

**TEAM, INC.**  
**Charter of the**  
**Corporate Governance and Nominating Committee**  
**of the Board of Directors**  
**August 2019**

**Purpose**

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Team, Inc. (the “Company”) is to:

1. Assist the Board in defining and assessing qualifications for membership on the Board, to lead the search for qualified individuals, and to recommend to the Board nominees for the next annual meeting of shareholders;
2. Develop and recommend to the Board appropriate corporate governance principles for the Company and update such recommendations from time to time as appropriate;
3. Recommend appropriate policies and procedures to ensure the effective functioning of the Board;
4. Lead the annual review of performance of the Board and of all committees of the Board; and
5. Recommend to the Board directors for each Committee.

**Committee Membership and Authority**

1. The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than two members. The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause and any vacancies will be filled through appointment by the Board.
2. The members of the Committee shall be appointed, and may be replaced, by majority vote of the Board. Each member shall serve until that member’s successor is duly elected and qualified, or until that member’s earlier resignation or replacement.
3. The Board shall designate a Chairperson of the Committee from among the members of the Committee. The Committee Chairperson shall chair all regular sessions of the Committee and set the agendas for meetings of the Committee.
4. To the extent permitted by law, by the Company’s bylaws, and by the requirements of the exchange on which the Company’s stock is traded, the Committee may designate one or more Subcommittees of one or more members of the Committee and delegate matters and powers to the Subcommittee(s) or to other individuals. Any delegation of authority does not absolve the Committee of its responsibilities under this Charter.

5. In discharging its duties and responsibilities, the Committee is empowered to investigate any matter relating to its duties and responsibilities, and shall have full access to all books, records, facilities, personnel, and management of the Company.
6. The Committee shall have sole authority, and without further approval of the Board, at the Company's expense, to retain and terminate such outside legal, accounting, consulting, or other outside advisors as the Committee deems advisable, including sole authority to retain and terminate search firms to assist in identifying candidates for the Board and approving the search firm's fees and other retention terms. The Company shall promptly pay for the fees and costs of such advisors according to its normal business practices.

### **Meetings**

1. The Committee shall meet as often as may be deemed necessary or appropriate to carry out its duties, but no less often than once annually. In the event the Committee Chairman is not present at a meeting, the Committee members present shall designate one of its members as the acting chair of such meeting.
2. Directors who are not members of the Committee may attend Committee meetings but may not vote. The Committee may invite to its meetings any director, member of management, or other person that it deems appropriate in order to carry out its responsibilities.
3. The Committee may meet separately with management or with outside advisors, and may exclude from its meetings or from any part of a meeting any person or persons the Committee deems appropriate in order to carry out its responsibilities.
4. The Committee and each Subcommittee, if applicable, shall keep regular minutes of its meetings. Written or electronic minutes of each meeting shall be filed with the records of the Company and shall be available to any and all Directors of the Company.
5. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing is signed by all Committee members or if all Committee members consent via electronic transmission. Any such consent must be filed with the Secretary of the Company and maintained in the record of the proceedings of the Committee.

### **Responsibilities and Duties**

The duties and responsibilities of the Committee shall be:

1. To make recommendations to the Board regarding composition and structure of the Board, including:
  - A. The desired size of the Board and the number of non-independent and independent directors, taking into consideration the qualifications of the Board as a whole.
  - B. A slate of nominees for election or reelection to the Board at the annual meeting of the shareholders.

- C. The nature and duties of Board committees, including:
  - i. Evaluating the charters, duties and powers of Board committees according to existing and planned Company objectives;
  - ii. Recommending to the Board directors to serve on each committee and as chairman of the committee;
  - iii. Recommending to the Board slates for annual election to a committee; and
  - iv. Recommending directors to fill committee vacancies.
- 2. To monitor the independence of the Company's directors and to review any potential conflict of interest between a director and the Company.
- 3. To establish specific, minimum qualifications that the Committee believes must be met by a nominee for membership on the Board, and to seek out and identify individuals qualified to become members of the Board and to fill vacancies on the Board as they occur. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources. A nominee:
  - A. Shall be well regarded in the community and have demonstrated the highest personal and professional integrity;
  - B. Shall have demonstrated good common sense and judgment;
  - C. Shall, in the opinion of the Committee, be most effective, in conjunction with other nominees to the Board and with the incumbent directors, in serving the long-term interest of the Company's shareholders;
  - D. Shall have a positive record of accomplishment in present and prior positions;
  - E. If serving on another board, shall have an excellent reputation for preparation, attendance, participation, interest and initiative;
  - F. Shall have business and/or professional knowledge and experience applicable to Company and shareholder goals and perspectives;
  - G. Shall be accepting of the limitations on board memberships and the willingness to meet the equity interest holding requirement;
  - H. Shall have the time, energy, interest and willingness to become involved in the Company and its future; and
  - I. Shall meet such other requirements as the Committee shall determine.

4. To evaluate incumbent directors before recommending that the Board nominate such directors for reelection to the Board.
5. To describe procedures to be followed by shareholders of the Company in recommending nominees for membership on the Board, which are set forth in the Corporate Governance Principles, and to receive and evaluate shareholder nominations for directors.
6. To monitor and evaluate the orientation and training needs of directors and make recommendations where appropriate.
7. Following a review of shareholder proposals received by the Company for inclusion in the Company's annual proxy statement, to recommend that the Board support, object to, or take no position with respect to any such proposal.
8. To review corporate governance matters required by applicable law, rule or regulation to be included in the Company's annual proxy statement.
9. The Committee shall periodically review the Company's corporate social responsibility policies and practices.
10. To develop and recommend that the Board adopt a set of corporate governance principles for the Company.
  - A. The Committee shall develop the initial set of principles in accordance with standards required under applicable law and the requirements of the stock exchange on which the Company stock is traded.
  - B. The Committee shall periodically review the adequacy and appropriateness of the corporate governance principles and recommend to the Board any amendments to those principles, including those necessitated by change in applicable law, rules, regulations or listing standards.
11. The Committee shall, as appropriate, review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.
12. To oversee an annual self-evaluation of the Board and of each committee of the Board.
  - A. Each such evaluation shall be available to all members of the Board.
  - B. As part of its oversight, the Committee shall determine the matters to be evaluated in connection with the Board evaluation and the process for that evaluation, and shall recommend to the Board the process for self-evaluation by the committees of the Board.
  - C. The Committee's annual self-evaluation shall be performed in accordance with the process determined by the Board, and shall include an assessment of and any recommended amendments to this Charter, subject to Board approval.

13. The Committee shall annually, or more frequently as it deems appropriate, review the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer and may do so in concert with the Compensation Committee.
14. The Committee shall make regular reports to the Board.

**Amendment**

This Charter and any provision contained herein may be amended or repealed by the Board.