

Independence Contract Drilling, Inc.
Code of Business Conduct and Ethics
October 2018

Introduction

Independence Contract Drilling, Inc., together with its subsidiaries (the “Company”), has created this Code of Business Conduct and Ethics (this “Code”) to foster a culture of honesty and accountability and to establish standards of integrity, honesty and ethical conduct that all officers and employees must follow.

This Code is a statement of principles and a reference point. It applies to all Company employees, including officers. A separate Code of Business Conduct and Ethics applies to all members of the Company’s Board of Directors, whether employees or not, and with reference to directors the separate Code of Business Conduct and Ethics will be interpreted in a manner consistent with the role of a director. It provides guidance but does not cover every situation, nor does it set forth every applicable law or policy. In particular, this Code applies to the following areas:

- Obligations of Each Employee
- Conflicts of Interest
- Corporate Opportunities
- Confidentiality
- Fair Dealing
- Protection and Proper Use of Company Funds and Assets
- Compliance with Laws, Rules and Regulations
- Financial Matters and Public Disclosures
- Reporting of any Illegal or Unethical Behavior

Obligations of Each Employee

Our ethics policy is simple: we must each conduct all of our activities with the highest level of integrity and ethics, complying with the letter and the spirit of all applicable laws and regulations. In other words, we should avoid doing anything that may be, or even appear to be, illegal or unethical. All employees will always deal fairly and honestly with our vendors, customers, competitors, and each other.

- **Understand This Code**

We all have a responsibility to make sure our ethics and business practices program works. To fulfill this responsibility, you are required to read this Code thoroughly and become familiar with it. If you do not understand something in this Code, seek out assistance from your supervisor.

- **Comply with this Code, ICD Policies, and the Law**

Each employee must comply with the spirit and the letter of this Code, ICD policies, and all applicable laws and regulations. For employees this is a condition of continued employment. Failure to comply will result in disciplinary action, which may include immediate termination for cause.

- **Communicate Actual or Suspected Violations**

We should all be alert and sensitive to situations that could result in violations of this Code, ICD policies, or the law. Each employee has an obligation to report any conduct that may be a violation.

Generally, these matters should be raised first with your immediate supervisor. Initial questions may provide valuable insights or perspectives and encourage resolution of problems within the appropriate area. However, if you are uncomfortable bringing this matter up with your supervisor, or you do not believe the supervisor has dealt with the matter properly, you should raise the matter with the Compliance Officer (“Compliance Officer”), who is ICD’s General Counsel and Chief Financial Officer (“CFO”), Philip Choyce. For Human Resource related matters, you also should feel free to contact Travis Fitts, Senior Vice President – HR & HS&E. All inquiries, however reported, will be handled on a confidential, “need-to-know” basis.

Policies and Practices

Below are summaries of key ICD policies relating to business conduct and ethics. This Code is only a partial summary of the Company’s policies, and you should consult the Employee Handbook for full information about policies and procedures that apply to you.

Conflicts of Interest

The Company requires employees to conduct their outside associations, personal business, and financial and other relationships in a manner that avoids any conflict of interest, or appearance of conflict of interest, between the employee’s private interests and the interests of the Company as a whole. The term “outside association” includes any affiliation, association, interest or employment that an employee may have with an entity other than the Company. A conflict of interest situation may also arise if an employee takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively, or if an employee or family member receives improper personal benefits as a result of the employee’s position in the Company.

It is impractical to list every activity that might constitute a “conflict of interest.” There are also many borderline situations that need evaluation based on all relevant information. When in doubt, ask your supervisor. The following are typical conflict of interest situations and ICD policy with respect to each:

Outside Work

Employees must not work for, or conduct any outside business with, a competitor. Employees may not be engaged in any manner by a competitor of ICD.

Gift and Business Entertainment

Accepting gifts or entertainment from those ICD does business with might appear to influence decisions or create a sense of obligation. In addition, offering gifts and entertainment can raise similar issues. To ensure the highest level of objectivity in dealing with ICD's vendors, suppliers, contractors, customers, competitors and representatives, and to avoid the appearance of impropriety, you should not accept or offer any gift or entertainment unless it:

- is unsolicited and offered infrequently;
- is reasonable in its value and scope;
- is customary and part of your normal business practice to accept or offer the item;
- does not impose or create the appearance of imposing a sense of obligation on either the giver or the recipient; and
- does not create the appearance that your business judgment can be influenced.

Review and Resolution of Conflicts

Officers and employees are required to disclose and communicate actual or potential conflicts of interest to the Company. Actual or potential conflicts of interest disclosed by non-officer employees will be reviewed by the Chief Executive Officer ("CEO") or CFO, who will, if appropriate, specify measures the employee must take to eliminate or mitigate the conflict of interest. Employees who do not take the specified measures may be terminated. Actual or potential conflicts of interest disclosed by officers will be reviewed by Board of Directors or an appropriate committee of the Board of Directors, which will make a determination regarding the appropriate handling of the situation in the interest of the Company and will consider any necessary public disclosures.

Related Person Transactions

Related person transactions, as described in Item 404 of Regulation S-K adopted by the Securities and Exchange Commission ("SEC"), are also subject to the review procedures described above.

Corporate Opportunities

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Accordingly, employees are prohibited from (1) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position, (2) using corporate property, information or position for personal gain and (3) competing with

the Company. Any outside association, including activities with other entities or with charitable or political groups, should not impair the time and attention employees are expected to devote to their duties and responsibilities to the Company, adversely affect the quality or quantity of their work, entail their use of any of the Company's information or assets, or create the appearance (without the Company's approval) of the Company's involvement, endorsement, sponsorship, or support.

Confidentiality

Employees should observe and maintain the confidentiality of information that they acquire by virtue of their positions at the Company, including information concerning customers, suppliers, business partners, competitors, and other employees, except where disclosure is approved by the Company or otherwise legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

Confidential ICD Information

During employment with ICD, employees will learn and be entrusted with confidential information relating to ICD's operations, financial condition, and potential transactions (including acquisitions). Some examples of information that is confidential include financial information, business projections, personnel records, and any information that is marked confidential. Because this information has substantial value to ICD, employees must not disclose any confidential information, even inadvertently, to any unauthorized person in or outside ICD. This obligation continues after your employment ends.

Confidential Information Belonging to Third Parties

Employees must maintain the confidentiality of information entrusted to them by ICD's customers and vendors, and any other confidential information that comes to them, from whatever source, except when disclosure is authorized or required by laws or regulations or when use is permitted by such third party. Confidential information includes proprietary drawings and other technical or commercial information that is useful in the conduct of our business.

Privacy of Personal Information

Records containing information about employees, customers, investors, vendors and suppliers must be kept confidential. Access to these records is limited to those employees with a specific need to use the information in the performance of their duties and who are subject to the confidentiality provisions of this Code.

If, at any time, an employee has a question about whether information should be considered confidential, he or she should assume that it is confidential until the question has been resolved by his or her direct manager. No employee will, under any circumstances, act as a potential spokesperson for ICD in response to inquiries by the news media, financial analysts, or other similarly interested persons. Employees should not grant interviews or release statistical or

printed information of any kind. If you are approached for information, you should politely forward all requests to the CEO.

Fair Dealing

Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees, and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair-dealing business practices.

We seek to outperform our competition fairly and honestly. Each employee should respect the rights of and deal fairly and honestly with ICD's suppliers, customers, competitors, and vendors. Theft of proprietary or confidential information or possessing trade secret information that was obtained without the owner's consent is prohibited.

Protection and Proper Use of Company Funds and Assets

Any expenditure of the Company's funds must be in accordance with the Company's policies and procedures, as well as applicable law. All Company property should be used for the benefit of the Company in the conduct of its business. Employees should guard against potential theft, carelessness and waste, which have a negative impact on the Company's profitability. Employees are responsible for protecting Company property, which includes both tangible and intangible assets, such as intellectual property, including brand name and goodwill, and ensuring that Company assets are used efficiently for legitimate business purposes. Employees are prohibited from using the Company's funds, property or information for personal gain. The Company will not extend loans to, or guarantee the personal obligations of, employees except if duly approved and permitted by law.

Compliance with Laws, Rules and Regulations

It is the policy of the Company to require and promote compliance with all applicable laws, rules and regulations, including insider trading laws. Each employee must adhere to the letter and spirit of all laws and regulations in effect where ICD does business. We are each responsible for knowing the laws applicable to the performance of our job.

Inside Information and Insider Trading

Inside information is "material, non-public information" about the Company's financial condition, operations or prospects that could reasonably be expected to influence an investor's decision to buy, sell or otherwise trade in the Company's securities. Material, non-public information regarding the Company includes information that is not generally available to the public and is obtained through employment with, or from a source that has a duty to, the Company. Examples of inside information include, but are not limited to, unannounced earnings information, proposed or pending transactions, business or operational developments, litigation, contracts, and potential changes in management or the Board of Directors.

Inside information should never be disclosed except when required by law or otherwise in accordance with the responsibilities of an employee hereunder. Employees shall not trade in the

securities of the Company on the basis of inside information, including through a broker-assisted “cashless” exercise of stock options. Federal law and SEC regulations make it illegal to engage in any “insider trading” or to pass or “tip” inside information on to others who may buy or sell securities on the basis of that information. Insider trading is both unethical and illegal and any such conduct will be dealt with decisively by the Company.

Regulation FD

The Company is committed to compliance with the SEC’s rules against selective disclosure (Regulation FD).

Bribes and Kickbacks

We will not condone any payment by any employee to any third party that is in the nature of a bribe, kickback for obtaining any business, or otherwise results in a special favor to ICD or its employees.

Gifts and Payments

Gifts or payments may not be offered or given on behalf of ICD to any government official, political party, or candidate for public office either in the U.S. or abroad. These payments may be in violation of federal law and could result in the imposition of fines or imprisonment or both.

Payments to Government Officials

The laws of the U.S. and foreign countries prohibit companies and their employees and representatives from offering, promising to pay, or authorizing payment of any money or anything of value to any government official, any political party or official, or any candidate for political office, for the purpose of influencing any act or decision of that official, party, or candidate in his or its official capacity. Companies and their employees and representatives are also prohibited from taking any of these actions for the purpose of inducing the official, party, or candidate to use his or its influence to affect or influence any act or decision of a government or any agency thereof.

The U.S. Foreign Corrupt Practices Act (“FCPA”) prohibits bribery or unlawful payments to any official or employee of a foreign government or agency for the purpose of influencing decisions or obtaining or retaining business. ICD requires full and absolute compliance with the FCPA by all of its employees, representatives, and distributors. If you become aware of any FCPA violation or potential violation, you must immediately notify the CEO and the Compliance Officer.

Political Contributions

Generally, U.S. and foreign laws prohibit corporations from making contributions or expenditures in connection with any election for political office. These laws also prohibit corporations from financially supporting political candidates. Political contributions include direct or indirect payments, advances, gifts of goods or services, subscriptions, memberships, purchase of tickets for fundraisers, and purchase of advertising space. No employee shall make

any political contribution or other expenditure to any political organization or candidate for political office on behalf of or for the benefit of ICD.

Antitrust and Competition Laws

Antitrust and competition laws regulate ICD's relationships with its vendors, customers, and competitors. While these laws are complex and broad, generally, they prohibit agreements, arrangements, and activities that may have the effect of reducing competition. ICD is committed to free competition. No employee may enter into any agreement or arrangement, or engage in any activity, with vendors, customers, or competitors that may lessen competition.

Health, Safety, and the Environment

ICD is committed to protecting the health and safety of our employees and to environmental stewardship. Working safely and protecting others and the environment are conditions of employment at ICD.

Standards of Conduct

We are committed to providing a safe, diverse, and tolerant work environment, free of discrimination and harassment of any kind. As an employee, you are expected to treat others with the same respect and dignity you wish for yourself. No discrimination or harassment of any employee will be tolerated.

Equal Employment Opportunity

We are committed to affirmatively provide equal employment to all qualified employees and qualified applicants without regard to race, color, ancestry, national origin, religion, sex, marital status, age, sexual orientation, legally protected disability, status in the US uniformed services, status as a disabled veteran, or on any other basis protected under applicable law.

Our policy of equal opportunity affects all employment practices including, but not limited to, recruitment, employment, assignments, training, compensation, benefits, promotions, transfers, layoffs, and termination. Employment decisions must be based solely on job-related experience or education requirements, an individual's qualifications, and the ability to perform the duties of the specific job.

Sexual and Other Workplace Harassment

We will not tolerate harassment in the workplace in any form or in any manner including, but not limited to, sexual harassment. We believe that all employees should enjoy a work environment that is free from discrimination, harassment, and intimidation. This applies to all of our employees, applicants, vendors, contractors, visitors, or guests.

Sexual harassment is behavior of a sexual nature that is not welcome by another and is personally offensive, debilitates morale, creates an intimidating, offensive, or hostile environment, or otherwise adversely affects the employment opportunities of our employees or interferes with work effectiveness. Workplace harassment is verbal or physical conduct that

interferes with an employee's work performance, creates an intimidating, offensive, or hostile environment, or adversely affects employment opportunities. This policy applies to all ICD functions and all times and places where employees are functioning in an ICD-related activity or are required by ICD to be present.

ICD will investigate claims and, where appropriate, take corrective action. Any employee who believes that he or she is the subject of harassment should promptly inform the Compliance Officer. Anyone employed by ICD who engages in harassment does so in violation of ICD policy and is subject to immediate termination for cause.

Violence in the Workplace

The safety and security of our employees is very important. Threats or threatening behavior or acts of violence against employees, visitors, guests, or others by anyone on ICD property or while representing ICD will not be tolerated. Violations of this policy will lead not only to disciplinary actions, which may include immediate termination for cause, but also to arrest. Any employee who engages in violent behavior will be removed from the premises as quickly as safety permits and will not be permitted to return pending the outcome of an investigation.

Maintaining Accurate Books and Records

Each employee must maintain accurate and complete business records. It is against ICD policy, and in some circumstances illegal, for any employee to cause books and records to be inaccurate in any way. Some examples of prohibited record keeping include making the records appear as though payment were made to one person when in fact they were made to another, setting up unauthorized funds or accounts, and submitting expense accounts that did not accurately reflect the true nature of the expenses.

ICD Systems, Electronic Media, and Services

ICD-supplied systems, including our computer systems, e-mail system, telephones, voice mail, fax machines, on-line services, internet access, and mobile phones, belong to ICD and not to employees. Use of these systems for personal reasons in any manner that is abusive, excessive, or unauthorized is against ICD policy. We will exercise the right to monitor and audit each employee's use of ICD's systems including e-mail and the internet.

Use of the computer systems to make, download, or forward discriminatory, harassing, derogatory, obscene, defamatory, threatening, or offensive remarks to other people is prohibited. In addition, downloading, transmitting, or creating, through the Internet or otherwise, material that is offensive or illegal because of characteristics such as race, sex, sexual orientation, or national origin is prohibited. Finally, you may not download to any ICD computer system software not provided to you by ICD.

Financial Matters and Public Disclosures

In conjunction with its objectives of full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public

communications, the Company has established the following ethical policies relating to its financial matters and public disclosures.

Ethical Conduct of Company Accounting and Financial Officers and Employees

The Company's accounting and financial employees, including officers, must conduct themselves in accordance with all applicable ethical rules governing their profession. Additionally, accounting and financial employees and officers shall observe all ethics and conflict of interest rules of the SEC and Public Company Accounting Oversight Board (PCAOB) with respect to the conduct of the audit and the Company's relationships with outside auditors.

Documents Filed with the SEC and Other Public Communications

The Company will apply standards of full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with or submitted to the SEC and other government agencies or that are otherwise distributed publicly by the Company.

Reporting of any Illegal or Unethical Behavior

The Company is committed to maintaining an effective and confidential process for employees to report actual or suspected illegal or unethical behavior, including complaints regarding the Company's accounting, internal accounting controls, or auditing matters, and concerns about questionable accounting or auditing matters.

Employees may report actual or suspected illegal or unethical behavior, or violations of this Code of Ethics, in writing to the Compliance Officer. Or employees may call the Company's Ethics Hotline at its toll-free number on a confidential basis.

Protection for Reports in Good Faith

Employees who, in good faith, report an actual or suspected violation of this Code by another person will not be subject to discipline or retaliation of any kind. This Code protects employees from any sort of retaliation for any reports they make or questions they ask in good faith.

Investigation into Possible Misconduct

The Company respects the privacy of each employee but reserves the right to investigate behavior that could reasonably be considered harmful to the Company's reputation, or the safety of its employees, customers or assets. During any investigation of suspected violations, employees are required to cooperate fully in the investigation.

The following conduct is strictly prohibited:

- Interfering with or obstructing an investigation;
- Destroying, concealing, withholding, manipulating or falsifying information or documents related to an investigation;
- Attempting to discover the identity of any person making a report or cooperating in an investigation or impairing the confidentiality of a confidential complaint or report; or
- Discussing an investigation with others without authorization.

Governmental Investigations and Legal Actions and Proceedings

ICD's policy is to cooperate fully with any governmental investigation and any legal action or proceeding. Appropriate handling of these matters is important for all of us as the laws regulating our business provide for civil and criminal penalties that may apply to ICD and its employees. If you receive a subpoena or any other legal document or are contacted by any person regarding a legal action, proceeding, or investigation that involves or may involve ICD, you must contact the Compliance Officer immediately.

Employees should never, under any circumstances, destroy or alter any ICD documents in anticipation of any investigation, action, or proceeding or in anticipation of a request for those documents from any governmental agency, court, or participant in any action or proceeding. In addition, employees should never lie, make any misleading statements, or attempt to cause any other ICD employee or any other person to fail to provide information or to provide any false or misleading information in connection with any investigation, action, or proceeding. Any questions regarding the propriety of destroying or altering ICD documents should be referred immediately to the Compliance Officer.

If an allegation of wrongdoing is substantiated, the Company will take prompt and appropriate disciplinary action. Not all forms of disciplinary action will be publicly apparent. Criminal and/or civil penalties may apply to individuals who destroy or withhold information that is the subject of an investigation or litigation.

Waivers

Any waiver from this Code of Ethics for the Company's executive officers (including the Chief Executive Officer, Chief Financial Officer, Treasurer, Controller or persons performing similar functions) may only be authorized by an appropriate committee of the Board of Directors and then only to the extent permitted by the rules of the New York Stock Exchange ("NYSE") and the SEC. These waivers will be publicly disclosed to the extent required by applicable law. Waivers of the Code for all other employees must be approved by the CEO or CFO and will be reported to the Nominating and Corporate Governance Committee on a quarterly basis.

Conclusion

Employees who encounter an actual or suspected violation of this Code have a responsibility to report it. In such cases, employees are expected to promptly contact one of the reporting channels described in the Reporting of any Illegal or Unethical Behavior section above. Whatever means employees choose to make a report, they can do so without fear of retaliation.

Rights Reserved

This Code is for the exclusive use of ICD. No part of this Code may be reproduced in any form by any means without ICD's prior written consent.

No Rights or Alteration of Rights

Although all employees must adhere to the standards contained in applicable portions of this Code, this Code does not constitute an employment contract and does not impart any rights to employees. Nothing in this Code alters the existing legal rights and obligations of the Company or any employee (including in relation to "at will" employment). This Code does not address every expectation or condition regarding proper and ethical business conduct. This Code may be supplemented by the Company's other policies and procedures.

Policy Amendment and Termination

ICD reserves the right to amend, modify, revoke, suspend or terminate this Code, in whole or in part, at any time with or without notice, and the Code in the form adopted by ICD and then in effect shall apply to all officers and employees.

Explanatory Notes

The applicable portions of this Code included above are applicable to all officers and employees in accordance with NYSE Rule 303A.10. A separate Code of Business Conduct and Ethics is applicable to directors in accordance with NYSE Rule 303A.10.

A separate Code of Ethics has been adopted and constitutes the Company's "Code of Ethics" as applicable to its principal executive officer, principal financial officer and principal accounting officer or controller or persons performing similar functions, as required by Item 406 of Regulation S-K adopted by the SEC.