

**Team, Inc.**

**Charter of the Compensation Committee of the Board of Directors**

**(August 2019)**

**I. Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Team, Inc. (the “Company”) to discharge the Board’s responsibility relating to the compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

**II. Compensation Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”). At least two members of the Committee shall also qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

**III. Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. If the Committee Chairman is not present at a meeting, the Committee members present at the meeting shall designate one of its members as the acting chair of such meeting. In lieu of a meeting, the Committee may also act by unanimous written consent resolution.

**IV. Committee Responsibilities and Authority**

The principal processes of the Committee in carrying out its oversight responsibilities are set forth below. These processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation level based on this evaluation. In determining

the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.

2. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers.
3. The Committee shall, periodically and as when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
4. The Committee shall (i) approve awards of shares, share rights or share options to employees eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to individuals who are subject to Section 16 of the Exchange Act); (ii) determine the Company's policy regarding the timing of such grants of shares, share rights or share options; (iii) interpret the equity plans and agreements thereunder; (iv) determine acceptable forms of consideration for shares acquired pursuant to the equity plans and (v) when required or considered appropriate, recommend new compensation plans, or material changes to existing plans, to the Company's stockholders for approval. The Committee will have the authority to approve share ownership guidelines applicable to the CEO and to other designated executives and non-employee directors, and the responsibility to annually review compliance with such guidelines. Pursuant to §157 of the Delaware General Corporation Law, the Committee may delegate to the Company's CEO the authority to grant shares, share rights or share options to employees of the Company or of any subsidiary of the Company who are not directors or executive officers, provided that such grants are within the limits established by §157 and by resolution of the Committee.
5. The Committee will exercise the powers of the Board and perform such duties and responsibilities as may be assigned to a "committee," this Committee or the Board under the terms of any incentive-compensation, equity-based compensation, deferred compensation, or other plan in the Company's executive benefit program.
6. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with

management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

7. The Committee shall produce the annual Compensation Committee report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
8. The Committee will review the results of the Company's "say on pay" vote as well as the results of other Company stockholder votes with respect to compensation-related matters, and will consider whether any changes should be made to the Company's compensation plans and programs as a result of any such stockholder vote.
9. Meet with management at least annually to review and make recommendations relating to succession planning for the CEO and review development plans for those individuals identified as potential successors to the CEO. Meet with management at least annually to review and make recommendations relating to talent management and succession planning for senior executive officers other than the CEO, including the identification of high potential performers. On an annual basis, review with the Board the succession plan for the CEO, including in the event of an emergency. Review and monitor the Company's diversity and inclusion practices.
10. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NYSE rules that, with limited exceptions, Shareholders shall approve equity compensation plans, and material amendments, to the extent required by the NYSE, SEC or IRS.
11. For the purpose of assessing whether risks arising from any compensatory plan or arrangement are reasonably likely to have a material adverse effect on the Company, the Committee will periodically review the relationship between the incentives associated with these plans and the level of risk-taking by executive officers in response to such incentives.
12. The Committee shall make regular reports to the Board.
13. The Committee shall annually review its own performance.
14. The Committee shall have the sole authority to retain and terminate (or to obtain the advice of) any advisor to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in the NYSE Listed Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company must provide for appropriate funding, as determined by the

Committee, for payment of reasonable compensation to any advisor retained by the Committee.

15. The Committee may form and delegate authority and duties to subcommittees as it deems appropriate.