



Code of Business Conduct and Ethics

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A Message to All Employees

December 2011

In just a few short years, Geokinetics Inc. (“Geokinetics”) has established itself as a leading global provider of seismic data acquisition and data processing services. We are at a very exciting juncture in our history as we are transforming ourselves around the demands of the competitive marketplace. Each of us individually provides a unique contribution to Geokinetics’ success. Along with that, we also share a collective responsibility to behave ethically at all times as we conduct business on behalf of Geokinetics. Ethical conduct is the foundation of any lasting business success and each of us must be committed to adhere to this *Code of Business Conduct and Ethics*, as well as the letter and spirit of all applicable procedures, policies, regulations and laws.

This *Code of Business Conduct and Ethics* has been developed as a tool to guide all of us in conducting business lawfully, responsibly and ethically. This *Code of Business Conduct and Ethics* governs the actions and working relationships of Geokinetics’ Board of Directors, executive officers, managers and all other employees of Geokinetics in dealing with fellow employees, guests, competitors, vendors, suppliers, governmental and self-regulatory agencies, the media, and anyone else with whom Geokinetics has contact. More specifically, the *Code of Business Conduct and Ethics* provides guidance and a set of common ethical standards each of us must adhere to on a consistent basis. In all matters affecting Geokinetics, we must demonstrate the highest standards of openness, fairness, honesty, honor and integrity.

Although this *Code of Business Conduct and Ethics* is comprehensive, it cannot address every situation that each of us may encounter on a daily basis. Many of the policies in this *Code of Business Conduct and Ethics* are based on various laws and regulations, some are based on business and ethical principles that enhance Geokinetics’ ability to conduct its business effectively while others restate basic work rules and principles contained in the Employee Handbook. When necessary, you can and should seek assistance and discuss your concerns with your manager, the Human Resources Group, or the Corporate Compliance Officer by calling the Geokinetics’ Helpline at (866) 236-GEOK (4365) , e-mailing legalcompliance@geokinetics.com or logging on to www.geokinetics.ethicspoint.com.

Thank you for your commitment to our *Code of Business Conduct and Ethics* and for making compliance and proper business conduct the foundation of your daily routine.

Sincerely,



Richard F. Miles
President and Chief Executive Officer

GEOKINETICS INC.
CODE OF BUSINESS CONDUCT AND ETHICS

I. Purpose

This Code of Business Conduct and Ethics (this “Code”) contains policies that relate to the legal and ethical standards of conduct for all employees, directors and officers (collectively, “Company Personnel”) of Geokinetics Inc. (together with its subsidiaries and affiliated entities, the “Company”). This Code sets forth the Company’s expectations regarding the conduct of Company Personnel while acting on behalf of the Company and also provides guidelines regarding administration of this Code. The Company strives to apply high ethical, moral and legal principles in every aspect of its business conduct.

In addition to this Code, the Company has other policies and procedures that apply to Company Personnel which are available from the Human Resources Group. The Company’s Chief Executive Officer, Chief Financial Officer and members of the financial management team are also subject to a separate Code of Ethics for Financial Management Employees included as “Appendix A” to this Code. Additionally, the Board of Directors (the “Board”) of the Company is subject to a separate Code of Ethics and Business Conduct for Directors, included as “Appendix B” to this Code.

II. Responsibilities

This Code provides a guide for business dealings on behalf of the Company and imposes specific obligations on all Company Personnel. Company Personnel must avoid situations that could result in the appearance of wrongdoing or impropriety under this Code. In addition, all Company Personnel must understand and conform to the ethical standards imposed by this Code. Anyone in doubt about his or her responsibilities or the proper standard of conduct should seek additional counsel from his or her supervisor, any member of management, the Human Resources Group or the Corporate Compliance Officer through the Geokinetics Helpline at 866-236-GEOK(4365) , emailing legalcompliance@geokinetics.com or logging on to www.geokinetics.ethicspoint.com.

III. Additional Responsibilities of Executive Officers

Each executive officer (“officer”) of the Company must create a working environment supportive of the responsibilities and standard of conduct imposed by this Code. No officer should tolerate any situation that creates even an appearance of wrongdoing or impropriety under this Code.

Each officer is responsible for ensuring that all employees are aware of and understand their responsibilities under this Code. Any employee with questions should be encouraged to seek counsel from his or her supervisor, any member of management, the Human Resources Group or the Corporate Compliance Officer.

To promote compliance with this Code, each officer must do the following:

- Encourage employees to promptly report, in confidence and without fear of retribution, any conduct or activity that creates an appearance of wrongdoing or impropriety under this Code;
- Take prompt corrective action when warranted;
- Take appropriate disciplinary action against any employee found to be in violation of this Code; and

- Ensure, through education, supervision and review, that all employees understand their responsibilities under this Code.

IV. Company Policy

This Code and all laws and regulations applicable to the Company must be strictly followed. The Company requires that all laws applicable to it or the conduct of its business, regardless of where located, be observed. If a law conflicts with a policy in this Code, the law must be followed; however, if a custom or policy conflicts with this Code, this Code must be followed. If questions arise about how to deal with conflicts among this Code and local laws, custom or practice, the Company's Corporate Counsel should be contacted for guidance. The exercise of personal discretion or judgment in this area is not acceptable. All Company Personnel have the personal responsibility to adhere to the standards set forth in this Code and apply them in good faith and with reasonable business judgment. Company Personnel who do not adhere to these standards are acting outside the scope of their employment or agency.

In addition to complying with the law, all Company Personnel should observe high standards of business and personal ethics when performing assigned duties. This requires using honesty and integrity when dealing with other Company employees, the public, the business community, shareholders, customers, suppliers and governmental or regulatory authorities.

The Company is committed to being a responsible corporate citizen. This Code is an important part of that commitment. Those who violate the standards of this Code will be subject to disciplinary action, which may include termination of employment. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in *Compliance Procedures*, below.

V. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code with respect to officers or directors of the Company may be made only by the Audit Committee (the "Audit Committee") of the Board of Directors of the Company (the "Board") and will be promptly disclosed as required by law and by regulation of the American Stock Exchange (the "AMEX"). Any waiver of this Code with respect to all other employees must be approved by the Chief Executive Officer and will be reported to the Audit Committee.

VI. Compliance with Laws, Rules and Regulations (including Insider Trading Laws)

Obedying the law, both in letter and in spirit, is the foundation upon which the Company's ethical standards are built. Although Company Personnel are not expected to know every law that is applicable to the Company, it is important that Company Personnel know enough to ask questions and seek advice from supervisors, managers, lawyers or other appropriate personnel if they have any doubt regarding the legality of an action taken, or not taken, on behalf of the Company. For this reason, the Company periodically organizes information and training sessions to promote compliance with laws, rules and regulations and all invited Company Personnel are expected to attend these information and training sessions.

Purchasing or selling, whether directly or indirectly, securities of the Company while in possession of material non-public information is both illegal and unethical. Company Personnel are also prohibited by law from disclosing material non-public information to others who might use such information to directly or indirectly place trades in the Company's securities. Company Personnel may not recommend the purchase or sale of the Company's securities in violation of insider trading laws.

To assist with compliance with laws against insider trading, the Company has adopted a specific policy governing trading in securities of the Company by the Company's directors, officers and employees.

The “Insider Trading Policy and Guidelines with Respect to Certain Transactions in the Company’s Securities” policy will be distributed to every director, officer or employee. If you have any questions, you should consult with the Company’s Corporate Counsel.

VII. Confidentiality and Conflicts of Interest

Company Personnel shall maintain the confidentiality of information entrusted to them by the Company or its customers or suppliers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that if disclosed might be of use to competitors, or harmful to the Company or its customers or suppliers. Confidential information also includes all information that is learned about the Company’s customers and suppliers that is not in the public domain. The obligation to preserve confidential information shall continue even after employment or agency with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the property of the Company.

A conflict of interest occurs when an individual’s private interest interferes in any way with the interests of the Company as a whole. This situation can arise when an employee, officer, or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family or household, receives improper personal benefits as a result of his or her position in the Company.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors. Anyone who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in *Compliance Procedures*, below.

Prior to engaging in any material transaction or relationship not specifically addressed in the Conflicts of Interest Policy that reasonably could be expected to give rise to a conflict of interest, Company Personnel must consult with the Chief Executive Officer, the Corporate Compliance Officer and/or the Company’s Corporate Counsel.

The Company has adopted a Conflicts of Interest Policy which provides further details about the obligation of Company Personnel regarding conflicts of interest. This Conflicts of Interest Policy is attached as “Appendix C” hereto and constitutes a part of this Code.

Each independent director shall use reasonable efforts to ensure that he or she does not have any relationships or engage in any activities that would cause such director not to be independent for purposes of the Exchange Act, the rules and regulations of the Securities and Exchange Commission (the “SEC”) or the AMEX rules and regulations (including if such director is a member of the Audit Committee, the rules applicable to service on such committee). Prior to entering into any material relationship or activity that could reasonably be expected to affect a directors’ independence, the director should refer to the Code of Ethics and Business Conduct for Directors in “Appendix B” for the appropriate steps to follow.

VIII. Corporate Opportunities

Company Personnel are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of Company property, information, or position and (b) using Company property, information, or position for personal gain. No Company Personnel shall compete in any way with the Company during the course of their employment or during the applicable time period of an executed non-compete agreement. Employees, officers and directors of the Company owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises.

IX. Fair Dealing

Company Personnel should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

X. Gifts

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers or suppliers. No gift or entertainment should ever be offered, given, provided or accepted by Company Personnel or family members of Company Personnel unless it: (a) is not a cash gift, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot be construed as a bribe or payoff and (e) does not violate any applicable laws or regulations. Supervisors can advise on the appropriateness of any gifts or proposed gifts.

XI. Protection and Proper Use of Company Assets

All Company Personnel should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for the Company's legitimate business purposes. Company assets and equipment should only be used for Company business, although incidental personal use of assets may be permitted in some circumstances.

No officer or director shall seek or accept from the Company or any subsidiary or affiliate of the Company, credit, an extension of credit or the arrangement of an extension of credit in the form of a personal loan, and any existing personal loan shall not be materially modified, extended or renewed.

XII. Company Records

All Company books, records, accounts, funds and assets must be maintained to reflect fairly and accurately the underlying transactions and disposition of Company business in reasonable detail. No accounting entries will be recorded that intentionally conceal, disguise or misrepresent the true nature of any transaction involving the Company.

In this respect, the following guidelines must be followed:

- No undisclosed, unrecorded, or "off-book" funds or assets should be established for any purpose.
- No false or fictitious invoices should be paid or created.
- No false or artificial entries should be made or misleading reports issued.
- Assets and liabilities of the Company should be recognized and reported on the Company's consolidated financial statements in accordance with the Company's standard practices and generally accepted accounting principles in the United States.
- Company Personnel should not take any action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors.

If anyone believes that the Company's books and records are not being maintained in accordance with these requirements, the matter should be reported immediately to a supervisor. If that is not appropriate or if a satisfactory resolution is not obtained, the matter should be reported to the Corporate Compliance Officer or a member of the Audit Committee. In addition, procedures by which confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters can be made to the Audit Committee are available. *See Compliance Procedures below for further information.*

XIII. Employee Relations

All Company Personnel, regardless of position, shall do their best to work together to do the following:

- Respect each employee, worker and representative of customers, suppliers and contractors as an individual, showing courtesy and consideration and fostering personal dignity. Members of the management team shall use good judgment and exercise appropriate use of their influence and authority in their interactions with employees, customers, suppliers, contractors and partners of the Company;
- Make a commitment to and demonstrate equal treatment of all employees, workers, customers, suppliers and contractors of the Company without regard to race, color, gender, religion, age, national origin, military service or reserve or veteran status, or disability;
- Provide a workplace free of harassment of any kind, including on the basis of race, color, gender, religion, age, national origin, military service or reserve or veteran status, or disability;
- Provide and maintain a safe, healthy and orderly workplace; and
- Assure uniformly fair compensation and benefit practices that will attract, reward and retain employees.

Members of management should keep Company Personnel generally informed of the policies, plans and progress of the Company through regular communications.

XIV. Non-Discrimination Policy

The Company values the diversity of its employees and is committed to providing equal opportunity in all aspects of employment to all employees without regard to race, color, gender, religion, age, national origin, military service or reserve or veteran status, or disability. Company Personnel should use reasonable efforts to seek business partners for the Company that do not discriminate in hiring or in their employment practices, and who make decisions about hiring, salary, benefits, training opportunities, work assignments, advancement, discipline, termination and retirement solely on the basis of a person's ability to do the job.

XV. Freedom of Association

The Company recognizes and respects the right of Company Personnel to exercise their lawful rights of free association, including with respect to joining or not joining any association.

XVI. Disciplinary Action

If any employee, officer or director violates the provisions of this Code, he or she will be subject to disciplinary action, up to and including termination of employment or service with the Company. This Code reflects general principles to guide Company Personnel in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code prohibits or restricts the Company from taking any disciplinary action with respect to any matters pertaining to employee, officer or director conduct, whether or not such matters are expressly discussed in this Code.

The Company will not condone any type of harassment, as defined in Geokinetics' Employee Handbook, abuse or punishment, whether corporal, mental or physical, of an employee by another employee or any partner, customer or supplier of the Company.

XVII. Governmental Affairs and Political Contributions

The Board will approve any official policy of the Company concerning all governmental, political, and public matters in which the Company has an interest. No alteration of, or deviation from, any such official policy will be made without the prior approval of the Board.

Under no circumstances shall any activity be authorized or undertaken by an employee, officer or director that violates the provisions of the Foreign Corrupt Practices Act, federal and state election laws, bribery laws, or other applicable domestic or foreign laws. Generally, the Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to any official or employee of the U.S. government of a gift, favor or other gratuity in violation of these laws and regulations would not only violate Company policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar laws and regulations. To determine whether a gift or gratuity to be made on behalf of the Company complies with applicable laws or regulations or this Code, Company Personnel should seek guidance from the Company's Corporate Counsel or the Country Manager in their country of operation.

The following guidelines must be followed with respect to Company participation in the political system:

- No funds, assets or services of the Company will be used for political contributions, directly or indirectly, unless allowed by applicable federal, state, local and foreign and approved in advance by the Board.
- Company contributions to support or oppose public referenda or similar ballot issues are only permitted with advance approval of the Board.
- Employees, if eligible under applicable federal, state, local and foreign law, may make political contributions through legally established and Company sponsored and approved political support funds. Any such personal contribution is not a deductible expense for federal or other applicable income tax purposes and is not eligible for reimbursement by the Company as a business expense. Political action committees are permitted under applicable law.

XVIII. Environmental Policy

The Company is committed to conducting its business in compliance with all applicable environmental laws and regulations and in a manner that has the highest regard for the environment and the safety and well being of its employees and the general public. Therefore, the Company expects all Company Personnel to do their utmost to abide by the letter and spirit of these laws and regulations.

XIX. Reporting any Illegal or Unethical Behavior

The Company proactively promotes ethical behavior. Company Personnel should report violations of laws, rules, regulations, or this Code to appropriate personnel. *See Compliance Procedures below for further information.* To encourage the reporting of such violations, the Company will not allow retaliation for reports of misconduct made in good faith by Company Personnel. Company Personnel are expected to cooperate in internal investigations of misconduct.

Neither the Company nor any employee, officer, director, contractor, subcontractor, or agent of the Company may discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee in the terms and conditions of employment because of any lawful act done by the employee (a) to provide information, cause information to be provided or otherwise assist in an investigation of suspected violations of the law, when the information is provided to any Federal regulatory or law enforcement agency, any member of Congress or a Congressional Committee, or a supervisor of such employee or other person with authority to investigate the matter or (b) to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed (with any knowledge of the Company) relating to an alleged violation of the law or any fraud.

XX. Cooperation with Government Investigations

It is the policy of the Company to cooperate with all governmental investigative authorities. Each employee, officer and director shall retain any record, document or tangible object of the Company that is subject to an investigation or anticipated litigation.

It is a violation of this Code for any employee, officer or director to knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any Federal or state department or agency, court or any bankruptcy court, or in relation to or contemplation of any such matter or case.

XXI. Compliance Procedures

Employees, officers and directors must work together to ensure prompt and consistent action against violations of this Code. However, there are situations in which it may be difficult to determine how to act while also complying with this Code. Because it is difficult to anticipate every situation that will arise, it is important to have a framework to approach a new question or problem. When considering these situations, Company Personnel should:

- *Consider all relevant information* - To reach the right solutions, try to assemble all relevant information available to you.

- *Focus on the specific question or issue* - If something seems unethical or improper, it probably is.
- *Identify who is involved* - In most situations, there is shared responsibility. Are other colleagues informed? It may help to get others involved and discuss the question or problem.
- *Discuss the question or problem with a supervisor* - This is the basic guidance for all situations. In many cases, supervisors will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Employees should remember that it is the responsibility of supervisors to help solve problems and ensure that the Company complies with this Code.

Seek help from Company resources - In the rare case where it may not be appropriate to discuss an issue with a supervisor, or where a supervisor is not available to answer a question, Company Personnel should discuss it with the Corporate Compliance Officer through the Geokinetics Helpline at 866-236-GEOK (4365) , emailing legalcompliance@geokinetics.com or logging on to www.geokinetics.ethicspoint.com.

- For concerns regarding questionable accounting or auditing matters, Company Personnel may contact the Corporate Compliance Officer confidentially and anonymously. If that is not appropriate or if a satisfactory resolution is not obtained, the matter should be reported to a member of the Audit Committee.
- *Report ethical violations in confidence and without fear of retaliation* - If the situation so requires, the anonymity of Company Personnel will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- *Always ask first* - When unsure of what to do in any situation, Company Personnel should seek guidance and ask questions before the action in question is taken.

XXII. Compliance Certificate

Any employee, officer or director to whom this Code has been provided may be required, from time to time, to sign a written affirmation stating that the person (1) will comply with the letter and spirit of the Code during his or her employment with Geokinetics; (2) have not violated the Code; (3) is not aware of any material violations or suspected material violations of the Code by any employee; (4) should he or she become aware of any material violations or suspected material violation of the Code, will promptly submit a written report through the submission procedures set forth in the Code describing any circumstances in which he or she has reasonable basis for belief that a material violation of the Code by any person has occurred; and (5) acknowledges that a violation of the Code may be grounds for disciplinary action, up to and including termination of employment, from Geokinetics.

**GEOKINETICS INC.
CODE OF BUSINESS CONDUCT AND ETHICS**

2011 COMPLIANCE CERTIFICATE

By signing this statement, I acknowledge that I have received, read, understood, and agree to adhere to the Geokinetics Inc. Code of Business Conduct and Ethics (the "Code").

I acknowledge that:

- I will comply with the letter and spirit of the Code during my employment with Geokinetics;
- I have not violated the Code;
- I am not aware of any material violations or suspected material violations of the Code by any employee;
and
- Should I become aware of any material violations or suspected material violation of the Code, I will promptly submit a written report through the submission procedures set forth in the Code describing any circumstances in which I have reasonable basis for belief that a material violation of the Code by any person has occurred.

I understand that violation of the Code may be grounds for disciplinary action, including termination of employment, from Geokinetics.

Name

Title

Signature

Date

Appendix “A”

GEOKINETICS INC. CODE OF ETHICS FOR FINANCIAL MANAGEMENT EMPLOYEES

I. Introduction

This Code of Ethics (the "Code") is established pursuant to Section 406 of the Sarbanes-Oxley Act of 2002, which requires the establishment of a code of ethics applicable to the principal executive officer, principal financial officer, principal accounting officer, controller, or other employees with important roles in the financial reporting process ("Covered Persons").

The Board of Directors of Geokinetics Inc. (the “Board”) has adopted this Code to promote honesty and ethical conduct, proper disclosure of financial information in periodic reports and compliance with applicable laws, rules and regulations by Geokinetics’ senior financial officers and financial managers. Because of the importance of financial management under Sarbanes-Oxley, this Code has been specifically developed for Covered Persons, who hold unique and significant roles in corporate governance. This Code is an integral part of Geokinetics’ corporate-wide Code of Business Conduct and Ethics contained in the Geokinetics Employee Handbook.

The Audit Committee of the Board (“Audit Committee”) is responsible for the implementation, execution, and administration of this Code as part of its oversight function of the corporate governance process. The Audit Committee has designated a Corporate Compliance Officer to administer the Code; conduct investigations of alleged violations of the Code or other applicable laws, rules and regulations; and to monitor overall compliance with the Code, applicable laws, rules and regulations.

The purpose of the Code is to deter wrongdoing and to promote:

- Honesty, integrity, independence and ethical conduct, avoiding actual or apparent conflicts of interest between personal and professional relationships;
- Discussions in advance of any transaction that reasonably could be expected to give rise to a conflict of interest with the appropriate person or persons identified in the Code;
- Acting in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated;
- Sharing of knowledge and maintaining skills relevant to carrying out individual duties related to Geokinetics financial reporting and corporate governance processes;
- Full, fair, accurate, timely, and understandable financial disclosures in internal reports as well as all reports and other documents that are filed or submitted by Geokinetics to the Securities and Exchange Commission (the “SEC”) and any other regulatory body or used in other public communications made by Geokinetics;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
- Personal accountability for adherence to the Code.

Covered Persons are expected to be familiar with the Code and, from time to time, may be asked to affirm their agreement to adhere to its standards. Violations of this Code may subject Covered Persons to appropriate disciplinary actions, such as censure, suspension or termination of employment from Geokinetics. Disciplinary action should be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code.

II. Principles and Practices

In performing his or her duties, Covered Persons should abide by the following principles and practices:

Conflicts of Interest

Covered Persons must avoid any activity or association that creates or appears to create a conflict between the Covered Persons' personal interest and Geokinetics' interest. For example, a possible conflict of interest exists when a Covered Person or a member of his or her family has a financial or other interest in, or seeks personal loans or services from, a company that does business with Geokinetics. Covered Persons are expected to make prompt and full disclosure in writing to the Chairman of the Audit Committee of any potential conflict of interest. Any transaction in which a Covered Person may have a conflict of interest must be approved by the Audit Committee.

Covered Persons should avoid the receipt of gifts, gratuities, favors or other benefits that might affect or appear to affect the exercise of their judgment on Geokinetics' behalf. Any substantial gift or favor offered by an actual or potential client, contractor, or provider of goods or services, lender, security holder, or other affiliate whether it be in tangible form or in the form of a service or individual benefit, should be refused unless acceptance of such gift or favor has been approved by the Audit Committee. This prohibition is not intended to apply to ordinary courtesies of business life, such as token gifts of insubstantial value, modest entertainment incidental to a business relationship, or the giving or receipt of normal hospitality of a social nature.

Accurate and Timely Periodic Financial Reports

Geokinetics is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with, or submits to, the SEC and in other public communications. Geokinetics expects Covered Persons to establish and manage Geokinetics' financial reporting systems and procedures with due care and diligence to ensure that:

- Reports filed with or submitted to the SEC and other public communications contain information that is full, fair, accurate, timely and understandable and do not misrepresent or omit material facts;
- Business transactions are properly authorized and completely and accurately recorded on Geokinetics' books and records in accordance with generally accepted accounting principles and Geokinetics' established financial policies; and
- Retention or disposal of Geokinetics' records is in accordance with established Geokinetics policies and applicable legal and regulatory requirements.

Compliance with Laws, Rules and Regulations

Covered Persons must comply fully with all applicable laws, rules, regulations and corporate governance standards. The Audit Committee will assess compliance with the Code, report material violations to the Board, and recommend to the Board appropriate action.

It is Geokinetics' policy to prevent the occurrence of unethical or unlawful conduct in its business, to halt any such conduct promptly, and to discipline those who engage in such conduct, as well as individuals who fail to exercise appropriate supervision and oversight. To that end, Covered Persons are expected to behave in an ethical manner in all matters related to Geokinetics' business and are expected to use their best efforts to comply with all governmental laws, rules and regulations that apply to Geokinetics' business.

Noncompliance with the Code can have severe consequences for both Geokinetics and the Covered Persons involved. In addition to potentially damaging Geokinetics' reputation, trade and customer relations, and business opportunities, conduct that violates the Code may also violate applicable laws, rules or regulations. These violations can subject Covered Persons and Geokinetics to civil liability and criminal prosecution. Covered Persons who violate the Code or applicable laws, rules or regulations also will be subject to disciplinary actions that may result in termination of employment.

If a Covered Person becomes aware of a possible violation of an applicable law, rule or regulation, the Code or a related policy, he or she must promptly report that information to the Audit Committee. All reports will be treated confidentially to the extent possible and will be investigated. If there is any doubt as to a particular matter being a violation, it should be reported. There will be no retaliation for making reports in good faith.

Insider Trading

Except as otherwise permitted by law (for example, pursuant to a properly adopted plan that satisfies all of the requirements of SEC Rule 10b5-1), Covered Persons are prohibited from insider trading (defined as buying or selling Geokinetics' securities when in possession of material, nonpublic information) and tipping (defined as passing such information on to someone who may buy or sell securities). This prohibition applies to Geokinetics' securities and the securities of other companies if Covered Persons learn material, nonpublic information about them in the course of performing their duties for Geokinetics.

Information is considered material if (a) there is a substantial likelihood that a reasonable investor would find the information important in determining whether or not to trade in a security or (b) the information, if made public, would likely affect the market price of a company's securities. Examples of material information include unannounced dividends, earnings, financial results, new or lost contracts or products, sales results, important personnel changes, business plans, possible mergers, acquisitions or divestitures or joint ventures, and important regulatory, judicial and legislative actions.

Information is considered nonpublic unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed and adequate time must have passed for the securities markets to digest the information. Adequate disclosure includes public filings with securities regulatory authorities and the issuance of press releases, which may include meetings with members of the press and the public. A delay of two business days is generally considered a sufficient period for routine information to be absorbed by the market. A longer period of delay may be considered appropriate for more complex transactions.

Covered Persons may not disclose inside information to anyone, including other employees, unless the person receiving the information has a legitimate, business-related need to know. If an employee leaves Geokinetics, he or she must maintain the confidentiality of that information until it has been adequately disclosed to the public. If there is any question as to whether information regarding Geokinetics or any other company Geokinetics has dealings with is material or has been adequately disclosed to the public, the Chairman of the Audit Committee and/or the Corporate Compliance Officer must be contacted.

Document Retention

Geokinetics and each Covered Person shall comply with all laws and regulations relating to the preservation of records. Under no circumstances are records to be destroyed selectively or maintained outside Geokinetics' premises or designated storage facilities.

If the existence of a subpoena or impending government investigation is known or reported to a Covered Person, he or she must promptly report such information to the Chairman of the Audit Committee and the Corporate Compliance Officer. Covered Persons must retain all records that may be responsive to a subpoena or pertain to an investigation. Any questions regarding whether a record pertains to an investigation should be directed to the Chairman of the Audit Committee and/or the Corporate Compliance Officer.

Reporting Violations

If a Covered Person knows of or suspects a violation of applicable laws, rules or regulations, the Code or Geokinetics' related policies, he or she must promptly report that information to the Chairman of the Audit Committee and the Corporate Compliance Officer. No Covered Person reporting a suspected violation will be subject to retaliation as a result of a good faith report.

Reported violations will be promptly investigated. It is imperative that the Covered Person reporting the violation refrain from conducting his or her own preliminary investigation. Investigations of alleged violations may involve complex legal issues. Covered Persons who act on their own may compromise the integrity of an investigation and adversely affect both themselves and Geokinetics.

Disciplinary Measures

Geokinetics intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with applicable laws, rules and regulations, the Code and its related policies and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Covered Persons who violate the law, the Code and other policies and procedures may be subject to disciplinary action, up to and including termination of employment from Geokinetics. In addition, disciplinary action, up to and including termination of employment from Geokinetics, may be taken against any Covered Person who directs or approves infractions or has knowledge of them and does not move promptly to correct them in accordance with Geokinetics' policies.

Covered Persons who violate any applicable laws, rules or regulations or the Code will face appropriate disciplinary action, as determined by the Audit Committee. The matter may also be referred to appropriate governmental agencies.

Amendment, Modification and Waiver

The Code may be amended or modified by the Audit Committee. Any amendments or modifications will be publicly disclosed in accordance with the rules of the Securities and Exchange Commission. The Audit Committee may waive violations of the Code, but any such waiver that constitutes a material departure from a provision of the Code will be publicly disclosed in accordance with the rules of the Securities and Exchange Commission.

Disclosure

A copy of the Code, including any amendments, shall be filed as an exhibit to Geokinetics' Annual Report on Form 10-K.

Annual Review

The Board shall review and reassess the adequacy of this Code annually and make any amendments to this Code that the Board deems appropriate.

III. Employee Complaint Procedures for Financial Matters (“Whistleblower” Provision)

Any employee of Geokinetics may submit a good faith concern or complaint (“complaints”) regarding accounting, financial reporting, internal accounting controls or auditing matters (“financial matters”) to Geokinetics without fear of dismissal or retaliation of any kind. Geokinetics is committed to achieving compliance with all applicable securities laws and regulations, including those related to financial matters. Geokinetics’ Audit Committee will oversee the handling and treatment of employee complaints related to financial matters.

Employees must promptly bring to the attention of the Audit Committee any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect Geokinetics’ ability to record, process, summarize and report financial data, or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in Geokinetics’ financial reporting, disclosures or internal controls.

In order to facilitate the reporting of employee complaints in a confidential and anonymous manner, the Audit Committee has established the following procedures for the receipt, retention and treatment of complaints regarding financial matters.

Submission of Employee Complaints

Employees may forward complaints regarding financial matters on a confidential basis, which may be done anonymously, to the Corporate Compliance Officer through a Geokinetics provided Help Line at logging on to www.geokinetics.ethicspoint.com.

- Additionally, employees with complaints regarding financial matters may report their concerns on a confidential basis directly to the Corporate Compliance Officer of Geokinetics at 866-237-GEOK (4365) or emailing at legalcompliance@geokinetics.com.

Scope of Matters Covered by These Procedures

These procedures relate to employee complaints concerning any questionable financial matters, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Geokinetics;
- Fraud or deliberate error in the recording and maintaining of financial records of Geokinetics;
- Deficiencies in or noncompliance with Geokinetics’ 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 or audit reports of Geokinetics; or
- Deviation from full and fair reporting of Geokinetics’ financial position and results of operations.

Treatment of Complaints

Upon receipt of a complaint either from the hotline or directly, the Corporate Compliance Officer will (i) determine whether the complaint actually pertains to financial matters and (ii) when possible, acknowledge receipt of the complaint to the sender.

The Corporate Compliance Officer will promptly report any complaints pertaining to financial matters to the Chairman of the Audit Committee.

Complaints relating to financial matters will be reviewed under Audit Committee direction by the Corporate Compliance Officer and such other persons as the Audit Committee 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.

Reporting and Retention of Complaints and Investigations

The Corporate Compliance 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. Copies of complaints and such log will be maintained in accordance with Geokinetics' document retention guidelines.

No Retaliation

Geokinetics 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 financial matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

**GEOKINETICS INC.
CODE OF ETHICS
FOR FINANCIAL MANAGEMENT EMPLOYEES**

COMPLIANCE CERTIFICATE

By signing this statement, I acknowledge that I have received, read, understood, and agree to adhere to the Geokinetics Inc. Code of Ethics for Financial Management Employees (the “Code”).

I acknowledge that:

- I will comply with the letter and spirit of the Code during my employment with Geokinetics;
- I have not violated the Code;
- I am not aware of any material violations or suspected material violations of the Code by any employee;
and
- Should I become aware of any material violations or suspected material violation of the Code, I will promptly submit a written report through the submission procedures set forth in the Code describing any circumstances in which I have reasonable basis for belief that a material violation of the Code by any person has occurred.

I understand that violation of the Code may be grounds for disciplinary action, including termination of employment, from Geokinetics.

Name

Title

Signature

Date

Appendix “B”

GEOKINETICS INC. CODE OF ETHICS AND BUSINESS CONDUCT FOR DIRECTORS

IV. Introduction

The Board of Directors of Geokinetics Inc. (the “Board”) has adopted this Code of Ethics and Business Conduct for Directors of Geokinetics (the “Code”).

This Code is intended to provide guidance to Directors to help them recognize and deal with ethical issues, provide mechanisms to report possible compliance issues and foster a culture of honesty and accountability at Geokinetics Inc. by establishing the “tone at the top.” The Board recognizes that no code of ethics and conduct can anticipate every situation that may arise nor replace the thoughtful behavior of an ethical Director. Therefore, this Code is intended to serve as a source of guiding principles for Directors. Directors are expected to bring questions about particular circumstances that may be relevant to provisions of this Code to the attention of the Chairman of the Board. The Chairman of the Board may consult with Geokinetics’ Corporate Compliance Officer as well as outside legal counsel as appropriate. Each Director is expected to comply with the letter and spirit of this Code.

Directors who also serve as officers of Geokinetics should read this Code in conjunction with Geokinetics’ Code of Ethics for Financial Management Employees as well as the corporate-wide Code of Business Conduct and Ethics contained in the Employee Handbook

V. Principles and Practices

In performing his or her duties, Directors should abide by the following principles and practices:

Conflict of Interest

Directors should conduct themselves in an honest and ethical manner and avoid any actual or apparent conflict of interest. A conflict of interest occurs when a Director’s private interest interferes in any way with the interests of Geokinetics, and/or makes it difficult to perform his or her duty objectively and effectively. A conflict situation can arise when a Director takes actions or has interests that may make it difficult to perform his or her work as a Geokinetics’ Director objectively and effectively. Conflicts of interest also arise when a Director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a Director of Geokinetics. “Immediate family” includes a Director’s spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such Director’s home.

Directors must avoid any conflicts of interest between themselves and Geokinetics. If a Director believes he or she has an actual or potential conflict of interest with Geokinetics, the Director shall notify the Chairman of the Board as promptly as practicable and shall not participate in any decision by the Board that in any way relates to the matter that gives rise to the conflict of interest.

Corporate Opportunities

Directors should not (a) take for themselves personally opportunities that are discovered through the use of Geokinetics property, information or position; (b) use Geokinetics property, information, or position for personal gain; or (c) compete with Geokinetics. Directors owe a duty to Geokinetics to advance its legitimate interests when the opportunity to do so arises.

The Company acknowledges that Directors may be employed by companies or firms which have business interests, or engage in business activities or commercial transactions, which compete with activities or transactions of the Company or which otherwise involve customers, suppliers or other parties which have commercial relationships with the Company. The fact that any such employer engages in any of the foregoing, or that the Director is involved in or works, consults or confers on or with respect to any of the foregoing on behalf of such employer, shall not be deemed, by itself, to be a violation of this Code by the Director. In addition, no Director shall be obligated to present any particular investment or business opportunity to the Company even if such opportunity is of a character which, if presented to the Company, could be undertaken by the Company, and each Director shall have the right to undertake any such opportunity on behalf of another person such as the Director's employer.

Confidentiality

Directors should maintain, during his or her term of office and after leaving the Board, the confidentiality of information entrusted to them by Geokinetics or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to Geokinetics or its customers, if disclosed.

Competition and Fair Dealing

Directors should endeavor to deal fairly with Geokinetics' various constituents including customers, suppliers, competitors and employees. No Director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

Protection and Proper Use of Company Assets

Directors shall not use Geokinetics assets, labor or information for their own personal benefit or gain. Directors should protect Geokinetics assets and ensure their efficient use. All Geokinetics assets should be used for legitimate business purposes.

Insider Trading

Directors shall not engage in transactions in Geokinetics stock (whether for their own account, for Geokinetics' account or otherwise) while in possession of material, nonpublic information and shall not communicate such information to third parties that may use such information in the decision to purchase or sell Geokinetics stock ("tipping"). This policy also applies to information relating to any other company, including Geokinetics' customers and suppliers that a Director obtains in the course of serving on the Board. In addition to violating Geokinetics policy, insider trading and tipping are illegal and unethical. Information may be material if there is a substantial likelihood that the information would affect the price of Geokinetics stock or that a reasonable investor would consider the information significant in deciding

whether to buy or sell Geokinetics stock. Such information includes information relating to capital structure, major management changes, contemplated acquisitions or divestitures, and information concerning earnings or other financial information. Information is considered to be non-public if it has not been disclosed to the public. Generally, information is considered disclosed to the public if it has been published in newspapers or the media, has been the subject of a press release or a public filing with the Securities and Exchange Commission and, in all cases, at least 48 hours has passed since the publication, release or filing. A longer period of delay may be considered appropriate for more complex transactions.

Compliance Procedures -- Encouraging the Reporting of any Illegal or Unethical Behavior

Directors shall comply with laws, rules and regulations applicable to them as Directors of Geokinetics. Directors should proactively promote ethical behavior and compliance with laws, rules and regulations. Directors should ensure that Geokinetics encourages employees to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. Directors should ensure that Geokinetics has an effective means for employees to report violations of laws, rules, regulations or Geokinetics' Code of Ethics for Financial Management Employees, including senior financial officers or its Code of Business Conduct and Ethics contained in the Employee Handbook. Directors should ensure that Geokinetics does not allow retaliation for reports made in good faith and that this policy is communicated to employees.

Directors shall communicate any suspected violations of this Code, including any violation of law or governmental rule or regulation, promptly to the Chairman of the Board. Alleged violations shall be investigated by the Board or by a person or persons designated by the Board and appropriate action shall be taken in the event of any violations of the Code.

Waivers

Waivers of this Code shall be granted only under exceptional circumstances. A waiver of this Code may be made only by the Board, and must be promptly disclosed in accordance with applicable law.

Disclosure

A copy of the Code, including any amendments, shall be filed as an exhibit to Geokinetics' Annual Report on Form 10-K.

Annual Review

The Board shall review and reassess the adequacy of this Code annually and make any amendments to this Code that the Board deems appropriate.

**GEOKINETICS INC.
CODE OF ETHICS AND BUSINESS CONDUCT
FOR DIRECTORS**

COMPLIANCE CERTIFICATE

By signing this statement, I acknowledge that I have received, read, understood, and agree to adhere to the Geokinetics Inc. Code of Ethics and Business Conduct for Directors (“Code”).

I acknowledge that:

- I will comply with the letter and spirit of the Code during my tenure as a Director with Geokinetics;
- I have not violated the Code;
- I am not aware of any material violations or suspected material violations of the Code by any employee;
and
- Should I become aware of any material violations or suspected material violation of the Code, I will promptly submit a written report through the submission procedures set forth in the Code describing any circumstances in which I have reasonable basis for belief that a material violation of the Code by any person has occurred.

I understand that violation of the Code may be grounds for disciplinary action including my removal as a Director of Geokinetics.

Name

Title

Signature

Date

Appendix “C”

GEOKINETICS INC. CONFLICTS OF INTEREST POLICY

Employees are to avoid any and all situations which may create or involve an actual or perceived conflict of interest between the interests of Geokinetics and the interests of the employee. Any employee who is engaged in an activity which may be construed as a conflict of interest shall, before engaging in such activity, or as soon as such conflict becomes known, inform his or her supervisor in writing of such actual or potential conflict.

Types of activities or conduct by the employee, or any of his or her immediate family, which may be considered a conflict of interest include, but is not limited to:

- Ownership or other beneficial interest of a substantial financial interest in any outside concern which does business with or is a competitor of Geokinetics, except where such interest consists of securities of a publicly owned corporation, and such securities are traded regularly on the open market.
- Serving as a director, executive officer, or consultant to any outside company which does business with or is a competitor of Geokinetics.
- Acceptance of gifts of more than token value, loans, excessive entertainment or substantial favors from any outside concern which does or is seeking to do business with or is a competitor of Geokinetics.
- Representation of Geokinetics in any transaction in which the employee or immediate family has a substantial interest.
- Outside employment that will impair the ability of the employee to meet the daily mental and physical requirements of his or her job with Geokinetics.

There are times when an employee may have the opportunity or the need to maintain two jobs at one time. However, it is important that any additional employment and/or outside interests do not interfere with an employee’s job at Geokinetics. If an employee does hold a second job, he/she must ensure that it will not affect his/her performance or obligations to Geokinetics. Likewise, the employee must ensure that no conflict of interest is created by his/her second job.

Non-exempt employees are required to obtain the written approval of their manager/supervisor prior to accepting or maintaining a second job, or otherwise engaging in any conduct which may be construed as a conflict of interest.

Exempt employees are required to obtain the written approval of the President and CEO of Geokinetics prior to accepting or maintaining a second job, or otherwise engaging in any conduct which may be construed as a conflict of interest. In addition, exempt employees are required to annually certify that he or she is not engaged in any activity or conduct that constitute a conflict of interest under this policy.

Violations of this policy could subject an employee to disciplinary action up to and including termination.