



Anti Corruption Policy





01

Introduction

Wildcat International, Wildcat Oil Tools, and their affiliates and subsidiaries (collectively "Wildcat") are expanding their operations internationally. As we expand, we will encounter a wide range of legal and business environments, some of which pose challenges to our ability to conduct business operations with integrity. We have always striven to conduct ourselves according to the highest standards of ethical conduct. This includes avoiding even the appearance of impropriety. International expansion does not alter that core value.

Indeed, this Anti-Corruption Policy reiterates our commitment to integrity. It also explains the specific requirements and prohibitions applicable to our operations under anti-corruption laws, including, but not limited to, the Foreign Corrupt Practices Act of 1977 ("FCPA"). This Policy is intended to not only reduce the risk that Wildcat faces when operating internationally, but the risk that YOU face as well because the FCPA includes possible penalties for both companies and individuals.



FCPA

Foreign Corrupt Practices
Act of 1977

The FCPA prohibits US persons, US companies, companies traded on US stock exchanges, and their subsidiaries, directors, officer, employees, and agents, from bribing non-US government officials. Bribery is both simple in concept - secretly giving someone something that they aren't entitled to in exchange for a quid pro quo - and difficult in practice to monitor because of the creative ways people have developed to hide corrupt activities. The FCPA was drafted with this in mind.

The FCPA's scope is broad. It directly impacts our everyday activities with non-US governments and government-owned or controlled entities. Even something as simple and innocuous as paying for a customer or potential customer's meal falls within the purview of the FCPA. Because of the uncertainty created by the FCPA, Wildcat prepared this Anti-Corruption Policy to help you comply with the FCPA and other applicable anti-corruption laws.

02

Prohibited Payments



Wildcat employees, agents, and representatives, are prohibited from:

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- A. Directly or Indirectly.
 - B. Promising, authorizing, offering, or giving.
 - C. Anything of value.
 - D. To a Foreign Official on behalf of Wildcat.
 - E. To secure an improper advantage, obtain or retain business, or direct business to any other person or entity.

This includes payments to third parties where we know or have reason to know, that the third party will use any part of the payment for bribes.

02

Prohibited Payments



“Anything of value” means more than simply a cash payment or kickback. In addition to cash payments, it includes:

“Foreign Official” includes:

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01. Gifts;
 02. Travel, meals, lodging, entertainment, and gift cards;
 03. Loans;
 04. Charitable or political contributions;
 05. Business, employment, or investment opportunities.

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01. Officers or employees of any non-US government, or any department, agency, or instrumentality of that foreign government;
 02. Officers or employees of a company or business owned in whole or part by a non-US government;
 03. Officers or employees of a public international organization (such as the United Nations, World Bank, or Gulf Cooperation Council);
 04. Non-US political parties or officials;
 05. Candidates for non-US political office;
 06. Anyone acting on behalf of any of the above.

If a Foreign Official attempts to solicit or extort an improper payment or anything of value from Wildcat or its employees, agents, or representatives, they must immediately inform the Foreign Official that Wildcat does not engage in such conduct and immediately report this to Wildcat’s General Counsel’s Office.

03

Commercial Bribery

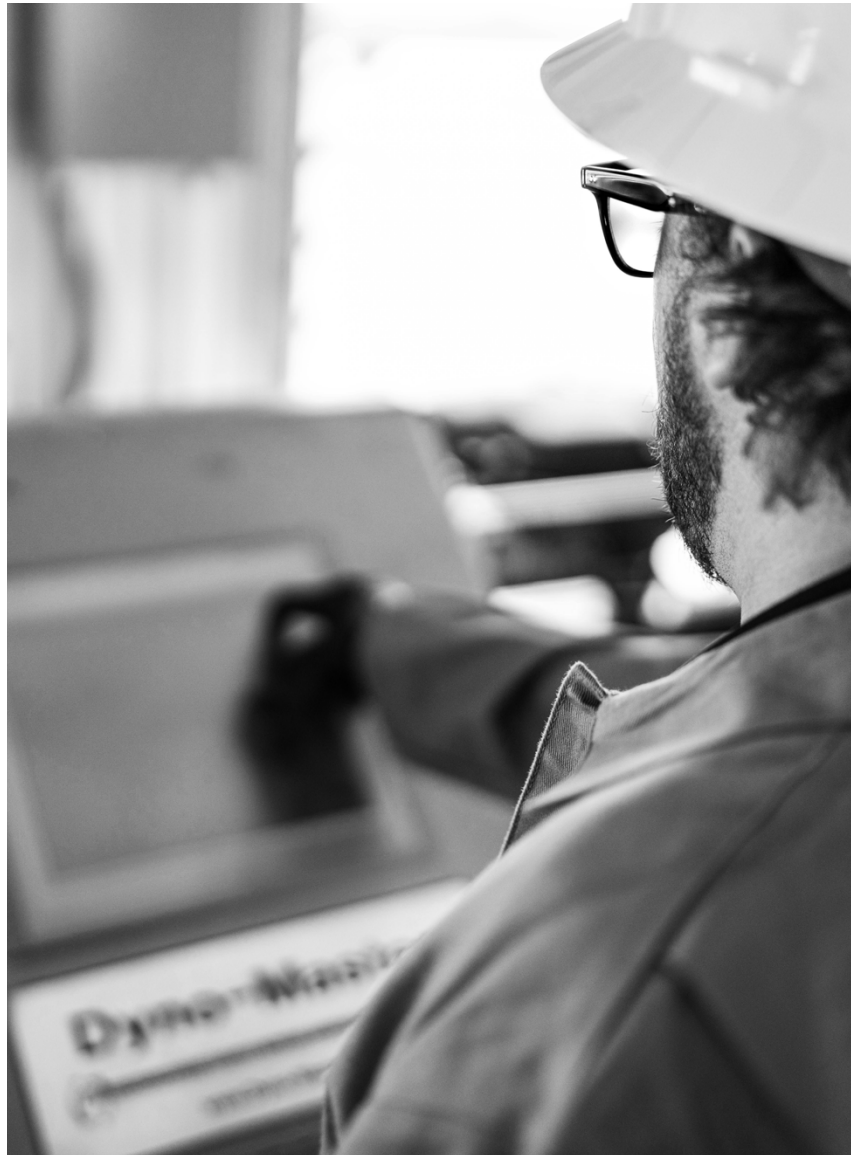


Bribery involving commercial counterparties, (non-Foreign Officials) is also prohibited. Wildcat employees, agents, and representatives shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity.

Additionally, Wildcat employees, agents, and representatives shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

04

Permitted Payments



Facilitating payments in exceptional circumstances

Facilitating payments in exceptional circumstances. A “facilitating payment” is a small payment made to a low-level Foreign Official to expedite or secure the performance of a routine governmental action to which the payer is ordinarily entitled and which is commonly performed by the Foreign Official. This is sometimes referred to as a “grease” payment. Examples include clearing customs, processing paperwork, providing police protection, and scheduling inspections. The FCPA does not prohibit facilitating payments but they carry significant risk for Wildcat and YOU. Facilitating payments, therefore, are only allowed under “exceptional circumstances.” These exist when:

- A. The health, personal safety, or security;
- B. Of a Wildcat employee, agent, or representative or a member of their family;
- C. Reasonably appears to be in imminent danger.
- D. Any facilitating payment must be reported as soon as practical to Wildcat’s General Counsel’s Office.

04

Permitted Payments

Charitable donations

Wildcat supports many charitable organizations and causes in the United States and will continue doing so internationally. However, because of the FCPA risk, any contribution to an entity or organization outside the US must be pre-cleared by the General Counsel's Office. No charitable contribution made be made or promised on behalf of a Foreign Official or commercial counterparty when the donation is requested by, or is made or promised on behalf of, a Foreign Official or commercial counterparty with the expectation of a quid pro quo.

Gifts

Modest gifts to Foreign Officials and commercial counterparties are acceptable. Any gift must:

- a. comply with local laws and business policies that apply to the Foreign Official or commercial counterparty;
- b. not be extravagant or lavish;
- c. not be part of a pattern of gifts to the same individual;
- d. be customary under the circumstances;
- e. be given in a manner that avoids any appearance of impropriety - preferably in a public setting; and
- f. be fully documented internally.

Preferably any gift should include Wildcat's logo and should serve a commercial purpose rather than a personal purpose. For example, marketing materials with Wildcat's logo that are distributed by us to our US customers are generally acceptable.

Gifts with a nominal value (US \$250 or less) do not require pre-approval but must be reported. Multiple gifts to one individual are aggregated for determining whether pre-clearance is required. All other gifts must be pre-cleared and reported.

04

Permitted Payments

Entertainment Expenses (Including Meals)

Preclearance for entertainment is not required when:

Entertainment Expenses (Including Meals). Wildcat may incur reasonable entertainment expenses for Foreign Officials. These expenses must be:

- a. in accordance with local laws;
- b. reasonable and provided in connection with a bona fide and legitimate business purpose in a setting conducive to the discussion of business;
- c. transparent and not carry business obligations or present potential embarrassment; and
- d. properly recorded and approved.

a. The entertainment or meal occurs in connection with substantive business meetings that are attended by appropriate Wildcat representatives;

b. The entertainment is reasonable;

c. The expenses incurred are legitimate and commensurate with generally accepted local customs for private business persons;

d. The entertainment is permitted under the laws of the Foreign Official's country; and

e. The expenses are properly recorded and approved in accordance with Wildcat's expense account procedures.

What is a reasonable cost for a meal will vary by locale, but \$50 for breakfast, \$200 for lunch or dinner, and \$50 for drinks without a meal will be presumed reasonable.

All entertainment expenses for Foreign Officials must be reported - even if pre-clearance was not required. This report is in addition to any paperwork that you submit for reimbursement.

04

Permitted Payment

Travel & Related Expenses.

If requested, and with pre-approval of the General Counsel's Office, Wildcat can pay travel and related expenses, such as lodging, meals, and entertainment, for a Foreign Official or commercial counterparty to meet with Wildcat representatives or to visit Wildcat facilities. All expenditures must be:

- a. in accordance with local laws;**
- b. for a bona fide and legitimate business purpose and of a reasonable amount; and**
- c. fairly and accurately reported and documented in Wildcat's books and records.**

The following additional guidelines apply to travel expenditures:

- a. Wildcat's travel policies must be observed - if a Wildcat employee taking the same trip can fly business class, Wildcat can purchase a business class ticket for the Foreign Official or commercial counterparty;**
- b. lodging expenses are limited to actual accommodation costs incurred, to the period of travel to or from the meeting or facility visit, and at a business-class hotel or similar lodging that would be acceptable for a Wildcat employee making the same trip; and**
- c. can only be for the Foreign Official, commercial counterparty, or their staff - we cannot pay for their family member's travel.**

Preferably Wildcat will pay travel and related expenses directly. If this is impracticable, our next preference is to pay the Foreign Official or commercial counterparty's employer. If we must reimburse the Foreign Official or commercial counterparty, any reimbursement request must be accompanied by receipts and be limited to actual costs incurred.

Per Diems should be avoided if possible. If required, any per diem payment must be reasonable under the circumstances, including consideration of the expenses directly paid by Wildcat and the expenses a Foreign Official or commercial counterparty could be reasonably expected to incur.

05

Account Policy



In connection with the audit of financial statements by independent accountants, or the preparation of any required reports whether by independent or internal accountants, no Wildcat director, officer, officer or employee may, directly or indirectly:

1. Make or cause to be made a materially false or misleading statement; or

2. Omit to state, or cause another person to omit to state, any material fact necessary to make statements made not misleading.

05

Account Policy

Wildcat and its subsidiaries will make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect Wildcat's transactions and the dispositions of its assets. Wildcat's officers, employees and other persons are prohibited from directly or indirectly falsifying or causing to be falsified any book, record, or account.

Wildcat will maintain a system of internal accounting controls sufficient to provide reasonable assurance that:

1. Transactions are executed in accordance with management's authorization;

2. Transactions involving the provision of anything of value to a Foreign Official must occur only after pre-clearance unless pre-clearance is excused by Wildcat's Anti-Corruption Policy;

3. Transactions are recorded to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements and to maintain accountability for assets;

4. Access to assets is permitted only in accordance with management's authorization; and

5. The recorded accounting of assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

06**Cash
Payment**

Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to "cash," "bearer," or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

07

Representatives



Wildcat's third-party representatives must fully comply with the FCPA and any other applicable law.

08

Compliance



Wildcat employees, agents, and representatives must be familiar with and perform their duties according to the requirements set out in this policy. Wildcat employees and agents who violate this policy are subject to disciplinary action which can include dismissal. Third-party representatives who violate this policy may be subject to the termination of all commercial relationships with Wildcat.

To ensure that Wildcat employees and agents are familiar with the provisions of this policy, the FCPA, and any other applicable anti-corruption laws, Wildcat shall provide anti-corruption training and resources to those employees, agents, and representatives as appropriate.

Any Wildcat employee or agent who suspects that this policy may have been violated must immediately notify their immediate supervisor, Wildcat's CFO, Wildcat's General Counsel, or call Wildcat's Hotline. Any employee who reports a suspected legal, ethical or policy violation in good faith will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, you must seek additional guidance before taking any action that may subject you or Wildcat to potential FCPA liability.

09

Duty to Corporate



Wildcat may review certain transactions as part of its legal responsibilities. When this occurs, Wildcat employees, agents, and representatives must cooperate with company personnel, outside legal counsel, outside auditors, or other similar parties. Because the penalties Wildcat faces for inadequate internal controls are significant, anyone who fails to cooperate faces disciplinary action up to termination of their employment or commercial relationship with Wildcat.

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Question about the policy



If you have any questions relating to this policy, please contact the General Counsel's Office.

Exceeding the standard is all we do