

# CIVEO CORPORATION

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## **POLICY FOR EMPLOYEE COMPLAINT AND REPORTING PROCEDURES FOR ACCOUNTING AND COMPLIANCE MATTERS**

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**Amended as of March 21, 2016**

Any employee of Civeo Corporation (the “Company”) may submit a good faith complaint or report regarding Accounting Matters (as defined below) or Compliance Matters (as defined below) to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee of the Company’s Board of Directors (“Audit Committee”) will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the Company’s Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”), (2) the receipt, retention and treatment of complaints received by the Company regarding potential violations of applicable laws, rules and regulations or of the Company’s codes, policies and procedures (“Compliance Matters”) and (3) the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters or Compliance Matters.

### **Reporting Procedures for Employee Complaints and Reports**

Employees with concerns regarding questionable Accounting Matters or Compliance Matters may report their concerns anonymously or otherwise to the Chief Financial Officer or the Audit Committee by using one of the following methods:

- by calling the 24-hour-a-day, 7-day-a-week, multilingual global Ethics Line. The hotline and online reporting tool are administered by a third-party provider and anyone reporting a concern in good faith is protected from retaliation under Company Policy and in a number of countries by legislation.

Australia	1800-142-815
Canada	1-855-866-2133
United States	1-855-866-2133

To call from a country not listed above please visit <http://www.business.att.com/bt/access.jsp> to find your country access code.

Once the access code is found, dial the code and when you hear the English-speaking operator or series of prompt tones, dial the Hotline number 1-855-866-2133 to connect with the Ethics Line.

- by sending an email to [ethics.hotline@civeo.com](mailto:ethics.hotline@civeo.com) or an envelope marked “confidential” to the Company:

Civeo Corporation  
Three Allen Center  
333 Clay Street, Suite 4980  
Houston, Texas 77002  
Attn: Chief Financial Officer or Audit Committee (as appropriate)

### **Scope of Matters Covered by These Procedures**

These procedures relate to employee complaints and reports relating to any questionable Accounting Matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports (including discussions in quarterly and annual reports filed with the Securities and Exchange Commission) or audit reports of the Company; and
- deviation from full and fair reporting of the Company’s financial condition.

These procedures also relate to employee complaints and reports relating to any questionable Compliance Matters, including, without limitation, the following:

- applicable laws, rules and regulations;
- listing standards of the New York Stock Exchange applicable to domestic listed companies;
- the Company’s Financial Code of Ethics for Senior Officers (as the same may be amended);
- the Company’s Corporate Code of Business Conduct and Ethics (as the same may be amended);

- the Company's Corporate Governance Guidelines (as the same may be amended);
- the Company's Policy on Management and Disclosure of Material, Non-Public Information (as the same may be amended);
- the Company's Policy on Insider Trading (as the same may be amended); and
- the Company's Policy on Compliance with Short-Swing Trading and Reporting Laws (as the same may be amended).

### **Treatment of Complaints and Reports**

Upon receipt of a complaint or report, the Chief Financial Officer or the Audit Committee, as applicable (or their respective designee(s)), will (1) determine whether the complaint or report pertains to Accounting Matters or Compliance Matters and (2) when possible, acknowledge receipt of the complaint to the sender. Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the internal audit department or such other persons as the Audit Committee determines to be appropriate. Complaints relating to Compliance Matters will be reviewed under the direction and oversight of the Chief Financial Officer by such persons as the Chief Financial Officer determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee and/or the Chief Financial Officer.

Any employee who reports a complaint should not be concerned about experiencing any adverse consequences for having done so. Employees will not be penalized or retaliated against in any way with regard to their employment, nor harassed or threatened for reporting such concerns. As part of its compliance program, the Company must rely on its employees to bring to its attention any conduct that might violate legal requirements or internal policies. Consequently, the Company cannot, and will not, tolerate retaliation against an employee who has reported a compliance concern. In addition to this policy prohibiting such retaliation, the Sarbanes-Oxley Act of 2002 and other laws protect employees who report violations of certain laws (such as rules and regulations of the Securities and Exchange Commission or anti-fraud statutes) from retaliation with respect to their employment.

### **Reporting and Retention of Complaints and Investigations**

The Chief Executive Officer or Chief Financial Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Additionally, the Chief Financial Officer and the Chairman of the Audit Committee will receive a copy of each complaint received.

### **Amendments**

The Audit Committee or the Board of Directors may amend these procedures at any time, consistent with requirements of applicable laws, rules and regulations.