code for detailed information about the resources available to you.

2. *Management Responsibilities*

The obligations of managers – that is, persons who supervise one or more people or are otherwise in a position of authority - go beyond those required of others. Flotek expects managers to:

- Exemplify ethical conduct in business transactions, communicating that business results are never more important than doing the right thing, and encouraging employees to raise their questions and concerns.
- Prevent compliance problems by ensuring that Flotek’s employees follow policies and procedures and understand the requirements of our Code, policies and applicable law.
- Detect compliance problems by implementing appropriate control measures in business processes. Managers ensure that reviews are conducted to assess the effectiveness of compliance measures and to identify ways of improving them.
- Respond to compliance problems by taking prompt corrective action in consultation with the law department and/or the CEO, including assisting with reporting and disclosure requirements.

Maintain a Fair and Safe Workplace

A. Ethical Employment Practices

Our policy is to provide reasonable accommodations to qualified individuals in all aspects of the employment process in accordance with applicable U.S. federal, state, local and other governing laws. An employee who believes he or she needs reasonable accommodation for a disability or religious belief or practice, should contact the human resources department.

We also abide by all U.S. federal, state, local and other governing wage and hour laws where we do business, including minimum wage requirements, meal and rest periods, overtime pay, record-keeping requirements and final pay upon separation. We do not tolerate the employment of children or forced labor in any way, and we refuse to do business with any suppliers or other third parties who do. If any employee becomes aware of any violations of wage and hour laws, policies, you must report it immediately.

We comply with U.S. federal, state, local and other governing employment laws and strictly prohibit discrimination, retaliation and harassment with respect to any employee or applicant in matters of hiring,

promotion, transfer, disciplinary action, assignments, termination, compensation, fringe benefits, or other terms and conditions of employment. While employees and applicants for employment must be qualified and able to perform essential functions of the job, each person will be accorded equal opportunity to the full extent provided by U.S. federal, state, local and other governing law and without regard to race, color, religion, disability, national origin, gender, sexual orientation, marital status, age or other characteristics or status. We are committed to ensuring that decisions involving our employment are based on merit.

Flotek does not tolerate harassment or any behavior that creates an intimidating, offensive or demeaning environment or shows hostility or aversion towards an individual related to a person's protected characteristics or protected status under relevant U.S. federal, state, local and other governing laws—whether by or towards an employee, a temporary employee, external vendor, supplier or contractor. No form of discriminatory harassment will be tolerated.

Flotek further prohibits unwelcome physical or verbal conduct which is of a sexual nature, or directed at an individual because of the individual's sex when: (i) such conduct is explicitly or implicitly a term or condition of the individual's employment; (ii) submission to or rejection of such conduct is used as the basis for employment decisions affecting the person who submits to or rejects such conduct; or (iii) the conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creates an intimidating, hostile, or offensive work environment, even if the reporting individual is not the intended target of the harassment.

To keep harassment out of our workplace, we must keep our comments and actions appropriate and respectful. This applies to all work-related settings and activities, whether inside or outside the workplace, during or outside regular work hours including business trips and business-related social events, as well as the use of Flotek's technology (such as email).

We want to allow each of us the opportunity to succeed and develop our full potential, regardless of race, color, religion, sex, national origin, age, disability or other characteristics. By allowing all of equal opportunity regardless of background, we build a strong culture of merit and respect. We should view our diversity as a tremendous asset and recognize the value of our different backgrounds. Flotek is an equal opportunity employer and is committed to maintaining a work environment that is professional and free from discrimination, retaliation, and harassment.

If you feel that you have experienced or observed any mistreatment of workers in any of our facilities, any discriminatory, retaliatory or harassing behavior or any unethical employment practices, you should report the incident immediately following the steps set out in the "Ask Questions and Voice Concerns — How to Seek Guidance and Report Concerns" section of the Code.

Safety

We each have a responsibility to our Company and to each other to promote a safe, secure workplace for all employees. In addition to our standards set out in our Code for promoting safety, you must comply with your local safety policies and procedures which may vary depending on job requirements and local

regulations. It is your responsibility to know and follow the safety policies, procedures and local laws that apply to your job. We must ensure work areas are secured and free from hazards and workplace violence. We must not use, possess or be under the influence of alcohol, illegal drugs or any substance that could interfere with safely performing our work. Zero incidents occurring is our target, which is why we begin every meeting of three or more people with a safety moment.

If you are aware of any violations of safety policies, potential hazards or potentially unsafe products, you should report them immediately following the steps set out in the “Ask Questions and Voice Concerns — How to Seek Guidance and Report Concerns” section of the Code.

B. Political and Charitable Contributions

Flotek encourages each of us to give our personal time and funds to support the charitable causes of our choice and make political donations to candidates we each feel will best serve our country. However, employees should be sensitive to the possibility that participating in outside activities could create a conflict of interest, as discussed further below in the “Conflicts of Interests” section. Note that a conflict of interest may exist if these outside activities (even if the outside activity itself may not be a conflict of interest) are so demanding on an individual’s time that they interfere with job performance.

We also should not use resources or the Flotek name when making contributions to or involving ourselves in such activities without first obtaining permission from the CEO and the general counsel. If you ever feel pressured or coerced to do so, report the incident to any of the resources listed in the “Ask Questions and Voice Concerns — How to Seek Guidance and Report Concerns” section of the Code.

When employees speak out on a public issue, they should be certain to make their opinions known as individuals and avoid any communications or actions that may be perceived as or that actually are communications or actions of Flotek. This is especially true for managers and senior leaders of the Company.

Protect Flotek’s Assets, Information and Reputation

We must ensure the proper and efficient use of Company property and protect it from theft, damage, loss and misuse. “Company property” includes our physical and intangible assets such as facilities, equipment, vehicles, software, computers, funds and supplies, as well as our network and computer systems, our power and energy sources, our ideas and innovations, and our confidential information and data. If you believe that anyone is placing the performance or security of Company property at risk, such as through theft, carelessness, waste or violation of the Company’s information security policies, you should immediately advise your supervisor or any of the resources listed in the “Ask Questions and Voice Concerns —How to Seek Guidance and Report Concerns” section of the Code.

A. Technological Equipment

We must use our Company’s technological equipment for business purposes and to serve our Company’s best interests. “Technological equipment” includes computer equipment, smart phones, software, operating systems and network accounts for email and storage media. Flotek owns or has been licensed to use the technology we use in our businesses including hardware, software and computer systems. This

technology and the information stored on them are critical to our success. Everyone who uses a computer or other technological equipment at Flotek is responsible for the protection of these valuable technology resources.

We must take proper security precautions when using our Company's network and information technology systems. Be sure to secure your PCs, laptops, tablets and workstations properly when unattended.

B. Intellectual Property

Patents, copyrights and trademarks are legal terms that define when an invention, product, written work or name is owned by an individual or company and use of these by others is prohibited without express permission. Ownership rights in patents, copyrights and trademarks are granted on a country-by-country basis.

We may sometimes develop ideas, processes and technology on our Company's behalf or in the scope of our work for our Company that will be protected by patents, copyrights, trademarks or trade secret laws. This "intellectual property" usually belongs to our Company or our Company's customers, depending on the situation. As required by the terms of our employment, each of us agrees to assign the rights to any such intellectual property to the Company or our customers, as appropriate.

Patents, copyrights and trademarks belonging to others may not be used without express permission from the owner. This includes all digital assets (photo, video and multimedia) and references to customer projects.

Never copy or use proprietary data, product drawings, chemical formulations, user manuals, names or software created by someone else without first obtaining the required authorization from the author or owner. Never plagiarize or make inappropriate use of articles or materials published by others. In addition, never download, open or use computer software for which there are no software licensing agreements, which could violate copyright laws, or that does not have a business purpose.

C. Confidential Information

Flotek's proprietary and confidential information is an important asset. "Proprietary and confidential information" generally includes nonpublic information of that, if revealed, might benefit our competitors and/or harm the Company or its customers. This includes all information, in any format, that we have a legitimate business interest in protecting, including (without limitation) all technical, design or process data, improvements, chemical formulation, new products, products in development, inventions, models, manuals, know-how, financial data, pricing and cost information, business strategy, development or acquisition plans, marketing plans, project practices, customer and supplier lists and other information.

You must stay vigilant in protecting Flotek's proprietary and confidential information. You may provide this information only to coworkers or outside third parties who have a legitimate business need to know or where such disclosure is legally required. In all cases, however, be sure to follow the safeguards put in place to protect this information from unintended or deliberate misuse. Never discuss this information in a public or other place where outside parties can overhear you.

To the extent mandated by law, nothing in this Code or any other policy shall limit or interfere with the right of an employee to provide truthful information or documents to: (i) file a charge with or report possible violations of law or regulations; (ii) participate in investigations or proceedings conducted by the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Financial Industry Regulatory Authority, the U.S. Securities and Exchange Commission, any other self-regulatory organization or any other U.S. federal, state or local governmental agency or commission or other applicable governmental agency or commission. Employees shall also not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret made: (i) in confidence to a U.S. federal, state or local government official, or other applicable government official, or to an attorney, solely for the purpose of reporting or investigating a suspected violation of law; (ii) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal; or (iii) in court proceedings if an employee files a lawsuit for retaliation by an employer for reporting a suspected violation of law, or to the employee's attorney in such lawsuit, provided the employee must file any document containing the trade secret under seal, and the employee may not disclose the trade secret except pursuant to court order.

We must protect one another's personal information such as home addresses, compensation, health information, government identification numbers and payroll data. It is critical that we follow all applicable privacy, information security and data protection laws that govern the handling of this private and sensitive information.

Our customers, suppliers and other business partners often entrust us with confidential data and information. This information includes business methods, information about acquisitions and divestitures, pricing and marketing data, strategy, computer code, screens, forms, experimental research and information about our current, former and prospective customers, suppliers and other business partners. We should never access or share confidential information about a fellow employee or any customer, supplier or other third party without a legitimate business reason and the proper approval to do so.

The confidentiality obligations set forth in this section extend beyond the scope and term of our employment or other service with Flotek and continue even after our employment or other service ends.

D. Electronic Communications

We are provided with resources such as computers, phones and other physical assets owned by the Company to enable us to conduct Company business. While allows for limited personal use of these assets, such personal use should not detract from the performance of our duties or violate any Company policy or applicable law. We may not use these resources to improperly disclose or misuse the Company's proprietary and confidential information, conduct illegal activities, access or download obscene or sexually explicit material, or communicate discriminatory, harassing or threatening messages. You have no expectation of personal privacy in connection with the use of these Company resources. The Company reserves all rights, to the fullest extent permitted by applicable law, to monitor and review any messages, internet browsing history and other information sent, received or viewed using Company resources.

You must be careful to protect Flotek's reputation and business information. For example, follow these guidelines:

- Take care when drafting emails, instant messages and text messages and when using social media platforms — remember that others can forward electronic messages and other content without your knowledge or consent, and you should assume all content will be read by others beyond the intended recipient.
- Remember that electronic documents and information can be retrieved even after you have “deleted” them from your computer’s memory.
- Ensure that your communications do not violate the law (for example, libel, defamation, harassment or copyright laws) or Company policies (for example, unauthorized disclosure of proprietary and confidential information), including Flotek’s insider trading policy.
- When reviewing incoming emails, be careful of email phishing scams and potential malware.

E. Data Privacy

We protect personal data through organizational and technical measures including IT security tools, restrictions on access to the data and physical security measures to help prevent unauthorized or unlawful access, disclosure, loss, destruction or damage. We access and use personal data only for legitimate business purposes and maintain appropriate access controls and use limitations. Only those individuals who need the data to accomplish a business objective should have access to personal data and only for as long as they need it to accomplish the objective.

You are required to follow all applicable privacy, information security and data protection laws that govern the handling and use of personal data, which means any information that, standing alone or in connection with other data, could be used to identify the individual to whom the information relates.

Moreover, we have an obligation to protect the privacy of data that our customers and suppliers share with us. Only employees who have a business need should access or use customer or supplier information. When you need to access or use customer or supplier information as part of your job, you should do so only within the limited scope of your business need, taking great care to never jeopardize the security or sensitivity of the information we maintain. This policy applies to the limited number of vendors and other third parties to whom Flotek authorizes access to supplier or customer information.

Particularly sensitive personal data, such as health information, government identification numbers and compensation data, and may be subject to even further protections. Any collection, storage, processing, transfer or sharing of personal data must be done in a manner that protects such data from inadvertent or unauthorized access, use, disclosure, loss, destruction or damage, and any authorized disclosure must be in compliance with law.

F. Records Management

We often deal with large quantities of documents and records, both paper and electronic. It is important that you know the Company’s policy regarding how long you should retain these documents and records, and when and how you should dispose of them. All records that relate to your work are the property of the Company, including those that you may have authored or helped to prepare. If you are notified that

documents in your possession are relevant to any pending litigation or an investigation or audit, do not alter, delete or destroy the documents and follow the guidelines set forth in the notification.

G. Communications

Flotek must speak with one voice. For that reason, only a limited number of individuals within the Company are responsible for communicating on our behalf. Only designated spokespersons within the Company may make certain statements to the public. Should you need assistance with media inquiries or if you are contacted by a member of the media, please contact a member of the executive team. Keep in mind that you should never attempt to speak on Flotek's behalf when not authorized to do so and should not feel pressured to provide answers to outside inquiries.

We are committed to complying with applicable regulations regarding the selective disclosure of material nonpublic information. The Company has authorized only a small group of individuals to communicate information about the Company to the investment community. If you receive a request for information from analysts, investors or potential investors, forward the request to a member of Flotek's executive team.

Always exercise careful judgment when posting comments on social media, particularly those about our business, customers or business partners. Remember that your communications over social media can have significant public implications for the Company. If you plan to use social media for business-related purposes, you must first obtain authorization from your supervisor.

Act in Flotek's Best Interests

A. Conflicts of Interest

All employees of Flotek have a duty of loyalty to Flotek. We must avoid actual or apparent "conflicts of interest". A conflict of interest occurs when our personal interests interfere, or appear to interfere, with the interests of Flotek. This might give or appear to give an individual a financial or other incentive to act in a manner that is contrary to the best interests of Flotek. Conflicts of interest can make it difficult for us to perform our jobs objectively and effectively.

Conflicts of interest can arise not only when personal interests interfere with Flotek's interests, but also when the interests of a government or government official or an individual misalign. "Government official" means an employee of a government, including any officer or employee of a government unit, national oil company or other government-owned/controlled entity, or any close family member. Government officials also include candidates for political office, political party officials and members of royal families.

We expect you to comply with all laws and regulations covering employing or engaging the services of current or former government employees. We expect you to avoid conflicts of interests in connection with employing or engaging the services of current or former government employees. Our continued success and ability to compete in the marketplace depend on ensuring we do not hire or work with current or former government employees in a manner that creates a real or perceived conflict of interest. Some

types of conflicts are strictly prohibited, including loans or guarantees of obligations from Flotek or a third party as a result of your position within our Company.

If you are aware of an actual or apparent conflict of interest, you should immediately advise any of the resources listed in the “Ask Questions and Voice Concerns — How to Seek Guidance and Report Concerns” section of the Code. Having a conflict of interest is not necessarily a violation of our Code if the proper procedures are followed. However, failing to disclose the conflict of interest always is.

This Code requires the ethical handling of conflicts that cannot be avoided. Thus, employees should disclose, in writing, all conflicts or potential conflicts. Conflicts are required to be reviewed and approved in advance by the general counsel, or for executive officers and directors, by the Board of Directors.

Examples of conflicts of interest include:

1. Personal Relationships and Financial Interests

At times, we may be in a position to work closely with our family members or those whom we are involved in close personal relationships, which means a romantic or sexual relationship. You must avoid any real or apparent conflict involving personal relationships and/or financial interests, for example, in connection with the employment of a family member or the hiring of a third party that employs a family member or in which you or a family member has a financial interest.

For purposes of this section, a “family member” is any person related to you by blood, marriage or close affinity. This may include your spouse, partner, parents, children, siblings, in-laws and anyone else who resides in your home or with whom you have or develop a romantic relationship.

Indirect holdings of stock via mutual funds are generally not considered a “financial interest” for purposes of this Code.

2. Outside Employment

At times, we may wish to seek employment in addition to the work we do for Flotek. We may not perform work for a governmental or regulatory entity, competitor, customer or supplier. We also may not use Flotek’s premises, assets, information or influence for personal gain, or accept special favors from any person or organization with which Flotek has a current or foreseeable business relationship. Further, we may not accept outside employment if it diminishes our ability to devote the necessary time and attention to our duties. In other words, we may only accept an outside position if it does not create a conflict of interest or interfere with our work for our Company.

B. Corporate Opportunities

While conducting Flotek company business, we may come across opportunities that we ourselves would like to pursue. We may not take for ourselves any business opportunities that we discover through our position with our Company, unless Flotek determines that it will not pursue the opportunity. Just as we may not personally benefit from such opportunities, we cannot assist anyone else in doing so. Remember, we owe a duty of loyalty to our Company.

C. Cooperation with Audits and Investigations

Our policy requires us to cooperate with any internal or external auditors, as well as government investigators or regulators that request information in connection with any audit or investigation of our Company. We may not attempt to improperly influence any auditor, regulator or investigator reviewing our Company's records, nor may we encourage anyone else to do so. If a government investigator asks you to take part in inspections or interviews, or requests documents or information, you should immediately notify the general counsel, and follow this Code and Company policy.

D. Investments

If you or a family member owns more than one percent (1%) of the outstanding stock of any Flotek competitor, supplier or customer, you must disclose that ownership to the Company. Even a minority ownership in a competitor, supplier or customer can be a conflict of interest. The business or financial interests of family members are considered your financial interests as well.

Comply with Laws, Rules and Regulations

Because of our global presence, it is important to recognize that laws, regulations, business practices and customs can vary greatly from one country to the next.

If a situation arises where our Code, Company policies or the laws of any country are in conflict, you should seek guidance from your supervisor or any of the resources listed in the "Ask Questions and Voice Concerns — How to Seek Guidance and Report Concerns" section of our Code before taking action.

A. Financial Integrity

We must maintain accurate business and financial records. This enables the Company to effectively manage its activities and to ensure that its financial and other disclosures to the public and to governments around the world are complete, accurate and timely. While it may not always be apparent that the information we generate has an impact on the Company's financial records, we each play a role in ensuring this important goal is fulfilled. For example, personnel, time, expense and safety records must be honest, accurate and complete. We must follow our Company's system of internal controls and all applicable accounting requirements when recording this data.

Our commitment to following the Company's mission and purpose as well as our Code requires that we engage only in legitimate and authorized business transactions. To do so, we may not engage in any of the following activities:

- Making false representations, whether orally or in writing
- Hiding Company funds
- Mischaracterizing Company transactions
- Creating undisclosed or unrecorded bank accounts

- Knowingly allowing similar illegal activities to occur

1. *Accurate Business Records*

The Company's books, records, accounts and financial statements must accurately and fairly reflect the assets, liabilities, revenues and expenses of the Company and conform to applicable legal requirements and accounting standards. Employees may not make any false statements, misleading or artificial entries or material omissions or misrepresentations in any of the Company's books, financial records or other documents or communications. All financial transactions must be accurately documented in reasonable detail and recorded in the Company's accounting records.

2. *Accounting Controls*

The Company has policies, procedures and practices in place to ensure that adequate internal controls exist over financial reporting, assets are properly safeguarded, transactions are properly authorized, transactions are properly recorded and reported, and financial reporting is accurate and complete. We must all comply with these policies and procedures.

3. *Financial Disclosures*

Disclosures made in the Company's public communications and communications with investors must be complete, fair, accurate, timely and understandable. All employees who are involved in the Company's disclosure process, including all senior financial personnel and all employees with supervisory responsibilities with respect to the Company's public disclosure documents, are expected to act in furtherance of this requirement. In particular, these individuals are required to be familiar with and to comply with all applicable disclosure requirements and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, whether inside or outside the Company.

4. *Anti-Money Laundering*

Flotek prohibits "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 these funds look legitimate.

We need to be on the lookout for irregularities in the way payments are made. If you see any of the following, you should report the matter immediately:

- Payments made in currencies other than those specified in the invoice
- Attempts to make payments in cash or a cash equivalent
- Payments made by or to 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

- Requests to make an overpayment

5. *Candor with Management and Auditors*

If you notice any accounting or auditing irregularities, or incidents of fraud by individuals responsible for our Company's accounting or financial reporting, you should immediately report your concern as provided in the "Ask Questions and Voice Concerns — How to Seek Guidance and Report Concerns" section of the Code. Furthermore, employees should give complete and accurate information in response to any inquiry from the Company's management, internal auditors or independent auditor. Concealment of information in any manner will not be tolerated.

B. Inside Information

Some of us are likely to be exposed to inside information about our Company, customers or business partners through our work with Flotek. "Inside information" is material information that is not available to the public. Material information is any information that a reasonable investor would likely consider important in deciding whether to buy, sell or hold securities of a company (for example, stocks, bonds or options). Information is considered nonpublic if it has not been adequately disclosed to the public. Information is considered adequately disclosed when it is made generally available to investors, for example, through a press release, a webcast available to the public or a filing with the U.S. Securities and Exchange Commission, and investors have had a reasonable period to react to the information. You cannot buy or sell the securities of the Company or of any other company with which we do business if you possess inside information. You also cannot give inside information to others who might use it to buy or sell securities.

Examples of inside information include:

- Financial information or data such as earnings or forecasts
- Winning or losing a significant new award, an existing contract, or business
- Financial plans
- Changes in senior management or Board of Directors
- The existence of, or significant or expected developments in, litigation or government investigations
- Impending bankruptcy or receivership
- Significant environmental issues
- Significant curtailment or expansion of operations
- Mergers, acquisitions or divestitures
- Significant cybersecurity incidents or breaches

- Changes in our outside auditor or notification from our auditors regarding the reliability of our financial statements
- Information about stock repurchase or dividends

Remember that even information about events or actions that are not certain to happen, such as the possible new award of a contract or signing of an acquisition agreement, can be considered inside information.

If you have questions about these rules, please contact the general counsel before purchasing or selling securities. You can also find additional information in Flotek's Insider Trading Policy.

C. Fair Dealing and Competition

1. *Fair Dealing*

We succeed by competing fairly. We deal truthfully with our customers and business partners, without manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. We do not make false or misleading statements about our competitors or their products or services.

2. *Gathering Competitive Information*

We must act ethically when gathering competitive information. In general, it is appropriate to gather intelligence about other companies from public sources such as their websites, published articles, price bulletins, advertisements, brochures, public presentations, public annual reports or published sales materials. We also use information gained from conversations with customers, as long as it is not confidential, and we can obtain and use information from reputable advisors and consultants with appropriate assurances that it was properly obtained.

However, even the appearance of improper information gathering could be problematic. Therefore, you must never use, or ask a third party to use, unlawful or unethical means — such as misrepresentation, deception, theft, spying or bribery — to obtain competitive information. If you receive any such information you believe was collected in such a manner, you should consult the general counsel.

At times, new employees will possess business information about our customers, suppliers or competitors due to their work with a prior employer. Such information may include:

- Specific technical, design, chemical formulation, or process data
- Trade secrets or confidential information
- Software licensed to the former employer
- Anything marked or intended to be confidential or proprietary and that is not publicly available

Always respect the confidentiality of this information and never ask a new employee to reveal confidential or proprietary information about his or her former employer, or otherwise violate a confidentiality agreement with his or her former employer. If the new employee offers to reveal such information, you must refuse the offer.

Proactive steps should be taken to ensure new employees understand this policy, do not bring such information to our Company upon employment and are recused from discussions, information-sharing and decision-making as appropriate.

3. Antitrust and Competition Laws

We are subject to various antitrust and competition laws – also known as anti-monopoly, fair trade or cartel laws – in the countries where we do business. These laws are designed to promote fair competition in the marketplace for the benefit of customers.

Robust competition can benefit consumers by enabling them to buy goods and services at lower prices or by making available higher quality goods and services, in part through competition in research and development.

In general, competition laws prohibit activities between competitors that restrict competition. For example, they prohibit agreements between competitors that affect prices, costs, terms or conditions of sale, the markets in which they will compete, or customers or suppliers with whom they will do business. Many countries have competition laws, and the specific regulations may vary from country to country. For example, some countries' competition laws may regulate activities such as distribution agreements, rebates, discounts, or territorial restrictions on resellers.

During your work, you may be required to attend trade association or industry conferences. In these situations, you must exercise particular caution and must not discuss anti-competitive topics with a competitor. If a competitor attempts to bring up a prohibited topic, you should stop the conversation immediately. You should then call the general counsel to report the situation and seek further advice.

D. Global Trade Compliance

Our Company's activity around the world requires we exercise appropriate due diligence as to the third parties with which we do business, and that we comply with all international laws regulating trade, as well as local import and export laws and regulations. The consequences for violating trade control laws and regulations are severe — both for our Company and for the individuals involved. Therefore, if you have any questions about exports, re-exports or imports, please contact the general counsel.

The United States and other countries where we do business use embargoes and sanctions to further foreign policy and national security objectives. These embargoes and sanctions prohibit or severely restrict our direct or indirect dealings with certain countries. They may also restrict our dealings with individuals or with companies controlled by the government. In addition, all transactions must be screened to ensure that they do not involve any prohibited parties, destinations or end-uses.

Our Company complies with U.S. laws that prohibit cooperating in economic boycotts of certain other countries. In addition, we are required to report to the U.S. government the receipt of any requests to support such boycotts or to provide information to verify compliance with such boycotts. Therefore, if you believe you have received a boycott request or have any questions about boycott activities, you must notify the general counsel or the CEO immediately.

E. Anti-Bribery and Anti-Corruption

Offering or paying bribes or other improper payments or things of value to win business or obtain an unfair advantage is unacceptable no matter where we are doing business, even if business is lost or difficulties are encountered as a result (for example, delays in obtaining permits or licenses). Offering, paying, accepting or soliciting bribes and other corrupt payments may violate multiple anti-corruption laws and expose individuals and the Company to civil and criminal liability and severe penalties. Violations could also result in the loss of future government contracts. Almost all countries have laws that prohibit bribery, corruption and kickbacks. Some of these laws, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, apply to activities outside the countries' borders. Our Company will not tolerate corruption, extortion or embezzlement in any form, whether offered, paid, accepted or solicited directly by our employees or indirectly through third parties.

A "bribe" is anything of value offered, promised or given directly or indirectly to improperly influence the actions of a third party in order to obtain or retain business or gain a business advantage. Bribes may include money in any form (including cash equivalents), gifts, travel or other expenses, entertainment or other hospitality, below-market loans, discounts, favors, business or employment opportunities, political or charitable contributions, or any direct or indirect benefit or consideration.

It is our duty to know and follow local and other applicable anti-corruption laws that apply in all countries where we do business.

1. *Gifts, Entertainment and Hospitality*

The offering or receiving of gifts, entertainment and hospitality can be an excellent way to foster positive business relationships. However, there are strict rules governing these practices to ensure they are never given or received as an improper incentive or bribe.

In addition, we must not create or give the appearance of a conflict of interest when engaging in these business practices. Therefore, it is important to understand and abide by our Code, Company policy and the law when offering or accepting any gifts, favors, meals, entertainment or hospitalities from customers, suppliers or other business partners or their family members.

Employees may not give gifts in connection to Flotek's business except in accordance with the Company's policies and procedures, which require that each of the following circumstances are met: (i) the gift is appropriate under legitimate and generally accepted local law or custom; (ii) the gift is permitted by the rules of the recipient's employer; (iii) the item is of nominal value; and (iv) the expenses related to the gift are supported by receipts, approved in accordance with policy, and accurately recorded in our books and records.

2. *Interacting with Governments*

All employees must understand and abide by our Code, Company policy and the law when offering gifts, entertainment and hospitalities to government officials and employees of government-owned or government-controlled entities. When working with potential or existing government customers, it is critical that we abide by the various laws, regulations and procedures that apply to government contract work. These rules are often much more strict and complex than those that govern our sales to commercial customers. If your work involves marketing or selling to, contracting with, or working on projects for a government agency, it is your responsibility to know and follow the particular rules that apply to those customers and their projects.

F. Environment

Our mission drives us to reduce the impact of energy on air, water, land and people. You are required to comply with all applicable environmental laws, regulations and standards and minimize any adverse impact on the environment. You must also endeavor to conserve natural resources and energy and reduce or eliminate waste and the use of hazardous substances. To this end, if you use or come into contact with chemicals or hazardous substances (e.g., product samples), you must refer to Safety Data Sheets (SDS) which contain typical disposal information for our products and should be adhered to at all times.

Ask Questions and Voice Concerns

A. How to Seek Guidance and Report Concerns

If you are ever unsure about the right thing to do in a business situation, you should seek guidance. You have a responsibility to alert your supervisor or any of the resources listed below if you know of or suspect misconduct. Reporting your concerns helps Flotek promptly address situations that, left unaddressed, could adversely impact employees, other stakeholders, and the Company and its reputation. Failing to properly report a known or suspected violation, suggesting that another employee not report one, or otherwise withholding relevant and material information concerning a potential violation, may itself violate our Code and may subject an employee to disciplinary action up to and including termination of employment.

Your supervisor is often the person best suited to help you. However, if you are uncomfortable discussing the matter with your supervisor or his or her response is not adequate, you also may contact:

- A Human Resources representative within your location
- Flotek's Law Department (legal@flotekind.com) or general counsel
- Flotek's CEO
- Another member of Flotek's executive team
- Flotek's hotline via telephone at (800) 398-1496 or email at reports@lighthouseservices.com

Flotek's hotline is available 24 hours a day, 7 days a week and is administered by a third party. You can report a matter anonymously through the hotline by telephone or by submitting a web-based report by following the instructions available at (800) 398-1496. The hotline reports are sent directly to Flotek's general counsel and chair of the audit committee. Please keep in mind that the more information you provide, the easier it will be for the Company to investigate and appropriately respond to your report.

B. Non-Retaliation Policy

Flotek prohibits any form of retaliation against individuals who report suspected illegal or unethical conduct in good faith or who raise concerns regarding possible misconduct in good faith. Making a report in "good faith" means that you have provided all the information you have and you believe it to be true, even if your report turns out to be unsubstantiated. Any person found to have retaliated against another individual for reporting suspected illegal or unethical conduct in good faith will be subject to disciplinary action up to and including termination of employment. Flotek also does not tolerate retaliation arising from your cooperation in a compliance investigation. If you suspect you are being retaliated against, you should contact human resources or the hotline. However, submission of reports known to be false may subject an employee to disciplinary action up to and including termination of employment.

C. Investigations

We take violations of our Code seriously and investigate all claims. We make reasonable efforts to maintain any information disclosed as confidential to the extent possible, consistent with our obligation to investigate and communicate with others on a "need to know" basis. An employee's failure to cooperate fully in an investigation constitutes a violation of this Code and will result in disciplinary action up to and including termination of employment.

D. Consequences of Code Violations

Because our Code stands as a key component of our compliance program and plays an integral role in safeguarding our ethical culture and reputation, Code violations may result in serious disciplinary action up to and including termination. In appropriate cases, Flotek may also refer misconduct to the proper authorities for prosecution. This may subject the individuals involved to civil and/or criminal penalties.

E. Waivers

If you seek a waiver of a provision of our Code, you should contact Flotek's general counsel. Waivers of our Code that are applicable to our directors or executive officers must be approved by our Board of Directors and will be disclosed as and when required by law or the listing standards of the New York Stock Exchange.