

Geokinetics

Code of Business Integrity

Letter from the Chief Executive Officer

To all employees of Geokinetics and its worldwide, subsidiary, affiliated and controlled joint venture companies, (the "Company") from the President and Chief Executive Officer of Geokinetics.

Dear Colleague,

I am taking this opportunity to provide you with this Code of Business Integrity.

It is critical that all Company employees have a full and detailed understanding of our Code of Business Integrity and understand what it means for you in the workplace, as well as in business dealings on behalf of the Company.

I expect every Company employee to accept personal responsibility for observing the letter and spirit of this Code, and confirm to you that I will always support your actions when they comply with this Code, even if there is an adverse business consequence.

Those of you who are supervisors or managers have a particular responsibility to ensure that your staff is fully informed about our business integrity policies and participate in business integrity training from time to time as requested.

Please take some time to read through this code and then sign and send the acknowledgment slip as indicated on the last page.

Thank you for your continued dedication.

Sincerely,

David J. Crowley
President and Chief Executive Officer
Geokinetics Inc.

Code of Business Integrity

Application of Policies and Reporting

These policies apply to Geokinetics, its affiliated companies, and controlled joint ventures (the “Company”), and to all employees, officers, and directors of the Company (“employees”). It is expected that every employee will act with the highest ethical standards and comply with the law and these policies. Each employee must exercise good judgment and avoid any circumstance that would violate the letter or spirit of these policies. There are no exceptions to these policies and violations will be subject to disciplinary action, up to and including dismissal from the Company.

We encourage you to raise any questions or concerns about these policies. If you become aware of any violations you should immediately report them to your supervisor, business or functional leader, a member of the legal department, or the Geokinetics General Counsel. You may also report violations confidentially and anonymously to Ethicspoint at 1-866-297-0224 or on their on-line reporting system at www.geokinetics.ethicspoint.com.

No adverse action will be taken against any employee for making a complaint or disclosing information in good faith. Any employee who retaliates in any way against an employee who in good faith reports any violation or suspected violation of these policies will be subject to disciplinary action, up to and including termination.

Waivers

There will be no waiver of any part of these policies, including for any director or officer, except by a vote of the Geokinetics Board of Directors (the “Board”) or a designated Board committee that will ascertain whether a waiver is appropriate under the circumstances.

Training

In order to promote awareness and understanding of the policies and principles set out in this Code, the Company has introduced several training and monitoring initiatives as follows:

In-person and web-based online training relating to this Code of Business Integrity and legal compliance risk areas such as global competition and anti-bribery. Completion of this training will be mandatory for all employees periodically when notified. However, for web-based online training in areas of the world where computer access is not available or for those employees who are not literate, supervisors and line managers are required to ensure the employees are fully familiar with this Code and all other policies adopted by the Company applicable to such employee’s job.

Certifications

Senior and other employees including employees in a financial function will be asked to certify compliance with this Code on an annual basis.

Oversight and Monitoring

The Company has formed a Compliance Committee consisting of the CEO, CFO, General Counsel, and at least two other members of the Company's senior management team. The Director of Compliance if different from the General Counsel shall also be a member of the Compliance Committee. This committee meets at least quarterly to highlight and discuss compliance issues and initiatives and periodically assess the risks of non compliant conduct. Reports from this committee are presented at the next meeting of the Audit Committee of the Board. The Company's Legal Department will regularly monitor and report on compliance with the Code of Business Integrity.

Further Information

The Code of Business Integrity and other related policies and guidelines are available online at geokinetics.com under the "About Geokinetics Leadership" banner.

The Code of Business Integrity is available in English, Spanish, and Portuguese and will be translated into other languages where appropriate.

Any questions on the content or application of these policies should be sent to legalcompliance@geokinetics.com

SPEAK UP

Report Improper Activity Today

Contact the Whistleblower Hotline

1-866-297-0224

www.geokinetics.ethicspoint.com

WHAT TO REPORT

Improper acts by an employee such as:

- Any suspected violation of Code of Business Conduct and Ethics.
- Any violation of the Foreign Corrupt Practices Act (“FCPA”).
- Any violation of state or federal securities laws and regulations including theft, fraud, bribery, conflicts of interest or related parties.
- Misuse or waste of company resources including property or employee time.
- Gross misconduct, incompetence, or inefficiency.

HOW TO REPORT

Contact the toll free Ethicspoint Hotline:

1-866-297-0224

All incoming foreign language calls are automatically routed to native speakers or connected to a live interpreter or submit an anonymous complaint online to:

www.geokinetics.ethicspoint.com

YOUR IDENTITY IS PROTECTED

The Whistleblower Protection Act requires the Company to protect your identity.

Complaints are received by an independent third party allowing the Company to capture issues of potential misconduct through a variety of multilingual world-wide telephone contact centers and anonymous web reporting. In compliance with International Privacy and Reporting requirements, all reports are confidential.

**YOU ARE LEGALLY PROTECTED FROM RETALIATION FOR COMPLAINTS
OR REPORTS MADE IN GOOD FAITH**

Table of Contents

Section 1 Integrity to Fellow Employees

Equal Employment Opportunities	1
Discrimination and Harassment.....	1

Section 2 Financial Integrity

Accuracy of Company Records	2
Record Keeping	3
External Reporting	4
Transfers of Funds and Property.....	4
Record Retention	4
Taxes	4

Section 3 Integrity To Customers, Suppliers, and Communities

Compliance with Laws.....	5
Illegal Payments.....	5
Facilitation of Payments	6
Intermediaries	6
Gifts and Hospitality Generally	6
Gifts	7
Hospitality	7
Government or Customer Visits to the Company.....	8
U.S. Government Employees	8
Political Contributions.....	8
Charitable Contributions.....	8
Fair Competition.....	9
Fair Dealing.....	9
Customer Employees	10
Trade restrictions	10
Anti-Boycott Laws	10

Section 4 Integrity in Dealing With Company Assets

Conflicts of Interests and Corporate Opportunities	11
Confidentiality.....	11
Protection and Use of Company Assets	12

Addendum Code of Ethics for Senior Financial Officers	13
--	----

Integrity to Fellow Employees

This section contains Company policies and guidance on the following:

- EQUAL EMPLOYMENT OPPORTUNITIES
- DISCRIMINATION AND HARASSMENT

Equal Employment Opportunities

The Company maintains a strong policy of equal employment opportunity for all employees and applicants for employment.

The Company hires, trains, promotes, and compensates employees based upon job-related factors such as the individual's ability, work quality, attitude, competence and potential, and the Company's operational needs, without regard for race, color, religion, sex, sexual orientation, national origin, citizenship, age, marital status, veteran status or disability. These requirements may be modified by, and are subject to, applicable local laws.

The Company's equal employment opportunity philosophy applies to all aspects of employment with the Company, including but not limited to: recruiting, hiring, training, transfer, promotion, employee benefits and compensation, termination, educational assistance, leave of absence and social and recreational activities.

Discrimination and Harassment

All employees have a right to work in an environment that is free of unlawful discrimination and harassment. Any form of discrimination or harassment, whether based on race, sex, sexual orientation, color, religion, national origin, citizenship, age, veteran status or disability is unacceptable and will not be permitted.

Sexual harassment is a violation of the law and is against the policy of the Company. Sexual harassment includes, but is not limited to, verbal abuse of a sexual nature; sexually degrading words used to describe an individual; display in the workplace of sexually suggestive objects, pictures, or other graphic materials; sexual flirtations, advances or propositions; requests for sexual favors; or other verbal or physical conduct of a sexual nature, when:

- submission to, or rejection of such conduct, is used or is threatened to be used, either explicitly or implicitly, as a term of condition of employment;
- submission to or rejection of such conduct is used or is threatened to be used as the basis for employment decisions, (i.e., hiring, promotion, increases/decreases in pay, or job assignment, transfer, termination, etc.); or
- such conduct has the purpose or effect of unreasonably interfering with an employee's work performance, or creates an intimidating, hostile or offensive work environment.

As part of the Company's policy prohibiting sexual harassment, all forms of sexual contact between Company employees and/or agents, without regard to whether the conduct is consensual, are prohibited on Company premises.

Employees who are found to have engaged in unlawful discrimination or harassment or to have contributed to the creation of an offensive or hostile work environment, will be subject to disciplinary action, up to and including termination of employment. In addition, employees who engage in unlawful discrimination or harassment may be subject to prosecution and civil or criminal penalties.

The Company expects mutual respect and tolerance which means minority tolerance of majority as well as majority tolerance of minority. Please remember that we encourage you to raise any questions or concerns about these policies. If for any reason you are uncomfortable reporting those concerns to your supervisor or with the reporting requirements set out above, you may report concerns and violations confidentially, without giving your name, to Ethicspoint at 1-866-297-0224 for calls within the U.S., or on Ethicspoint's web reporting system at www.geokinetics.ethicspoint.com.

No adverse action will be taken against any employee for making a complaint or disclosing information in good faith. Any employee who retaliates in any way against an employee who in good faith reports any violation or suspected violation of these policies will be subject to disciplinary action, up to and including termination.

Financial Integrity

This section contains Company policies and guidance on the following:

- ACCURACY OF COMPANY RECORDS
- RECORD KEEPING
- EXTERNAL REPORTING
- TRANSFERS OF FUNDS AND PROPERTY
- RECORD RETENTION
- INSIDER TRADING
- TAXES

Accuracy of Company Records

All Company data, records, and reports must be accurate, truthful, prepared in a proper manner and fairly presented. This includes everyday documents, such as expense reports, accounting entries, cost estimates, contract proposals and other presentations to management, customers and the public. It is essential that those who rely on these records and reports—managers, creditors, customers, auditors and other decision makers—have truthful and accurate information. The integrity of the Company's accounting, technical, personnel, financial and other records is based on their validity, accuracy and completeness.

Anyone preparing the type of information described above must be diligent in assuring its integrity and anyone representing or certifying the accuracy of such information should make

an inquiry or review adequate enough to establish a good faith belief in the accuracy of the information. Custodians of the Company's data, records and reports must be sure that such information is released, whether internally or outside the Company, only if adequately protected and then only for authorized purposes.

Any questionable accounting practices must be immediately reported to the Director of Compliance or Chair of the Audit Committee of the Board of Directors, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement, or the recording and maintaining of financial records;
- deficiencies in, or failure to comply with, internal accounting controls; or
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports or deviation from full and fair reporting of the Company's financial condition.

Record Keeping

The Company will maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- all transactions are executed in accordance with management's general or specific authorization;
- all transactions are recorded as necessary to maintain accountability for the Company's assets;
- access to the Company's assets is permitted only in accordance with management's general or specific authorization;
- the recorded accountability for assets is physically compared with the existing assets at reasonable intervals, and appropriate action is taken with respect to any differences; and
- no undisclosed or unrecorded funds or assets are to be established for any purpose.

Examples of an undisclosed or unrecorded fund or asset include, but are not limited to:

- numbered foreign bank accounts;
- bank accounts containing corporate funds but held in the names of individuals;
- unrecorded petty cash or "black box" funds;
- real and personal property held by a nominee;
- records that disguise any aspect of a transaction—for example, entering a payment to "X" when the payment was actually made to "Y"; and
- records reflecting qualitative misrepresentations—for example, entering a payment of \$100,000 to agent "X," when in reality there was an understanding or reasonable suspicion that agent "X," on behalf (or for the benefit) of the Company would, in turn, pay \$20,000 of such payment to foreign official "Y."

External Reporting

The Company files periodic reports and other documents with various regulatory authorities. Employees involved in the preparation and submission of these reports and other public disclosure must ensure that the information presented is full, fair, accurate, timely and understandable.

Transfers of Funds and Property

Employees are prohibited from assisting any person or company, including customers and joint venture partners, to transfer funds or property from one country to another.

Record Retention

All employees must make themselves aware of retention guidelines prior to the disposal or destruction of any Company records or files. This is necessary because of laws and regulations that require retention of certain records for various periods of time, particularly in the tax, personnel, health and safety, environment, contract and corporate structure areas.

Furthermore, when litigation or an investigation is pending, relevant records (including records in electronic format) must not be destroyed. Destruction or falsification of any potentially relevant document may lead to prosecution for obstruction of justice or making false statements. Therefore, if you have any doubt about the legality of destroying any document, consult with your immediate supervisor or your department head before doing so.

Taxes

It is the policy of the Company to pay all applicable taxes levied against the Company or its operations. Employees are prohibited from assisting any person or company, including the Company's customers, joint venture partners, or employees, from evading any applicable taxes.

Please remember that we encourage you to raise any questions or concerns about these policies. If for any reason you are uncomfortable reporting those concerns to your supervisor or with the reporting requirements set out above, you may report concerns and violations confidentially, without giving your name, to Ethicspoint 1-866-297-0224 for calls within the U.S., or on Ethicspoint's web reporting system at www.geokinetics.ethicspoint.com.

No adverse action will be taken against any employee for making a complaint or disclosing information in good faith. Any employee who retaliates in any way against an employee who in good faith reports any violation or suspected violation of these policies will be subject to disciplinary action up to, and including, termination.

Integrity to Customers, Suppliers, and Communities

This section contains Company policies and guidance on the following:

- COMPLIANCE WITH LAWS
- ILLEGAL PAYMENTS
- FACILITATION PAYMENTS
- INTERMEDIARIES
- GIFTS AND HOSPITALITY GENERALLY
- GIFTS
- HOSPITALITY
- GOVERNMENT OR CUSTOMER VISITS TO THE COMPANY
- U.S. GOVERNMENT EMPLOYEES
- POLITICAL CONTRIBUTIONS
- CHARITABLE CONTRIBUTIONS
- FAIR COMPETITION
- FAIR DEALING
- CUSTOMER EMPLOYEES
- TRADE RESTRICTIONS
- ANTI-BOYCOTT LAWS

Compliance with Laws

It is the policy of the Company that all employees maintain the highest ethical standards and comply with all applicable laws and regulations when conducting Company business. Employees are prohibited from assisting any person or company, including customers and joint venture partners, in any activity which assists such person or entity in violating any law or regulation.

Illegal Payments

The Company is subject to various laws prohibiting illegal payments such as the U.S. Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010, and similar laws enacted by the OECD, (Organization for Economic Cooperation and Development) and similar conventions on combating bribery of officials in international transactions. These laws place criminal sanctions on U.S., UK, and other citizens and companies who engage in bribery of government officials as well as those who engage in commercial bribery.

Additionally, most countries where we do business have laws against bribery. We will always respect and apply these laws wherever we do business.

The Company, its employees, representatives, contractors, and authorized agents will not offer, make, or accept any illegal payment, bribe, kickback or other questionable inducement in any form, either directly or indirectly, including payments to expedite or perform routine governmental actions (facilitation payments), unless (1) it is necessary to secure needed

governmental services (e.g., police protection, medical evacuation) in response to a medical or safety emergency or (2) the person reasonably believes that he or she is in imminent jeopardy of serious harm and no other prudent alternatives are available. Any payments made under the exceptions provided in (1) or (2) above must be immediately reported in writing to the General Counsel and be accurately reflected in the Company's books and records.

Facilitation Payments

The Foreign Corrupt Practices Act permits certain small payments to foreign government officials to expedite non-discretionary governmental tasks. Such payments, however, are usually prohibited under local laws and are also illegal under the UK Bribery Act 2010. Accordingly, the Company prohibits all facilitation payments subject to the medical and security exception described above.

Intermediaries

The Company has business relationships with intermediaries such as custom agents, sales agents, and joint venture companies. The Company and its employees may be liable for illegal payments made by an intermediary as they could be seen as being made on behalf of the Company. The fact that the Company did not authorize or have knowledge of such payment being made by the intermediary will not be a defense if there is a reason to believe or assume that such a payment may be made.

This policy on illegal payments applies equally to all of the Company's agents and other representatives. Where the Company has a majority interest or effective control in a joint venture, it will require the joint venture to adopt and comply with this policy. Where the Company does not have effective control, it will use best efforts to cause the joint venture to apply this policy.

To ensure compliance with this policy as it affects intermediaries, the Company has detailed policies and procedures for selecting and engaging intermediaries. These are available in the Geokinetics Global Policies and Procedures section of the Company's intranet site.

Gifts and Hospitality Generally

It is the policy of the Company to deal with all of its customers and suppliers honestly, openly and impartially, based on the philosophy that business should be won or lost based solely on the merit of the products and services that are being provided.

Employees are strictly prohibited from offering or receiving any item of value or business courtesy except as set out in this Code, including gifts or hospitality, which are:

- paid or received in cash or cash equivalent,
- based on the quantity or volume of merchandise or services to be purchased or sold,
- offered in return for a specific decision or outcome, or
- made with the expectation that it will influence a decision.

Gifts

Gifts are only permitted if they are of nominal value such as advertising trinkets bearing a company logo – hats, t-shirts, pens and the like. Any other types of gifts are normally not permitted. Exceptionally, advance approval to give or receive gifts in excess of nominal value may be obtained from the CEO or any two Vice Presidents who report to the CEO including the Vice President with business or functional reporting line responsibility for the employee requesting approval. The CEO must approve any gifts in excess of nominal value given by or received from a member of the senior management team.

Hospitality

Hospitality must be reasonable, must be for a business purpose, and must not be so frequent as to suggest a pattern. Hospitality can include such items as occasional business meals and beverages, transportation to or from a business function, or a round of golf.

Where hospitality with a customer or supplier necessitates that the value given or received exceeds \$250, the hospitality must be approved by the Vice President with business or reporting line responsibility for the employee requesting approval. The CEO must approve any hospitality exceeding \$250 given by or received from a member of the senior management team. Where business hospitality exceeds \$1,000 in value, the hospitality must be approved by the CEO.

Copies of all approvals for gifts or hospitality will be sent to the Director of Compliance at the end of each fiscal quarter, who in turn will present a summary to the Board of Directors.

Guidelines

Gifts, hospitality & reimbursement of expenses should be:

- made without creating obligation or expectations – the gift or hospitality should not place the recipient under any obligation and should not create any expectations in the giver.
- made openly – if made secretly then the purpose will be suspect;
- In accord with stakeholder perception – would not be viewed unfavorably by stakeholders if made known to them;
- of reasonable value – the gift should be small, and value of hospitality should accord with general business practice;
- appropriate – the nature of the gift or hospitality should be appropriate to the relationship and should accord with general business practice;
- legal – should conform to the laws of the country in which it is made, as well as other laws which the Company is required to comply with;
- in conformity with the recipients' rules – the gift or hospitality should meet the rules or code of conduct of the receiving organization; and
- infrequent – such giving and receiving should not be regular between the giver and receiver.

Government or Customer Visits to the Company

As a general rule, payments to foreign government officials that otherwise may be prohibited by laws against bribery are permitted only if they are made as a reasonable and bona fide expenditure directly related to either promotional activities or the execution or performance of a contract with a foreign government. For example, the Company may pay reasonable travel and lodging expenses of an official coming to visit our offices for a necessary demonstration or to sign a contract. Approvals for such visits must be obtained per the Guidelines described in the Hospitality Section of this Code.

U.S. Government Employees

Employees of the U.S. Government are restricted from accepting items of value in their conduct of business, including many nominal items which are permissible for commercial customers. It is the Company's policy to prohibit the offering of items of value, other than minimal refreshments during meetings (e.g., coffee and donuts, soft drinks, cookies or snacks, with an aggregate retail value of \$20 or less) to U.S. Government employees.

Any exception must be requested in advance from the General Counsel, who will coordinate with legal counsel to ensure that no laws and/or contract obligations will be violated.

Political Contributions

The Company generally does not make political contributions and employees are prohibited from making political contributions on behalf of the Company.

Exceptionally, the Chief Executive Officer may give prior written approval for a political contribution or an activity or service provided by the Company to government officials, office-holders or political candidates.

Charitable Contributions

Requests for charitable contributions from customers, suppliers or any other entity with which the Company has a business relationship may be granted favorable consideration if doing so does not violate applicable law but only if the contribution cannot be misconstrued as improperly influencing a business relationship.

Corporate charity allows us to support the communities where we operate and can enhance the Company's reputation. However, in certain circumstances a charitable contribution could be perceived as a bribe, and where this is the case, it is prohibited.

Guidelines

Charitable Contributions:

- The donation should be public.
- The donation should fulfill a genuine need that has been established through local consultation.
- The charity should be administered by a well-managed organization which publishes accounts.
- There should be a tangible local connection (e.g., a donation to a hospital used by Company employees).

Charitable contributions of less than \$1000 may be pre-approved by any Vice President. Charitable contributions of \$1000 or greater must be pre-approved by the CEO.

Annually, each entity is required to submit a summary of all charitable contributions made during the fiscal year. This should be completed and delivered to the General Counsel at the end of each fiscal quarter who, in turn, will present a summary to the Board of Directors.

Fair Competition

The purpose of competition (antitrust) laws is to provide a level playing field to economic competitors and to promote fair competition.

No employee, under any circumstances, may enter into any understanding or agreement with an actual or potential competitor which would illegally limit or restrict in any way either party's actions.

This prohibition includes any action relating to prices, costs, profits, products, services, terms or conditions of sale, market share or customer or supplier classification or selection.

Fair Dealing

No Employee should take unfair advantage of anyone through manipulation, concealment or abuse of privileged information, misrepresentation of material facts or any other unfair-dealing business practice.

Employees of the Company have an obligation to protect confidential customer information which comes into their possession, to the same extent as if it was the property of the Company. In addition, this makes good business sense. Furthermore, it is a violation of applicable law to trade in a customer's securities at a time when the employee has material insider information concerning the customer.

The Company buys many goods and services from third parties. In transacting such business, it is the policy of the Company to select vendors and contractors based on merit, without favoritism, and whenever practicable, on a competitive basis.

Customer Employees

It is Company policy that no employee of a current or prospective customer may be employed or engaged to provide any services to the Company, while that customer employee has an employment or other business relationship with that customer.

Trade Restrictions

Several countries impose trade restrictions and export controls to protect their national security and to promote foreign policy. The Company is subject to these laws and failure to abide by them may lead to civil or criminal penalties against the Company and its involved employees, as well as loss of export privileges.

In addition, U.S. restrictions include prohibitions against dealing with specifically identified countries, persons, or entities acting on their behalf. The U.S. restrictions also provide that specific licenses must be received before the export or re-export of U.S. origin products, services or technology to specified countries or entities, as well as to certain end- users or for specified end-uses.

You are expected to obtain advice from appropriate management before you make any commitments concerning export or re-export of goods, services, technology or software. Even a conversation with a foreign national that discloses technical information may in some circumstances be considered an export.

Anti-Boycott Laws

The U.S. has anti-boycott laws which restrict U.S. companies and their subsidiaries from complying with boycotts promoted by other countries. These laws mainly apply to the boycott of Israel by Arab nations. The laws in this area are complex but center on restricting the Company from responding to requests for information about, or place indirect restrictions on, the Company's business dealings with Israel. Such requests are usually contained in invitations to tender, commercial contracts, and shipping documents. Accordingly employees must report all such requests and seek guidance on answering them before responding.

Please remember that we encourage you to raise any questions or concerns about these policies.

If for any reason you are uncomfortable reporting those concerns to your supervisor or with the reporting requirements set out above, you may report concerns and violations confidentially, without giving your name, to Ethicspoint at 1-866-297-0224 for calls within the U.S, or on Ethicspoint's web reporting system at www.geokinetics.ethicspoint.com.

No adverse action will be taken against any employee for making a complaint or disclosing information in good faith. Any employee who retaliates in any way against an employee who in good faith reports any violation or suspected violation of these policies will be subject to disciplinary action, up to and including, termination.

Integrity in Dealing with Company Assets

This section contains Company policies and guidance on the following:

- CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES
- CONFIDENTIALITY
- PROTECTION AND USE OF COMPANY ASSETS

Conflicts of Interest and Corporate Opportunities

A conflict of interest exists whenever your private interests (or those of close relatives or people with whom you are in close personal or business contact) conflict in any way (or even appear to conflict) with the interests of the Company. Any business, financial, or other relationship with suppliers, customers or competitors that might influence, or appear to influence the exercise of your judgment is prohibited.

It is not possible to define all the situations that can involve a conflict of interest. In most cases, however, good judgment should be sufficient to evaluate a situation. If you have any doubt about whether a conflict exists contact your supervisor for guidance.

Here are some examples of situations which are or may appear to be conflicts of interest:

- doing business for the Company with organizations where your family members work or which are owned by your family members or close friends;
- holding a position with or doing work for a customer or competitor other than within the scope of your duties to the Company;
- having any substantial economic interest, either directly or indirectly, in any organization that transacts business with the Company or is in competition with the Company;
- accepting, directly or indirectly, any personal advantage given to you in your capacity as an employee of the Company except for permitted gifts and hospitality (see section of this Code which deals with gifts and hospitality);
- conducting Company business with a close relative or with an organization with which you or one of your close relatives is associated;
- taking personally (or for members of your immediate family) any opportunity that may be of interest to the Company;
- using company property, information or position for direct or indirect personal gain; or
- competing with the Company.

Confidentiality

Employees are prohibited from releasing any confidential Company information to an unauthorized fellow employee or to anyone outside the Company unless authorized by an officer of the Company. Company confidential information includes information which is not available to the public, such as:

- information on acquisitions or divestitures, new developments or techniques, major changes in management or organization, prices paid or received for goods or services, financial condition, significant contracts, budgets, and forecasts;
- information that is learned about other companies, (such as suppliers, customers and business partners), in the course of Company business; and
- employee personal information.

Such confidential and proprietary information is the exclusive property of the Company. The obligation to preserve confidential information continues even after employment or other relationship with the Company ends.

Special care is required regarding the public release of information concerning the Company's business, strategies, activities, and plans. All media contact and public statements and discussions of Company business should be coordinated with the Chief Financial Officer.

Protection and Use of Company Assets

Employees should protect Company assets and ensure their efficient use. Company assets must be used only for legitimate business purposes. Company property shall not be sold, loaned or given away regardless of condition or value, without proper authorization.

Company assets include equipment, buildings, tools, funds, accounts, supplies, computer programs, information technology, documents, know-how, data, patents, trademarks, copyrights and any other resources or property of the Company, such as employee time during working hours.

We must protect against waste, loss, damage, misuse, theft, misappropriation or infringement of the Company's assets and we must use these assets in responsible ways.

In addition, we must be vigilant regarding access to our assets by others. Any such access to the Company's intellectual or physical assets must be limited to authorized persons for an authorized business purpose.

Please remember that we encourage you to raise any questions or concerns about these policies. If for any reason you are uncomfortable reporting those concerns to your supervisor or with the reporting requirements set out above, you may report concerns and violations confidentially, without giving your name, to Ethicspoint at 1-866-297-0224 for calls within the U.S., or on the Ethicspoint web reporting system at www.geokinetics.ethicspoint.com.

No adverse action will be taken against any employee for making a complaint or disclosing information in good faith. Any employee who retaliates in any way against an employee who in

good faith reports any violation or suspected violation of these policies will be subject to disciplinary action, up to and including termination.

Addendum

Code of Ethics for Senior Financial Officers

Applicability

This Code of Ethics shall apply to Geokinetics Senior Financial Officers. "Senior Financial Officers" shall include the principal executive officer, the principal financial officer, the principal accounting officer, the controller, or persons performing similar functions, including Geokinetics President and Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, and Corporate Controller.

Standards of Conduct

To the best of their knowledge and ability, the Senior Financial Officers shall:

- Act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that Geokinetics files with its stakeholders and in other public communications made by Geokinetics;
- Comply with all applicable laws, rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies;
- Promote the prompt internal reporting of violations of this Code of Ethics to the General Counsel or Chief Executive Officer;
- Respect the confidentiality of information acquired in the course of employment; and
- Promote ethical and honest behavior within Geokinetics and its consolidated subsidiaries.

All Senior Financial Officers are expected to adhere to both the Geokinetics Code of Business Integrity and this Code of Ethics. Any violation of this Code of Ethics will be subject to appropriate discipline, up to and including dismissal from the Company and prosecution under the law.

Waivers

The Board of Directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics for Senior Financial Officers. Any change in or waiver from and the grounds for such change or waiver of this Code of Ethics for Senior Financial Officers shall be promptly disclosed in accordance with applicable laws, rules and regulations.