

**OIL STATES INTERNATIONAL, INC.**

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**AMENDED AND RESTATED  
POLICY FOR EMPLOYEE COMPLAINT AND REPORTING PROCEDURES  
FOR  
ACCOUNTING AND COMPLIANCE MATTERS**

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**Effective as of May 15, 2008**

Any employee of Oil States International, Inc. (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.

**Receipt of Employee Complaints and Reports**

Employees with concerns regarding questionable Accounting Matters or Compliance Matters may report their concerns to the Chief Financial Officer or the Audit Committee. Employees may forward complaints and reports on a confidential or anonymous basis to the Chief Financial Officer or the Audit Committee as follows:

- by calling (800) 213 9470, the independent, toll-free Ethics Line established by the Company or sending an e-mail to [oilstateshotline@messagepro.net](mailto:oilstateshotline@messagepro.net) to reach the same independent organization with whom we have arranged for the receipt of confidential complaints regarding Accounting Matters and Compliance Matters; or
- by sending an envelope marked “confidential” to the Company at Three Allen Center, 333 Clay Street, Suite 4620, Houston, Texas 77002, Attention: 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 Amended and Restated Financial Code of Ethics for Senior Officers;
- the Company's Amended and Restated Corporate Code of Business Conduct and Ethics;
- the Company's Amended and Restated Corporate Governance Guidelines;
- the Company's Amended and Restated Policy on Management and Disclosure of Material, Non-Public Information;
- the Company's Amended and Restated Policy on Insider Trading; and
- the Company's Amended and Restated Policy on Compliance with Short-Swing Trading and Reporting Laws.

## **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.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters or Compliance Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

## **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.

## **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.