



NEWPARK



CODE OF BUSINESS ETHICS AND CONDUCT

A MESSAGE FROM MATTHEW LANIGAN

Dear Colleagues,

At Newpark, we have always been, and will continue to be, dedicated to advancing technology while providing superior products and services to meet our customer needs. Acting with integrity, in an honest and ethical manner, is a critical component to our continued success as a company. Integrity is one of our Core Values, and remains the foundation upon which our business is built. This Code reflects the fundamental expectation that all employees and individuals associated with Newpark are conducting themselves with the utmost integrity in everything we do.

To remain current in the changing environment in which we operate our business, we are introducing the Newpark Code of Business Ethics and Conduct (“The Code”). The Code is an update to, and replaces the Corporate Compliance and Business Ethics Manual. We believe this updated version speaks more clearly and directly about all of our Core Values and expectations. It also recognizes that Newpark does business on a global basis, and that our employees are subject to the laws of many countries. In addition, our employees face ethical dilemmas in many different cultures. While the look and language of the Code may be different, the guiding principle remains the same: *Integrity is never to be sacrificed for the sake of results.*

The Code establishes general compliance, legal, and ethical standards that apply to our relationships with customers, outside partners, and our co-workers. At the heart of the Code is the requirement to use your best judgment and do the right thing, regardless of whether or not a specific situation is covered in the Code. We must work together to uphold our Company’s reputation at all times, in matters both large and small, by adhering to the applicable legal standards, acting in an ethical manner, and making business decisions that are consistent with our policies and values. Sometimes, in our business interactions, we may encounter difficult situations, and the right answer is not clear. In those cases, additional resources—including this Code—provide crucial guidance.

We each share the responsibility for conducting business according to Newpark’s highest ethical standards and the law. I personally want to reinforce how important it is for each of us to uphold these ethical standards while conducting Newpark business throughout the world. To ensure that we continue to live up to the high standards we have set, I am asking everyone to take time to review the new Code and become familiar with it. We are all accountable for understanding and abiding by the requirements set out in the Code and we are all obligated to speak up and take action if we see something that conflicts with our values and principles. Our reputation for acting ethically and honestly is critical to the success of Newpark.

Thank you for your continued commitment and dedication to upholding the highest standards of honest and ethical conduct.

Sincerely,

Matthew Lanigan
President and CEO

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INTRODUCTION

YOUR CHOICES DETERMINE OUR SUCCESS

We could not be in business without you. You are more than an employee; you are our eyes and ears on the ground. You represent us with customers, develop new ideas that help us grow, and make choices every day that directly impact Newpark's future.

Some choices are harder than others, and, no matter how long you have been in the business, we know that some answers are not always obvious. That is why we put together this Code of Business Ethics and Conduct ("The Code"). Think of it as the beginning of a conversation about making good decisions. It outlines many of the laws and principles that guide what we should do and who we should contact if we ever have questions or concerns about ethics or compliance at the Company.

We expect our employees and business partners to act in an honest and ethical manner at all times. Our Company maintains an unwavering commitment to act in accordance with our Core Values of **Integrity, Respect, Excellence, and Accountability** which ensures that our customers receive the best products and services we can offer and that you experience a safe workplace where you can thrive.

How to Use the Code

You should use the Code as an important resource. We cannot make a rule to cover every law and regulation on the books, so we encourage you to use good judgment when you are conducting business. If something doesn't feel right, it probably isn't.

The Code highlights several Company policies and includes references to the full policy. For more information about the policies included in the Code, you should read the full policy (which can be found on the **Newpark Well** (or intranet)). For any additional questions, you can:

- Contact the department in charge of the policy; or
- Contact one of the **Ethics and Compliance Resources** listed at the end of this document.

If you have questions about the content of the Code or the underlying policies, we encourage you to bring questions to your manager, your local **HR representative**, the **Legal Department**, or you can always contact the **Ethics Hotline**.

We trust you to speak up when you have concerns. You are a key player in our success, and we are here to support you in making ethical decisions that are good for you and the Company.

Who the Code Applies To

We care about lawful and ethical conduct no matter who it is. That is why our Code applies to everybody—all employees and officers of the Company, and our subsidiaries, affiliated companies and joint ventures in which we have a controlling interest (all of which we refer to as "Newpark" or the "Company"). Newpark also expects any agents, consultants, and other third party business partners and representatives doing business on Newpark's behalf to act in a manner that is consistent with the standards in the Code.

What Are the Consequences for Violating the Code?

Following the Code is mandatory. We take compliance with the Code very seriously. All potential violations reported will be investigated thoroughly. Violations of our Code may carry serious consequences, including disciplinary action, up to and including termination of employment, and possible civil or criminal liability.

Does Our Code Explain All the Standards I Need to Know?

Our Code tries to capture many of the situations that you will encounter in your business activities and it offers guidelines to be applied using reasonable judgment. However, our Code cannot possibly cover every situation we may be faced with. Newpark also has policies and procedures that provide more detail on specific standards that are in our Code. In some cases, these policies and procedures may be specific to local laws and regulations and be stricter than the standards in this Code, and you should follow those more strict standards.

What Do I Do When Local Laws and Customs Vary?

As a global organization, Newpark is governed by the laws and regulations of the countries where we operate. As a U.S.-based company with stock traded on the New York Stock Exchange, our employees around the world are also often subject to U.S. laws, regardless of where they operate. You and anyone who is working on our behalf must abide by the laws that govern our business

and the standards set forth in this Code, even when local laws or customs may allow for a lower standard. If local laws or customs require a higher standard, you must follow the higher standard.

If you are ever faced with a situation where there may be a conflict between the applicable laws of two or more countries, it is critically important that you immediately consult with the **Legal Department** to understand how to resolve the conflict properly.

CAUTION

In addition to compliance with this Code, employees, agents, consultants, and suppliers of Newpark Drilling Fluids S.p.A. and its subsidiaries must also adhere to the **Newpark Drilling Fluids S.p.A. Supplement to the Code of Business Ethics and Conduct**.



ETHICAL DECISION MAKING

Situations may arise where the proper course of action may not be clear. By asking yourself a series of questions about an action, you can reach a sound and ethical decision:



- 1. ? Is it inconsistent with our values and commitment to business ethics?
- 2. ? Could it adversely affect product safety or product quality?
- 3. ? Is it illegal?
- 4. ? Could it adversely affect our stakeholders or business partners?
- 5. ? Will it reflect poorly on Newpark and you as an individual?

If “Yes” Do Not Proceed



INTEGRITY EVERY DAY

OUR VALUES



Acting **honestly**,
ethically and
responsibly in
all aspects of our
business.

Integrity is the foundation of who we are and what we stand for. It helps us build trust and respect in all of our business relationships. At Newpark, we never sacrifice integrity for the sake of results.

INTEGRITY MEANS:

We Avoid Conflicts of Interest

While conducting Newpark business, we expect all of our employees to act fairly and honestly in all relationships and make business decisions based on what is best for the Company. Business decisions should be made free from any conflicts of interests. No employee should ever:

- Use their position or influence to gain an improper personal benefit;
- Use confidential Newpark information for personal gain; or
- Take advantage of inside information for one's personal gain.

It is important that you understand what can create a conflict of interest and know when to disclose a conflict of interest or potential conflict of interest for review and appropriate action.

Although the Code cannot possibly address all types of conflicts of interest, there are several types of relationships that can create competing loyalties.

PERSONAL RELATIONSHIPS

You may not supervise a close relative (as an employee) or supervise the Company's business relationship with a close relative or company owned or operated by a close relative such as a consultant, agent, vendor, supplier, or other business partner. In addition, you may not participate on the Company's behalf in the selection process for hiring an employee, vendor, supplier, or other outside business partner that is a close relative or a company owned or operated by a close relative. For further information about the Company's policy related to personal relationships, consult the **Nepotism Policy**.

FINANCIAL RELATIONSHIPS

A financial relationship can create a conflict of interest or the appearance of a conflict of interest if you or a close relative holds an interest in a competitor, customer or any other business partner such as a supplier or distributor of Newpark. If you have any ownership in a privately held company or if you have a greater than 1% interest in a widely-held company listed on a recognized stock exchange that is a competitor, customer or other business partner of the Company, you must disclose this in writing to your supervisor or a **Human Resources Representative** for review.

OUTSIDE EMPLOYMENT AND ACTIVITIES

Outside employment, consulting or other service with a competitor, supplier or distributor of Newpark will almost always create a conflict of interest. In some circumstances, performing outside work for a person or organization that does not do business with our Company can also create a conflict of interest if it interferes with your job responsibilities at Newpark. You should use your best judgment and consult with your supervisor if you have any questions about whether an outside employment activity is a potential conflict of interest.

BOARD SERVICE

Although there are times when serving on a board of another company may be appropriate, there are certain times when outside board service always creates a conflict of interest or potential conflict of interest. For example, you may never serve on the Board of one of our competitors, customers, suppliers or distributors.

CORPORATE OPPORTUNITIES

If you become aware of a potential business opportunity that you believe the Company may have an interest in pursuing, you must not take advantage of that opportunity for your own personal gain or for the benefit of another person or company. Examples of a corporate opportunity would be if you or a close relative bid on a project that you know Newpark is considering bidding on or signs a lease for a piece of property that you know Newpark has an interest in acquiring or leasing.

For purposes of this policy, “close relative” means any spouse, domestic partner, parents, siblings, children, any other relative who resides in the same household and any other familial relationship that could create the appearance of a conflict.

DID YOU KNOW?

You are required to disclose potential conflicts of interest when they come up. Doing so allows the Company to review the situation to make sure our interests are being protected in a way that does not excessively restrict your outside interests or activities.

Disclosing a potential conflict of interest does not mean that you will not be able to do what you propose to do. Disclosing a potential conflict of interest provides open communication to ensure that a fully informed decision can be made about a potential conflict of interest of the Company.

You should avoid activities that could have the appearance of a conflict of interest, whether or not an actual conflict exists. When in doubt, always err on the side of caution when it comes to disclosing any potential conflict of interest to your manager or the appropriate internal Company resource. If you have additional questions about conflicts of interest or how to disclose them, consult one of your **Ethics and Compliance Resources**.



INTEGRITY MEANS:

We Compete Fairly

We care about fair business practices. It is not only the right thing to do, it is also required by law. That means complying with all competition laws that apply to our business throughout the world. Though competition laws vary around the world, they are consistent in the goal of protecting the competitive process by prohibiting certain anti-competitive conduct.

You are expected to understand the competition laws that apply to your job. The consequences of violating competition laws are very serious and can include fines for the Company and fines and prison terms for any individuals involved.

AGREEMENTS BETWEEN COMPETITORS

Most competition laws forbid certain types of agreements, including oral or informal understandings, between competitors. To avoid violations of these laws, the best course of action is to avoid any discussion with competitors regarding prices or any matter affecting prices or markets.

If you attend trade association meetings: Make sure that you clearly understand the rules about discussions with competitors that you may encounter while in attendance at

the meetings. If anyone in attendance starts to talk about confidential business information (e.g., price, markets, future business plans, etc.), leave the conversation immediately and seek advice from the **Legal Department** about what to do next.

MONOPOLIZATION

Although we should always strive to obtain a leading market share by selling superior products, providing better service and using our resources most effectively, it is never permissible to unlawfully obtain or maintain a dominant market position.

RELATIONSHIPS WITH SUPPLIERS AND CUSTOMERS

We also deal fairly with our suppliers and customers. We don't make misleading comments about our competitors to customers and must avoid arrangements with our suppliers and customers that improperly restrict competition.

If you have any questions about how the competition laws apply to your job, please consult the **Antitrust and Competition Law Policy** or contact the **Legal Department**.



CAUTION

There are certain times when agreements with competitors are lawful, such as when the Company buys from or sells to our competitors. Before you have any discussions with a competitor regarding this type of agreement or any other matter, you should contact the Legal Department for guidance.



INTEGRITY MEANS:

We Prohibit Bribery and Corruption

We take a zero-tolerance approach to bribery and corruption and obey all applicable laws of the U.S. and all countries where we conduct business. We expect this same commitment from all of our suppliers, distributors and other business partners and representatives. There are anti-bribery laws in multiple countries where we conduct business such as the United Kingdom, Italy and Brazil.

As a U.S.-based company, the **U.S. Foreign Corrupt Practices Act (“FCPA”)** governs how we conduct business around the world and prohibits bribes to foreign officials. The term “foreign official” has a broad meaning and includes any person acting in an official capacity for or on behalf of any foreign (non-U.S.) government, department, or agency; as well as any employee of a government-owned enterprise and candidates for (non-U.S.) political office. The FCPA also requires companies to maintain books and records that accurately and fairly reflect their transactions and requires that the Company establish adequate financial controls to support compliance with these provisions.

The UK Bribery Act (“UKBA”) and other applicable laws extend beyond our interactions with foreign officials and ban all types of bribery including bribery in commercial settings.

You must never offer, make or authorize payment of money or anything of value to secure a business advantage. This is true no matter where we are conducting business and regardless of what local culture says is normal or okay. Examples of unacceptable behavior include (but are not limited to):

- Offering or accepting kickbacks;
- Giving or accepting money;
- Offering or accepting gifts, travel, or entertainment above nominal or customary value;
- Offering charitable or political donations to a government official to secure favorable treatment; or
- Hiring family members of government officials for the purpose of receiving a business advantage.

You must not offer or accept anything of value to secure a business advantage directly (yourself) or indirectly through third parties (agents, business partners, subcontractors, etc.).

We take bribery and corruption very seriously. Violation of anti-bribery laws will result in disciplinary action, up to and including termination of employment. In addition, such violations may result in criminal and civil penalties for both the Company and individual employees. These penalties can include significant fines and jail terms for those involved. If

you have any doubts or questions, don't guess. **Consult the Anti-Bribery and Anti-Corruption Policy, Anti-Bribery and Anti-Corruption Guide, or contact the Legal Department.**



CAUTION

Because the anti-bribery and anti-corruption laws extend to the actions our agents and third parties take on our behalf, you should be especially careful when hiring and working with agents and third parties who will represent Newpark. You should follow internal procedures for approval of agents and third parties before you ever open discussions for hiring or working together. Our expectations related to securing and managing third party relationships are further discussed in the **Agents & Representatives** section of the Code (found on page 14). If you have questions about the Company policies for agent or third party approval, contact the **Legal Department**.





DID YOU KNOW?

“Facilitating payments” are small payments given to government officials to expedite routine, non-discretionary functions. Common examples include (but are not limited to):

- Registering vehicles;
- Securing visas;
- Clearing customs;
- Expediting permits; or
- Providing police protection.

While some laws may permit these types of payments in limited situations, the laws of other countries where we operate, including the UK and Brazil, prohibit them. **Newpark employees may not make facilitating payments of any amount.**¹

¹ The only exception to this rule is in cases of imminent threat to the health or welfare of any employee or any member of his or her family. If you are asked or feel pressure to make a facilitating payment, contact the **General Counsel** immediately.

INTEGRITY MEANS:

We Use Good Judgment about Gifts and Entertainment

GIFTS

Sometimes it is appropriate to give gifts to or accept gifts from customers, suppliers or distributors in the business setting. For example, a small token of appreciation for a good working relationship (such as a gesture of goodwill during the holiday season or to commemorate a special event) is often acceptable if it is in line with reasonable business practices. The most important principle to remember when it comes to giving or accepting gifts is to always use good judgment. Although it would be impossible to provide specific rules around every possible type of gift you could encounter, you should follow the guidelines below when you consider giving or accepting gifts in the business setting.

Some Gifts Are Almost Always Okay

- You may give and accept gifts of a small or minimal value. Examples of small gifts that are appropriate include pens, mugs, t-shirts, calendars and other promotional items.

Some Gifts Are Never Okay

- You may never give or accept cash.
- You may never give or accept a gift in exchange for the award of business or favorable terms for a sale or purchase. In other words, you may not offer gifts as a bribe or accept bribes.
- You must always respect the gift policies of our customers and other business partners. Be sure to inquire about the gift policy at the customer or business partner’s company before offering a gift.
- You may never give or accept a gift that is inappropriate or could reflect poorly on the Company. You should always use your best judgment on what would constitute an inappropriate gift.
- You may never give or accept a gift that is illegal.

ENTERTAINMENT

You should also use good judgment when considering whether to give or accept an invitation of entertainment to or from a customer, supplier, distributor or other business partner. Entertainment should be reasonable and customary in nature and should never reflect poorly on the Company. For example, a meal at a moderately priced restaurant for the purpose of discussing business is generally an acceptable form of entertainment.



CAUTION

Before offering gifts, travel, or entertainment of any sort to a government official, you must seek written approval from the **Legal Department**.



Always ask yourself whether something “feels right” before offering or accepting a gift or an invitation for entertainment. Remember that you should never offer or accept a gift or an invitation for entertainment if:

- The intent of either party (the person offering or the person accepting it) is to influence the outcome of a business decision;
- There is an expectation of receiving anything of value in return; or
- It exceeds accepted business practices.

For more detailed information, consult the **Travel, Entertainment, & Business Expense Reporting Policy** and the **Newpark Business Gifts Policy**. For questions and additional guidance, consult the **Legal Department**.

INTEGRITY MEANS:

We Work with the Best Business Partners who Share Our Commitment to Ethical Business Conduct

VENDORS AND SUPPLIERS

Vendor and Supplier relationships based on trust, respect and a shared commitment to ethical business conduct are essential to our Company’s success. We can provide the best products and services in part because of our strong relationships with vendors and suppliers. We hold our vendors and suppliers to the same standards of ethical business conduct that we hold ourselves to and expect them to act ethically and in compliance with applicable laws as well as the principles outlined in this Code.

We are committed to purchase only those parts and products containing minerals that have been procured through a conflict-free supply chain, so as to avoid the use of minerals originating from countries that have financed conflict (e.g., Democratic Republic of Congo or DRC), and we expect our suppliers to abide by the same standard.

If you suspect or know that any of our vendors or suppliers are not acting in accordance with our principles, you have a duty to report it to the appropriate **Ethics and Compliance Resource**.

AGENTS AND REPRESENTATIVES

In some circumstances, we hire third-parties to assist us in conducting our business. These relationships can be complex. We consider any third party authorized to represent or act on the Company's behalf as an Agent or Representative. Any business partner who represents or interacts on behalf of the Company with a government official such as a consultant that provides marketing, customs-clearance, freight-forwarding, or other services is also considered an Agent or Representative. We expect our Agents and Representatives to adhere to the same values that we expect from our employees. Commission or fee arrangements may be made only with companies or persons serving a legitimate commercial purpose. These arrangements may not be entered into with any firm in which a government official or employee is known or believed to have an interest if Newpark conducts or may seek to conduct business with the government agency with which the official or employee is connected. Newpark pays its Agents and Representatives by above-board means. This means payments must never be made in cash, and they must be made to the Agent or Representative's business office in the country in which it is located (and not to a foreign office or foreign bank account). Any proposed exception to this policy must be submitted in writing by the **Divisional President for approval by the General Counsel and the Chief Financial Officer.**

Whenever we hire or do business with an Agent or Representative, we must investigate the character and reputation of each proposed representative to determine their appropriateness before we enter into an agreement with them. Any new agency or distributor agreement or any renewals of such existing agreements must be submitted, in advance, for review by the **Legal Department.**



CAUTION

If your position requires you to help choose or select third parties, remember that we must make our decisions fairly and objectively. When choosing between third parties, always select the third party who will best meet Newpark's needs, based on impartial considerations including:

- Price,
- Quality,
- Customer service,
- Dependability, and,
- Commitment to ethical business conduct.

You must never let a personal bias or interest affect your decision.



INTEGRITY MEANS:

Complying with International Trade and Transnational Laws

We operate in several parts of the world. Many countries have specific laws and regulations that restrict exports and imports of certain products, services and technologies. There are also laws which restrict us from doing business with certain countries and individuals. The consequences of not complying with these laws are severe and those employees who are responsible for Newpark's trade activities must understand and follow these laws. Our ability to continue our global business depends on our compliance with all applicable trade laws.

TRADE CONTROL LAWS

As a global company, we must comply with all applicable import and export laws and regulations and be aware of the country of origin of the items being exported and imported, including any restrictions or license requirements. Imports or exports made on behalf of the Company must comply with any applicable trade regulations. The U.S. government maintains strict controls on the export of goods, services and technical data from the United States and re-exports from other countries. The rules surrounding exports can be complex and they change frequently. If you have questions at any time, you should contact the **Legal Department**.

When working with suppliers for trade activity, we must be compliant and we must understand our suppliers and how they will provide services, including how the goods will be transported.

EXPORT LICENSES AND PRODUCT CLASSIFICATION

As a company that exports products and services around the world, we are responsible for following certain licensing requirements and product classifications maintained by the different countries in which we do business. The rules can be broad and complex. All business units who participate in the importing and exporting of products and services must understand the proper classification and requirements of the products and services involved. The Company has resources available to assist us in meeting these requirements. If you have any questions about the classification or other requirements of any products or services, contact the **Legal Department**.

COMPLYING WITH ANTI-BOYCOTT LAWS

As a U.S.-based company, Newpark is subject to U.S. laws, regulations, and policies that prohibit our Company from participating in international economic boycotts of certain people or countries. We comply with U.S. Anti-Boycott laws at all times. Because violations of U.S. Anti-Boycott laws are serious, and can include civil and criminal penalties, if you receive a request to participate in a boycott, you must not comply with the request and you must inform the **Legal Department** immediately so proper action can be taken. Be on the lookout for not only obvious requests for boycott participation, but also requests from certain companies inquiring into our business activities in other countries. These requests can appear in many types of routine documents, such as letters of credit or permit applications.

ANTI-MONEY LAUNDERING AND COUNTER-TERRORISM

Money laundering is conducting or attempting to conduct a financial transaction knowing that the transaction is designed in whole or in part to conceal or disguise the nature, location, source, ownership, or control of the proceeds of specified unlawful activity. It also covers the use of legitimate funds to support crime or terrorism. We conduct our business in full compliance with anti-money laundering laws and regulations and all laws and regulations prohibiting the carrying out of terrorist activity and subversion of democracy. We prohibit the use of Company resources for financing and carrying out any illegal activity, including any activity aimed at achieving the objectives of terrorism.

Business relationships may only be entered into with customers, employees, partners and suppliers that perform legitimate business activities and whose proceeds are derived from legitimate sources. The Company has established rules and procedures for ensuring the proper identification of customers and the proper selection and evaluation of suppliers or partners to work with. Make sure you are familiar with these rules and procedures.

Concerns regarding transactions that are unusually large or that appear suspicious and questions regarding money laundering in general should be directed to the **Chief Financial Officer** or the **Legal Department**.



INTEGRITY MEANS:

We Follow the Securities Trading Rules

Securities laws make it illegal for anyone with material inside information about a company to buy or sell its securities (including stocks, bonds and options) or provide investment “tips” to others (“tippees”). Under the law and our policies, you must never trade in Newpark securities or the securities of any other company based on material inside information about the Company or our operations that you learn through your work at Newpark. This policy does not apply to periodic purchases of Newpark common stock under our **Employee Stock Purchase Plan**, although it does apply to the sale of your option shares and sales of common stock purchased under the stock purchase plan.

Under the law and this policy, you may never share or “tip” material inside information to others (including a family member, co-worker or friend). This includes never recommending that

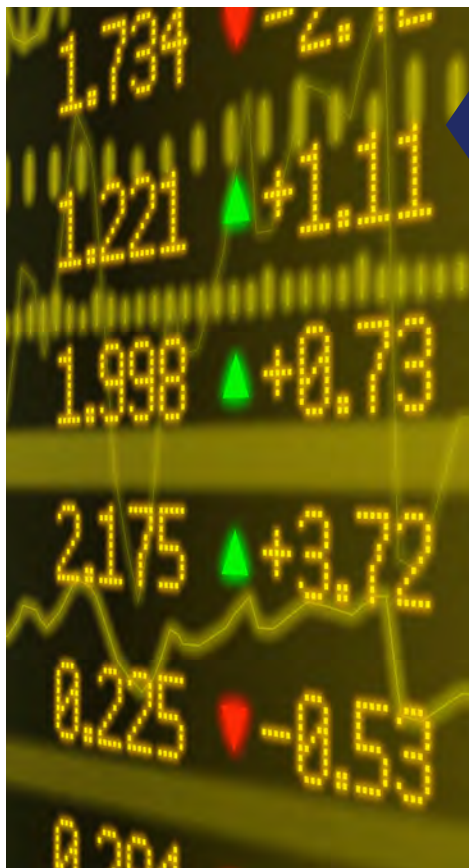
they buy or sell securities when you are not allowed to personally engage in trading because you have material inside information.

You are responsible for the transactions of family and members of your household, including those who consult with you or are subject to your influence or control.

At Newpark, we believe that it is inappropriate and improper for our employees to engage in speculative transactions in our securities. As a result, you must not engage in short-term trading, short sales, transactions in derivative securities (including puts and calls) and hedging transactions relating to Newpark stock. We also discourage you from purchasing Newpark securities on margin.

Under the law and our policy, these obligations continue to apply to your transactions in our securities even after your employment has terminated. If you are in possession of material nonpublic information when your employment terminates, you may not trade in our securities until that information has become public or is no longer material.

For additional information, consult the **Legal Department**.



DID YOU KNOW?

Material inside information refers to non-public information that a reasonable investor would likely consider important in deciding to buy or sell a security. Examples include:

- Information about actual or projected earnings or financial position;
- Significant changes in levels of operations;
- Discussions about major transactions such as acquisitions or dispositions, awards or cancellations of major contracts;
- Development of new products or services; and
- Changes in strategy, significant litigation and changes in senior management.

Remember this rule of thumb: if something you learn leads you to want to trade stock or another security, the information is probably material.



RESPECT WITH EVERYONE WE MEET

OUR VALUES

Deal **fairly** and **openly** with employees, customers, suppliers, and community.



When it comes to our workforce, we care about fostering a workplace in which our employees treat one another with dignity and respect. We extend these same principles to our interactions with our customers, suppliers and the communities we impact.

RESPECT MEANS:

A Positive, Harassment-Free Work Environment

HARASSMENT-FREE WORKPLACE

We know you do your best work when you feel supported and safe, which is why we care that your work environment be free from harassment at all times. The Company prohibits harassment or intimidation of any kind and expects everyone with whom we work, including vendors, suppliers and other business partners, to uphold this commitment. This includes (but is not limited to) harassment based on:

- Race,
- Color,
- Sex,
- Religion,
- National origin,
- Age,
- Genetic information,
- Physical or mental disability,
- Sexual orientation, or
- Any other characteristic protected by applicable law.

The Company takes harassment very seriously. If an individual is found to have engaged in or condoned harassment, we will take action and that individual will be subject to discipline. It is the responsibility of everyone at Newpark to report their concerns about harassment in the workplace. Remember that the Company forbids retaliatory behavior, in any form, against anyone making a good-faith report of harassment or discrimination. If you have any questions, consult your local **Human Resources policies** or contact your **Human Resources Representative**.



CAUTION

Remember that harassment does not have to be sexual in nature or occur between a manager and a subordinate. Anyone whose inappropriate behavior affects your ability to do your job can be a harasser—whether it's a supervisor, coworker, or even someone who is not an employee, like a vendor or contractor. If you're uncomfortable, don't be afraid to speak up.



DID YOU KNOW?

Harassment can take many forms. It includes words or conduct that upsets another's work performance or creates a fearful or hostile work environment. Some examples of harassment include (but are not limited to):

- Making unwelcome or offensive comments, jokes, or sexual advances;
- Displaying or distributing inappropriate pictures, emails or text; or,
- Bullying or any other act of intimidation.



CAUTION

Part of promoting a safe work environment includes keeping our workplace free of alcohol and illegal drugs. It is against Company policy to report to work impaired by alcohol or drugs (both legal and illegal). It is also against Company policy and the law to possess, use or transfer illegal drugs or other substances while on the Company's property or while conducting business on behalf of the Company.

If you have any questions, consult the **Weapons and Contraband Policy** or one of your **HSE Representatives**.



VIOLENCE-FREE WORKPLACE

We prohibit all violence and threats of violence against coworkers, visitors, and anyone else on our premises or in contact with our employees. If you witness or learn about violence or threats of violence affecting the workplace, you should report it immediately.

To maintain a violence-free workplace, the use or possession of weapons or contraband is strictly prohibited on Newpark premises to the fullest extent permitted by applicable law. The applicable law surrounding weapons may vary by location. All employees are responsible for understanding the Company policy as it relates to their work location.

DIVERSITY AND FAIR EMPLOYMENT PRACTICES

Newpark is an equal opportunity employer. We're committed to attracting and retaining the best people and fostering an environment of openness and trust—empowering each of us to contribute to our full potential in meeting our customers' needs. We accomplish more when people from diverse backgrounds and with different talents and ideas work together in an environment where everyone can contribute and make full use of their talents.

This means that we comply with all local, state and federal employment laws and regulations in all countries in which we do business. We prohibit all forms of unlawful discrimination and make reasonable accommodations for employees' disabilities and religious beliefs and practices.

For further information, consult your local **Human Resources policies** or contact your **Human Resources Representative**.

SOCIAL MEDIA

Only authorized employees may use social media for Newpark business purposes. If you're using social media in your personal life, be careful not to associate any of your views or opinions with Newpark. Use your best judgment and follow these principles when communicating in your personal life:

- Remember to always protect the confidential information of the Company, your co-workers and our customers and business partners. Never share plans about the Company's future, products, as well as financial information, trade secrets and any other information that has not been made available to the public.
- Be transparent about your identity. If there can be any confusion, make it clear that your comments are your personal views and that you are not speaking on behalf of the Company.
- Avoid discriminatory remarks or statements that reasonably could be viewed as malicious, obscene, threatening or intimidating, or that disparage your co-workers, our customers, or our business partners.

If you have questions, refer to the **Social Media Policy** or one of our **Ethics and Compliance Resources**.



DID YOU KNOW?

Examples of personal information that may be subject to local and global data privacy laws include (but are not limited to):

- Home addresses and telephone numbers,
- Social security numbers,
- Banking information,
- Criminal background check results,
- Health records, or
- Drug screening results.

RESPECT MEANS:

We Safeguard Employee Information

We take your privacy very seriously. We must safeguard one another's private personal information. At times, we must gather and maintain certain information about our employees, customers, and suppliers, but we will only gather information that is required by the applicable laws of the U.S. and all countries where we conduct business. We will only make this information available to authorized employees who need to use the information to conduct our operations. We expect authorized employees with access to private personal information to use good judgment and discretion when handling this information in accordance with the Company's policies related to personal data privacy. If you have questions, refer to the **IT Policies** or one of our **Ethics and Compliance Resources**.

RESPECT MEANS:

We Support the Protection of Human Rights

We are committed to conducting our business in a manner that respects the human rights and dignity of people and we expect our vendors and suppliers to share these same principles everywhere they operate.



DID YOU KNOW?

“Human Rights” refers to the fundamental rights, freedoms, and standards of treatment to which all people are entitled. The laws of different countries may vary, but universally-accepted human rights principles include:

- Prohibiting the use of forced or involuntary labor;
- Prohibiting the use of child labor (We prohibit the use of workers younger than the age of 15 and prohibit any employees under the age of 18 from involvement in any work that is hazardous or likely to have a negative impact on their physical or mental development.);
- Prohibiting the use of physical punishment of workers;
- Respecting the right of employees to organize and collectively bargain in accordance with local laws and established practices;
- Complying with all applicable compensation laws and regulations; and,
- Prohibiting discrimination on the basis of race, religion, age, gender, nationality, ethnicity, or sexual orientation.

If you suspect or know about an abuse of human rights within our operations or by one of our vendors or suppliers, you have a duty to report it to your supervisor or the appropriate **Ethics and Compliance Resource**.



EXCELLENCE EVERY DAY

OUR VALUES



Top performance, innovation, and quality in everything we do.

We demonstrate excellence in all aspects of our work and with everyone we meet: customers, shareholders, suppliers, colleagues, partners, and communities.

EXCELLENCE MEANS:

Providing Quality Products and Services to our Customers

Our Quality Philosophy is the achievement of excellence in meeting our customers' needs through the development of a company culture that continuously strives to improve the quality of our products and services, and the strategic business processes that support the delivery to them. We

develop all of our products and services with our customers in mind. Our goal is to go beyond the demands of standards and maintain a culture focused on the continual improvement and management of the processes important to our business. We are all responsible for making sure that the products we work with and the services we supply meet these standards. As part of this commitment, we all must implement and abide by effective processes and encourage open dialogue with our customers. If you have any questions, consult one of your **Ethics and Compliance Resources**.



ACCOUNTABILITY

OUR VALUES



Using **good judgement** and taking **responsibility** for our actions.

We believe that, to be successful in the long-term, we all must be accountable to each other, our customers, our Company and our communities. Accountability really means owning our actions, and doing our part to ensure Newpark's success.

ACCOUNTABILITY MEANS:

We Care for the Health, Safety and Environment of Our Employees, Customers and Neighbors

Commitment to health, safety and environment is an important part of our culture: it's central to what we do and how we operate. We are committed to the goals of preventing pollution, injury and ill health by complying with relevant laws

and regulations. There are many health and safety laws and regulations that apply to our business. In addition to the laws that cover our manufacturing and production, there are laws which govern the handling, storage and transportation of raw materials, products and wastes.

Our Company has developed policies, procedures, and training programs to help ensure that we comply with relevant laws and regulations and that our employees, customers and neighbors experience a healthy, safe and secure environment.

HEALTH AND SAFETY

We believe that safety is of the utmost importance and that safety is everyone's responsibility. Maintaining a safe and healthy work environment depends heavily on your personal commitment to your safety and the safety of others. Remember:

- Follow Company health and safety procedures and comply with applicable health and safety policies at all times.
- Always be aware of your surroundings.
- Immediately report any issue which relates to health or safety.
- Never participate in a task or project that you do not feel qualified or sufficiently trained to undertake.
- You have the authority and responsibility to stop the work of a coworker, contractor, or visitor if you observe any behavior or condition that you believe is unsafe.

We believe in open communication with our employees on health and safety issues. If you have any issues of concern or suggestions for improvements related to health and safety, we encourage you to bring them to the attention of your manager or your local HSE Representative. If you have questions, consult the individual **Health, Safety and Environment ("HSE") policies** or your **HSE Representative**.

ENVIRONMENT

Our goal is to offer products and services that provide superior performance while minimizing impact on the environment. We seek to protect the environment from harm and sustain the ecosystems in which we operate. To accomplish this goal, we are committed to operating in full compliance with all applicable environmental laws and our own strict requirements, and to continually make improvements to our HSE management systems. If your job responsibilities relate in any way to environmental laws and regulations, you must follow our internal policies and report issues of noncompliance to management. In addition, when you are authorized to do so, you must timely submit complete and accurate information in response to these laws, regulations and permits.

If you have any questions, consult your **HSE Representative**.

ACCOUNTABILITY MEANS:

Making a Positive Impact on Our Community

COMMUNITY INVOLVEMENT

We believe in the importance of fostering positive relationships through the support of our surrounding communities.

We encourage our employees to participate in their local communities and to give to charitable organizations with their own funds. However, before using Company funds for charitable contributions, employees must receive approval from the appropriate Company resource, as detailed in the **Charitable Contributions Policy**. If you have any questions, consult one of your **Ethics and Compliance Resources**.

POLITICAL ACTIVITIES

Although we encourage employees to participate in the political process, we must be sure to always keep personal political activities separate from work activities. You may never use Company resources to support personal political activities, nor may you ever imply that your personal political position is a position supported by Newpark. There are times when the Company may make political contributions or engage in corporate political activities through registered lobbyists or Political Action Committees. As these activities are strictly regulated by the government, you may only engage in political activity on behalf of the Company if your activities are specifically authorized by the **General Counsel**.

ACCOUNTABILITY MEANS:

Protecting our Corporate Assets and Communicating in a Responsible and Productive Manner

Protecting our Company assets, including our physical and financial assets, as well as our intellectual and informational assets, is an important responsibility for all of us. As a general principle, remember to use corporate assets for business purposes only.

CONFIDENTIAL INFORMATION

Confidential and proprietary information is a valuable asset to Newpark. We consider any information that has not been disclosed to the public to be confidential information. You must be very careful whenever you work with or discuss information that is considered confidential.

Employees should not disclose or use any confidential information for any purpose other than on a “need to know” basis to perform their job within the Company. Additionally, you may never share confidential information with someone outside the Company if you have not received prior approval to do so from the Divisional President, except with respect to communications you may have with federal, state or local governmental agencies as may be legally required or otherwise protected by law. This obligation lasts during the entire term of your employment with Newpark and even afterward.

If you become aware of proprietary or confidential information about a supplier, customer, or business partner during the course of your work, you must be sure to follow the same principles that apply to protecting the Company’s confidential information. Employees should not attempt to obtain confidential information from any third parties—suppliers, vendors, customers or competitors—without contacting the **Legal Department** in advance.

DID YOU KNOW?

You probably encounter confidential information all the time during the course of your work. Some examples of confidential information include (but are not limited to):

- Computer software, systems, databases, documentation and other data;
- Financial data (including investments, profits, pricing, costs and accounting);
- Procurement plans, vendor lists, or purchases prices;
- Technical information relating to processes, formulations, and techniques;
- Marketing, advertising, sales programs and strategies;
- Information about acquisitions or divestitures;
- Personnel information (including compensation, recruiting and training records);
- Strategic business plans;
- Customer and supplier lists;
- Systems, programs or procedures; or
- Non-public information that might be of use to Newpark’s competitors, or harmful to Newpark or its customers, if disclosed.



BUSINESS COMMUNICATIONS

We expect our employees to use good judgment when communicating internally and with customers and vendors. When communicating both internally and outside of the Company, be careful not to make false or misleading statements about the Company, your coworkers, or our vendors. You should always assume that anything you write may accidentally be seen by a wider audience. If you're uncertain about sending an email, ask yourself how you'd feel if everybody you knew was going to read it.

All outside inquiries or requests for information should go through the proper channels. It's extremely important that we always provide transparent and factually correct information about Newpark to the public, the media, and our stakeholders, as well as to government officials and agencies. In order to be sure that we are conveying a consistent and accurate message, the Company has authorized certain employees to speak on the Company's behalf. Therefore requests of this nature should be forwarded to the **Divisional President** who will then pass the request to the appropriate company resource. Contact one of your **Ethics and Compliance Resources** if you have questions.

USE OF INFORMATION SYSTEMS

It is critical that you always use the Company's information systems responsibly. Responsible computer and internet use plays a large role in protecting the Company's information assets. As a general rule, you should use the Company's information systems for business purposes only.

There are times when occasional personal use of the Company's systems may be appropriate, as long as you use good judgment and do not allow your personal use to interrupt your job responsibilities. However, this may vary depending on your work location which may have more specific restrictions, so you must review your local **IT Policies**.

There are certain principles to follow whenever you use the Company's systems.

- Never use the Company's systems to engage in activities which are illegal, inappropriate, or not in compliance with the Company's **IT Policies**.
- Never download unauthorized programs or devices to your computer and do not visit unauthorized websites.
- Remember to be extremely careful when you are dealing with confidential information.

If you have questions, refer to the Company's **IT Policies** published on the **Newpark Well** (or intranet) or speak with a representative from the **IT Department**.

ACCOUNTABILITY MEANS:

Creating and Maintaining Accurate Business Records

We are committed to following good records and information practices and procedures in conducting our business. Following records management laws and regulations helps us protect our reputation for honesty and transparency. That means:

- Keeping accurate business records;
- Carefully managing records;
- Creating, maintaining and discarding records in accordance with the specific guidelines outlined in Newpark's policies;
- Preserving information that is necessary for Company investigations, litigation, and other special holds;
- You must never alter, conceal or falsify Company records; and
- If you notice an error or a mistake in a record, it is your responsibility to report it.

If you have any questions, consult your local **Records & Information Policies and Procedures** (where applicable) or contact the **Legal Department**.

ESTABLISHING STRONG INTERNAL CONTROLS

We are required to establish and maintain a strong system of internal controls which enable us to report certain financial and business information to the public and to regulatory bodies in an accurate, complete and timely manner. Accurate records help our Company to act in a responsible way. We are all responsible for ensuring that our financial entries and all of our business records are fair and accurate.

We are also responsible for maintaining a reasonable amount of detail as well as retaining all supporting documentation. If you ever discover an error in a financial record or have a concern that a financial record has been altered intentionally, you must report this to **Chief Financial Officer** or an **Internal Audit Representative** immediately.



CAUTION

It is important that you take care when creating and managing Company records in your daily work life. Make sure that your communications—including your emails—are accurate and cannot be misunderstood. Familiarize yourself with the Company's records retention schedule so that you can understand what types of records you must keep, how long to keep them, and how you should dispose of the records that you no longer need. Also keep in mind that many physical and electronic records are permanent and cannot be erased or destroyed.



If you have any questions or concerns about the accuracy or completeness of any other business records, you must promptly report it to your manager or use any of our other **Ethics and Compliance Resources**.

ACCOUNTABILITY MEANS:

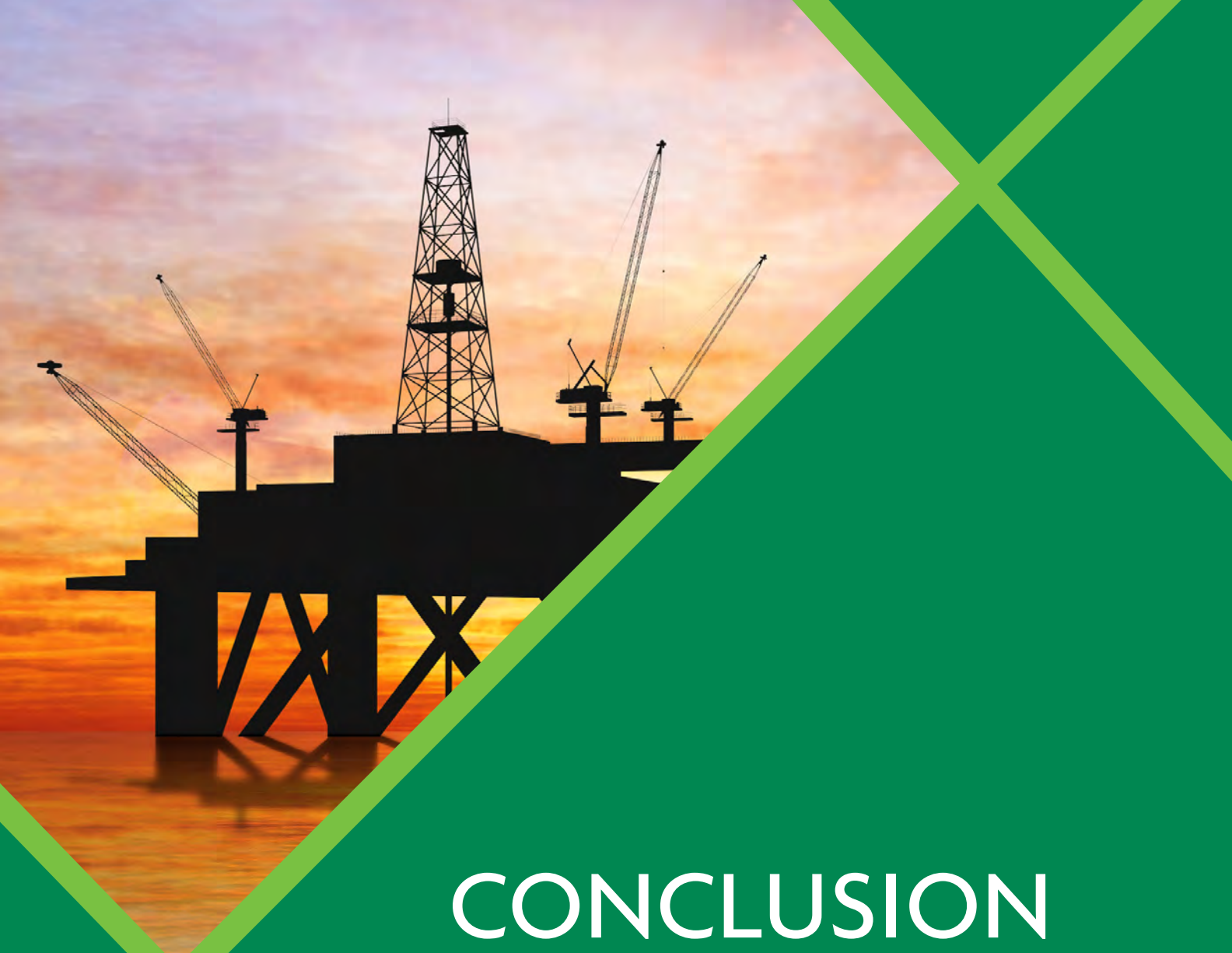
Cooperating with Company Audits, Investigations, and Litigation

In the event of a company audit, investigation, or litigation, Company employees, business partners, and third parties acting on behalf of the Company must fully cooperate by:

- Working with the **Legal Department** to respond to litigation or requests from the government and other external agencies;
- Telling the truth when responding to an audit or investigation; and,
- Never altering or destroying records in response to litigation, an investigation, or an audit.

Failure to fully cooperate in company audits, investigations, and litigation may lead to disciplinary action, including termination.





CONCLUSION

WHEN SHOULD YOU SPEAK UP?

Asking questions and raising concerns are two of your most important responsibilities as a Newpark employee. We must all be vigilant to recognize and avoid unlawful and unethical conduct. When you report concerns and ask questions, you help the Company prevent potential misconduct, often before it actually takes place. We encourage you to raise your questions and concerns before they become problems.

The Company may discipline employees who fail to report known or suspected misconduct or who make allegations they know are false. Disciplinary action includes the possibility of termination.

There are several ways you can ask a question or make a report about compliance and ethics at Newpark. Whenever you ask a question or make a report, we will do our best to ensure that the information you provide remains confidential to the extent we can.

ETHICS AND COMPLIANCE RESOURCES

While it is often best to start with your manager or supervisor, you may use any of the following Ethics and Compliance Resources:

- The **General Counsel** or an Attorney from the **Legal Department**: for any matter related to the Code, legal requirements or ethical misconduct;
- The **Chief Financial Officer** or an **Internal Audit Representative**: for accounting matters, internal accounting controls or auditing matters; or
- The **Vice President of Human Resources** or your **Human Resources Representative**: for all employment-related matters.
- The **Newpark Ethics Hotline**: Although we encourage you to speak directly with one of the above resources, you should also feel comfortable raising any questions or concerns using the Company's Ethics Hotline. When you ask a question or make a report through the Hotline, you will have the option to do so anonymously. Reports to the **Ethics Hotline** can be every day of the week at any time, day or night.

For details on how to contact the Newpark Ethics Hotline, consult the Ethics Hotline Poster at your work location which will have the web address and local telephone numbers for your location. In addition, you can also find information about the Ethics Hotline on the Compliance Page on the Company website.

WHAT HAPPENS AFTER I CONTACT THE ETHICS HOTLINE?

You have the ability to make reports through the Ethics Hotline by calling the local number and speaking with an outside operator that will record the report into the system for you or you may also visit the Ethics Hotline website and file a report online. You have the ability to leave your contact information or make an anonymous report. If you leave your contact information, a Company representative may follow-up with you directly about your report. The Company reviews all reports that come through the **Ethics Hotline**.

YOU ARE PROTECTED AGAINST RETALIATION

We strictly prohibit retaliation against employees who report concerns and allegations of misconduct. At Newpark, we pride ourselves on maintaining a culture that supports you whenever you have questions or concerns. Retaliation can happen in many different ways and is present when employees are treated in a different, adverse way after raising concerns. At Newpark, we will not allow your employment to be adversely impacted as a result of raising a concern or providing information during the course of an investigation.

INTEGRITY IS NEVER TO BE SACRIFICED FOR THE SAKE OF RESULTS.

Remember that a single employee's conduct can do much to damage the hard-earned reputations of both the individual and the Company. We hope that this Code and the policies referenced throughout assist you in making good judgment calls as you perform your work for the Company. If you have any questions about the Company's Ethics and Compliance policies feel free to contact any of the **Ethics and Compliance Resources** referenced throughout this Code.

ADDITIONAL RESOURCES

The Newpark Well:

<http://info.newpark.com/compliance>

External Company Website:

<http://www.newpark.com/interests/investors/corporate-governance/governance-documents>

CERTIFICATION & ACKNOWLEDGMENT

I acknowledge that I have received, read and understand the **Newpark Code of Business Ethics and Conduct (the “Code”)** and by signing below, I certify that I will act in an ethical manner that is consistent with the Company’s Core Values as well as the Newpark Code and other policies and procedures referenced in the Code. I understand that it is my responsibility to follow the policies, practices and guidelines set forth in the Code and that my compliance is a term and condition of my continued employment.

I understand that the Code is designed to serve as a guide to Newpark policies and practices in conducting business affairs in an ethical manner. I understand that company policies provide additional detail and are available at my request.

I understand that Newpark may amend policies described in the Code at any time.

I understand that modifications to existing policies will be available on the Company intranet (“The Well” available at <http://info.newpark.com/compliance>), or that I may request a copy of current policies from my supervisor, Human Resources or the Legal Department.

Signature

Printed Name

Date

Work Location



NEWPARK

CORPORATE HEADQUARTERS

9320 Lakeside Blvd., Suite 100

The Woodlands, TX 77381

281.362.6800 newpark.com