

# TEAM, INC. CORPORATE GOVERNANCE PRINCIPLES

August 2015

The Board of Directors of Team, Inc. (the "Board") has adopted the corporate governance principles set forth below as a framework for the governance of the Team, Inc. ("Team" or the "Company").

The Board, as representatives of Team's shareholders, is committed to the enhancement of long-term shareholder value with the highest standards of integrity and ethics. In that regard, the Board has adopted these governance principles to provide an effective corporate governance framework for Team intending to reflect a set of core values that provide the foundation for Team's governance and management systems and its interactions with others.

## **Ethics and Values**

The Board and Team management are jointly responsible for managing and operating Team's business with the highest standards of responsibility, ethics and integrity. In that regard, the Board expects each director, as well as each member of senior management, to lead by example in a culture that emphasizes trust, integrity, honesty, respect, and responsibility.

Furthermore, the Board also expects each director and each member of senior management to act ethically at all times and to adhere to the policies, as well as the spirit, expressed in Team's Code of Ethical Conduct.

## **Roles of Board and Management**

**Role of Board of Directors** - It is the responsibility of the Board to direct, guide and oversee the conduct of Team's business and to ensure that the interests of the shareholders are being served. In carrying out that responsibility, the Board considers as some of its primary functions, the following:

- **Management planning and oversight** - Selecting, evaluating and compensating the Chairman, which may be an executive chairman ("Chairman"), and the Chief Executive Officer ("CEO") and planning for CEO succession; providing counsel and oversight in the selection, evaluation and compensation of, and succession planning for, other members of senior management; and approving the appointment and compensation of executive officers.
- **Strategic and operational planning** - Reviewing, understanding and approving long-term strategic plans and annual operating plans, and monitoring the implementation and execution of those plans.
- **Major corporate actions** - Reviewing, understanding and approving significant financial and business transactions and other major corporate actions.
- **Financial reporting** - Reviewing, understanding and approving financial statements and reports, and overseeing the establishment and maintenance of controls, processes and procedures to ensure accuracy, integrity and clarity in financial and other disclosures.

- **Governance, compliance and risk management** - Establishing and maintaining governance and compliance processes and procedures to ensure that Team is managed with the highest standards of responsibility, ethics and integrity.
- **General advice to management** - Providing general advice and counsel to the CEO and senior management in connection with issues arising during the course of managing Team's business.

**Role of Management** - It is the responsibility of management, under the direction of the CEO, to conduct Team's business and affairs in an effective, legal and ethical manner, consistent with the principles and direction established by the Board. In carrying out that responsibility, management is charged with the following:

- **Organizing management** - Selecting qualified management and implementing an organizational structure that is efficient and appropriate for Team's operations and culture.
- **Strategic and operational planning and implementation** - Developing long-term strategic plans and annual operating plans, presenting those plans to the Board, implementing and executing approved plans and recommending and executing changes to those plans as necessary.
- **Managing risk** - Identifying and managing the risks that Team undertakes in the course of carrying out its business and managing Team's overall risk profile.
- **Financial reporting** - Ensuring the integrity of the financial statements and reports by implementing, and supervising the operation of systems, controls, processes and procedures that allow Team to record, process, summarize and report information timely and accurately and produce financial statements and other disclosures that fairly present Team's financial condition and results of operations and permit shareholders to understand Team's business, financial soundness and risks.

In addition, the CEO and senior management are responsible for setting a "tone at the top" of integrity, ethics and compliance on the part of all persons associated with the Company with applicable legal requirements and with the Company's policies and standards.

## **Board Membership**

### **Size of the Board**

The number of directors constituting the full Board shall be determined from time to time by the Board, within the limits prescribed by Team's Certificate of Incorporation and Bylaws, taking into account the size and breadth of Team's business. The Board is willing to increase its size in order to accommodate the availability of an outstanding candidate or to allow a replacement director to join the Board in advance of any scheduled retirement of an existing director. The Corporate Governance and Nominating Committee shall periodically review and report to the Board on the appropriate size of the Board, with the objective of maintaining the necessary experience, expertise and independence, without becoming too large to function efficiently.

The Board is divided into three classes, as nearly equal in number as possible, with staggered terms of three years each so that the term of one class expires at each annual meeting of shareholders. Thus, directors typically stand for election every three years.

## **Independent Directors**

The Board believes that its primary function is to manage Team's business in the best interest of the shareholders and that those interests are best served by having a substantial number of objective, independent representatives on the Board. Consequently, at all times, a majority of the directors will be "independent." For this purpose, a director shall be considered to be "independent" only if the Board affirmatively determines that the director does not have any direct or indirect material relationship with Team that may impair, or appear to impair, the director's ability to make independent judgments and the director otherwise satisfies the standards of "independence" established by applicable rules and regulations, including applicable stock exchange listing requirements and federal securities laws.

With respect to each director, the Board's assessment and determination of independence shall be made by the remaining independent members of the Board. In each case, the Board shall broadly consider all relevant facts and circumstances and shall apply the following standards:

(a) A director will not be considered to be "independent" if any of the following conditions exist at the time of determination or existed at any time during the immediately preceding five-year period:

1. The director is employed by Team;
2. An immediate family member of the director is employed as an officer of Team;
3. The director is employed by or affiliated with Team's independent auditor;
4. An immediate family member of the director is employed as a partner, principal or manager by Team's independent auditor; or
5. An executive officer of Team serves on the board of directors of a company that employs the director or employs an immediate family member of the director as an officer.

For purposes of the above, "immediate family member" includes spouse, parents, children, step-children, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law and other persons living in the director's home (not including employees of the director).

(b) The following relationships will not be considered to be material relationships that would impair, or appear to impair, a director's ability to make independent judgments and, therefore, will not alone prevent the director from being considered to be "independent":

1. The director is an executive officer, partner or principal of a company that does business with Team and the other company's annual sales to, or purchases from, Team are less than one percent of Team's annual revenues and less than one percent of the annual revenues of the other company;
2. The director is an executive officer of a company that is indebted to Team or is an executive officer of a company to which Team is indebted and, in either

case, the aggregate amount of such debt is less than one percent of Team's total consolidated assets and less than one percent of the total consolidated assets of the other company; and

3. The director serves as an executive officer, director or trustee of a charitable organization to which Team or any of its executive officers contributes and the combined annual contributions to such organization by Team and its executive officers are less than one percent of that organization's total annual charitable receipts.

The Board will review annually all commercial and charitable relationships between each director and Team and will make a determination of such director's independence, and Team will disclose the Board's determinations in the proxy statement relating to the annual meeting of shareholders. If the Board determines that a director who has a relationship with Team that is not described in paragraph (b) above is nevertheless "independent," such disclosures shall also include the basis for such determination.

The Board recognizes that members of certain Board committees may be subject to more stringent standards of "independence" pursuant to applicable rules and regulations, including any applicable stock exchange listing requirements, accounting and auditing rules and federal securities or tax laws. Any such more stringent standards will be reflected in the charter of the respective committee.

#### **Retirement Age; Term Limits**

The Board believes that directors should serve only so long as they add value to the Board. Recognizing that the most important factor in re-nomination considerations is a director's contributions to Board deliberations and processes rather than length of service or age, the Board has not established mandatory retirement ages or term limits on Board service. While term limits are designed to bring fresh ideas and viewpoints to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to age and term limits, a director's contributions to the Board and ability to continue to contribute productively will be considered by the Governance and Nominating Committee each time a director is considered for re-nomination (currently every three years).

#### **Limitation on Board Memberships**

Directors who are employed full-time by the Company shall not serve on the boards of more than two additional public companies. As a general rule, directors should limit their service as directors on publicly held company and investment company boards to no more than five (including the Company's Board).

Service on the boards of subsidiary companies, non-profit organizations and non-public for-profit organizations is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation. To enable the Corporate Governance and Nominating Committee to assess the director's ability to fully discharge his or her duties, each director must notify the Corporate Governance and Nominating Committee in advance of

accepting an invitation to serve as a member on another board of directors or taking on a significant committee assignment on another board of directors. Extraordinary or transitional situations involving the number of directorships of any particular director or potential director shall be subject to review by the Governance and Nominating Committee.

If a member of the Audit Committee simultaneously serves on the audit committees of more than two other public companies, the Board must determine that such simultaneous service would not impair the ability of the member to effectively serve on the Audit Committee annually, and the Company must disclose this determination in the annual proxy statement.

### **Selection of Director Nominees**

The Corporate Governance and Nominating Committee shall evaluate candidates for election to the Board and recommend all nominees to the Board. The Corporate Governance and Nominating Committee is responsible for establishing the selection criteria for candidates including the appropriate skills and characteristics required of directors in the context of the current make-up and needs of the Board and reviewing with the Board such criteria.

The Corporate Governance and Nominating Committee must be satisfied that each candidate meets the following minimum qualifications:

- Well regarded in the community, with a long term, good reputation for highest ethical and moral standards;
- Good common sense and judgment;
- A positive record of accomplishment in present and prior positions;
- If on other boards, an excellent reputation for preparation, attendance, participation, interest and initiative;
- Has business and/or professional knowledge and experience applicable to Company and shareholder goals and perspectives;
- Has the time, energy, interest and willingness to become involved in the Company and its future; and
- Accepting of the limitations on board memberships and the willingness to meet the equity interest holding requirement.

Whenever a vacancy occurs in the Board, either because of a newly-created director position or the removal or retirement of an existing director, the Board, acting on the recommendation of the Governance and Nominating Committee, shall select a person to fill the vacancy and that person shall serve as a director until the next annual meeting of shareholders, at which time such person (or another Board nominee) shall be submitted to the shareholders for election to the Board.

The Corporate Governance and Nominating Committee and Board will consider nominees for the Board that are recommended by any shareholder entitled to vote for the election of directors as described in the Company bylaws. A nominating shareholder must submit any recommendation in writing to the Corporate Governance and Nominating Committee, c/o the Company's Corporate Secretary, 13131 Dairy Ashford, Suite 600 Sugar Land, Texas 77478, to be received not less than 90 days nor more than 120 days before the one-year anniversary of the date on which the Company first mailed

its proxy materials for the preceding year's annual meeting for consideration for the next annual meeting of shareholders. The actual dates are set forth each year in our Annual Proxy Statement. Such recommendation must be accompanied by a description of each nominee's qualifications, experience and background, as well as a statement signed by each such nominee consenting to being nominated and, if elected, to serving as director. The Committee evaluates nominees recommended by shareholders in the same manner it does other nominees, as described above.

### **Director Resignation After Failed Uncontested Election**

In accordance with the Company's bylaws, if the number of nominees for director does not exceed the number of directors to be elected at such meeting, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election in such a case in which a majority voting standard is applied. The Board shall nominate for election or re-election as director only candidates who have tendered an irrevocable resignation that will be effective upon (i) the failure to receive the required vote for director election at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who have tendered the same form of resignation tendered by other directors in accordance with this Board Practice.

If an incumbent director fails to receive the required vote for re-election, the Corporate Governance and Nominating Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance and Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board's decision and an explanation of any determination not to accept the director's resignation shall be disclosed promptly in a Form 8-K filed with the Securities and Exchange Commission.

### **Independent Director Chairman**

To provide for independent leadership, the Board has a "Lead Independent Director." The Lead Independent Director is elected by the independent directors. The Lead Independent Director's responsibilities include: (a) setting the agenda for and presiding over the executive sessions of the independent directors; (b) coordinating with the Chairman regarding Board meeting agendas, schedules and information flow; (c) chairing Board meetings in the Chairman's absence; (d) acting as a liaison between the independent directors and management; (e) being available for consultation and communication with shareholders as appropriate; (f) monitoring communications to the Board from shareholders and other interested parties; and (g) providing guidance on the orientation process for new directors. The Lead Independent Director serves for a term of three years and may be re-elected by the independent directors.

### **Frequency of Board of Directors Meetings; Strategic Planning Sessions**

The Board meets as frequently as necessary to discharge its responsibilities. Regular meetings of the Board are held quarterly. In addition, a Board "retreat" is held annually during which the Board reviews long-term strategic plans and the principal issues that the Company will face in the future. Special meetings are held as required.

Directors are expected to attend all meetings of the Board and committees of which they are members and to review materials in advance of meetings. Directors are also expected to attend the Company's annual meeting of shareholders.

Except for the executive sessions of the independent directors (as discussed below) and unless otherwise requested by the Board, the CEO, Chief Financial Officer and Chief Legal Officer shall attend all Board meetings. In addition, the Chairman may request other members of management to attend all or portions of Board meetings for discussion purposes or to make appropriate presentations.

### **Meetings of Non-Management and Independent Directors**

The independent directors shall meet separately from the other directors in regularly scheduled executive sessions, without the presence of management directors or executive officers of the Company (except to the extent the independent directors request the attendance of any executive officers). Such regularly scheduled separate meetings shall be held at such times as may be determined by the Lead Independent Director. The agenda for each executive session of the non-employee directors shall be determined by the Lead Independent Director, but shall focus principally on the question of whether management is performing its responsibilities in a manner consistent with the direction of the Board.

The Chief Legal Officer shall attend executive sessions of the non-employee and independent directors at the request of the Lead Independent Director.

### **Selection of Chairman, Chief Executive Officer and Other Officers of the Company**

The Company's bylaws provide that the officers of the Corporation shall be elected by the Board and shall consist of a Chairman of the Board, Chief Executive Officer, Chief Financial Officer, one or more President and Vice President (one or more Vice President may be designated an Executive Vice President or Senior Vice President), Secretary, and Treasurer, as determined by the Board. Any two offices may be held by the same person.

### **Board Meeting Procedures**

The Chairman coordinates with the Lead Independent Director to establish the agenda for each Board of Directors meeting. Each Board member is free to suggest the inclusion of item(s) on the agenda. Each member of the Board of Directors is free to raise at any Board meeting subjects that are not on the agenda for that meeting. Information relevant to agenda items generally is distributed in writing to the Board in advance of meetings with sufficient time to review and reflect on key issues and to request supplemental information as necessary before the Board meets. The information typically comes from a variety of sources, including management, Board committees, outside experts, the external auditor and analyst and media reports. In some cases, due to timing or the

sensitive nature of an issue, information is presented only at a meeting. On those occasions in which the subject matter is too sensitive to distribute in written form, there will be an opportunity for full discussion of the presentation at the meeting.

### **Director Access to Management and Independent Advisors**

The Board, independent directors and Board committees will each have complete and unrestricted access to the Company's management and independent advisors. The Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that senior management believes should be given exposure to the Board. The Board and each of the Audit, Governance and Nominating, and Compensation Committees may engage outside counsel and other advisors as the Board of Directors or the relevant committee deems appropriate or necessary to carry out its responsibilities.

### **Director Compensation; Share Ownership Guidelines**

The Compensation Committee, with the assistance of the Company's management, annually reviews the amount and composition of director compensation and makes recommendations to the Board as appropriate. The Board believes that the amount of director compensation should be fair and competitive in relation to director compensation at other companies with businesses similar in size and scope to Team; the type of compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation program should be simple, transparent and easy for shareholders to understand. The Board believes that directors more effectively represent Team's shareholders, whose interests they are charged with protecting, if they are shareholders themselves. Therefore, the Compensation Committee shall establish share ownership guidelines for non-management directors. The minimum number of shares to be held by directors will be calculated on the first trading day of each calendar year based on their fair market value. Any subsequent change in the value of the shares will not affect the amount of stock directors should hold during that year. In the event the share ownership guidelines change, the directors will have three years from the time of the increase to acquire any additional shares needed to meet these guidelines.

The following will be used in determining share ownership:

1. Shares owned individually, either directly or indirectly; and
2. Shares owned jointly with, or separately by spouse, domestic partner and/or minor children, either directly or indirectly.

### **Director Orientation and Continuing Education**

Each new director shall be given a thorough orientation with respect to his or her duties as a director, including: (a) copies of these Corporate Governance Guidelines (b) meetings with the Company's Chief Legal Officer and Corporate Governance and Nominating Committee; and (c), except to the extent unnecessary for any director who is an executive officer of the Company, background material with respect to the Company, its business and issues of particular significance to the Company, meetings with the senior management and visits to Company facilities. Each new director and each new



member of any Board committee also shall cooperate in fulfilling any additional orientation guidelines that may be recommended generally or from time to time by the Corporate Governance and Nominating Committee to help assure that such director has the necessary skills to perform his or her responsibilities as a director and/or new member of any Board committee. Consistent with the importance of the Board's responsibilities, each director is expected to be familiar with the Company's business and public disclosures, to review in advance of Board meetings all related materials distributed to the Board and to attend and participate in meetings of the Board and meetings of any committee of which such director is a member. The Company shall provide each director with membership and access to the National Association of Corporate Directors, or an equivalent governance resource, and encourages each director to attend annual continuing education classes.

### **Board of Directors and Committee Evaluations**

The Board of Directors and its committees (under the oversight of the Governance and Nominating Committee) annually conduct self-evaluations to assess their effectiveness, identify any areas of concern or potential issues relating to Board and Committee processes, performance and effectiveness. The Governance and Nominating Committee discusses these assessments and reports on the assessments to the Board of Directors.

### **Evaluation of the CEO**

On an annual basis, the Board shall evaluate the performance and effectiveness of the CEO.

### **Succession Planning**

The Compensation Committee (in consultation with the other independent directors) plans for succession to the position of CEO as well as certain other senior management positions. To assist the independent directors, the CEO shall annually provide the Compensation Committee with an assessment of senior managers and of their potential to succeed him. The CEO also provides the Compensation Committee with an assessment of persons considered potential successors to other senior management positions. The Compensation Committee gives a succession planning report to the Board annually.

### **Share Ownership Guidelines for Senior Management**

In an effort to link more closely senior management's financial interests with those of the Company's shareholders, the Compensation Committee shall establish share ownership guidelines for key executive management, depending on their position in the Company. They are expected to meet or exceed the established guidelines within five years of becoming an executive officer of the Company. They are also expected to retain 100% of the net shares acquired from the exercise of stock options or the vesting of restricted stock if and to the extent that they do not meet the applicable guidelines. The minimum number of shares to be held by senior management will be calculated on the first trading day of each calendar year based on their fair market value. Any subsequent change in the value of the shares will not affect the amount of stock senior management should hold during that year. Officers who subsequently get promoted to an executive or higher executive officer level will have five years from the date of promotion to achieve their ownership target.

The following may be used in determining share ownership:

- Shares purchased on the open market
- Shares owned jointly with or separately by spouse and/or children
- Shares held through the Profit Sharing and Savings Plan
- Shares obtained through stock option exercise
- Vested Restricted Stock Units or Long Term Performance Stock Units

Failure to meet, or in unique circumstances to show sustained progress toward meeting, the ownership requirements may result in a reduction in future long-term incentive grants and/or payment of future annual and/or long-term incentive payouts in the form of stock. Officers will be notified each year where they stand with regard to the ownership requirements.

### **Number, Structure and Independence of Committees**

At a minimum, the Board shall have an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee, which shall have the respective responsibilities described in their charters and shall consist solely of independent directors (pursuant to the standards described above under “Independent Directors”) and satisfy any additional or supplemental independence standards applicable to the particular committee that have been established under any applicable law, rule or regulation. In addition, the Board may have an Executive Committee and such other standing or special committees as the Board may designate from time to time. If and when the Board appoints any such additional committee, the Board shall, by resolution or otherwise, clearly define in writing the responsibilities of such committee.

### **Frequency and Length of Committee Meetings**

Subject to any requirements in the applicable committee charter, rules of the applicable stock exchange or rules of the Securities and Exchange Commission regarding the frequency of committee meetings, each committee chairman, in consultation with committee members, will determine the frequency and length of the meetings of the committee.

### **Committee Agenda, Background Materials and Reports**

The chairman of each Board committee, in his or her discretion, will develop the committee’s agenda. Management will be responsible for providing each committee with information and data that are important to the committee’s understanding of the matters within the committee’s authority and the matters to be considered and acted upon by a committee are distributed to each member of such committee sufficiently in advance of each such meeting or action taken by written consent to provide a reasonable time for review and evaluation of such information and data. The other provisions applicable under these Corporate Governance Principles regarding distribution of Board materials in advance shall apply equally to distribution of committee materials in advance.

The committee chair, generally with the assistance of a designated member of management, shall be responsible for ensuring minutes of each committee meeting are

properly recorded, and the Secretary shall incorporate these minutes into the official Board minute book. The committee chair shall be responsible for apprising the full Board on a regular basis of all committee proceedings, determinations and recommendations.

Any director shall be entitled to attend the meeting of any committee, regardless of whether he or she is a member of that committee. Unless otherwise requested by the committee chair, appropriate members of management shall also attend committee meetings for discussion purposes or to make appropriate presentations.

### **Reliance**

Each director is entitled to rely in good faith on (1) corporate records, corporate officers, corporate employees or Board committees or (2) any other person selected with reasonable care as to matters reasonably believed to be within the person's professional or expert competence. The Board shall assess the qualifications of all such persons on whom it relies, shall inquire as to the processes used by such persons to reach their decisions, prepare their reports and make their recommendations and also shall inquire as to the substance of such matters, and shall hold such persons accountable for any follow-up reasonably needed to satisfy the Board.

### **Code of Ethics and Business Conduct**

The Company will maintain, and the Audit Committee will oversee compliance with, a Code of Ethical Conduct. Such code as currently in effect is set forth on the Company's website at [www.teamindustrialservices.com](http://www.teamindustrialservices.com), and such code may be modified and replaced from time to time by the Audit Committee. Any waiver or amendment to the Code will be disclosed in a Form 8-K filing and/or posted on the Company's website at [www.teamindustrialservices.com](http://www.teamindustrialservices.com).

### **Insider Trading**

Because short-range speculation in our securities based on fluctuations in the market may cause conflicts of interests with our shareholders, our Insider Trading Policy, applicable to our directors and executive officers and other key insider employees, prohibits trading in options, warrants, and puts and calls related to our securities, and also prohibits selling our securities short, and, unless approved by our Chief Legal Officer, holding our securities in margin accounts or pledging our securities as collateral for a loan."

### **Board Interaction with Institutional Investors, the Press and Others**

The Board believes that management should speak for Team. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with Team. However, it is expected that directors will do so only with the knowledge of the CEO.

### **Treatment of Labor Contract Statutes**

The Company will not enter into any employment contracts that cover, or collective bargaining agreements that include, employees providing services in or based in the State

of Delaware, unless any such contract or agreement provides that the parties agree to a termination of the contract or agreement upon a business combination.

#### **Disclosure of These Corporate Governance Principles**

These Corporate Governance Principles will be posted on Team's website and the Company will make a copy available to any shareholder requesting it.

#### **Revision of These Corporate Governance Principles**

The Corporate Governance and Nominating Committee shall periodically review and, if it determines changes are desirable, make recommendations to the Board of Directors to revise these Corporate Governance Principles from time to time. The revised Corporate Governance Principles will be posted on the Company's website after any revision is made to them.