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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 001-08604

TEAM®

TEAM, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**74-1765729**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
13131 Dairy Ashford, Suite 600, Sugar Land, Texas	**77478**
(Address of Principal Executive Offices)	**(Zip Code)**

(281) 331-6154
(Registrant's Telephone Number, Including Area Code)

None
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.30 par value	TISI	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☑
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The Registrant had 30,980,014 shares of common stock, par value $0.30, outstanding as of November 8, 2021.

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TEAM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	September 30, 2021	December 31, 2020
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 16,972	$ 24,586
Receivables, net	204,294	194,066
Inventory	37,151	36,854
Income tax receivable	1,284	1,474
Prepaid expenses and other current assets	61,451	26,752
Total current assets	321,152	283,732
Property, plant and equipment, net	160,869	170,309
Operating lease right-of-use assets	63,471	63,869
Intangible assets, net	93,228	103,282
Goodwill	34,181	91,351
Deferred income taxes	—	6,790
Other assets, net	12,530	11,642
Total assets	$ 685,431	$ 730,975
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 49,030	$ 42,148
Current portion of long-term debt and finance lease obligations	663	337
Current portion of operating lease obligations	16,502	17,375
Other accrued liabilities	115,693	73,144
Total current liabilities	181,888	133,004
Long-term debt and finance lease obligations	362,965	312,159
Operating lease obligations	51,867	52,207
Defined benefit pension liability	1,674	5,282
Deferred income taxes	2,317	4,375
Other long-term liabilities	9,283	9,345
Total liabilities	609,994	516,372
Commitments and contingencies		
Equity:		
Preferred stock, 500,000 shares authorized, none issued	—	—
Common stock, par value $0.30 per share, 60,000,000 shares authorized; 30,980,014 and 30,874,437 shares issued	9,289	9,257
Additional paid-in capital	428,031	422,589
Retained deficit	(332,531)	(189,565)
Accumulated other comprehensive loss	(29,352)	(27,678)
Total equity	75,437	214,603
Total liabilities and equity	$ 685,431	$ 730,975

See accompanying notes to unaudited condensed consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	**2020**	**2021**	**2020**
Revenues	$ 217,410	$ 219,093	$ 650,901	$ 645,236
Operating expenses	164,089	155,388	491,115	466,669
Gross margin	53,321	63,705	159,786	178,567
Selling, general and administrative expenses	67,553	61,089	202,155	198,415
Restructuring and other related charges, net	457	319	2,614	3,365
Goodwill impairment charge	55,837	—	55,837	191,788
Operating income (loss)	(70,526)	2,297	(100,820)	(215,001)
Interest expense, net	(9,974)	(7,757)	(28,968)	(21,847)
Other expense, net	(1,760)	(655)	(3,754)	(1,292)
Loss before income taxes	(82,260)	(6,115)	(133,542)	(238,140)
(Provision) benefit for income taxes	(8,922)	(2,958)	(9,424)	15,812
Net loss	$ (91,182)	$ (9,073)	$ (142,966)	$ (222,328)
Loss per common share:				
Basic and diluted	$ (2.94)	$ (0.30)	$ (4.62)	$ (7.27)
Weighted-average number of shares outstanding:				
Basic and diluted	30,980	30,628	30,933	30,599

See accompanying notes to unaudited condensed consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	**2020**	**2021**	**2020**
Net loss	$ (91,182)	$ (9,073)	$ (142,966)	$ (222,328)
Other comprehensive income (loss) before tax:				
Foreign currency translation adjustment	(3,084)	3,180	(2,210)	(2,978)
Foreign currency hedge	—	(610)	—	(627)
Other comprehensive income (loss), before tax	(3,084)	2,570	(2,210)	(3,605)
Tax (provision) benefit attributable to other comprehensive income (loss)	691	(60)	536	74
Other comprehensive income (loss), net of tax	(2,393)	2,510	(1,674)	(3,531)
Total comprehensive loss	$ (93,575)	$ (6,563)	$ (144,640)	$ (225,859)

See accompanying notes to unaudited condensed consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands)
(Unaudited)

	Common Stock		Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
Balance at December 31, 2020	30,874	$ 9,257	$ 422,589	$ (189,565)	$ (27,678)	$ 214,603
Net loss	—	—	—	(34,291)	—	(34,291)
Foreign currency translation adjustment, net of tax	—	—	—	—	319	319
Non-cash compensation	—	—	2,330	—	—	2,330
Net settlement of vested stock awards	19	6	(107)	—	—	(101)
Balance at March 31, 2021	30,893	$ 9,263	$ 424,812	$ (223,856)	$ (27,359)	$ 182,860
Net loss	—	—	—	(17,493)	—	(17,493)
Foreign currency translation adjustment, net of tax	—	—	—	—	400	400
Non-cash compensation	—	—	2,138	—	—	2,138
Net settlement of vested stock awards	86	26	(26)	—	—	—
Balance at June 30, 2021	30,979	$ 9,289	$ 426,924	$ (241,349)	$ (26,959)	$ 167,905
Net loss	—	—	—	(91,182)	—	(91,182)
Foreign currency translation adjustment, net of tax	—	—	—	—	(2,393)	(2,393)
Non-cash compensation	—	—	1,108	—	—	1,108
Net settlement of vested stock awards	1	—	(1)	—	—	(1)
Balance at September 30, 2021	30,980	$ 9,289	$ 428,031	$ (332,531)	$ (29,352)	$ 75,437
Balance at December 31, 2019	30,519	$ 9,153	$ 409,034	$ 48,673	$ (30,190)	$ 436,670
Adoption of new accounting principle, net of tax	—	—	—	(1,034)	—	(1,034)
Net loss	—	—	—	(199,727)	—	(199,727)
Foreign currency translation adjustment, net of tax	—	—	—	—	(9,861)	(9,861)
Foreign currency hedge, net of tax	—	—	—	—	200	200
Non-cash compensation	—	—	1,530	—	—	1,530
Net settlement of vested stock awards	109	30	(379)	—	—	(349)
Balance at March 31, 2020	30,628	$ 9,183	$ 410,185	$ (152,088)	$ (39,851)	$ 227,429
Net loss	—	—	—	(13,528)	—	(13,528)
Foreign currency translation adjustment, net of tax	—	—	—	—	3,832	3,832
Foreign currency hedge, net of tax	—	—	—	—	(212)	(212)
Non-cash compensation	—	—	1,415	—	—	1,415
Balance at June 30, 2020	30,628	$ 9,183	$ 411,600	$ (165,616)	$ (36,231)	$ 218,936
Net loss	—	—	—	(9,073)	—	(9,073)
Foreign currency translation adjustment, net of tax	—	—	—	—	2,970	2,970
Foreign currency hedge, net of tax	—	—	—	—	(460)	(460)
Non-cash compensation	—	—	1,128	—	—	1,128
Net settlement of vested stock awards	—	—	(1)	—	—	(1)
Balance at September 30, 2020	30,628	$ 9,183	$ 412,727	$ (174,689)	$ (33,721)	$ 213,500

See accompanying notes to unaudited condensed consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Cash flows (used in) provided by operating activities:		
Net loss	$ (142,966)	$ (222,328)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	31,416	34,709
Amortization of deferred loan costs and debt discounts	6,388	6,493
Allowance for credit losses	1,985	1,160
Foreign currency losses	4,274	1,628
Deferred income taxes	5,083	(3,132)
Loss on asset disposals	17	938
Goodwill impairment charges	55,837	191,788
Non-cash compensation costs	5,576	4,073
Other, net	(3,629)	(3,248)
Changes in operating assets and liabilities:		
Accounts receivable	(14,817)	22,147
Inventory	(334)	2,744
Prepaid expenses and other current assets	3,700	(6,000)
Accounts payable	6,012	4,718
Other accrued liabilities	5,321	(13,838)
Income taxes	276	(1,687)
Net cash (used in) provided by operating activities	(35,861)	20,165
Cash flows (used in) provided by investing activities:		
Capital expenditures	(12,376)	(16,684)
Business acquisitions, net of cash acquired	—	(1,013)
Proceeds from disposal of assets	154	198
Other	—	(53)
Net cash used in investing activities	(12,222)	(17,552)
Cash flows (used in) provided by financing activities:		
Borrowings under Credit Facility revolver, net	—	10,802
Borrowings under ABL Facility, net	46,300	—
Borrowings under ABL Facility, gross	124,700	—
Payments under ABL Facility, gross	(125,900)	—
Payments under Credit Facility term loan	—	(3,750)
Payments for debt issuance costs	(2,899)	(1,841)
Taxes paid related to net share settlement of share-based awards	(102)	(350)
Other	(356)	(199)
Net cash provided by financing activities	41,743	4,662
Effect of exchange rate changes on cash and cash equivalents	(1,274)	161
Net (decrease) increase in cash and cash equivalents	(7,614)	7,436
Cash and cash equivalents at beginning of period	24,586	12,175
Cash and cash equivalents at end of period	$ 16,972	$ 19,611

See accompanying notes to unaudited condensed consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

Description of business. Unless otherwise indicated, the terms "Team, Inc.," "Team," "we," "our" and "us" are used in this report to refer to Team, Inc., to one or more of its consolidated subsidiaries or to all of them taken as a whole.

We are a global leading provider of integrated, digitally-enabled asset performance assurance and optimization solutions. We deploy conventional to highly specialized inspection, condition assessment, maintenance and repair services that result in greater safety, reliability and operational efficiency for our client's most critical assets. We conduct operations in three segments: Inspection and Heat Treating ("IHT"), Mechanical Services ("MS") and Quest Integrity. Through the capabilities and resources in these three segments, we believe that Team is uniquely qualified to provide integrated solutions involving in their most basic form: inspection to assess condition; engineering assessment to determine fitness for purpose in the context of industry standards and regulatory codes; and mechanical services to repair, rerate or replace based upon the client's election. In addition, we are capable of escalating with the client's needs, as dictated by the severity of the damage found and the related operating conditions, from standard services to some of the most advanced services and integrated asset integrity and reliability management solutions available in the industry. We also believe that Team is unique in its ability to provide services in three distinct client demand profiles: (i) turnaround or project services, (ii) call-out services and (iii) nested or run-and-maintain services.

IHT provides integrity management and performance solutions, conventional and advanced non-destructive testing ("NDT") services, heat treating and thermal services, tank management solutions, and pipeline integrity solutions, as well as associated engineering and condition assessment services. These services can be offered while facilities are running (on-stream), during facility turnarounds or during new construction or expansion activities.

MS provides machining, bolting, and vapor barrier weld testing services, hot tap and line intervention services, valve management solutions, and emission control services primarily as call-out and turnaround services under both on-stream and off-line/shut down circumstances. On-stream services offered by MS represent the services offered while plants are operating and under pressure. Turnaround services are project-related and demand is a function of the number and scope of scheduled and unscheduled facility turnarounds as well as new industrial facility construction or expansion activities.

Quest Integrity provides integrity and reliability management solutions for the process, pipeline and power sectors. These solutions encompass three broadly-defined disciplines including (1) highly specialized in-line inspection services for historically unpiggable process piping and pipelines using proprietary in-line inspection tools and analytical software; (2) advanced engineering and condition assessment services through a multi-disciplined engineering team and related lab support; and (3) advanced digital imaging including remote digital video imaging, laser scanning and laser profilometry-enabled reformer care services.

We market our services to companies in a diverse array of industries which include:

- Energy (refining, power, and nuclear);
- Energy Transition (liquefied natural gas, hydrogen, carbon capture & sequestration, biofuels, and renewable power);
- Manufacturing and Process (chemical, petrochemical, pulp and paper industries, manufacturing, automotive and mining);
- Upstream, Midstream and Others (valves, terminals and storage, pipeline and offshore oil and gas);
- Public Infrastructure (amusement parks, bridges, ports, construction and building, roads, dams and railways); and
- Aerospace and Defense.

Recent Financing Transactions. On November 9, 2021, we entered into a credit agreement with Corre Credit Fund, LLC, as agent, and the lenders party thereto (the "Subordinated Term Loan Credit Agreement") providing for an unsecured $50.0 million delayed draw subordinated term loan facility (the "Subordinated Term Loan"). Pursuant to the Subordinated Term Loan Credit Agreement, we borrowed $22.5 million on November 9, 2021, and we expect to borrow an additional $27.5 million on December 8, 2021, subject to certain conditions. The Subordinated Term Loan matures, and all outstanding amounts become due and payable, on the earlier of December 31, 2026 and the date that is two weeks later than the maturity or full repayment of the Term Loan (as defined in Note 11 - Long-Term Debt). The stated interest rate on the Subordinated Term Loan is 12%.

Under the Subordinated Term Loan Credit Agreement, we are required to, among other things, (i) subject to certain conditions, issue the lenders a warrant providing for the purchase of an aggregate of 5,000,000 shares of our common stock, exercisable at the holder's option at any time, in whole or in part, until the seventh anniversary of the issue date, at an exercise price of $1.50 per share (the "New Warrants"), (ii) amend our charter, bylaws, and all other necessary corporate governance documents to reduce the size of our Board of Directors to seven directors, one of whom shall be our Chief Executive Officer, and (iii) reconstitute our Board of Directors. The Subordinated Term Loan also contains other customary prepayment provisions, events of default and covenants.

In connection with our entry into the Subordinated Term Loan Credit Agreement, on November 9, 2021, we also entered into Amendment No. 3 (the "Third Amendment") to the Term Loan Credit Agreement (as defined below). The Third Amendment to the Term Loan Credit Agreement, among other things, (i) waives certain covenants until September 30, 2022 and modifies covenants thereafter to provide us with additional flexibility and (ii) requires us to seek shareholder approval (or an exception therefrom) to issue additional warrants to APSC Holdco II, L.P. ("APSC"), providing for the purchase of an aggregate of 1,417,051 shares of our common stock, and to amend the Warrants (as defined in Note 11 - Long-Term Debt) currently held by APSC, to provide for, an exercise price of $1.50 per share.

Our entry into the Subordinated Term Loan Credit Agreement, the Third Amendment and related transactions are referred to collectively herein as the "Recent Financing Transactions."

Ongoing Effects of COVID. The impact of the COVID pandemic continues to affect our workforce and operations, as well as the operations of our clients, suppliers and contractors. During this period, we have continued to focus on the following key priorities:

- the health and safety of our employees and business continuity;
- the alignment of our business to the near term market dynamics and demand for our services; and
- our end market revenue diversification strategy.

The ultimate duration and economic impact of the COVID pandemic remains unclear. However, we believe the increased availability and administration of COVID vaccines, easing of pandemic related restrictions, reopening of economies, and increasing commodity prices are positive signs of broader economic recovery.

The extent of COVID's effect on our operational and financial performance will depend on future developments, including the duration, spread and intensity of the pandemic (including any resurgences), impact of the new COVID variants and the rollout of COVID vaccines, and the level of social and economic restrictions imposed in the United States and abroad in an effort to curb the spread of the virus, all of which are uncertain and difficult to predict considering the rapidly evolving landscape.

Basis for presentation. In the opinion of management, these unaudited interim condensed consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. Certain disclosures have been condensed or omitted from the interim financial statements included in this report. These financial statements should be read in conjunction with the consolidated financial statements and notes contained in our Annual Report on Form 10-K for the year ended December 31, 2020 as filed with the Securities and Exchange Commission ("the 2020 Form 10-K").

Going Concern. The financial statements have been prepared on a going concern basis, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. In evaluating our ability to continue as a going concern, we have considered conditions and events that could raise substantial doubt about our ability to continue as a going concern for one year following the date that our financial statements are issued. These conditions and evaluations included our current financial condition and liquidity sources, including current cash and cash equivalents balances, forecasted cash flows, our obligations due within twelve months of the date these financial statements are issued, including our obligations described in Note 11 - Long-Term Debt, and the other conditions and events described below.

We have suffered recurring operating losses related to the COVID pandemic and related economic repercussions, and difficult market conditions. During the quarter, revenues and margins continued to decline along with margin pressures from inflationary costs including labor, materials, and transportation resulting in further operating losses. We are in compliance with our debt covenants, however, our current financial forecasts indicate insufficient cash flows from operations to maintain compliance with our ABL covenants and repay our outstanding debt if it were to come due. Subsequent to quarter-end, we had limited borrowing capacity to fund our increasing working capital needs. As of September 30, 2021, if an accelerated triggering event had occurred, the Company would not be able to be in compliance with the Fixed Charge Coverage Ratio ("FCCR") requirement. These factors raise substantial doubt about our ability to continue as a going concern.

In response to the above, (i) we have entered into the Recent Financing Transactions to address our near-term liquidity needs; (ii) we have taken definitive actions to reduce costs, improve operations, profitability, and liquidity, and position the Company for future growth; and (iii) we are actively pursuing other strategic alternatives. While the Recent Refinancing Transactions provide us with additional funding to meet our short-term liquidity needs, there can be no assurance that we will generate adequate liquidity to fund operations and meet our debt service obligations in the future or that our lenders will continue to provide amendments to the Company.

These unaudited condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities with respect to our ability to continue as a going concern. However, we have provided incremental valuation allowances related to our net deferred tax assets as their recoverability was no longer considered more likely than not.

Use of estimates. Our accounting policies conform to Generally Accepted Accounting Principles in the United States ("GAAP"). The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and judgments that affect our reported financial position and results of operations. We review significant estimates and judgments affecting our consolidated financial statements on a recurring basis and record the effect of any necessary adjustments prior to their publication. Estimates and judgments are based on information available at the time such estimates and judgments are made. Adjustments made with respect to the use of these estimates and judgments often relate to information not previously available. Uncertainties with respect to such estimates and judgments are inherent in the preparation of financial statements. Estimates and judgments are used in, among other things, (1) aspects of revenue recognition, (2) valuation of acquisition related tangible and intangible assets and assessments of all long-lived assets for possible impairment, (3) estimating various factors used to accrue liabilities for contingencies, workers' compensation, auto, medical, and general liability, (4) establishing an allowance for credit losses, (5) estimating the useful lives of our assets, (6) assessing future tax exposure and the realization of tax assets, (7) selecting assumptions used in the measurement of costs and liabilities associated with defined benefit pension plans, (8) assessments of fair value and (9) managing our foreign currency risk in foreign operations.

Fair value of financial instruments. As defined in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820 *Fair Value Measurements and Disclosure* ("ASC 820"), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We utilize market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. We primarily apply the market approach for recurring fair value measurements and endeavor to utilize the best information available. Accordingly, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The use of unobservable inputs is intended to allow for fair value determinations in situations in which there is little, if any, market activity for the asset or liability at the measurement date. We are able to classify fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy such that "Level 1" measurements include unadjusted quoted market prices for identical assets or liabilities in an active market, "Level 2" measurements include quoted market prices for identical assets or liabilities in an active market which have been adjusted for items such as effects of restrictions for transferability and those that are not quoted but are observable through corroboration with observable market data, including quoted market prices for similar assets, and "Level 3" measurements include those that are unobservable and of a highly subjective measure.

Our financial instruments consist primarily of cash, cash equivalents, accounts receivable, accounts payable and debt obligations. The carrying amount of cash, cash equivalents, accounts receivable and accounts payable are representative of their respective fair values due to the short-term maturity of these instruments. The fair value of our ABL Facility and Term Loan (each defined in Note 11) is representative of the carrying value based upon the variable terms and management's opinion that the current rates are available to us with the same maturity and security structure are equivalent to that of the debt. The fair value of our 5% Convertible Senior Notes due 2023 (the "Notes") as of September 30, 2021 and December 31, 2020 is $88.2 million and $91.9 million, respectively, (inclusive of the fair value of the conversion option) and is a "Level 2" measurement, determined based on the observed trading price of these instruments. For additional information regarding our ABL Facility, Term Loan and Notes, see Note 11.

Concentration of credit risk. No single customer accounts for more than 10% of consolidated revenues.

Earnings (loss) per share. Basic earnings (loss) per share ("EPS") is computed by dividing net income (loss) by the weighted-average number of shares of common stock outstanding during the period. Diluted EPS is computed by dividing net income (loss) by the sum of the weighted-average number of shares of common stock outstanding during the period and, if dilutive, the assumed exercise or conversion of (1) outstanding share-based compensation, (2) our Notes and (3) outstanding Warrants (defined in Note 11). The impact of share-based compensation, the Notes and warrants are calculated using the treasury stock method.

Our intent is to settle the principal amount of the Notes in cash upon conversion. If the conversion value exceeds the principal amount, we may elect to deliver shares of our common stock with respect to the remainder of our conversion obligation in excess of the aggregate principal amount.

Amounts used in basic and diluted earnings per share, for the three and nine months ended September 30, 2021 and 2020, are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Weighted-average number of basic shares outstanding	30,980	30,628	30,933	30,599
Stock options, stock units and performance awards	—	—	—	—
Notes	—	—	—	—
Warrants	—	—	—	—
Total shares and dilutive securities	30,980	30,628	30,933	30,599

For the three and nine months ended September 30, 2021 and 2020, all outstanding share-based compensation awards and the Warrants were excluded from the calculation of diluted EPS as their inclusion would be antidilutive due to the net loss in both periods. Also, for the three and nine months ended September 30, 2021 and 2020, the Notes were excluded from diluted EPS as the conversion price exceeded the average price of our common stock during those periods. For information on our Notes and Warrants, refer to Note 11. For information on our share-based compensation awards, refer to Note 14.

Newly Adopted Accounting Principles

ASU No. 2019-12. In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740) Simplifying the Accounting for Income Taxes*, that simplifies the accounting for income taxes by eliminating some exceptions to the general approach in ASC 740, Income Taxes as well as clarifies aspects of existing guidance to promote more consistent application. The adoption of ASU No. 2019-12 as of January 1, 2021 had no impact in the period ended September 30, 2021.

Accounting Principles Not Yet Adopted

ASU No. 2020-04. In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The guidance in ASU 2020-04 and ASU 2021-01, *Reference Rate Reform (Topic 848): Scope*, which was issued in January 2021, provides optional expedients and exceptions for applying GAAP to contract modifications and hedging relationships, subject to meeting certain criteria that reference LIBOR or another rate that is expected to be discontinued. The amendments in ASU 2020-04 are effective for all entities as of March 12, 2020 through December 31, 2022. While we are currently determining whether we will elect the optional expedients, we do not expect our adoption of these ASU’s to have a significant impact on our consolidated financial position, results of operations, and cash flows.

ASU No. 2020-06. In August 2020, the FASB issued ASU 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity*, which simplifies the accounting for convertible instruments by eliminating certain separation models and will generally be reported as a single liability at its amortized cost. In addition, ASU 2020-06 eliminates the treasury stock method to calculate diluted EPS for convertible instruments and requires the use of the if-converted method. We expect to adopt ASU 2020-06 beginning January 1, 2022, at which time we would utilize the if-converted method, which would require us to assume the Notes would be settled entirely in shares of common stock for purposes of calculating diluted EPS, if the effect would be dilutive. We are still evaluating the other impacts this ASU may have on our consolidated financial position, results of operations, and cash flows.

2. REVENUE

In accordance with ASC 606, *Revenue from Contracts with Customers*, we follow a five-step process to recognize revenue: (1) identify the contract with the customer, (2) identify the performance obligations, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations, and (5) recognize revenue when the performance obligations are satisfied.

The majority of our contracts with customers are short-term in nature and billed on a time and materials basis, while certain other contracts are at a fixed price. Certain contracts may contain a combination of fixed and variable elements. We act as a principal and have performance obligations to provide the service itself or oversee the services provided by any subcontractors. Revenue is measured based on consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, such as taxes assessed by governmental authorities. In contracts where the amount of consideration is variable, we consider our experience with similar contracts in estimating the amount to which we will be entitled and recognize revenues accordingly. As most of our contracts contain only one performance obligation, the allocation of a contract's transaction price to multiple performance obligations is generally not applicable. Customers are generally billed as we satisfy our performance obligations and payment terms typically range from 30 to 90 days from the invoice date. Billings under certain fixed-price contracts may be based upon the achievement of specified milestones, while some arrangements may require advance customer payment. Our contracts do not include significant financing components since the contracts typically span less than one year. Contracts generally include an assurance type warranty clause to guarantee that the services comply with agreed specifications. The warranty period typically is 12 months or less from the date of service. Warranty expenses were not material for the three and nine months ended September 30, 2021 and 2020.

Revenue is recognized as (or when) the performance obligations are satisfied by transferring control over a service or product to the customer. Revenue recognition guidance prescribes two recognition methods (over time or point in time). Most of our performance obligations qualify for recognition over time because we typically perform our services on customer facilities or assets and customers receive the benefits of our services as we perform. Where a performance obligation is satisfied over time, the related revenue is also recognized over time using the method deemed most appropriate to reflect the measure of progress and transfer of control. For our time and materials contracts, we are generally able to elect the right-to-invoice practical expedient, which permits us to recognize revenue in the amount to which we have a right to invoice the customer if that amount corresponds directly with the value to the customer of our performance completed to date. For our fixed price contracts, we typically recognize revenue using the cost-to-cost method, which measures the extent of progress towards completion based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Under this method, revenue is recognized proportionately as costs are incurred. For contracts where control is transferred at a point in time, revenue is recognized at the time control of the asset is transferred to the customer, which is typically upon delivery and acceptance by the customer.

Disaggregation of revenue. Essentially all of our revenues are associated with contracts with customers. A disaggregation of our revenue from contracts with customers by geographic region, by reportable operating segment and by service type is presented below (in thousands):

Geographic area:

	Three Months Ended September 30, 2021 (unaudited)			Three Months Ended September 30, 2020 (unaudited)		
	United States and Canada	Other Countries	Total	United States and Canada	Other Countries	Total
Revenue:						
IHT	$ 98,812	$ 2,664	$ 101,476	$ 94,414	$ 2,223	$ 96,637
MS	63,885	32,518	96,403	73,204	28,534	101,738
Quest Integrity	11,421	8,110	19,531	12,382	8,336	20,718
Total	$ 174,118	$ 43,292	$ 217,410	$ 180,000	$ 39,093	$ 219,093

	Nine Months Ended September 30, 2021 (unaudited)			Nine Months Ended September 30, 2020 (unaudited)		
	United States and Canada	Other Countries	Total	United States and Canada	Other Countries	Total
Revenue:						
IHT	$ 302,871	$ 7,206	$ 310,077	$ 277,947	$ 7,045	$ 284,992
MS	189,234	91,732	280,966	217,189	81,888	299,077
Quest Integrity	36,956	22,902	59,858	35,967	25,200	61,167
Total	$ 529,061	$ 121,840	$ 650,901	$ 531,103	$ 114,133	$ 645,236

Operating segment and service type:

	Three Months Ended September 30, 2021 (unaudited)				
	Non-Destructive Evaluation and Testing Services	Repair and Maintenance Services	Heat Treating	Other	Total
Revenue:					
IHT	$ 80,553	$ 56	$ 11,928	$ 8,939	$ 101,476
MS	—	95,560	71	772	96,403
Quest Integrity	19,531	—	—	—	19,531
Total	$ 100,084	$ 95,616	$ 11,999	$ 9,711	$ 217,410

	Three Months Ended September 30, 2020 (unaudited)				
	Non-Destructive Evaluation and Testing Services	Repair and Maintenance Services	Heat Treating	Other	Total
Revenue:					
IHT	$ 77,323	$ —	$ 12,667	$ 6,647	$ 96,637
MS	—	101,032	221	485	101,738
Quest Integrity	20,718	—	—	—	20,718
Total	$ 98,041	$ 101,032	$ 12,888	$ 7,132	$ 219,093

	Nine Months Ended September 30, 2021 (unaudited)				
	Non-Destructive Evaluation and Testing Services	Repair and Maintenance Services	Heat Treating	Other	Total
Revenue:					
IHT	$ 244,374	$ 344	$ 42,650	$ 22,709	$ 310,077
MS	—	278,685	768	1,513	280,966
Quest Integrity	59,858	—	—	—	59,858
Total	$ 304,232	$ 279,029	$ 43,418	$ 24,222	$ 650,901

	Nine Months Ended September 30, 2020 (unaudited)				
	Non-Destructive Evaluation and Testing Services	Repair and Maintenance Services	Heat Treating	Other	Total
Revenue:					
IHT	$ 226,693	$ 121	$ 37,583	$ 20,595	$ 284,992
MS	—	295,741	896	2,440	299,077
Quest Integrity	61,167	—	—	—	61,167
Total	$ 287,860	$ 295,862	$ 38,479	$ 23,035	$ 645,236

For additional information on our reportable operating segments and geographic information, refer to Note 17.

Contract balances. The timing of revenue recognition, billings and cash collections results in trade accounts receivable, contract assets and contract liabilities on the consolidated balance sheets. Trade accounts receivable include billed and unbilled amounts currently due from customers and represent unconditional rights to receive consideration. The amounts due are stated at their net estimated realizable value. Refer to Note 3 for additional information on the allowance for credit losses and our trade receivables. Contract assets include unbilled amounts typically resulting from sales under fixed-price contracts when the cost-to-cost method of revenue recognition is utilized, the revenue recognized exceeds the amount billed to the customer and the right to payment is conditional on something other than the passage of time. Amounts may not exceed their net realizable value. If we receive advances or deposits from our customers, a contract liability is recorded. Additionally, a contract liability arises if items of variable consideration result in less revenue being recorded than what is billed. Contract assets and contract liabilities are generally classified as current.

Trade accounts receivable, contract assets and contract liabilities consisted of the following (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Trade accounts receivable, net[1]	$ 204,294	$ 194,066
Contract assets[2]	$ 1,475	$ 5,242
Contract liabilities[3]	$ 1,083	$ 930

1 Includes billed and unbilled amounts, net of allowance for credit losses. See Note 3 for details.
2 Included in the "Prepaid expenses and other current assets" line on the condensed consolidated balance sheets.
3 Included in the "Other accrued liabilities" line of the condensed consolidated balance sheets.

The $3.8 million decrease in our contract assets from December 31, 2020 to September 30, 2021 is due to less fixed price contracts in progress at September 30, 2021 as compared to December 31, 2020. Contract liabilities as of September 30, 2021 are associated with contracts under which customers had paid for all or a portion of the consideration in advance of the work being performed. Due to the short-term nature of our contracts, contract liability balances as of the end of any period are generally recognized as revenue in the following quarter.

Contract costs. We recognize the incremental costs of obtaining contracts as selling, general and administrative expenses when incurred if the amortization period of the asset that otherwise would have been recognized is one year or less. Assets recognized for costs to obtain a contract were not material as of September 30, 2021. Costs to fulfill a contract are recorded as assets if they relate directly to a contract or a specific anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in the future and the costs are expected to be recovered. Costs to fulfill a contract recognized as assets primarily consist of labor and materials costs and generally relate to engineering and set-up costs incurred prior to the satisfaction of performance obligations. Assets recognized for costs to fulfill a contract are included in the "Prepaid expenses and other current assets" line of the condensed consolidated balance sheets and were not material as of September 30, 2021. Such assets are recognized as expenses as we transfer the related goods or services to the customer. All other costs to fulfill a contract are expensed as incurred.

Remaining performance obligations. As of September 30, 2021, there were no material amounts of remaining performance obligations that are required to be disclosed. As permitted by ASC 606, we have elected not to disclose information about remaining performance obligations where (i) the performance obligation is part of a contract that has an original expected duration of one year or less or (ii) when we recognize revenue from the satisfaction of the performance obligation in accordance with the right-to-invoice practical expedient.

3. RECEIVABLES

Accounts receivable consisted of the following (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Trade accounts receivable	$ 172,664	$ 157,513
Unbilled receivables	40,604	46,471
Allowance for credit losses	(8,974)	(9,918)
Total	$ 204,294	$ 194,066

Topic 326 - Financial Instruments - Credit Losses ("ASC 326"), which we adopted January 1, 2020, applies to financial assets measured at amortized cost, including trade and unbilled accounts receivable, and requires immediate recognition of lifetime expected credit losses. Significant factors that affect the expected collectability of our receivables include macroeconomic trends and forecasts in the oil and gas, refining, power, and petrochemical markets and changes in our results of operations and forecasts. For unbilled receivables, we consider them as short-term in nature as they are normally converted to trade receivables within 90 days, thus future changes in economic conditions will not have a significant effect on the credit loss estimate. We have identified the following factors that primarily impact the collectability of our receivables and therefore determine the pools utilized to calculate expected credit losses: (i) the aging of the receivable, (ii) any identification of known collectability concerns with specific receivables and (iii) variances in economic risk characteristics across geographic regions.

For trade receivables, customers typically are provided with payment due date terms of 30 days upon issuance of an invoice. We have tracked historical loss information for our trade receivables and compiled historical credit loss percentages for different aging categories. We believe that the historical loss information we have compiled is a reasonable basis on which to determine expected credit losses for trade receivables because the composition of the trade receivables is consistent with that used in developing the historical credit-loss percentages as typically our customers and payment terms do not change significantly. Generally, a longer outstanding receivable equates to a higher percentage of the outstanding balance as current expected credit losses. We update the historical loss information for current conditions and reasonable and supportable forecasts that affect the expected collectability of the trade receivable using a loss-rate approach. We have not seen a negative trend in the current economic environment that significantly impacts our historical credit-loss percentages; however, we will continue to monitor for changes that would indicate the historical loss information is no longer a reasonable basis for the determination of our expected credit losses. Our forecasted loss rates inherently incorporate expected macroeconomic trends. A loss-rate method for estimating expected credit losses on a pooled basis is applied for each aging category for receivables that continue to exhibit similar risk characteristics.

To measure expected credit losses for individual receivables with specific collectability risk, we identify specific factors based on customer-specific facts and circumstances that are unique to each customer. Customer accounts with different risk characteristics are separately identified and a specific reserve is determined for these accounts based on the assessed credit risk.

We have also identified the following geographic regions in which we distinguish our trade receivables: the (i) United States, (ii) Canada, (iii) the European Union, (iv) the United Kingdom, and (v) other countries. These geographic regions are considered appropriate as they each operate in different economic environments with different foreign currencies, and therefore share similar economic risk characteristics. For each geographic region we evaluate the historical loss information and determine credit-loss percentages to apply to each aging category and individual receivable with specific risk characteristics. We estimate future expected credit losses based on forecasted changes in gross domestic product and oil demand for each region.

We consider one year from the financial statement reporting date as representing a reasonable forecast period as this period aligns with the expected collectability of our trade receivables. Financial distress experienced by our customers could have an adverse impact on us in the event our customers are unable to remit payment for the products or services we provide or otherwise fulfill their obligations to us. In determining the current expected credit losses, we review macroeconomic conditions, market specific conditions, and internal forecasts to identify potential changes in our assessment.

The following table shows a rollforward of the allowance for credit losses (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Balance at beginning of period	$ 9,918	$ 9,990
Adoption of accounting pronouncement ASC 326[1]	—	1,410
Provision for expected credit losses	1,985	1,612
Write-offs	(2,859)	(3,193)
Foreign exchange effects	(70)	99
Balance at end of period	$ 8,974	$ 9,918

[1] Due to the initial adoption of ASC 326 as of January 1, 2020.

4. INVENTORY

Inventory consisted of the following (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Raw materials	$ 7,839	$ 7,395
Work in progress	2,949	2,890
Finished goods	26,363	26,569
Total	$ 37,151	$ 36,854

5. PREPAID AND OTHER CURRENT ASSETS

Prepaid and other current assets consisted of the following (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Insurance receivable	$ 39,000	$ —
Prepaid expenses	13,370	12,936
Other current assets	9,081	13,816
Total	$ 61,451	$ 26,752

The insurance receivable relates to the receivable from our third-party insurance providers for a legal claim that is recorded in other accrued liabilities, refer to Note 9. These receivables will be covered by our third-party insurance providers for a litigation matter that has been settled or are pending settlements where the deductibles have been satisfied. The prepaid expenses primarily relate to prepaid insurance and other expenses that have been paid in advance of the coverage period. The other current assets primarily include items such as contract assets and other accounts receivables.

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Land	$ 5,755	$ 5,805
Buildings and leasehold improvements	57,779	57,632
Machinery and equipment	304,803	302,886
Furniture and fixtures	11,666	11,450
Capitalized ERP system development costs	45,917	45,917
Computers and computer software	21,781	20,508
Automobiles	4,327	4,518
Construction in progress	12,830	8,329
Total	464,858	457,045
Accumulated depreciation	(303,989)	(286,736)
Property, plant and equipment, net	$ 160,869	$ 170,309

Included in the table above are assets under finance leases of $6.7 million and $5.7 million, net of accumulated amortization of $1.4 million and $0.9 million as of September 30, 2021 and December 31, 2020, respectively. Depreciation expense for the three months ended September 30, 2021 and 2020 was $6.7 million and $7.9 million, respectively. Depreciation expense for the nine months ended September 30, 2021 and 2020 was $21.0 million and $23.8 million, respectively.

7. INTANGIBLE ASSETS

Intangible assets consisted of the following (in thousands):

	September 30, 2021 (unaudited)			December 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	$ 175,214	$ (85,736)	$ 89,478	$ 175,418	$ (76,541)	$ 98,877
Non-compete agreements	5,519	(5,519)	—	5,569	(5,569)	—
Trade names	24,776	(22,134)	2,642	24,870	(21,794)	3,076
Technology	7,852	(6,837)	1,015	7,879	(6,691)	1,188
Licenses	854	(761)	93	864	(723)	141
Total	$ 214,215	$ (120,987)	$ 93,228	$ 214,600	$ (111,318)	$ 103,282

Amortization expense of intangible assets for the three months ended September 30, 2021 and September 30, 2020 was $3.4 million and $3.6 million, respectively. Amortization expense of intangible assets for the nine months ended September 30, 2021 and September 30, 2020 was $10.5 million and $10.9 million, respectively. Amortization expense to be recognized for the remainder of 2021 is approximately $3 million and approximately $13 million per year from 2022 through 2025.

8. GOODWILL AND IMPAIRMENT CHARGES

Goodwill and intangible assets acquired in a business combination determined to have an indefinite useful life are not amortized, but are instead tested for impairment, and assessed for potential triggering events, at least annually in accordance with the provisions of the ASC 350 Intangibles-Goodwill and Other ("ASC 350"). Intangible assets with estimated useful lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment in accordance with ASC 350. We assess goodwill for impairment at the reporting unit level, which we have determined to be the same as our operating segments. If the carrying value of a reporting unit exceeds its fair value, we measure any goodwill impairment losses as the amount by which the carrying amount of a reporting unit exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

We test for impairment of our reporting units annually on December 1, and between annual tests if we become aware of an event or a change in circumstances that would indicate the carrying value may be impaired. During the three months ended March 31, 2020, we recognized a non-cash goodwill impairment charge of $191.8 million for the IHT operating segment. These charges were a result of an interim goodwill impairment test that was triggered due to certain impairment indicators that were present during the first quarter of 2020, primarily due to the decline in operating results due to COVID, lower oil prices and related impacts on the IHT operating segment.

We also performed our annual impairment test as of December 1, 2020 and concluded that there was no impairment based upon a qualitative assessment to determine if it was more likely than not (that is, a likelihood of more than 50 percent) that the fair values of the reporting units were less than their respective carrying values as of the reporting date. We further evaluated if there have been any events that would require an interim assessment of the carrying value of goodwill until June 30, 2021, and concluded that there was no impairment, however, after June 30, 2021, our stock price saw sustained declines continuing through September 2021 and our forecasted revenues and earnings continued to decline.

As a result, we determined that a triggering event had occurred as it was more likely than not that the carrying values of our reporting units exceeded their fair values. Our revenue growth and profitability are influenced by several industry trend factors, including end markets capital spending levels, supply and demand levels and technology. With oil prices and demand increasing, refiners (represents approximately 40% of our customers) are slowly recovering, as capital expenditures have not fully recovered resulting in lower current activity and pricing pressure for our products and services, primarily in our IHT and MS reporting units, which we expect to continue. In line with disruption to our business since the beginning of the pandemic, our market capitalization also deteriorated during the third quarter of 2021. The related continued curtailment of operations, decline in our forecast, continued declines in our stock price, reporting unit operating losses, and continued declines in the reporting units' net sales compared to forecast, collectively, indicated that the reporting units had experienced a triggering event and the need to perform a quantitative interim evaluation of goodwill. Accordingly, we performed a quantitative assessment of the fair value of goodwill as of September 30, 2021.

We determined the fair value for each reporting unit in our goodwill impairment assessment using both a discounted cash flow analysis and a multiples-based market approach for comparable companies. We utilized third-party valuation advisors to assist us with these valuations. These analyses included significant judgment, including short-term and long-term forecast of operating performance, discount rates based on our weighted average cost of capital, revenue growth rates, profitability margins, capital expenditures and the timing of future cash flows. These impairment assessments incorporate inherent uncertainties, including supply and demand for our services, utilization forecasts, pricing forecasts and future market conditions, which are difficult to predict in volatile economic environments and could result in impairment charges in future periods if actual results materially differ from the assumptions utilized in our forecasts.

Based upon our impairment assessment, we determined the carrying amount of our MS reporting unit exceeded the fair value. As a result, in the three months ended September 30, 2021, we recorded $55.8 million in goodwill impairment charges on our MS reporting unit.

There was $34.2 million of goodwill at September 30, 2021 and $91.4 million at December 31, 2020. The following table presents a rollforward of goodwill for the nine months ended September 30, 2021 as follows (in thousands):

	IHT			MS			Quest Integrity			Consolidated		
	Goodwill, Gross	Accumulated Impairment	Goodwill, Net	Goodwill, Gross	Accumulated Impairment	Goodwill, Net	Goodwill, Gross	Accumulated Impairment	Goodwill, Net	Goodwill, Gross	Accumulated Impairment	Goodwill, Net
Balance at December 31, 2020	$ 212,928	$ (212,928)	$ —	$ 110,721	$ (54,101)	$ 56,620	$ 34,731	$ —	$ 34,731	$ 358,380	$ (267,029)	$ 91,351
FX Adjustments	—	—	—	(783)	—	(783)	(550)	—	(550)	(1,333)	—	(1,333)
Impairment charge	—	—	—	—	(55,837)	(55,837)	—	—	—	—	(55,837)	(55,837)
Balance at September 30, 2021	$ 212,928	$ (212,928)	$ —	$ 109,938	$ (109,938)	$ —	$ 34,181	$ —	$ 34,181	$ 357,047	$ (322,866)	$ 34,181

9. OTHER ACCRUED LIABILITIES

Other accrued liabilities consisted of the following (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Legal and professional accruals	$ 47,976	$ 4,135
Payroll and other compensation expenses	37,635	42,668
Insurance accruals	6,575	6,659
Property, sales and other non-income related taxes	8,765	8,722
Accrued commission	1,166	1,048
Accrued interest	5,234	2,437
Other	8,342	7,475
Total	$ 115,693	$ 73,144

Legal and professional accruals include accruals for legal and professional fees as well as accrued legal claims, refer to Note 16. Certain legal claims are covered by insurance and the related insurance receivable for these claims is recorded in prepaid expenses and other current assets, refer to Note 5. Payroll and other compensation expenses include all payroll related accruals including, among others, accrued vacation, severance, and bonuses. Insurance accruals primarily relate to accrued medical and workers compensation costs. Property, sales and other non-income related taxes includes accruals for items such as sales and use tax, property tax and other related tax accruals. Accrued interest relates to the interest accrued on our long-term debt. Other accrued liabilities includes items such as contract liabilities and other accrued expenses.

10. INCOME TAXES

We recorded an income tax provision of $8.9 million and $9.4 million for the three and nine months ended September 30, 2021, respectively, compared to an income tax provision of $3.0 million and a benefit of $15.8 million for the three and nine months ended September 30, 2020. The effective tax rate, inclusive of discrete items, was a provision of 10.9% for the three months ended September 30, 2021, compared to a provision of 48.4% for the three months ended September 30, 2020. For the nine months ended September 30, 2021, our effective tax rate, inclusive of discrete items, was a provision of 7.1%, compared to a benefit of 6.6% for the nine months ended September 30, 2020.

Our three and nine months ended September 30, 2021 effective tax rate differs from the statutory tax rate due to tax losses in jurisdictions in which the tax benefits have been offset by valuation allowances, the goodwill impairment loss and an increase in valuation allowance on the net deferred tax assets of subsidiaries that were previously more likely than not realizable. The effective tax rate in the prior year periods was impacted by the tax benefits recognized related to the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), the goodwill impairment loss and a change in the valuation allowance.

The goodwill impairment charge of $55.8 million taken during this quarter was largely non-deductible for tax purposes. Any tax benefit realized as a result of the impairment has been offset by a valuation allowance.

While several subsidiaries have historically been profitable and for which future income was a material factor in assessing the realizability of their deferred tax assets, the substantial doubt about the Company's ability to continue as a going concern basis casts doubt on our ability to estimate and generate future income. As a result, the Company included a charge of $5.6 million in income tax expense for the valuation allowance required to offset the remaining net deferred tax assets. The $5.6 million charge is primarily attributable to our UK, Germany, Australia and Canada subsidiaries.

11. LONG-TERM DEBT

Long-term debt consisted of the following (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
ABL Facility	$ 54,100	$ 9,000
Term Loan[1]	216,877	213,809
Total	270,977	222,809
Convertible notes[1]	86,859	84,534
Finance lease obligations	5,792	5,153
Total debt and finance lease obligations	363,628	312,496
Current portion of long-term debt and finance lease obligations	(663)	(337)
Total long-term debt and finance lease obligations, less current portion	$ 362,965	$ 312,159

1 Comprised of principal amount outstanding, less unamortized discount and issuance costs.

ABL Facility

On December 18, 2020, we entered into an asset-based credit agreement (the "ABL Facility") led by Citibank, N.A., as agent, which provides for available borrowings up to $150 million. The ABL Facility matures and all outstanding amounts become due and payable on December 18, 2024, subject to certain conditions. The ABL Facility includes a $50 million sublimit for letters of credit issuance and $35 million sublimit for swingline borrowings. Additionally, subject to certain conditions, including obtaining additional commitments, the ABL Facility may be increased by an amount not to exceed $50 million.

Our obligations under the ABL Facility are guaranteed by certain of our direct and indirect subsidiaries, as set forth in the ABL Facility agreement. The ABL Facility is secured on a first priority basis by, among other things, our accounts receivable, deposit accounts, securities accounts and inventory, including those of our direct and indirect subsidiary guarantors, and on a second priority basis by substantially all other assets of our direct and indirect subsidiary guarantors. Borrowing availability under the ABL Facility is based on a percentage of the value of accounts receivable and inventory, reduced for certain reserves.

Borrowings under the ABL Facility bear interest through maturity at a variable rate based upon, at our option, an annual rate of either a base rate ("Base Rate") or a LIBOR rate, plus an applicable margin. Borrowings made through a Base Rate do not have a stated maturity date, however, LIBOR borrowings are typically issued with terms of 90 days or less. For purposes of classification of borrowings and payments made under the ABL Facility in the Statement of Cash Flows, we report Base Rate borrowings on a gross basis, while LIBOR borrowings (and swingline borrowings, which are due on demand) are presented on a net basis.

At September 30, 2021, we had $17.0 million of cash on hand, of which, about $4.0 million of cash is located in countries where currency restrictions exist. We also had approximately $27.0 million of available borrowing capacity under the ABL Facility. Borrowing availability under the ABL Facility is based on a percentage of the value of accounts receivable and inventory, subject to eligibility criteria and customary reserves which may be modified in the agent's permitted discretion. The ABL Facility also provides for the issuance of letters of credit, which further reduce the borrowing capacity thereunder. There were $24.4 million in letters of credit outstanding under the credit facility. The ABL Facility also contains a financial covenant which requires the Company to maintain a minimum FCCR of 1.0:1.0 upon the occurrence of an event of default or any date upon which excess availability is less than the greater of (a) 10% of the line cap and (b) $15.0 million, all of which we were in compliance with at September 30, 2021. In the event that our excess availability is less than the greater of $18.75 million and 12.5% of the line cap for five consecutive business days, then the Company is in a cash dominion period where the agent may have control of all funds deposited in certain blocked accounts. In the event excess availability is below $15.0 million then certain covenant requirements must be maintained including the requirement to maintain compliance with a FCCR of at least 1.00:1.00. As of September 30, 2021, if an accelerated triggering event had occurred, the Company would not be able to be in compliance with the FCCR requirement.

In order to secure our casualty insurance programs we are required to post letters of credit generally issued by a bank as collateral. A letter of credit commits the issuer to remit specified amounts to the holder, if the holder demonstrates that we failed to meet our obligations under the letter of credit. If this were to occur, we would be obligated to reimburse the issuer for any payments the issuer was required to remit to the holder of the letter of credit. We were contingently liable for outstanding stand-by letters of credit totaling $24.4 million at September 30, 2021 and $19.5 million at December 31, 2020. Outstanding letters of credit reduce amounts available under our ABL Facility and are considered as having been funded for purposes of calculating our financial covenants.

Atlantic Park Term Loan

On December 18, 2020, we also entered into a credit agreement with Atlantic Park Strategic Capital Fund, L.P., as agent, and APSC, as lender (the "Term Loan Credit Agreement"), pursuant to which we borrowed a $250.0 million term loan (the "Term Loan"). The Term Loan was issued with a 3% original issuance discount ("OID"), such that total proceeds received were $242.5 million. The Term Loan matures, and all outstanding amounts become due and payable on December 18, 2026, subject to certain conditions. The Term Loan is secured by substantially all of our assets, other than those secured on a first lien basis by the ABL Facility, and we may increase the Term Loan by an amount not to exceed $100 million.

The effective interest rate on the Term Loan at September 30, 2021 was 11.95%.

The Term Loan contains prepayment provisions, events of default and covenants, all of which we were in compliance with at September 30, 2021.

On October 19, 2021, we entered into Amendment No. 1 (the "First Amendment") to the Term Loan Credit Agreement with the financial institutions party thereto from time to time (the "Lenders") and APSC, as agent. The First Amendment to the Term Loan Credit Agreement, among other things, (i) defers an October 19, 2021 interest payment of $5.4 million until October 29, 2021; (ii) requires that the Company use commercially reasonable efforts to appoint an additional independent director to our Board of Directors who is acceptable to the agent; (iii) provides the Lenders with additional information rights; and (iv) tightens certain negative covenants included in the Term Loan Credit Agreement until the deferred interest is made current.

On October 29, 2021, we entered into Amendment No. 2 (the "Second Amendment") to the Term Loan Credit Agreement with the Lenders and the Agent. The Second Amendment to the Term Loan Credit Agreement, among other things, (i) further defers an October 29, 2021 interest payment until November 15, 2021; (ii) contains certain milestones; (iii) provides the Lenders with a 10-day right of first refusal regarding any refinancing of the Company's obligations under the ABL Facility; (iv) obligates the Company to establish, pursuant to a charter to be adopted by the our Board of Directors and reasonably acceptable to the Agent, a special committee that shall have exclusive responsibility and authority to make recommendations to our Board of Directors regarding certain transactions; and (v) provides that the Company will not permit a covenant trigger event under the ABL Facility to occur.

The deferred interest payment including catch up interest and fee totaling $7.0 million was paid on November 9, 2021.

On November 9, 2021, as part of the Recent Financing Transactions, we entered into Third Amendment to the Term Loan Credit Agreement. The Third Amendment to the Term Loan Credit Agreement, among other things, (i) waives certain covenants until September 30, 2022 and modifies covenants thereafter to provide us with more flexibility and (ii) requires us to seek shareholder approval (or an exception therefrom) to issue additional warrants to APSC, providing for the purchase of an aggregate of 1,417,051 shares of our common stock, and to amend the Warrants currently held by APSC, to provide for, an exercise price of $1.50 per share.

Subordinated Term Loan Credit Agreement

On November 9, 2021, we entered into the Subordinated Term Loan Credit Agreement providing for the Subordinated Term Loan. Pursuant to the Subordinated Term Loan Credit Agreement, we borrowed $22.5 million on November 9, 2021, and we expect to borrow an additional $27.5 million on December 8, 2021, subject to certain conditions. The Subordinated Term Loan matures, and all outstanding amounts become due and payable, on the earlier of December 31, 2026 and the date that is two weeks later than the maturity or full repayment of the Term Loan. The stated interest rate on the Subordinated Term Loan is 12%.

Under the Subordinated Term Loan Credit Agreement, we are required to, among other things, (i) subject to certain conditions, issue the lenders New Warrants, (ii) amend our charter, bylaws, and all other necessary corporate governance documents to reduce the size of our Board of Directors to seven directors, one of whom will include our Chief Executive Officer, and (iii) reconstitute our Board of Directors. The Subordinated Term Loan also contains other customary prepayment provisions, events of default and covenants.

Warrants

On December 18, 2020, in connection with the execution of the Term Loan, we issued to APSC a warrant to purchase up to 3,582,949 shares of our common stock (the "Warrants"), which was initially exercisable at the holder's option at any time, in whole or in part, until June 14, 2028, at an exercise price of $7.75 per share. On November 9, 2021, in connection with the Recent Financing Transactions, the Warrants were amended and restated to provide for the purchase of up to 4,082,949 shares of our common stock and to reduce the exercise price to $1.50 per share. The exercise price and the number of shares of common stock issuable on exercise of the Warrants are subject to certain anti-dilution adjustments.

Convertible Notes

On July 31, 2017, we issued $230.0 million principal amount of 5.00% Convertible Senior Notes due 2023 in a private offering to qualified institutional buyers (as defined in the Securities Act of 1933) pursuant to Rule 144A under the Securities Act. In December 2020, we retired $136.9 million par value of the Notes, and as of September 30, 2021, the principal amount outstanding was $93.1 million.

The Notes bear interest at a rate of 5.0% per year, payable semiannually in arrears on February 1 and August 1 of each year. The Notes will mature on August 1, 2023 unless repurchased, redeemed or converted in accordance with their terms prior to such date. The Notes will be convertible at an initial conversion rate of 46.0829 shares of our common stock per $1,000 principal amount of the Notes, which is equivalent to an initial conversion price of approximately $21.70 per share. The conversion rate, and thus the conversion price, may be adjusted under certain circumstances as described in the indenture governing the Notes.

Holders may convert their Notes at their option prior to the close of business on the business day immediately preceding May 1, 2023, but only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on December 31, 2017 (and only during such calendar quarter), if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

- during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price per $1,000 principal amount of Notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on such trading day;

- if we call any or all of the Notes for redemption, at any time prior to the close of business on the business day immediately preceding the redemption date; or

- upon the occurrence of specified corporate events described in the indenture governing the Notes.

On or after May 1, 2023 until the close of business on the business day immediately preceding the maturity date, holders may, at their option, convert their Notes at any time, regardless of the foregoing circumstances.

As a result of the redemption and extinguishment of the Notes in December 2020, the Notes are convertible into 4,291,705 shares of our common stock. The Notes will be convertible into, subject to various conditions, cash or shares of our common stock or a combination of cash and shares of our common stock, in each case, at our election.

If holders elect to convert the Notes in connection with certain fundamental change transactions described in the indenture governing the Notes, we will, under certain circumstances described in the indenture governing the Notes, increase the conversion rate for the Notes so surrendered for conversion.

We have the option to redeem all or any portion of the Notes on or after August 5, 2021, if certain conditions (including that our common stock is trading at or above 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive)), including the trading day immediately preceding the date on which we provides notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which we provides notice of redemption at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

As of September 30, 2021 and December 31, 2020, the Notes were recorded in our condensed consolidated balance sheets as follows (in thousands):

	September 30, 2021 (unaudited)	December 31, 2020
Liability component:		
Principal	$ 93,130	$ 93,130
Unamortized issuance costs	(1,051)	(1,440)
Unamortized discount	(5,220)	(7,156)
Net carrying amount of the liability component[1]	$ 86,859	$ 84,534
Equity component:		
Carrying amount of the equity component, net of issuance costs[2]	$ 7,969	$ 7,969
Carrying amount of the equity component, net of issuance costs[3]	$ 37,276	$ 37,276

1 Included in the "Long-term debt and finance lease obligations" line of the condensed consolidated balance sheets.
2 Relates to the portion of the Notes accounted for under ASC 470-20 and is included in the "Additional paid-in capital" line of the condensed consolidated balance sheets.
2 Relates to the portion of the Notes accounted for under ASC 815-15 and is included in the "Additional paid-in capital" line of the condensed consolidated balance sheets.

The following table sets forth interest expense information related to the Notes (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021 (unaudited)	2020 (unaudited)	2021 (unaudited)	2020 (unaudited)
Coupon interest	$ 1,164	$ 2,875	$ 3,492	$ 8,625
Amortization of debt discount and issuance costs	791	1,785	2,326	5,224
Total interest expense on Notes	$ 1,955	$ 4,660	$ 5,818	$ 13,849
Effective interest rate	9.12 %	9.12 %	9.12 %	9.12 %

As of September 30, 2021, the remaining amortization period for the debt discount and issuance costs is 22 months.

12. LEASES

We determine if an arrangement is a lease at inception. Operating leases are included in "Operating lease right-of-use ('ROU') assets", "operating lease liabilities" and "current portion of operating lease obligations" on our consolidated balance sheets. Finance leases are included in "property, plant and equipment, net", "current portion of long-term debt and finance lease obligations" and "long-term debt and finance lease obligations" on our consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Operating lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments and short-term lease payments (leases with initial terms less than 12 months) are expensed as incurred.

We have lease agreements with lease and non-lease components for certain equipment, office, and vehicle leases. We have elected the practical expedient to not separate lease and non-lease components and account for both as a single lease component. We have operating and finance leases primarily for equipment, real estate, and vehicles. Our leases have remaining lease terms of 1 year to 15 years, some of which may include options to extend the leases for up to 10 years, and some of which may include options to terminate the leases within 1 year.

The components of lease expense are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Operating lease costs	$ 6,784	$ 6,882	$ 21,044	$ 21,573
Variable lease costs	1,503	1,146	4,106	3,727
Finance lease costs:				
Amortization of right-of-use assets	155	110	467	328
Interest on lease liabilities	84	80	252	242
Total lease cost	$ 8,526	$ 8,218	$ 25,869	$ 25,870

Other information related to leases are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Supplemental cash flow information:	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Cash paid for amounts included in measurement of lease liabilities				
Operating cash flows from operating leases	6,226	4,675	17,569	15,797
Operating cash flows from finance leases	81	82	252	247
Financing cash flows from finance leases	119	71	356	205
Right-of-use assets obtained in exchange for lease obligations				
Operating leases	721	382	9,304	1,969
Finance leases	611	3	1,017	48

Amounts recognized in the condensed consolidated balance sheet are as follows (in thousands):

Operating Leases:		September 30, 2021 (unaudited)		December 31, 2020
Operating lease right-of-use assets	$	63,471	$	63,869
Current portion of operating lease obligations		16,502		17,375
Operating lease obligations (non-current)		51,867		52,207
Weighted average remaining lease term		6.0 years		6.0 years
Weighted average discount rate		6.8 %		6.7 %

Finance Leases:		September 30, 2021 (unaudited)		December 31, 2020
Property, plant and equipment, net	$	5,305	$	4,779
Current portion of long-term debt and finance lease obligations		663		337
Long-term debt and finance lease obligations		5,129		4,816
Weighted average remaining lease term		10.0 years		12.0 years
Weighted average discount rate		6.4 %		6.2 %

As of September 30, 2021, we have no material additional operating and finance leases that have not yet commenced.

As of September 30, 2021, future minimum lease payments under non-cancellable leases (excluding short-term leases) are as follows (in thousands):

		Operating Leases (unaudited)		Finance Leases (unaudited)
2021 (Remainder of the year)	$	7,234	$	327
2022		18,663		978
2023		14,675		888
2024		11,591		730
2025		8,675		568
Thereafter		25,321		4,557
Total future minimum lease payments		86,159		8,048
Less: Interest		(17,790)		(2,256)
Present value of lease liabilities	$	68,369	$	5,792

13. EMPLOYEE BENEFIT PLANS

We have a defined benefit pension plan covering certain United Kingdom employees (the "U.K. Plan"). Net periodic pension credit includes the following components (in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
		2021 (unaudited)		2020 (unaudited)		2021 (unaudited)		2020 (unaudited)
Interest cost	$	322	$	443		970	$	1,310
Expected return on plan assets		(504)		(580)		(1,515)	$	(1,715)
Amortization of prior service cost		9		8		26	$	24
Net periodic pension credit	$	(173)	$	(129)	$	(519)	$	(381)

The expected long-term rate of return on invested assets is determined based on the weighted average of expected returns on asset investment categories for the U.K. Plan as follows: 2.1% overall, 4.6% for equities and 1.4% for debt securities. We expect to contribute $4.1 million to the U.K. Plan for 2021, of which $3.1 million has been contributed through September 30, 2021.

14. SHARE-BASED COMPENSATION

We have adopted stock incentive plans and other arrangements pursuant to which our Board of Directors may grant awards which include, but are not limited to, stock options, stock units, common stock or performance awards to officers, directors and key employees. At September 30, 2021, there were approximately 1.8 million restricted stock units, performance awards and stock options outstanding. The exercise price, terms and other conditions applicable to each form of share-based compensation under our plans are generally determined by the Compensation Committee of our Board of Directors at the time of grant and may vary.

In May 2021, our shareholders approved the amendment and restatement to the 2018 Team, Inc. Equity Incentive Plan (the “2018 Plan”). The 2018 Plan replaced the 2016 Team, Inc. Equity Incentive Plan. The amendment and restatement to the 2018 Plan increased the shares available for issuance by 3.0 million shares. Shares issued in connection with our share-based compensation are issued out of authorized but unissued common stock.

Compensation expense related to all share-based awards totaled $5.6 million and $4.1 million for the nine months ended September 30, 2021 and 2020, respectively. Share-based compensation expense reflects an estimate of expected forfeitures. At September 30, 2021, $9.0 million of unrecognized compensation expense related to share-based compensation is expected to be recognized over a remaining weighted-average period of 1.7 years.

Stock units

Stock units are settled with common stock upon vesting unless it is not legally feasible to issue shares, in which case the value of the award is settled in cash. We determine the fair value of each stock unit based on the market price on the date of grant. Stock units generally vest in annual installments over three to four years and the expense associated with the units is recognized over the same vesting period. We also grant common stock to our directors, which typically vests immediately. Compensation expense related to stock units and director stock grants totaled $3.6 million and $3.0 million for the nine months ended September 30, 2021 and 2020.

Transactions involving our stock units and director stock grants during the nine months ended September 30, 2021 are summarized below:

	Nine Months Ended September 30, 2021 (unaudited)	
	No. of Stock Units (in thousands)	**Weighted Average Fair Value**
Stock and stock units, beginning of period	854	$ 12.55
Changes during the period:		
Granted	86	$ 8.12
Vested and settled	(87)	$ 8.22
Forfeited and cancelled	(56)	$ 12.48
Stock and stock units, end of period	797	$ 12.56

Performance stock units

We have a performance stock unit award program whereby we grant Long-Term Performance Stock Unit (“LTPSU”) awards to our executive officers. Under this program, we communicate “target awards” to the executive officers during the first year of a performance period. LTPSU awards cliff vest with the achievement of the performance goals and completion of the required service period. Settlement occurs with common stock as soon as practicable following the vesting date. LTPSU awards are subject to a two-year performance period and a concurrent two-year service period. The performance goals are separated into two independent performance factors based on (i) relative shareholder return (“RTSR”) as measured against a designated peer group and (ii) results of operations over the two-year performance period, with possible payouts ranging from 0% to 200% of the target awards for each of the two performance factors. The LTPSU awards granted in 2019 vested as of March 15, 2021 at the RTSR performance target level of 25% and the results of operations performance metric at 0% of the target level. A total of 19,048 shares, net of shares withheld for taxes, were issued in connection with the achievement of the 25% performance target.

The RTSR and the stock price milestone factors are considered to be market conditions under GAAP. For performance units subject to market conditions, we determine the fair value of the performance units based on the results of a Monte Carlo simulation, which uses market-based inputs as of the date of grant to simulate future stock returns. Compensation expense for awards with market conditions is recognized on a straight-line basis over the longer of (i) the minimum required service period and (ii) the service period derived from the Monte Carlo simulation, separately for each vesting tranche. For performance units subject to market conditions, because the expected outcome is incorporated into the grant date fair value through the Monte Carlo simulation, compensation expense is not subsequently adjusted for changes in the expected or actual performance outcome. For performance units not subject to market conditions, we determine the fair value of each performance unit based on the market price of our common stock on the date of grant. For these awards, we recognize compensation expense over the vesting term on a straight-line basis based upon the performance target that is probable of being met, subject to adjustment for changes in the expected or actual performance outcome. Compensation expense related to performance awards totaled $1.9 million and $1.1 million for the nine months ended September 30, 2021 and 2020, respectively.

Transactions involving our performance awards during the nine months ended September 30, 2021 are summarized below:

	Nine Months Ended September 30, 2021 (unaudited)			
	Performance Units Subject to Market Conditions		Performance Units Not Subject to Market Conditions	
	No. of Stock Units[1] (in thousands)	Weighted Average Fair Value	No. of Stock Units[1] (in thousands)	Weighted Average Fair Value
Performance stock units, beginning of period	553	$ 13.69	273	$ 12.55
Changes during the period:				
Granted	576	$ 6.70	110	$ 11.69
Vested and settled	(28)	$ 25.24	—	$ —
Forfeited and cancelled	(387)	$ 14.91	(135)	$ 16.65
Performance stock units, end of period	714	$ 6.45	248	$ 9.94

1 Performance units with variable payouts are shown at target level of performance.

15. ACCUMULATED OTHER COMPREHENSIVE LOSS

A summary of changes in accumulated other comprehensive loss included within shareholders' equity is as follows (in thousands):

	Nine Months Ended September 30, 2021 (unaudited)					Nine Months Ended September 30, 2020 (unaudited)				
	Foreign Currency Translation Adjustments	Foreign Currency Hedge	Defined Benefit Pension Plans	Tax Provision	Total	Foreign Currency Translation Adjustments	Foreign Currency Hedge	Defined Benefit Pension Plans	Tax Provision	Total
Balance, beginning of period	$ (23,045)	$ 2,988	$ (8,021)	$ 400	$ (27,678)	$ (26,742)	$ 4,186	$ (8,021)	$ 387	$ (30,190)
Other comprehensive income (loss)	(2,210)	—	—	536	(1,674)	(2,978)	(627)	—	74	(3,531)
Balance, end of period	$ (25,255)	$ 2,988	$ (8,021)	$ 936	$ (29,352)	$ (29,720)	$ 3,559	$ (8,021)	$ 461	$ (33,721)

The following table represents the related tax effects allocated to each component of other comprehensive income (loss) (in thousands):

	Nine Months Ended September 30, 2021 (unaudited)			Nine Months Ended September 30, 2020 (unaudited)		
	Gross Amount	Tax Effect	Net Amount	Gross Amount	Tax Effect	Net Amount
Foreign currency translation adjustments	$ (2,210)	$ 536	$ (1,674)	$ (2,978)	$ (81)	$ (3,059)
Foreign currency hedge	—	—	—	(627)	155	(472)
Total	$ (2,210)	$ 536	$ (1,674)	$ (3,605)	$ 74	$ (3,531)

16. COMMITMENTS AND CONTINGENCIES

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to Team, but which will only be resolved when one or more future events occur or fail to occur. Team's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against us or unasserted claims that may result in such proceedings, Team's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in our financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

We accrue for contingencies where the occurrence of a material loss is probable and can be reasonably estimated, based on our best estimate of the expected liability. We may increase or decrease our legal accruals in the future, on a matter-by-matter basis, to account for developments in such matter. Because such matters are inherently unpredictable and unfavorable developments or outcomes can occur, assessing contingencies is highly subjective and requires judgments about future events. Notwithstanding the uncertainty as to the outcome and while our insurance coverage might not be available or adequate to cover these claims, based upon the information currently available, we do not believe that any uninsured losses that might arise from these lawsuits and proceedings will have a materially adverse effect on our consolidated financial statements.

California Wage and Hour Litigation - On June 24, 2019 and August 26, 2020, two putative class action complaints were filed against Team Industrial Services, Inc. in the Superior Court for the County of Los Angeles, California. The plaintiff in the first filed action is Michael Thai (the "Thai action"). The plaintiff in the second filed action is Alex Esqueda (the "Esqueda action"). All of the claims pleaded in the Esqueda action were also pleaded in the Thai action. Each of the plaintiffs assert claims for alleged wage and hour violations under the California Labor Code (for alleged unpaid wages, failure to provide meal and rest breaks, and derivative related claims). The Thai action also asserts a putative class claim for violation of the Fair Credit Reporting Act. Both cases were stayed shortly after filing to allow the parties to mediate the claims. On February 23, 2021, the Los Angeles Superior Court designated the Thai and Esqueda actions as related cases. While the parties mediated on March 18, 2021, the cases did not settle. On April 16, 2021, Team Industrial Services, Inc. moved both the Thai and Esqueda actions to the United States District Court for the Central District of California. Plaintiff's motion for remand was denied, and these matters remain in federal court.

We have established a liability at September 30, 2021 for a probable settlement on this matter. No assurances can be provided as to the timing, ultimate liability, outcome, or the impact these matters may have on our consolidated financial statements.

Notice of Potential Environmental Violation - On April 20, 2021, Team Industrial Services, Inc. received Notices of Potential Violation from the U.S. Environmental Protection Agency ("EPA") alleging noncompliance with various waste determination, reporting, training, and planning obligations under the Resource Conservation and Recovery Act at seven of our facilities located in Texas and Louisiana. Although the matter is at an early stage, we understand the allegations will largely relate to spent film developing solutions generated through our mobile radiographic inspection services and that the claims relate to the characterization and quantities of those wastes and related notices, reporting, training, and planning. We are actively engaged with the EPA on this issue but we are unable at this time to estimate any ultimate monetary penalties associated with these preliminary allegations.

Kelli Most Litigation - On November 13, 2018, Kelli Most filed a lawsuit against Team Industrial Services, Inc., individually and as a personal representative of the estate of Jesse Henson, in the 268th District Court of Fort Bend County, Texas (the “Most litigation”). The complaint asserted claims against Team for negligence resulting in the wrongful death of Jesse Henson. A jury trial commenced on this matter on May 4, 2021. On June 1, 2021, the jury rendered a verdict against Team for $222 million in compensatory damages.

We believe that the jury verdict is not supported by the facts of the case or applicable law, is the result of significant trial error, and there are strong grounds for appeal. We will seek to overturn the verdict in post-trial motions before the District Court and, if necessary, to appeal to the Court of Appeals for the State of Texas. We intend to vigorously challenge the judgment through all appropriate post-trial motions and appeal processes.

As a result, we believe that the likelihood that the amount of the judgment will be affirmed is not probable. We have taken into consideration the events that have occurred after the reporting period and before the financial statements were issued. We currently estimate a range of possible outcomes between $13 million and approximately $51 million, and we have accrued a liability as of September 30, 2021 which is the amount we believe is the most likely estimate for a probable loss on this matter. We have also recorded a related receivable from our third-party insurance providers in other current assets with the corresponding liability of the same amount in other accrued liabilities. Such amounts are treated as non-cash operating activities. The Most litigation is covered by our general liability and excess insurance policies which are occurrence based and subject to an aggregate $3 million self-insured retention and deductible. All retentions and deductibles have been met, accordingly, we believe pending the final settlement, all further claims will be fully funded by our insurance policies. We will continue to evaluate the possible outcomes of this case in light of future developments and their potential impact on factors relevant to our assessment of any possible loss.

Simon, Vige, and Roberts Matter **–** On February 19, 2019, a personal injury claim was filed by the plaintiffs against several counterparties including Team Industrial Services Inc., in the 295th District Court of Harris County, Texas. The plaintiffs filed the action seeking monetary damages for personal injury, and emotional and mental distress. This matter was settled in July 2021. This claim is covered by our general liability and excess insurance policies which are occurrence based and subject to an aggregate $3 million self-insured retention and deductible. All retentions and deductibles have been met, accordingly this claim has been fully funded by our insurance policies.

Accordingly, for all matters discussed above, we have accrued in the aggregate approximately $44 million as of September 30, 2021, of which approximately $5 million is not covered by our various insurance policies.

In addition to legal matters discussed above, we are subject to various lawsuits, claims and proceedings encountered in the normal conduct of business (“Other Proceedings”). Management believes that based on its current knowledge and after consultation with legal counsel that the Other Proceedings, individually or in the aggregate, will not have a material effect on our consolidated financial statements.

17. SEGMENT AND GEOGRAPHIC DISCLOSURES

ASC 280, *Segment Reporting*, requires us to disclose certain information about our operating segments where operating segments are defined as “components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.” We conduct operations in three segments: IHT, MS and Quest Integrity.

Segment data for our three operating segments are as follows (in thousands):

	Three Months Ended September 30, 2021 (unaudited)	Three Months Ended September 30, 2020 (unaudited)	Nine Months Ended September 30, 2021 (unaudited)	Nine Months Ended September 30, 2020 (unaudited)
Revenues:				
IHT	$ 101,476	$ 96,637	$ 310,077	$ 284,992
MS	96,403	101,738	280,966	299,077
Quest Integrity	19,531	20,718	59,858	61,167
Total	$ 217,410	$ 219,093	$ 650,901	$ 645,236

	Three Months Ended September 30, 2021 (unaudited)	Three Months Ended September 30, 2020 (unaudited)	Nine Months Ended September 30, 2021 (unaudited)	Nine Months Ended September 30, 2020 (unaudited)
Operating income (loss):				
IHT[1]	$ 3,065	$ 7,720	$ 10,824	$ (179,690)
MS[2]	(53,242)	9,581	(50,799)	20,502
Quest Integrity	1,702	3,006	7,152	9,801
Corporate and shared support services	(22,051)	(18,010)	(67,997)	(65,614)
Total	$ (70,526)	$ 2,297	$ (100,820)	$ (215,001)

1 Includes goodwill impairment charge for IHT as discussed in Note 8 that impacted operating income (loss) for the nine months ended September 30, 2020.

1 Includes goodwill impairment charge for MS as discussed in Note 8 that impacted operating income (loss) for the nine months ended September 30, 2021.

	Three Months Ended September 30, 2021 (unaudited)	Three Months Ended September 30, 2020 (unaudited)	Nine Months Ended September 30, 2021 (unaudited)	Nine Months Ended September 30, 2020 (unaudited)
Capital expenditures[1]:				
IHT	$ 1,454	$ 290	$ 6,625	$ 2,174
MS	741	657	3,260	6,720
Quest Integrity	985	1,079	2,365	3,094
Corporate and shared support services	293	238	714	1,788
Total	$ 3,473	$ 2,264	$ 12,964	$ 13,776

1 Totals may vary from amounts presented in the condensed consolidated statements of cash flows due to the timing of cash payments.

	Three Months Ended September 30, 2021 (unaudited)	Three Months Ended September 30, 2020 (unaudited)	Nine Months Ended September 30, 2021 (unaudited)	Nine Months Ended September 30, 2020 (unaudited)
Depreciation and amortization:				
IHT	$ 3,148	$ 3,609	$ 9,888	$ 11,338
MS	4,950	5,491	15,432	16,397
Quest Integrity	594	969	2,016	2,742
Corporate and shared support services	1,418	1,454	4,080	4,232
Total	$ 10,110	$ 11,523	$ 31,416	$ 34,709

Separate measures of Team’s assets by operating segment are not produced or utilized by management to evaluate segment performance.

A geographic breakdown of our revenues for the three and nine months ended September 30, 2021 and 2020 is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Total Revenues: [1]				
United States	$ 143,636	$ 147,986	$ 447,932	$ 463,445
Canada	30,465	32,014	81,110	67,658
Europe	27,122	24,673	82,098	76,315
Other foreign countries	16,187	14,420	39,761	37,818
Total	$ 217,410	$ 219,093	$ 650,901	$ 645,236

1 Revenues attributable to individual countries/geographic areas are based on the country of domicile of the legal entity that performs the work.

18. RESTRUCTURING AND OTHER RELATED CHARGES

Our restructuring and other related charges, net are summarized by segment as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Operating Group Reorganization and other continuing restructuring measures				
Severance and related costs				
IHT	$ 91	$ —	$ 374	$ —
MS	139	—	484	—
Quest Integrity	23	—	297	—
Corporate and shared support services	204	—	1,459	—
Total	$ 457	$ —	$ 2,614	$ —

Operating Group Reorganization

In January 2021, we announced a new strategic organizational structure to better position ourselves for the recovery, continue sector diversification, and enhance client value (the “Operating Group Reorganization”). In connection with the Operating Group Reorganization, we announced certain executive leadership changes and the appointment of experienced new talent to our leadership team. For the nine months ended September 30, 2021, we incurred severance charges of $2.6 million, which represents all costs cumulatively incurred to date as a result of the Operating Group Reorganization. We expect expenses related to the Operating Group Reorganization to continue through the end of 2021.

A rollforward of our accrued severance liability associated with this reorganization is presented below (in thousands):

	Nine Months Ended September 30, 2021
	(unaudited)
Balance, beginning of period	$ —
Charges	2,614
Payments	(1,458)
Balance, end of period	$ 1,156

For the three and nine months ended September 30, 2021, we also incurred professional fees of $0.2 million and $1.7 million associated with the Operating Group Reorganization.

OneTEAM Program

Beginning in 2017, we undertook a project ("OneTEAM") to assess all aspects of our business for improvement and cost saving opportunities. We did not incur any severance costs under OneTEAM during the three and nine months ended September 30, 2021. During the three and nine months ended September 30, 2020, we incurred $0.3 million and $3.4 million, respectively, in severance charges associated with OneTEAM. We have incurred $11.8 million of OneTEAM severance charges cumulatively to date, and do not expect any further severance costs under this program. As of September 30, 2021, we had no remaining severance liability outstanding under OneTEAM.

19. SUBSEQUENT EVENTS

Refer to Note 1 for information on the Recent Financing Transactions and Note 11 for information on the amendments to the Term Loan Credit Agreement that we entered into on October 19, 2021, October 29, 2021 and November 9, 2021, and the amendment to the Warrants that we entered into on November 9, 2021.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Unless otherwise indicated, the terms "Team, Inc.," "Team," "we," "our" and "us" are used in this report to refer to Team, Inc., to one or more of its consolidated subsidiaries or to all of them taken as a whole.

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included in this report, and the consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations, and Critical Accounting Policies, included in our Annual Report on Form 10-K for the year ended December 31, 2020 ("the 2020 Form 10-K").

Cautionary Note Regarding Forward-Looking Statements. This report contains "forward-looking statements" that are accompanied by meaningful cautionary statements so as to obtain the protections of the safe harbor established in the Private Securities Litigation Reform Act of 1995. Without limitation, you can generally identify our forward-looking statements by the words "anticipate," "believe," "expect," "plan," "intend," "estimate," "project," "projection," "predict," "budget," "forecast," "goal," "guidance," "target," "will," "could," "should," "may" and similar expressions. We based our forward-looking statements on our reasonable beliefs and assumptions, and our current expectations, estimates and projections about ourselves and our industry. In addition, we based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. We caution that these statements are not guarantees of future performance and involve risks, uncertainties and assumptions that we cannot predict. New risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this report. Important factors that could cause our actual results to differ materially from those expressed as forward-looking statements are set forth in the 2020 Form 10-K in Part I, Item 1A under the heading "Risk Factors," and in our subsequently filed Quarterly Reports on Form 10-Q. Such risks, uncertainties and other important factors include, among others, risks related to:

- our ability to continue as a going concern;
- the impact to our business, financial condition, results of operations and cash flows due to negative market conditions, including from the impact of the COVID pandemic, and future economic uncertainties, particularly in industries in which we are heavily dependent;
- delays in the commencement of major projects, loss of employees, supply availability, pricing pressures, cost overruns on our projects and the timing of new client contracts and termination of existing contracts may result in unpredictable fluctuations in our cash flows and financial results;
- our business may be affected by seasonal and other variations, including severe weather conditions and the nature of our clients' industry;
- our ability to expand into new markets (including low carbon energy transition) and attract clients in new industries may be limited due to our competitions breadth of service offerings and intellectual property;
- risk of non-payment and/or delays in payment of receivables from our clients;
- our ability to generate sufficient cash from operations for working capital and liquidity needs, access our ABL Facility, or maintain our compliance with our ABL Facility and Term Loan covenants;
- environmental, health and safety regulations, including those related to climate change and emission of "greenhouse gases" that impact the demand for our services and products;
- changes in laws or regulations in the local jurisdictions that we conduct our business;
- our business and operations would suffer in the event of computer system failures, cyber-attacks or deficiencies in our cyber-security or those of third-party providers;
- our ability to forecast our liquidity needs, future operating results, including our ability to predict revenue and expense levels, and plan for and model future operating results;
- the loss of employees and its impact on the control environment;
- the inherently uncertain outcome of current and future litigation; and
- if we fail to maintain effective internal controls, we may not be able to report our financial results accurately or timely or prevent or detect fraud, which could have a material adverse effect on our business.

General Description of Business

We are a global leading provider of integrated, digitally-enabled asset performance assurance and optimization solutions. We deploy conventional to highly specialized inspection, condition assessment, maintenance and repair services that result in greater safety, reliability and operational efficiency for our client's most critical assets. We conduct operations in three segments: Inspection and Heat Treating ("IHT"), Mechanical Services ("MS") and Quest Integrity. Through the capabilities and resources in these three segments, we believe that Team is uniquely qualified to provide integrated solutions involving in their most basic form: inspection to assess condition; engineering assessment to determine fitness for purpose in the context of industry standards and regulatory codes; and mechanical services to repair, rerate or replace based upon the client's election. In addition, we are capable of escalating with the client's needs, as dictated by the severity of the damage found and the related operating conditions, from standard services to some of the most advanced services and integrated asset integrity and reliability management solutions available in the industry. We also believe that Team is unique in its ability to provide services in three distinct client demand profiles: (i) turnaround or project services, (ii) call-out services and (iii) nested or run-and-maintain services.

IHT provides integrity management and performance solutions, conventional and advanced non-destructive testing ("NDT") services, heat treating and thermal services, tank management solutions, and pipeline integrity solutions, as well as associated engineering and condition assessment services. These services can be offered while facilities are running (on-stream), during facility turnarounds or during new construction or expansion activities.

MS provides machining, bolting, and vapor barrier weld testing services, hot tap and line intervention services, valve management solutions, and emission control services primarily as call-out and turnaround services under both on-stream and off-line/shut down circumstances. On-stream services offered by MS represent the services offered while plants are operating and under pressure. Turnaround services are project-related and demand is a function of the number and scope of scheduled and unscheduled facility turnarounds as well as new industrial facility construction or expansion activities.

Quest Integrity provides integrity and reliability management solutions for the process, pipeline and power sectors. These solutions encompass three broadly-defined disciplines including highly specialized in-line inspection services for historically unpiggable process piping and pipelines using proprietary in-line inspection tools and analytical software; advanced engineering and condition assessment services through a multi-disciplined engineering team and related lab support; and advanced digital imaging including remote digital video imaging, laser scanning and laser profilometry-enabled reformer care services.

We market our services to companies in a diverse array of industries which include:

- Energy (refining, power, and nuclear);
- Energy Transition (liquefied natural gas, hydrogen, carbon capture & sequestration, biofuels, and renewable power);
- Manufacturing and Process (chemical, petrochemical, pulp and paper industries, manufacturing, automotive and mining);
- Upstream, Midstream and Others (valves, terminals and storage, pipeline and offshore oil and gas);
- Public Infrastructure (amusement parks, bridges, ports, construction and building, roads, dams and railways); and
- Aerospace and Defense.

Certain service lines can also support our clients in mitigating key environmental performance, social impact, and governance issues. We believe our ability to apply appropriate technology based on identified risks allows our clients to recognize issues quickly, mitigate their impact, and manage costs effectively. We further believe our professional teams of experienced engineers and technicians support each client with the best on the job safety and service training, equipment and technical support in the industry.

In January 2021, we announced a new strategic organizational structure (the "Operating Group Reorganization"). The new streamlined structure supports our global operations with greater focus on further improving operational and financial performance through three new operating groups: Inspection and Heat Treating Group (the "IHT Group"), Mechanical & Onstream Services group (the "MOS Group") and Asset Integrity & Digital (the "AID Group"). The IHT Group, which includes the IHT segment, is dedicated to growing its stable nested footprint as regulatory compliance requirements increase, expanding turnaround activity, and diversifying its end markets globally, such as through increased investment in the Aerospace business line. The MOS Group, which includes the MS segment, continues to target turnarounds and capital projects, and improve performance, efficiency, and longevity of aging critical assets. We believe that the MOS Group is primed to grow with the industry recovery led by the high demand of maintenance and call-out work. The AID Group, which includes the Quest Integrity segment, will focus on expanding mechanical and pipeline integrity, risk-based inspection, remote visual inspection, and digital platform. The AID Group will also optimize our research and development activities, including product and technology development. These changes had no effect on our reportable segments.

See Note 1 to our unaudited condensed consolidated financial statements and the notes thereto included in this report for a description of our Recent Financing Transactions.

Ongoing Effects of COVID

The impact of COVID and, more recently the Delta variant of the COVID virus, continues to affect our workforce and operations, as well as the operations of our clients, suppliers and contractors. During this period, we have continued to focus on the following key priorities:

- the health and safety of our employees and business continuity;
- the alignment of our business to the near term market dynamics and demand for our services; and
- our end market revenue diversification strategy.

The ultimate duration and economic impact of the COVID pandemic remains unclear. However, we believe the increased availability and administration of COVID vaccines, easing of pandemic related restrictions, reopening of economies, and increasing commodity prices are positive signs of broader economic recovery.

The extent of COVID's effect on our operational and financial performance will depend on future developments, including the duration, spread and intensity of the pandemic (including any resurgences), impact of the new COVID variants and the continued rollout and acceptance of COVID vaccines, and the level of social and economic restrictions imposed in the United States and abroad in an effort to curb the spread of the virus, all of which are uncertain and difficult to predict considering the rapidly evolving landscape.

Under the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act"), we qualified to defer the employer portion of social security taxes incurred through the end of calendar 2020. As of September 30, 2021, we have deferred employer payroll taxes of $14.2 million with half of the deferral due in each of 2021 and 2022. Additionally, other governments in jurisdictions where we operate passed legislation to provide employers with relief programs, which include wage subsidy grants, deferral of certain payroll related expenses and tax payments and other benefits. We elected to treat qualified government subsidies from Canada and other governments as offsets to the related expenses. As a result, we recognized $1.8 million and $0.3 million during the three months ended September 30, 2021 and $5.6 million and $1.0 million during the nine months ended September 30, 2021 as a reduction to operating expenses and selling, general and administrative expenses, respectively, compared to $3.8 million and $1.0 million as a reduction to operating expenses and selling, general and administrative expenses, respectively for the three months ended September 30, 2020 and $7.6 million and $1.9 million as a reduction to operating expenses and selling, general and administrative expenses, respectively for the nine months ended September 30, 2020. As of September 30, 2021, we also deferred certain payroll related expenses and tax payments of $4.4 million under other foreign government programs which will be due in 2021 and 2022.

Results of Operations

The following is a comparison of our results of operations for the three months ended September 30, 2021 compared to September 30, 2020.

Three Months Ended September 30, 2021 Compared to Three Months Ended September 30, 2020

The components of revenue and operating income (loss) from our operations consisted of the following (in thousands):

	Three Months Ended September 30,		Increase (Decrease)	
	2021	2020	$	%
	(unaudited)	(unaudited)		
Revenues by business segment:				
IHT	$ 101,476	$ 96,637	$ 4,839	5.0 %
MS	96,403	101,738	(5,335)	(5.2)%
Quest Integrity	19,531	20,718	(1,187)	(5.7)%
Total revenues	$ 217,410	$ 219,093	$ (1,683)	(0.8)%
Operating income (loss):				
IHT	$ 3,065	$ 7,720	$ (4,655)	(60.3)%
MS	(53,242)	9,581	(62,823)	(655.7)%
Quest Integrity	1,702	3,006	(1,304)	(43.4)%
Corporate and shared support services	(22,051)	(18,010)	(4,041)	(22.4)%
Total operating income (loss)	$ (70,526)	$ 2,297	$ (72,823)	(3,170.4)%
Interest expense, net	(9,974)	(7,757)	(2,217)	(28.6)%
Other expense, net	(1,760)	(655)	(1,105)	(168.7)%
Loss before income taxes	$ (82,260)	$ (6,115)	$ (76,145)	(1,245.2)%
Provision for income taxes	(8,922)	(2,958)	(5,964)	(201.6)%
Net loss	$ (91,182)	$ (9,073)	$ (82,109)	(905.0)%

Revenues. Total revenues decreased $1.7 million or 0.8% from the prior year quarter. Excluding the favorable impact of $3.3 million due to foreign currency exchange rate changes, total revenues decreased by $5.0 million, IHT revenues increased by $3.7 million offset by decreases in MS revenue of $7.1 million and Quest Integrity revenue of $1.6 million after excluding foreign currency exchange rate changes. The increased revenue for IHT was due to an increase in nested technicians and from increased economic activity in the U.S. and select international markets as economies eased COVID-related shutdowns. Additionally, revenue was positively impacted by several large turnaround projects that were completed during the quarter. Revenue growth this quarter was negatively impacted by Hurricane Ida which caused significant disruptions before and after making landfall in late August, resulting in wind and water damage as well as knocking out electricity to many areas along the Gulf Coast. The impact of the hurricane caused at least ten refineries and numerous petrochemical plants to significantly reduce run rates or temporarily shut down, resulting in project delays and lowering technician activity levels.

Operating income (loss). Overall operating loss was $70.5 million in the current year quarter compared to operating income of $2.3 million in the prior year quarter. The overall increase in operating loss is primarily attributable to MS, which experienced a decrease in operating income of $62.8 million primarily due to the goodwill impairment. IHT experienced a decrease of $4.7 million due to inflationary costs pressures associated with the increased economic activity. We continue to realize cost inflation in several areas, such as raw materials, transportation, and labor costs. Additionally, Quest Integrity realized a decrease in operating income of $1.3 million and corporate and shared services expenses increased by $4.0 million primarily driven by an increase in legal costs, bad debts expense and other costs associated with reinstatement of the prior year temporary cost actions during the quarter.

For the three months ended September 30, 2021, operating loss includes net expenses totaling $60.3 million that we do not believe are indicative of our core operating activities, the prior year quarter included $3.3 million of such items, as detailed by segment in the table below (in thousands):

Expenses reflected in operating income (loss) that are not indicative of our core operating activities (unaudited):

	IHT	MS	Quest Integrity	Corporate and shared support services	Total
Three Months Ended September 30, 2021					
Professional fees and other[1]	$ —	$ —	$ —	$ 1,273	$ 1,273
Legal costs[2]	—	—	—	2,736	2,736
Severance charges, net[3]	90	139	23	204	456
Goodwill impairment charge	—	55,837	—	—	55,837
Total	$ 90	$ 55,976	$ 23	$ 4,213	$ 60,302
Three Months Ended September 30, 2020					
Professional fees and other[1]	$ —	$ —	$ —	$ 929	$ 929
Legal costs[2]	—	—	—	230	230
Severance charges, net[3]	88	1,326	186	35	1,635
Natural disaster costs[4]	21	479	—	—	500
Total	$ 109	$ 1,805	$ 186	$ 1,194	$ 3,294

1 Consists primarily of professional fees and other costs for assessment of corporate and support cost structures. For the three months ended September 30, 2021, includes $0.2 million of costs associated with the Operating Group Reorganization (exclusive of restructuring costs). For the three months ended September 30, 2020, includes $0.6 million of costs associated with the OneTEAM program (exclusive of restructuring costs).

2 For the three months ended September 30, 2021, primarily relates to accrued legal matters and other legal fees. For September 30, 2020, primarily relates to costs associated with international legal and internal control review matters.

3 For the three months ended September 30, 2021, includes $0.5 million primarily related to the Operating Group Reorganization. For September 30, 2020, $0.3 million of severance charges associated with the OneTEAM program, including international restructuring under the OneTEAM program and $1.3 million of other severance charges due to the impact of COVID-19.

4 Amount represents the insurance deductible amount for hurricane damage incurred during the period.

The detail of operating income (loss) excluding non-core expenses are as follows (unaudited) (in thousands):

	Three Months Ended September 30,		Increase (Decrease)	
	2021	2020	$	%
Operating income (loss), excluding non-core expenses:				
IHT	$ 3,155	$ 7,829	$ (4,674)	(59.7)%
MS	2,734	11,386	(8,652)	(76.0)%
Quest Integrity	1,725	3,192	(1,467)	(46.0)%
Corporate and shared support services	(17,838)	(16,816)	(1,022)	(6.1)%
Total operating income (loss), excluding non-core expenses	$ (10,224)	$ 5,591	$ (15,815)	(282.9)%

Excluding the impact of these identified non-core items in both periods, operating loss increased by $15.8 million, consisting of lower operating income in MS, IHT, and Quest of $8.7 million, $4.7 million, and $1.5 million, respectively, and an increase in corporate and shared support services expenses of $1.0 million. The lower operating income in MS is due to project delays, the negative impact of Hurricane Ida, and an increase in inflationary cost pressures associated with the ramp up in economic activity.

Interest expense, net. Interest expense, net increased $2.2 million, or 28.6%, from the prior year quarter primarily due to higher borrowing costs on our ABL Facility and Term Loan, which were entered into in December 2020, partially offset by lower average long-term debt balances outstanding.

Other expense, net. Other expense, net increased $1.1 million from the prior year quarter primarily due to foreign currency transaction losses. Foreign currency transaction losses in the current year period reflect the effects of fluctuations in the U.S. Dollar relative to the currencies to which we have exposure. Non-operating results also include certain components of our net periodic pension cost (credit).

Taxes. Income tax expense was $8.9 million on the pre-tax loss of $82.3 million in the current year quarter compared to an expense of $3.0 million on the pre-tax loss of $6.1 million in the prior year quarter. The effective tax rate, inclusive of discrete items, was 10.9% for the three months ended September 30, 2021, compared to a provision of 48.4% for the three months ended September 30, 2020.

The effective tax rate change from the prior year quarter compared to the current year quarter is due to a significant portion of the income tax losses being offset by valuation allowances and the correlation in the prior year of domestic and foreign income and losses.

Nine Months Ended September 30, 2021 Compared to Nine Months Ended September 30, 2020

The following is a comparison of our results of operations for the nine months ended September 30, 2021 compared to September 30, 2020.

The components of revenue and operating income (loss) from our operations consisted of the following (in thousands):

	Nine Months Ended September 30,		Increase (Decrease)	
	2021	2020	$	%
	(unaudited)	(unaudited)		
Revenues by business segment:				
IHT	$ 310,077	$ 284,992	$ 25,085	8.8 %
MS	280,966	299,077	(18,111)	(6.1)%
Quest Integrity	59,858	61,167	(1,309)	(2.1)%
Total revenues	$ 650,901	$ 645,236	$ 5,665	0.9 %
Operating income (loss):				
IHT	$ 10,824	$ (179,690)	$ 190,514	106.0 %
MS	(50,799)	20,502	(71,301)	(347.8)%
Quest Integrity	7,152	9,801	(2,649)	(27.0)%
Corporate and shared support services	(67,997)	(65,614)	(2,383)	(3.6)%
Total operating loss	$ (100,820)	$ (215,001)	$ 114,181	53.1 %
Interest expense, net	(28,968)	(21,847)	(7,121)	(32.6)%
Other expense, net	(3,754)	(1,292)	(2,462)	(190.6)%
Loss before income taxes	$ (133,542)	$ (238,140)	$ 104,598	43.9 %
(Provision) Benefit for income taxes	(9,424)	15,812	(25,236)	(159.6)%
Net loss	$ (142,966)	$ (222,328)	$ 79,362	35.7 %

Revenues. Total revenues increased $5.7 million or 0.9% from the prior year period. Excluding the favorable impact of $15.2 million due to foreign currency exchange rate changes, total revenues decreased by $9.6 million, IHT revenues increased by $19.9 million offset by decreases in MS revenue of $26.3 million and Quest Integrity revenues of $3.1 million. The increase in revenues in IHT is due to higher activity levels as a result of the increased economic activity during the quarter. The decrease in revenue for MS was primarily due to lingering COVID price-related concessions which largely rolled off at the end of the quarter along with large project deferrals. The favorable impacts of foreign exchange rate changes are primarily due to the weakening of the U.S. dollar relative to the foreign currencies to which we have exposure during the current year quarter.

Operating loss. Overall operating loss was $100.8 million in the current year period compared to an operating loss of $215.0 million in the prior year period. The overall decrease in operating loss is attributable to IHT, which experienced an increase in operating income of $190.5 million due to a non-cash goodwill impairment charge recorded during the first quarter of 2020, arising from the impacts of COVID. Additionally, operating loss for the period was impacted by an increase in corporate and shared services expenses of $2.4 million along with decreases in operating income in MS and Quest Integrity of $71.3 million and $2.6 million, respectively.

For the nine months ended September 30, 2021, operating loss includes net expenses totaling $68.6 million that we do not believe are indicative of our core operating activities, while the prior year period included $203.2 million of such items, as detailed by segment in the table below (in thousands):

Expenses reflected in operating income (loss) that are not indicative of our core operating activities (unaudited):

	IHT	MS	Quest Integrity	Corporate and shared support services	Total
Nine Months Ended September 30, 2021					
Professional fees and other[1]	$ —	$ —	$ —	$ 3,107	$ 3,107
Legal costs[2]	—	—	—	6,845	6,845
Severance charges, net[3]	575	494	274	1,461	2,804
Goodwill impairment charge	—	55,837	—	—	55,837
Total	$ 575	$ 56,331	$ 274	$ 11,413	$ 68,593
Nine Months Ended September 30, 2020					
Professional fees and other[1]	$ —	$ —	$ —	$ 3,986	$ 3,986
Legal costs[2]	—	—	—	1,926	1,926
Severance charges, net[3]	1,126	2,993	326	556	5,001
Goodwill impairment charge	191,788	—	—	—	191,788
Natural disaster costs[4]	21	479	—	—	500
Total	$ 192,935	$ 3,472	$ 326	$ 6,468	$ 203,201

1 Consists primarily of professional fees and other costs for assessment of corporate and support cost structures. For the nine months ended September 30, 2021, includes $1.7 million of costs associated with the Operating Group Reorganization (exclusive of restructuring costs) and $0.3 million of costs associated with the OneTEAM program (exclusive of restructuring costs). For the nine months ended September 30, 2020, includes $2.6 million of costs associated with the OneTEAM program (exclusive of restructuring costs).

2 For the nine months ended September 30, 2021, primarily relates to accrued legal matters and other legal fees. For September 30, 2020, primarily relates to costs associated with international legal and internal control review matters.

3 For the nine months ended September 30, 2021, includes $2.6 million related to the Operating Group Reorganization and $0.2 million associated with other severances. For September 30, 2020, $3.4 million of severance charges associated with the OneTEAM program, including international restructuring under the OneTEAM program and $1.6 million of other severance charges due to the impact of COVID.

4 Amount represents the insurance deductible amount for hurricane damage incurred during the period.

The detail of operating income (loss) excluding non-core expenses are as follows (unaudited) (in thousands):

	Nine Months Ended September 30,		Increase (Decrease)	
	2021	2020	$	%
Operating income (loss), excluding non-core expenses:				
IHT	$ 11,399	$ 13,245	$ (1,846)	(13.9)%
MS	5,532	23,974	(18,442)	(76.9)%
Quest Integrity	7,426	10,127	(2,701)	(26.7)%
Corporate and shared support services	(56,584)	(59,146)	2,562	4.3 %
Total operating loss, excluding non-core expenses	$ (32,227)	$ (11,800)	$ (20,427)	(173.1)%

Excluding the impact of these identified non-core items in both periods, operating loss increased by $20.4 million, consisting of lower operating income in IHT, MS and Quest Integrity of $1.8 million, $18.4 million and $2.7 million, respectively, offset by a decrease in corporate and shared support services expenses of $2.6 million. The lower operating income in Quest Integrity reflects lower activity levels due to travel restrictions as a result of COVID and decline in overall activity levels. The operating loss increase in MS was largely attributable to lingering COVID-related price concessions which largely rolled off at the end of the second quarter and additional large project deferrals combined with a tough comparable given that the pandemic did not have a material impact on the first three months of operations in 2020 as well as inflationary cost pressures associated with the ramp up in economic activity.

Interest expense, net. Interest expense, net increased $7.1 million, or 32.6%, from the prior year period primarily due to higher borrowing costs on our ABL Facility and Term Loan, which were entered into in December 2020, partially offset by lower average long-term debt balances outstanding.

Other expense, net. Other expense, net increased $2.5 million from the prior year period primarily due to foreign currency transaction losses. Foreign currency transaction losses in the current year period reflect the effects of fluctuations in the U.S. Dollar relative to the currencies to which we have exposure. Non-operating results also include certain components of our net periodic pension cost (credit).

Taxes. Income tax expense was $9.4 million on the pre-tax loss of $133.5 million in the current year-to-date compared to a benefit of $15.8 million on the pre-tax loss of $238.1 million in the prior year-to-date. The effective tax rate was a provision of 7.1% for the nine months ended September 30, 2021, compared to a benefit of 6.6% for the nine months ended September 30, 2020.

The effective tax rate was a provision for the nine months ended September 30, 2021 versus a benefit for the nine months ended September 30, 2020 due to a significant portion of the income tax losses being offset by valuation allowances.

Non-GAAP Financial Measures and Reconciliations

We use supplemental non-GAAP financial measures which are derived from the consolidated financial information including adjusted net income (loss); adjusted net income (loss) per diluted share, earnings before interest and taxes (“EBIT”); adjusted EBIT (defined below); adjusted earnings before interest, taxes, depreciation and amortization (“adjusted EBITDA”) and free cash flow to supplement financial information presented on a GAAP basis.

We define adjusted net income (loss), adjusted net income (loss) per diluted share and adjusted EBIT to exclude the following items: costs associated with our OneTEAM program, costs associated with the Operating Group Reorganization, non-routine legal costs and settlements, restructuring charges, certain severance charges, goodwill impairment charges and certain other items that we believe are not indicative of core operating activities. Consolidated adjusted EBIT, as defined by us, excludes the costs excluded from adjusted net income (loss) as well as income tax expense (benefit), interest charges, foreign currency (gain) loss, and items of other (income) expense. Consolidated adjusted EBITDA further excludes from consolidated adjusted EBIT depreciation, amortization and non-cash share-based compensation costs. Segment adjusted EBIT is equal to segment operating income (loss) excluding costs associated with our OneTEAM program, costs associated with the Operating Group Reorganization, non-routine legal costs and settlements, restructuring charges, certain severance charges, goodwill impairment charges and certain other items as determined by management. Segment adjusted EBITDA further excludes from segment adjusted EBIT depreciation, amortization, and non-cash share-based compensation costs. Free cash flow is defined as net cash provided by (used in) operating activities minus capital expenditures.

Management believes these non-GAAP financial measures are useful to both management and investors in their analysis of our financial position and results of operations. In particular, adjusted net income (loss), adjusted net income (loss) per diluted share, consolidated adjusted EBIT, and consolidated adjusted EBITDA are meaningful measures of performance which are commonly used by industry analysts, investors, lenders and rating agencies to analyze operating performance in our industry, perform analytical comparisons, benchmark performance between periods, and measure our performance against externally communicated targets. Our segment adjusted EBIT and segment adjusted EBITDA is also used as a basis for the Chief Operating Decision Maker to evaluate the performance of our reportable segments. Free cash flow is used by our management and investors to analyze our ability to service and repay debt and return value directly to stakeholders.

Non-GAAP measures have important limitations as analytical tools, because they exclude some, but not all, items that affect net earnings and operating income. These measures should not be considered substitutes for their most directly comparable U.S. GAAP financial measures and should be read only in conjunction with financial information presented on a GAAP basis. Further, our non-GAAP financial measures may not be comparable to similarly titled measures of other companies who may calculate non-GAAP financial measures differently, limiting the usefulness of those measures for comparative purposes. The liquidity measure of free cash flow does not represent a precise calculation of residual cash flow available for discretionary expenditures. Reconciliations of each non-GAAP financial measure to its most directly comparable GAAP financial measure are presented below.

The following tables set forth the reconciliation of Adjusted Net Income (Loss), EBIT and EBITDA to their most comparable GAAP financial measurements:

TEAM, INC. AND SUBSIDIARIES
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
(unaudited, in thousands except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	**2020**	**2021**	**2020**
Adjusted Net Income (Loss):				
Net loss	$ (91,182)	$ (9,073)	$ (142,966)	$ (222,328)
Professional fees and other[1]	1,273	929	3,107	3,986
Legal costs[2]	2,736	230	6,845	1,926
Severance charges, net[3]	456	1,635	2,804	5,001
Natural disaster costs[4]	—	500		500
Goodwill impairment charges	55,837	—	55,837	191,788
Tax impact of adjustments and other net tax items[5]	(305)	(692)	(368)	(15,610)
Adjusted net loss	$ (31,185)	$ (6,471)	$ (74,741)	$ (34,737)
Adjusted net loss per common share:				
Basic	$ (1.01)	$ (0.21)	$ (2.42)	$ (1.14)
Diluted	$ (1.01)	$ (0.21)	$ (2.42)	$ (1.14)
Consolidated Adjusted EBIT and Adjusted EBITDA:				
Net loss	$ (91,182)	$ (9,073)	$ (142,966)	$ (222,328)
Provision (benefit) for income taxes	8,922	2,958	9,424	(15,812)
Interest expense, net	9,974	7,757	28,968	21,847
Foreign currency losses[7]	1,933	752	4,274	1,641
Pension credits[6]	(173)	(129)	(520)	(381)
Professional fees and other[1]	1,273	929	3,107	3,986
Legal costs[2]	2,736	230	6,845	1,926
Severance charges, net[3]	456	1,635	2,804	5,001
Natural disaster costs	—	500		500
Goodwill impairment charges	55,837	—	55,837	191,788
Consolidated Adjusted EBIT	(10,224)	5,559	(32,227)	(11,832)
Depreciation and amortization				
Amount included in operating expenses	4,841	5,794	15,391	17,517
Amount included in SG&A expenses	5,269	5,729	16,025	17,192
Total depreciation and amortization	10,110	11,523	31,416	34,709
Non-cash share-based compensation costs	1,108	1,127	5,576	4,073
Consolidated Adjusted EBITDA	$ 994	$ 18,209	$ 4,765	$ 26,950
Free Cash Flow:				
Cash (used in) provided by operating activities	$ (1,062)	$ (7,080)	$ (35,861)	$ 20,165
Capital expenditures	(3,156)	(4,198)	(12,376)	(16,684)
Free Cash Flow	$ (4,218)	$ (11,278)	$ (48,237)	$ 3,481

1 For the three and nine months ended September 30, 2021, includes $0.2 million and $1.7 million, respectively, of costs associated with the Operating Group Reorganization (exclusive of restructuring costs). For the three and nine months ended September 30, 2020, includes $0.6 million and $2.6 million, respectively, associated with the OneTEAM program (exclusive of restructuring costs).

2 For the three and nine months ended September 30, 2021, primarily relates to accrued legal matters and other legal fees. For the three months and nine months ended September 30, 2020, primarily relates to costs associated with international legal matters.

3 For the three months and nine months ended September 30, 2021, $0.5 million and $2.6 million, respectively, associated with the Operating Group Reorganization and other continuing restructuring measures. For the three and nine months ended September 30, 2020, severance charges are associated with the OneTEAM program, including international operations.

4 Amount represents the insurance deductible for hurricane damage incurred for the three months ended September 30, 2020.

5 Represents the tax effect of the adjustments. Beginning in Q2 2021, we now use the statutory tax rate, net of valuation allowance by legal entity to determine the tax effect of the adjustments. Prior to Q2 2021, we used an assumed marginal tax rate of 21% except for the adjustment of the goodwill impairment charge in Q1 2020 for which the actual tax impact was used. We have restated the prior period tax impact to use the statutory tax rate by legal entity, net of valuation allowance.

6 Represents pension credits for the U.K. pension plan based on the difference between the expected return on plan assets and the cost of the discounted pension liability. The pension plan has had no new participants added since the plan was frozen in 1994 and accruals for future benefits ceased in connection with a plan curtailment in 2013.

7 Represents foreign currency losses. For prior period, includes other nominal fees.

TEAM, INC. AND SUBSIDIARIES
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (Continued)
(unaudited, in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Segment Adjusted EBIT and Adjusted EBITDA:				
IHT				
Operating income (loss)	$ 3,065	$ 7,720	$ 10,824	$ (179,690)
Severance charges, net[1]	90	88	575	1,126
Natural disaster costs[2]	—	21		21
Goodwill impairment charge	—	—	—	191,788
Adjusted EBIT	3,155	7,829	11,399	13,245
Depreciation and amortization	3,148	3,609	9,888	11,338
Adjusted EBITDA	$ 6,303	$ 11,438	$ 21,287	$ 24,583
MS				
Operating income	$ (53,242)	$ 9,581	$ (50,799)	$ 20,502
Severance charges, net[1]	139	1,326	494	2,993
Natural disaster costs[2]	—	479	—	479
Goodwill impairment charge	55,837	—	55,837	—
Adjusted EBIT	2,734	11,386	5,532	23,974
Depreciation and amortization	4,950	5,491	15,432	16,397
Adjusted EBITDA	$ 7,684	$ 16,877	$ 20,964	$ 40,371
Quest Integrity				
Operating income	$ 1,702	$ 3,006	$ 7,152	$ 9,801
Severance charges, net[1]	23	186	274	326
Adjusted EBIT	1,725	3,192	7,426	10,127
Depreciation and amortization	594	969	2,016	2,742
Adjusted EBITDA	$ 2,319	$ 4,161	$ 9,442	$ 12,869
Corporate and shared support services				
Net loss	$ (42,707)	$ (29,380)	$ (110,143)	$ (72,941)
Provision (benefit) for income taxes	8,922	2,958	9,424	(15,812)
Interest expense, net	9,974	7,757	28,968	21,847
Foreign currency losses[6]	1,933	752	4,274	1,641
Pension credit[3]	(173)	(129)	(520)	(381)
Professional fees and other[4]	1,273	929	3,107	3,986
Legal costs[5]	2,736	230	6,845	1,926
Severance charges, net[1]	204	35	1,461	556
Adjusted EBIT	(17,838)	(16,848)	(56,584)	(59,178)
Depreciation and amortization	1,418	1,454	4,080	4,232
Non-cash share-based compensation costs	1,108	1,127	5,576	4,073
Adjusted EBITDA	$ (15,312)	$ (14,267)	$ (46,928)	$ (50,873)

1 Primarily relates to severance charges incurred associated with the Operating Group Reorganization and other continuing restructuring measures for the three and nine months ended September 30, 2021. For the three and nine months ended September 30, 2020, relates to severance charges associated with the OneTEAM program, including international restructuring under the OneTEAM program.

2 Amount represents the insurance deductible for hurricane damage incurred for the three months ended September 30, 2020.

3 Represents pension credit for the U.K. pension plan based on the difference between the expected return on plan assets and the cost of the discounted pension liability. The pension plan has had no new participants added since the plan was frozen in 1994 and accruals for future benefits ceased in connection with a plan curtailment in 2013.

4 For the three and nine months ended September 30, 2021, includes $0.2 million and $1.7 million, respectively, of costs associated with the Operating Group Reorganization (exclusive of restructuring costs). For the three and nine months ended September 30, 2020, includes $0.6 million and $2.6 million, respectively, associated with the OneTEAM program (exclusive of restructuring costs).

5 For the three and nine months ended September 30, 2021, primarily relates to accrued legal matters and other legal fees. For the three and nine months ended September 30, 2020, primarily relates to costs associated with international legal matters.

6 Represents foreign currency gain/loss. For prior periods, includes other nominal fees.

Liquidity and Capital Resources

Financing for our operations consists primarily of our ABL Facility (defined below) and cash flows attributable to our operations. Our principal uses of cash are for working capital needs and liquidity. We have suffered recurring operating losses related to COVID pandemic and related economic repercussions, and difficult market conditions. During the quarter, revenues and margins continued to decline along with margin pressures from inflationary costs including labor, materials, and transportation resulting in further operating losses. We are in compliance with our debt covenants, however, our current financial forecasts indicate insufficient cash flows from operations to maintain compliance with our ABL covenants and repay our outstanding debt if it were to come due. Subsequent to quarter-end, we had limited borrowing capacity to fund our increasing working capital needs. These factors raise substantial doubt about our ability to continue as a going concern. In response to the above, (i) we have entered into the Recent Financing Transactions (as further described in Note 1 - Summary of Significant Accounting Policies and Practices) to address our near-term liquidity needs; (ii) we have taken definitive actions to reduce costs, improve operations, profitability, and liquidity, and position the Company for future growth; and (iii) we are actively pursuing other strategic alternatives. While the Recent Refinancing Transactions provide us with additional funding to meet our short-term liquidity needs, there can be no assurance that we will generate adequate liquidity to fund operations and meet our debt service obligations in the future or that our lenders will continue to provide amendments to the Company.

Our ability to maintain compliance with the financial covenants is dependent upon our future operating performance and future financial condition, both of which are subject to various risks and uncertainties. The effects of COVID and the impact on oil and gas markets could have a significant adverse effect on our financial position and business condition, as well as our clients and suppliers. Additionally, these events may, among other factors, impact our ability to generate cash flows from operations, access the capital markets on acceptable terms or at all, and affect our future need or ability to borrow under our ABL Facility. In addition to our current sources of funding our business, the effects of such events may impact our liquidity or our need to revise our allocation or sources of capital, implement further cost reduction measures and/or change our business strategy.

ABL Facility

On December 18, 2020, we entered into an asset-based credit agreement (the “ABL Facility”) led by Citibank, N.A., as agent, which provides for available borrowings up to $150 million. The ABL Facility matures and all outstanding amounts become due and payable on December 18, 2024, subject to certain conditions. The ABL Facility includes a $50 million sublimit for letters of credit issuance and $35 million sublimit for swingline borrowings. Additionally, subject to certain conditions, including obtaining additional commitments, the ABL Facility may be increased by an amount not to exceed $50 million.

Our obligations under the ABL Facility are guaranteed by certain of our direct and indirect subsidiaries, as set forth in the ABL Facility agreement. The ABL Facility is secured on a first priority basis by, among other things, our accounts receivable, deposit accounts, securities accounts and inventory, including those of our direct and indirect subsidiary guarantors, and on a second priority basis by substantially all other assets of our direct and indirect subsidiary guarantors. Borrowing availability under the ABL Facility is based on a percentage of the value of accounts receivable and inventory, reduced for certain reserves.

Borrowings under the ABL Facility bear interest through maturity at a variable rate based upon, at our option, an annual rate of either a base rate (“Base Rate”) or a LIBOR rate, plus an applicable margin. Borrowings made through a Base Rate do not have a stated maturity date, however, LIBOR borrowings are typically issued with terms of 90 days or less. For purposes of classification of borrowings and payments made under the ABL Facility in the Statement of Cash Flows, we report Base Rate borrowings on a gross basis, while LIBOR borrowings (and swingline borrowings, which are due on demand) are presented on a net basis.

At September 30, 2021, we had $17.0 million of cash on hand, of which, about $4.0 million of cash is located in countries where currency restrictions exist. We also had approximately $27.0 million of available borrowing capacity under the ABL Facility. Borrowing availability under the ABL Facility is based on a percentage of the value of accounts receivable and inventory, subject to eligibility criteria and customary reserves which may be modified in the agent’s permitted discretion. The ABL Facility also provides for the issuance of letters of credit, which further reduce the borrowing capacity thereunder. There were $24.4 million in letters of credit outstanding under the credit facility. The ABL Facility also contains a financial covenant which requires the Company to maintain a minimum Fixed Charge Coverage Ratio (“FCCR”) of 1.0:1.0 upon the occurrence of an event of default or any date upon which excess availability is less than the greater of (a) 10% of the line cap and (b) $15.0 million, all of which we were in compliance with at September 30, 2021. In the event that our excess availability is less than the greater of $18.75 million and 12.5% of the line cap for five consecutive business days, then the Company is in a cash dominion period where the agent may have control of all funds deposited in certain blocked accounts. In the event excess availability is below $15.0 million then certain covenant requirements must be maintained including the requirement to maintain compliance with a FCCR of at least 1.00:1.00. As of September 30, 2021, if an accelerated triggering event had occurred, the Company would not be able to be in compliance with the FCCR requirement.

In order to secure our casualty insurance programs we are required to post letters of credit generally issued by a bank as collateral. A letter of credit commits the issuer to remit specified amounts to the holder, if the holder demonstrates that we failed to meet our obligations under the letter of credit. If this were to occur, we would be obligated to reimburse the issuer for any payments the issuer was required to remit to the holder of the letter of credit. We were contingently liable for outstanding stand-by letters of credit totaling $24.4 million at September 30, 2021 and $19.5 million at December 31, 2020. Outstanding letters of credit reduce amounts available under our ABL Facility and are considered as having been funded for purposes of calculating our financial covenants.

Atlantic Park Term Loan

On December 18, 2020, we also entered into a credit agreement with Atlantic Park Strategic Capital Fund, L.P., as agent, and APSC Holdco II, L.P. (“APSC”), as lender (the “Term Loan Credit Agreement”), pursuant to which we borrowed a $250.0 million term loan (the “Term Loan”). The Term Loan was issued with a 3% original issuance discount (“OID”), such that total proceeds received were $242.5 million. The Term Loan matures, and all outstanding amounts become due and payable on December 18, 2026, subject to certain conditions. The Term Loan is secured by substantially all of our assets, other than those secured on a first lien basis by the ABL Facility, and we may increase the Term Loan by an amount not to exceed $100 million. The effective interest rate on the Term Loan at September 30, 2021 was 11.95%.

The Term Loan contains prepayment provisions, events of default and covenants, all of which we were in compliance with at September 30, 2021.

On October 19, 2021, we entered into Amendment No. 1 (the “First Amendment”) to the Term Loan Credit Agreement with the financial institutions party thereto from time to time (the “Lenders”) and APSC, as agent. The First Amendment to the Credit Agreement, among other things, (i) defers an October 19, 2021 interest payment until October 29, 2021; (ii) requires that the Company use commercially reasonable efforts to appoint an additional independent director to our Board of Directors who is acceptable to the agent; (iii) provides the Lenders with additional information rights; and (iv) tightens certain negative covenants included in the Term Loan Credit Agreement until the deferred interest is made current.

On October 29, 2021, we entered into Amendment No. 2 (the “Second Amendment”) to the Term Loan Credit Agreement with the Lenders and the agent. The Second Amendment, among other things, (i) further defers an October 29, 2021 interest payment until November 15, 2021; (ii) contains certain milestones; (iii) provides the Lenders with a 10-day right of first refusal regarding any refinancing of the Company’s obligations under the ABL Facility; (iv) obligates the Company to establish, pursuant to a charter to be adopted by the our Board of Directors and reasonably acceptable to the Agent, a special committee that shall have exclusive responsibility and authority to make recommendations to our Board of Directors regarding certain transactions; and (v) provides that the Company will not permit a covenant trigger event under the ABL Facility to occur.

On November 9, 2021, as part of the Recent Financing Transactions, we entered into Third Amendment to the Term Loan Credit Agreement. The Third Amendment to the Term Loan Credit Agreement, among other things, (i) waives certain covenants until September 30, 2022 and modifies covenants thereafter to provide us with additional flexibility and (ii) requires us to seek shareholder approval (or an exception therefrom) to issue additional warrants to APSC, providing for the purchase of an aggregate of 1,417,051 shares of our common stock, and to amend the Warrants currently held by APSC, to provide for, an exercise price of $1.50 per share.

Convertible Notes

On July 31, 2017, we issued $230.0 million principal amount of 5.00% Convertible Senior Notes due 2023 (the “Notes”) in a private offering to qualified institutional buyers (as defined in the Securities Act of 1933) pursuant to Rule 144A under the

Securities Act. In December 2020, we retired $136.9 million par value of the Notes, and as of March 31, 2021, the principal amount outstanding was $93.1 million.

The Notes bear interest at a rate of 5.0% per year, payable semiannually in arrears on February 1 and August 1 of each year. The Notes will mature on August 1, 2023 unless repurchased, redeemed or converted in accordance with their terms prior to such date. The Notes will be convertible at an initial conversion rate of 46.0829 shares of our common stock per $1,000 principal amount of the Notes, which is equivalent to an initial conversion price of approximately $21.70 per share. The conversion rate, and thus the conversion price, may be adjusted under certain circumstances as described in the indenture governing the Notes.

Holders may convert their Notes at their option prior to the close of business on the business day immediately preceding May 1, 2023, but only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on December 31, 2017 (and only during such calendar quarter), if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

- during the five business day period after any five consecutive trading day period (the “measurement period”) in which the trading price per $1,000 principal amount of Notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on such trading day;

- if we call any or all of the Notes for redemption, at any time prior to the close of business on the business day immediately preceding the redemption date; or;

- upon the occurrence of specified corporate events described in the indenture governing the Notes.

On or after May 1, 2023 until the close of business on the business day immediately preceding the maturity date, holders may, at their option, convert their Notes at any time, regardless of the foregoing circumstances.

As a result of the redemption and extinguishment of the Notes in December 2020, the Notes are convertible into 4,291,705 shares of common stock. The Notes will be convertible into, subject to various conditions, cash or shares of our common stock or a combination of cash and shares of our common stock, in each case, at our election.

If holders elect to convert the Notes in connection with certain fundamental change transactions described in the indenture governing the Notes, we will, under certain circumstances, increase the conversion rate for the Notes so surrendered for conversion.

We have the option to redeem all or any portion of the Notes on or after August 5, 2021, if certain conditions (including that our common stock is trading at or above 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive)), including the trading day immediately preceding the date on which we provide notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

Cash and cash equivalents. Our cash and cash equivalents at September 30, 2021 totaled $17.0 million, of which $16.4 million was in foreign accounts, primarily in Europe, Brazil, the United Kingdom and Australia.

Cash flows are summarized in the table below (in thousands):

	Nine Months Ended September 30,	
	2021	2020
	unaudited	unaudited
Net cash provided by (used in):		
Operating activities	$ (35,861)	$ 20,165
Investing activities	(12,222)	(17,552)
Financing activities	41,743	4,662
Effects of exchange rates on cash and cash equivalents	(1,274)	161
Net change in cash and cash equivalents	$ (7,614)	$ 7,436

Cash flows attributable to our operating activities. For the nine months ended September 30, 2021, net cash used in operating activities was $35.9 million. Our net cash used in operating activities generally reflects the cash effects of transactions and other events used in the determination of net loss, which totaled $143.0 million for the period. Overall, the decline in cash generated from operations was driven primarily by funding our working capital needs associated with an increase in accounts receivables and costs partially offset by inflation, increased activity levels and associated higher costs. Partially offsetting the net loss for the period were adjustments of $37.8 million for depreciation and amortization, $5.6 million in non-cash compensation cost, and goodwill impairment of $55.8 million.

For the nine months ended September 30, 2020, net cash provided by operating activities was $20.2 million. Positive operating cash flow was primarily attributable to adjustments out of $222.3 million in net losses from goodwill impairment of $191.8 million, depreciation and amortization of $34.7 million, non-cash compensation costs of $4.1 million and amortization of deferred loan costs and debt discount of $6.5 million and a decrease in working capital of $8.1 million, which was primarily due to decreases in accounts receivable and other accrued liabilities.

Cash flows attributable to our investing activities. As a response to the ongoing effects of COVID, in order to preserve liquidity, we are limiting capital spending to critical client projects that offer the highest rate of return. Capital expenditures can vary depending upon specific client needs or organization needs that may arise unexpectedly.

For the nine months ended September 30, 2021, net cash used in investing activities was $12.2 million, primarily for capital expenditures.

For the nine months ended September 30, 2020, net cash used in investing activities was $17.6 million, consisting primarily of $16.7 million for capital expenditures and an acquisition of $1.0 million within our Quest Integrity segment.

Cash flows attributable to our financing activities. For the nine months ended September 30, 2021, net cash provided by financing activities was $41.7 million consisting primarily of net borrowings under our ABL Facility of $45.1 million partially offset by $2.3 million in payments of debt issuance costs.

For the nine months ended September 30, 2020, net cash provided by financing activities was $4.7 million consisting primarily of net borrowings under the revolving portion of our Credit Facility of $10.8 million partially offset by the term loan payment of our former credit facility of $3.8 million as well as $1.8 million of debt issuance costs.

Effect of exchange rate changes on cash and cash equivalents. For the nine months ended September 30, 2021 and 2020, the effect of exchange rate changes on cash was a positive impact of $1.3 million and a negative impact of $0.2 million, respectively. The impact of exchange rates on cash and cash equivalents is primarily attributable to fluctuations in U.S. Dollar exchange rates relative to the foreign currencies to which we have exposure.

Critical Accounting Policies and Estimates

A discussion of our critical accounting policies is included in the 2020 Form 10-K. There were no material changes to our critical accounting policies during the nine months ended September 30, 2021.

New Accounting Principles

For information about newly adopted accounting principles as well as information about new accounting principles pending adoption, see Note 1 to the condensed consolidated financial statements included in this report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our market risk sensitive instruments and positions have been determined to be “other than trading.” We have operations in foreign countries with functional currencies that are not the U.S. Dollar. We are exposed to market risk, primarily related to foreign currency fluctuations related to these operations. Subsidiaries with asset and liability balances denominated in currencies other than their functional currency are remeasured in the preparation of their financial statements using a combination of current and historical exchange rates, with any resulting remeasurement adjustments included in net income (loss) for the period. Net foreign currency transaction losses for the nine months ended September 30, 2021 were $4.3 million.

We have a foreign currency hedging program to mitigate the foreign currency risk in countries where we have significant assets and liabilities denominated in currencies other than the functional currency. We utilize monthly foreign currency swap contracts to reduce exposures to changes in foreign currency exchange rates related to our largest exposures including, but not limited to the Brazilian Real, British Pound, Canadian Dollar, Euro, Malaysian Ringgit, Mexican Peso and Singapore Dollar. The impact from these swap contracts was not material for the three and nine months ended September 30, 2021 and September 30, 2020.

Translation adjustments for the assets and liability accounts are included as a separate component of accumulated other comprehensive loss in shareholders’ equity. Foreign currency translation gains recognized in other comprehensive loss were $2.2 million for the nine months ended September 30, 2021.

We had foreign currency-based revenues and operating income of approximately $201.4 million and $6.8 million, respectively, for the nine months ended September 30, 2021. A hypothetical 10% adverse change in all applicable foreign currencies would result in a change in revenues and operating loss of $20.0 million and $0.7 million, respectively.

The ABL Facility and Term Loan bear interest at variable market rates. If market interest rates increase, our interest expense and cash flows could be adversely impacted. Based on borrowings outstanding at September 30, 2021, an increase in market interest rates of 100 basis points would increase our interest expense and decrease our operating cash flows by approximately $2.7 million on an annual basis.

Our Notes bear interest at a fixed rate, but the fair value of the Notes is subject to fluctuations as market interest rates change. In addition, the fair value of the Notes is affected by changes in our stock price. As of September 30, 2021, the outstanding principal balance of the Notes was $93.1 million. The carrying value of the liability component of the Notes, net of the unamortized discount and issuance costs, was $86.9 million as of September 30, 2021, while the estimated fair value of the Notes was $88.2 million (inclusive of the fair value of the conversion option), which was determined based on the observed trading price of the Notes. See Note 11 to the condensed consolidated financial statements for additional information regarding the Notes.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures. Under the supervision and with the participation of our management, including the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as defined by Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report. In designing and evaluating the disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on that evaluation, the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer have concluded as of September 30, 2021, that our disclosure controls and procedures were effective and designed to ensure that the information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods.

Changes in Internal Control Over Financial Reporting. There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with the evaluation of our internal control performed during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For information on legal proceedings, see Note 16 to the condensed consolidated financial statements included this report.

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties. Except as described below, there have been no material changes in our risk factors as previously disclosed in Part I, Item 1A, "Risk Factors" in the 2020 Form 10-K and in Part II, Item 1A, "Risk Factors" in the Quarterly Report on Form 10-Q for the period ended June 30, 2021.

We may not be able to continue as a going concern. As of September 30, 2021, we had an accumulated deficit of $332.5 million, cash and cash equivalents of $17.0 million, current liabilities of $181.9 million and generated a net loss of $143.0 million for the nine month ended September 30, 2021. We have suffered recurring operating losses related to difficult market conditions and expect to continue to incur losses for the foreseeable future. Subsequent to quarter-end, we had limited borrowing capacity to fund our planned operations for at least twelve months beyond the date of the financial statements included in this report. These factors raise doubt about our ability to continue as a going concern and therefore it may be more difficult for us to attract investors. The ability to continue as a going concern is dependent upon our ability to negotiate with our lenders to address our near-term liquidity needs. However, there can be no assurance that we will generate adequate liquidity to fund operations and meet our debt service obligations in the future or that our lenders will provide waivers or amendments to the Company in the event of future non-compliance with debt covenants or other possible events of default that could happen or that we will generate adequate liquidity to fund operations and meet our debt service obligations in the future.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 4. MINE SAFETY DISCLOSURES

NOT APPLICABLE

ITEM 5. OTHER INFORMATION

NONE

ITEM 6. EXHIBITS

Exhibit Number	Description
4.1	Amendment No. 2 to Credit Agreement, dated December 18, 2020, among Team, Inc., as Borrower, the financial institutions party thereto from time to time and Atlantic Park Strategic Capital Fund, L.P., as Agent (filed as Exhibit 10.1 to Team, Inc.'s Current Report on Form 8-K on November 5, 2021, incorporated by reference herein).
4.2	Form of Amended and Restated Common Stock Purchase Warrant No. 1 dated November 10, 2021, between Team, Inc. and APSC Holdco II, L.P. (filed as Exhibit 4.1 to Team, Inc.'s Current Report on From 8-K filed on November 12, 2021, incorporated by reference herein).
10.1	Subordinated Term Loan Agreement dated November 9, 2021, by and among the lenders from time to time party thereto, and Corre Credit Fund, LLC, as agent (filed as Exhibit 10.1 to Team, Inc.'s Current Report on From 8-K filed on November 12, 2021, incorporated by reference herein).

Exhibit Number	Description
10.2	Amendment No. 3 to Credit Agreement, dated December 18, 2020, among Team, Inc., as Borrower, the financial institutions party thereto from time to time and Atlantic Park Strategic Capital Fund, L.P., as Agent (filed as Exhibit 10.2 to Team, Inc.'s Current Report on From 8-K filed on November 12, 2021, incorporated by reference herein).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.3	Certification of Chief Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Note: Unless otherwise indicated, documents incorporated by reference are located under Securities and Exchange Commission file number 001-08604.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

TEAM, INC.
(Registrant)

Date: November 12, 2021

/s/ Amerino Gatti

Amerino Gatti
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Susan M. Ball

Susan M. Ball
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ Matthew E. Acosta

Matthew E. Acosta
Vice President, Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 31.1

I, Amerino Gatti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Team, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2021

/s/ Amerino Gatti

Amerino Gatti
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

I, Susan M. Ball, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Team, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 12, 2021

/S/ SUSAN M. BALL

Susan M. Ball
Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 31.3

I, Matthew E. Acosta, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Team, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 12, 2021

/S/ MATTHEW E. ACOSTA

Matthew E. Acosta
Vice President and Chief Accounting Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Team, Inc. (the Company) on Form 10-Q for the period ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Amerino Gatti, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ AMERINO GATTI

Amerino Gatti
Chairman and Chief Executive Officer
(Principal Executive Officer)

November 12, 2021

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Team, Inc. (the Company) on Form 10-Q for the period ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Susan M. Ball, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ SUSAN M. BALL

Susan M. Ball
Executive Vice President, Chief Financial Officer and Treasurer

November 12, 2021

Exhibit 32.3

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Team, Inc. (the Company) on Form 10-Q for the period ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Matthew E. Acosta, Vice President and Chief Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ MATTHEW E. ACOSTA

Matthew E. Acosta
Vice President and Chief Accounting Officer

November 12, 2021