



Code of Business Conduct and Ethics

One TEAM, One Culture

A Message From Gary L. Hill, CEO



Dear Valued TEAM Members,

We are committed to conducting our business in accordance with the highest legal and ethical standards, including complying with all applicable laws, rules, and regulations, as well as our internal policies and procedures. We believe that all our employees, from front line operations professionals all the way up through management and to the Board, contractors and business partners, are expected to uphold the highest ethical standards of business integrity. This commitment is embodied in Our Core Values which captures who we are and what we stand for as a Company.

Our relentless commitment to these ideals enables us to continue to provide industry-leading solutions to our clients. We know there is a strong link between corporate integrity and our ability to deliver the highest work product to the industries we serve. To meet our responsibilities and the high expectations of our clients, we demand the best of ourselves in all we do.

Our Code of Business Conduct and Ethics covers a wide range of business practices and procedures. The Code governs our business decisions and assists in defining our ethical principles, but it is not all-encompassing. While it does cover work safety, respect, integrity, workplace conduct, use of corporate resources, conflicts of interest, confidential information and our commitment to human rights, it does not cover every issue that may arise. The basic principles that it sets forth to guide all employees, officers, and directors in the conduct of our business and how our employees conduct themselves is integral to our success and sustainability as a Company. We encourage our agents, representatives, and consultants to be familiar with and follow this Code. Our ethical standards are built on obeying the law, in letter and spirit, and we should never compromise our integrity or the Company's reputation in exchange for any short or long-term gain. We seek success in all of our business endeavors, but any success we may achieve at the expense of high ethical standards would be hollow.

TEAM's leadership carries the additional responsibility of leading by example and to assist others to understand and meet their ethics and compliance responsibilities. It is also Company practice to encourage everyone to ask questions, seek guidance, and express any concerns they may have. We have a culture of responsibility built on the premise that open and honest feedback and communication is key to the success of the Company. We strive to empower our employees to enact meaningful change and help to guide TEAM's actions. We believe that an organizational culture built on trust is more likely to make ethical choices when integrity, honesty and compliance guide our decision-making in a judgment-free way.

Please review our Code carefully. All of us are accountable to abide by the Code, our policies and the applicable laws and regulations. If you have any questions, our Code includes links to additional details and provides information about how to reach other available resources to provide you with assistance. Our highest value is the well-being of our most important asset – our workforce – and ensuring that each employee has the tools to reach and exceed their business and professional goals. I am proud to be part of an amazing team as we continue to be a great service provider. Thank you for your continued support and hard work.

Sincerely,

Gary L. Hill
Chief Executive Officer

Our Core Values

Our Core Values make a clear statement about our culture and how we work together and with others to achieve our continued success. These Core Values provide the foundation to guide all TEAM employees across the company. The success of TEAM is driven by our ability to perform safely, reliably and with integrity.



Safety First / Quality Always

In everything we do



Integrity

Uncompromising standard of integrity and ethical conduct



Service Leadership

Leading service quality, professionalism and responsiveness



Innovation

Supports continuous growth and improvement



Pride and Respect

For our clients, for each other and for all our stakeholders



Teamwork

Global teamwork and collaboration

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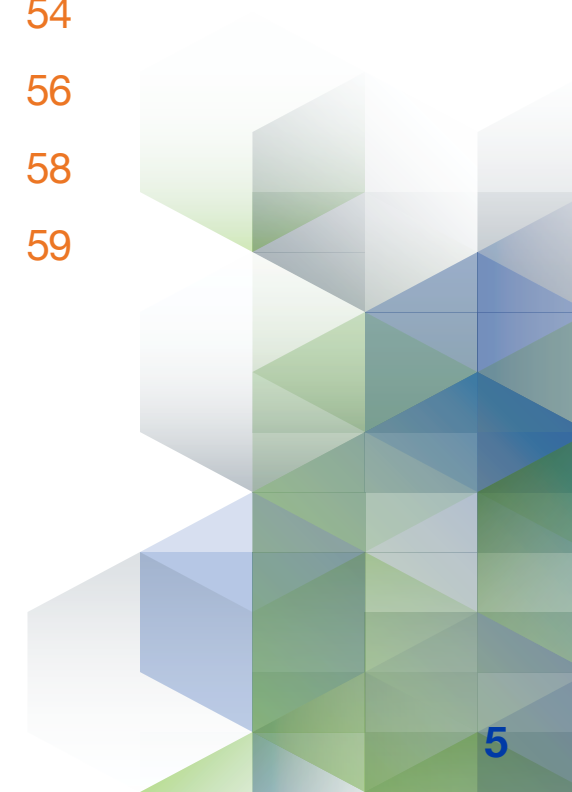
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Our Core Values guide our actions – Safety First/ Quality Always, Integrity, Service Leadership, Innovation, Pride and Respect and Teamwork.



Know Your Code

We maintain an uncompromising standard of integrity and ethical conduct.

Welcome to our Code of Business Conduct and Ethics (“Code”).

From time to time all of us face difficult business decisions. At TEAM, when these situations occur, we are fortunate to have resources to turn to for help. We can rely on one another, on our supervisors and on technical experts throughout the company. But just as important, we also have *Our Core Values* which provide a foundation for our decisions.

Using Our Code

Our Code sets our expectations and serves as a guide to help apply *Our Core Values* to situations we may face so that our business conduct is consistent with the company’s ethical standards. It also improves our understanding of TEAM’s ethical standards among clients, suppliers and others outside of TEAM and summarizes our policies and the laws and regulations we must follow.

Our Code applies everywhere we do business. We follow the laws and regulations of the United States and of all the places where we operate. If there is a conflict between the requirements of the Code and the laws, customs or practices in a particular area, talk with your immediate supervisor or the Legal Department to determine the best course of action.

Of course, the Code cannot cover every possible situation that may arise. Nevertheless, decisions should be made and issues addressed consistent with the basic values and principles set forth in this Code. If you need additional information or guidance, you can contact any of the resources listed throughout the Code. If you do not find the information you’re looking for in the Code, talk to your immediate supervisor or contact an appropriate corporate officer.

Who Must Follow the Code?

Everyone in our company, at every level, including all employees and board members of TEAM, Inc. and each of its foreign and domestic subsidiaries (“TEAM” or the “company”), must follow our Code and related policies and procedures.

We also expect anyone acting on our behalf and our suppliers, vendors and other business partners to conduct themselves in a manner consistent with our Code, the law, applicable policies and their contractual obligations.



Understand Your Responsibilities

All of us have a role to play in maintaining our culture of ethics and integrity and protecting TEAM's reputation.

Doing our part means we have the following responsibilities:

- Know and follow this Code, policies, laws and regulations – especially those that apply to your job.
- Handle every action and decision with integrity.
- When in doubt speak up, ask questions and report concerns.
- Work as a team and treat others with respect.
- Cooperate and be open, honest and forthcoming when responding to an investigation, inspection or audit.
- Complete all required ethics and compliance training.

We lead by example and are accountable for our actions, successes and failures.

Leaders Have Additional Responsibilities

If you are a TEAM leader or supervisor, you have additional responsibilities:

- + Be an example for others to follow.
- + Set clear expectations for your work groups and help employees understand their responsibilities.
- + Be approachable. Maintain an environment where others can comfortably ask questions or raise concerns.
- + Be consistent when enforcing our standards and holding people accountable.
- + Never ask or pressure anyone to do something you would feel uncomfortable doing or are prohibited from doing yourself.
- + If you supervise third parties, make sure that they understand our expectations and their obligations.

Making Good Decisions

The right decision is not always the easy one. At times, all of us need help to determine the best solution to a problem. If you are faced with a difficult decision, ask yourself the following questions:



Is it consistent with **Our Core Values?**



Is it legal and in accordance with our policies, procedures and practices?



Would I be comfortable describing my conduct at a staff meeting? To my family? To the public?



Will this conduct help TEAM in the long run?

If the answer to all of these questions is "Yes," then do it. If "No" or you're not sure, stop and ask for help.

One More Thing ...

We value your feedback. If you have suggestions for ways to enhance our Code, policies or our resources to better address a particular issue you have encountered, bring them forward. Promoting a more ethical organization is a responsibility we all share.

Asking Questions and Reporting Concerns

It's important that each employee knows they can speak up and ask questions without fear of consequences.

If you have a question or if you know or suspect that there has been a violation of our Code, policies or the law, you need to speak up. When you ask questions or report concerns you are giving us an opportunity to address problems early and make any needed improvements.

Remember: An issue cannot be addressed unless it is brought to someone's attention.

Getting Help

In most cases, your immediate supervisor should be your first point of contact. He or she is likely to be in the best position to understand your concern or question and take the appropriate action.

However, if you're uncomfortable speaking with your immediate supervisor, your immediate supervisor is unable to answer your question or if you have already shared a concern and believe it is not being addressed, you have these additional options:

- Talk to another supervisor, manager, regional manager or any corporate officer.



Contact Human Resources



Contact the Legal Department

- Use the Ethics Hotline:



By phone: 1-866-908-7238 (for calls originating outside the U.S., click the Online link below for toll-free access codes)



Online: TeamInc.ethicspoint.com

- Additionally, any concerns about our system of internal accounting controls or financial accounting or reporting practices should be immediately reported to either our Vice President of Audit Services, the Chief Financial Officer, the Chief Legal Officer or the Ethics Hotline.
- Concerns about any other internal controls can also be addressed to our Audit Committee through our Vice President of Audit Services, the Chief Financial Officer, the Chief Legal Officer or the Ethics Hotline.

What to Expect When You Use the Ethics Hotline

The Ethics Hotline is a confidential way to report possible violations of the Code or any policies, laws, rules or regulations. You may use the Hotline 24 hours a day, 7 days a week and it is accessible by phone or online.

By Phone

The Hotline call center is staffed by third-party ethics and compliance specialists. When you contact them the operator will listen, ask questions if necessary, and then write a summary report. The summary will then be provided to appropriate TEAM management or to the Audit Committee for assessment and further action.

You can call anonymously, where allowed by local law. It is important to provide as many details as possible (e.g., who, what, when and where). Since TEAM may need additional information, you will be assigned a report number and asked to call back at a later date to answer any follow-up questions.

Online

The Hotline's web pages will guide you through the reporting process while maintaining your anonymity, to the extent permitted by local law. To submit your report, click the following [link](#), then proceed according to the instructions.

Once you have submitted your report, you'll be assigned a unique code called a "report key." Write down your report key and keep it in a safe place. After 5-6 business days, use your report key to follow up and check for any feedback or questions.

When you ask questions or report problems, you are helping to ensure that we meet the highest levels of ethics and compliance, and you are helping continue our success.

Cooperating with Investigations

Any information provided through the Ethics Hotline or through any other reporting channel will be treated confidentially to the extent permitted by law. We may be required to report certain types of activities due to legal, contractual or ethical reasons.

If an investigation is needed, it will be conducted by the Audit Committee, the Legal Department, Audit Services and/or Human Resources, as appropriate, and may also involve other TEAM personnel or external resources.

Violations of this Code, our policies, laws or regulations can result in serious consequences for you and for TEAM. Anyone violating this Code will be subject to appropriate disciplinary action, including possible termination of employment. In addition, if necessary or appropriate, TEAM will take other corrective action to help prevent any further occurrence.

TEAM will cooperate fully with appropriate authorities when they investigate conduct that appears to be a crime and may, in addition to disciplinary actions, seek restitution from individuals for harm to our interests.

*When we make a mistake,
we own up to it and work
to make it right.*



No Toleration of Retaliation

We will not tolerate retaliation against anyone who reports a concern in good faith or cooperates with TEAM or a governmental investigation. We take claims of retaliation seriously; they will be investigated, and if substantiated, retaliators will be disciplined up to and including termination of their employment.

Reporting in “Good Faith”

Making a report in “good faith” means that you believe there may be a possible violation of the Code, applicable laws or company policy, you provide all the information you have and you report honestly, regardless of whether the investigation of your report uncovers any actual misconduct.

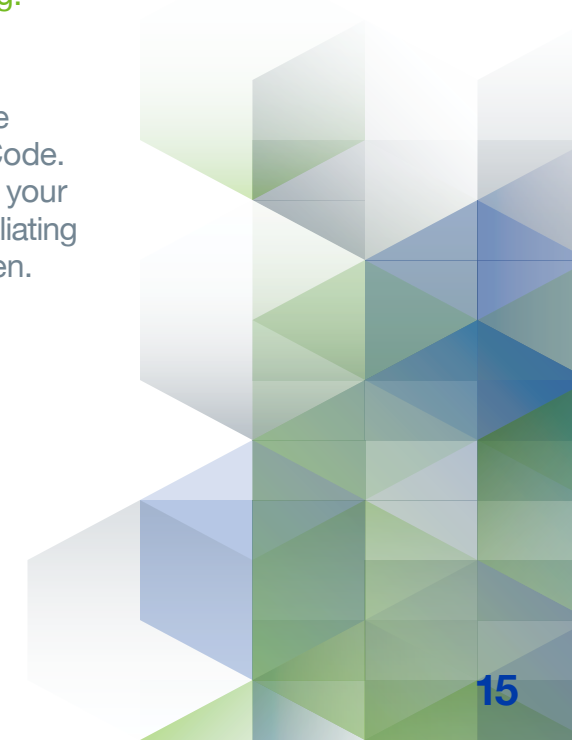
If you believe you have been retaliated against, you should contact Human Resources, the Legal Department or the Ethics Hotline immediately.

Making Ethical Decisions

Three months ago, I called the Ethics Hotline anonymously. I was concerned that my supervisor was giving preferential treatment to some employees at the expense of others. It was investigated, and I understand some action was taken.

Since then my boss and others have stopped speaking to me and copying me on important communications, and I am worried this will affect my performance. I feel that my colleagues know I made the report and are retaliating. Is it retaliation? What should I do?

This could be a case of retaliation. Contact Human Resources, the Legal Department or use any of the other resources listed in the Code. An investigation will take place to determine what may have led to your colleagues’ behavior. If the investigation determines that they are retaliating against you because of your report, appropriate action will be taken.



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Working together and treating one another with respect and integrity is what makes us One TEAM.



Safety First

Safety First – in everything we do.

Our Commitment

Nothing is more important to us than providing a safe work environment for our employees, our contractors, our clients and the people of the communities in which we operate. We are committed to eliminating all accidents, injuries and job-related illnesses and addressing all safety risks.

We will always maintain the highest safety standards and comply with all applicable policies and laws, including applicable job safety procedures.

Your Responsibilities

- Remember that safety is all of our responsibility.
- Never tolerate others who ignore or bypass safety standards.
- Help make sure that those who work with you – other employees, contractors and third parties – act consistently with our safety standards.
- Stop work immediately if you identify a potential safety risk that needs to be addressed.

DO

- + Stay alert to what is going on around you.
- + Follow all job safety procedures.
- + Stay up to date about your emergency response plan and equipment such as emergency exits and first aid kits.
- + Complete all required safety training and keep your training and certifications up to date.
- + Tell your supervisor about any unsafe conditions, personal injuries, damaged property or equipment.

DO NOT

- + Perform a service or operate equipment, machinery or tools without the proper training and certifications.
- + Ignore health, safety, security or environmental risks.
- + Tolerate violence, threats or sabotage.
- + Work while fatigued or under the influence of alcohol, illegal drugs or medications.
- + Carry unauthorized weapons on our property.

Making Ethical Decisions

I've noticed some practices in my area that don't seem safe. Who can I speak to? I'm new here and don't want to be considered a troublemaker.

It is your obligation to discuss your concerns with your supervisor. There may be very good reasons for the practices, but it is important to remember that, at TEAM, raising a concern about safety is never viewed as causing trouble – it is being responsible. You may be able to prevent a serious injury. If your concerns are not resolved by notifying your supervisor, feel free to contact any TEAM safety representative or any of the other resources listed in this Code.

My supervisor asked me to operate specialized equipment. I don't feel I've been adequately trained on the procedure, and I'm worried that I might cause damage to the client's property.

Let your supervisor know immediately that you are uncomfortable performing the job. You should not be placed on a job or perform an assignment unless you are properly trained and certified and are sure that you can do so safely. Remember, you are required to stop work if you perceive a potential unsafe situation.

Respect in the Workplace

At TEAM, there's simply no room for discrimination or disrespect.

Our Commitment

We work best when we work together as a team, when we treat each other with respect and value the unique contributions of others.

We are committed to equal employment opportunity and prohibit any type of discrimination including discrimination based on race, color, age, gender, religion, national origin, sex (which includes pregnancy, childbirth, breastfeeding and medical conditions related to pregnancy or childbirth), disability, marital status, familial status, parental status, domestic partner status, military status, veteran status, military caregiver status, sexual orientation, gender identity, genetic information or any other legally protected characteristic under applicable law.

We comply with all applicable employment, labor and immigration requirements, and we expect all TEAM personnel to cooperate with our compliance efforts.

Your Responsibilities

- Treat others with respect – your coworkers, our clients and everyone we interact with at work.
- Always do your part to help create a positive work environment where everyone can contribute and fully utilize their talents.
- Keep an open mind to new ideas and listen in order to better understand and learn from different points of view.
- Remember that offensive messages, comments and inappropriate jokes are inconsistent with the TEAM culture and are never acceptable.

Making Ethical Decisions

Can I make a judgment call about who to interview given what I know about the job requirements and the candidate's family situation? I believe that a vacancy in my team would not be suitable for a single parent, as it involves a lot of travel. This is not about prejudice, but practicality. Am I obliged to interview single parent candidates out of courtesy?

You are obliged to sincerely consider all candidates whose qualifications meet the requirements of the job – not on the basis of personal opinion or judgments about a candidate's personal life. Making assumptions like this violates our standards and is likely against the law. Just as important, failing to consider suitably qualified candidates risks missing out on appointing the best person for the job. At TEAM, equal opportunity means equal opportunity for everyone.

A group of coworkers sends emails containing jokes and comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

You should first consider asking them to stop. You should also report your concerns to your supervisor and Human Resources. You can also contact the Ethics Hotline. Sending such jokes violates *Our Core Values* as well as our harassment policy. By doing nothing you are condoning behavior that is potentially discriminatory and can seriously erode the team environment we have all worked hard to create.



Harassment

We believe that everyone has the right to work in an environment that is free from harassment and other inappropriate conduct.

Our Commitment

We all have a responsibility to maintain a workplace free from harassment and other inappropriate conduct. We take seriously all forms of harassment, including conduct that is sexual in nature. If you experience or witness harassment or any other behavior that makes you uncomfortable, speak up and report the problem.

Your Responsibilities

- Do your part by being professional and respectful in your interactions with others.
- Never tolerate degrading jokes, slurs, bigotry, physical or verbal intimidation, unwelcome sexual advances, jokes or comments or other disrespectful conduct.
- Report all forms of harassment, bullying and other inappropriate conduct.

Harassment Can Take Many Forms

- Verbal (e.g., epithets, derogatory statements or jokes, slurs, bullying, belittling, spreading rumors, undermining, sexually related comments or jokes, unwelcome sexual advances, requests for sexual favors or degrading comments about an individual’s appearance or sexual activity)
- Physical (e.g., unwelcome physical contact such as patting, grabbing, pinching or brushing against another’s body; assault or inappropriate physical contact)
- Visual (e.g., displaying sexually suggestive posters, cartoons or drawings; sending inappropriate adult-themed gifts; leering or making sexual gestures; offensive, rude or sexual communications in any form, including but not limited to letters, notes, invitations, email, text messages, blogs, instant messaging or voicemail)

At TEAM, we consider harassment to be a serious act of misconduct and may subject an employee to disciplinary action including immediate termination.

Making Ethical Decisions

My supervisor often loses his temper and yells whenever he thinks we’ve done something wrong. Is that harassment?

Whether it constitutes harassment or not, the situation creates a poor work environment. His behavior must be addressed because it undermines the commitment we’ve made to maintain a respectful workplace. Talk with your next-level supervisor or Human Resources.

While attending a conference, a coworker repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn’t. We weren’t at work and it was “after hours,” so I wasn’t sure what I should do. What should I have done?

This type of conduct is not acceptable, neither during working hours nor in any work-related situations including business trips. Since you’ve already tried a direct approach and asked him to stop, you should notify Human Resources or the Ethics Hotline.



Protecting Personal Information

Like any business, we need to collect personal information about employees and others. We should always handle the personal information of others with the same care we would want others to use when handling our own information.

Our Commitment

People inside and outside of TEAM trust us to handle their personal information with care and to only use it for legitimate business purposes.

We respect the privacy of employees, as well as clients and business partners, and only use personal information when needed to operate effectively and in compliance with the law.

Data Privacy

Data privacy laws cover how we must collect, store, use, share, transfer and dispose of personal information, and we comply with those laws everywhere we operate.

Under the law, personal information includes data that can be used to identify a specific person. This includes information such as a personal address, personal phone number, photo, birth date, personnel files, driver's license number, banking or payroll information, government-issued identification information, medical condition or history, or other personal information revealing race, ethnicity, religion, gender, age, mental or physical disability, military service, national origin, sexual orientation or any other characteristic protected by applicable law.

Your Responsibilities

- Keep private, personal information safe and secure.
- Use personal information only for the legitimate business purpose intended.
- Always handle private information with care, follow our policies and protect any personal information that is entrusted to you.
- Take responsibility to suggest any improvement in data management procedures that would improve the protection of personal data.
- Follow the privacy laws and regulations of the country or countries in which you work.
- If you observe any personal information being inappropriately handled, report it immediately.

Making Ethical Decisions

I found a report on the photocopier containing a lot of confidential records, including payroll information. I do not want to get anyone into trouble, but I do not think it is right that this kind of information is left for all to see. What should I do?

You should return the report to Human Resources in confidence right away and report your discovery and actions to an HR Manager. Protecting confidentiality and privacy is the responsibility of every TEAM employee. An investigation will be conducted to determine the cause and extent of the breach of our policies and to ensure all necessary steps are taken to protect the confidentiality of employee data.



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Companies do not fulfill commitments, people do. In order to keep our commitment to our clients and business partners we must work together to live up to the promises that we make.



Fair Dealing and Supplier Relations

It is not enough to hold ourselves to the highest ethical standards; as a responsible company, we must also ensure that our suppliers and business partners meet the same high standards.

Our Commitment

The work and support of our suppliers and other business partners is key to our success. To create an environment in which these partners have an incentive to continue to work with us, they must be confident that they will be treated lawfully and in an ethical manner.

Your Responsibilities

- Conduct TEAM business relationships with honesty, fairness, mutual respect and non-discrimination.
- Never take advantage of our business partners through manipulation, concealment, misuse of confidential information, misrepresentation of facts or any other unfair dealing or practice.
- Protect our confidential and proprietary information and trade secrets including, where appropriate, with a confidentiality agreement. Also, safeguard any confidential information or personal data that a supplier provides to TEAM.
- If you supervise suppliers and business partners:
 - + Manage your business relationships diligently and with integrity.
 - + Be certain that they understand our standards for high performance in ethics and compliance in addition to their contractual obligations.
 - + Always select suppliers and business partners on the basis of objective criteria, not personal relationships or friendships.
 - + Be alert to any signs that a supplier or business partner is violating applicable law or regulations.
 - + Insist on honest accounting of time, materials and prompt deliverables to meet our standards.
 - + Watch for any signs that our business partners are violating applicable laws and regulations, including bribery and corruption, environmental, employment, human rights and safety laws. If you have any questions or concerns about a supplier's actions, discuss the matter with your manager or report through the resources listed in this Code.



Conflicts of Interest

Be proactive. Know and avoid the kinds of situations that can present a conflict.

Our Commitment

A conflict of interest may occur when our personal interests or activities affect our ability to make objective decisions on behalf of TEAM. We have in place policies and procedures to identify and address conflicts and situations that may appear to be conflicts.

Managing Conflicts

In many instances, conflicts can be avoided or managed if certain steps are followed. Be proactive and, whenever possible, avoid situations that can lead to even the appearance of a conflict. If you find yourself in a potential conflict of interest, talk with your supervisor. Depending on the circumstances, some conflicts may be resolved if they are proactively disclosed and handled properly.

The company prohibits conflicts of interest unless specifically approved by the CEO. (The Board of Directors must approve any potential conflicts of interest involving officers of TEAM, including its subsidiaries.)

Your Responsibilities

It isn't possible to list every situation that could present a conflict, but there are certain situations where conflicts are more common. Below are some examples:

- **Outside employment and professional activities** – You should not take on outside work that interferes with your work at TEAM, nor should you ever work for a supplier or competitor or any organization that could involve using TEAM assets, information or intellectual property. Be sure that your supervisor has approved any outside activities that may be related to your work at TEAM.
- **Financial interests** – It may be a conflict if you or a person with whom you have a close personal relationship holds a significant financial interest in a company that does business with or could otherwise affect TEAM. Report to your supervisor any material financial interest in an outside organization. Indirect investments where you do not control specific investment choices, such as with a mutual fund, are acceptable. You should not benefit personally from any sale, loan or gift of company property.

Your Responsibilities continued

- **Business with relatives** – You should not have any input into the employment conditions, compensation, performance evaluation or job assignment of any relative who is also employed at TEAM. It is a conflict of interest if you conduct TEAM business with a company where a person with whom you have a close personal relationship is actively involved.
- **Corporate opportunities** – If you learn about a business opportunity through your work at TEAM, you may not take advantage of the situation for personal gain until you have discussed the matter with your supervisor and disclosed it to an officer of TEAM. If TEAM declines the opportunity, you may then pursue it yourself as long as such participation is not in violation of a company policy.

Definition

A “person having a close personal relationship” refers to a spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, grandparents and grandchildren and any person living in the same home with the individual.

Reporting Obligation

Any employee, regardless of position in the company, who believes they have an actual or potential conflict of interest, or that others could perceive they do, has a responsibility to self-report through TEAM's online COI Reporting Form.

If you, or any employee or other individual, are aware of a potential conflict that others may have not reported or that they, or you, believe has not been addressed, use the COI Reporting Form to report it. Failure to report a personal conflict of interest is a violation of this Code.

Gifts and Entertainment

When we handle gifts and entertainment appropriately, we are making a clear statement about our commitment to Integrity.

Our Commitment

Business courtesies, such as gifts, entertainment and meals, can help build successful business relationships, but sometimes even well-intentioned gifts or entertainment can cross the line or even be illegal. We should always ensure that gifts and entertainment are consistent with our policies, all applicable laws and regulations and are also consistent with the policies of the recipient's or provider's organization.

Your Responsibilities

- Accurately record any expenses for gifts and entertainment.
- Make sure that any gift, entertainment or meal is modestly priced and is related to the legitimate business interest of TEAM.
- Entertainment or meals should not involve family members of an employee or of a supplier unless approved by a supervisor.

These Rules Always Apply to Gifts and Entertainment

- We must never provide gifts to government employees, including employees of state-owned/controlled companies. State ownership or control may not be obvious, so if you are not sure, check with the Legal Department.
- A supervisor must approve any gifts we plan to provide, especially any gifts in excess of nominally priced items, since those may suggest an improper motive.
- We must notify the appropriate supervisor whenever we receive any gift from a current or prospective vendor or client.
- Never offer or accept anything that would embarrass you or TEAM or harm our reputation.
- Never accept any gifts that may influence your business decisions against TEAM's best interest.

Making Ethical Decisions

I received a gift from a potential supplier who recently submitted a bid to work on a TEAM project. I know I can't accept it, but what should I do?

The best approach is to return the gift and politely explain our policy. If a bid is open we cannot accept any gifts of any value. If the bidding process is closed and the gift is of nominal value, you can accept the gift as long as it is consistent with this Code, company policy and the supplier's policy. It is recommended that gifts be shared with your colleagues to the extent practical.



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We have a responsibility to be honest and transparent about our operations and performance, to use our property with care and to protect confidential and private information.



Accurate Recordkeeping and Financial Reporting

Honesty, integrity and quality apply to our books and records just like everything else we do at TEAM.

Our Commitment

Regulators, investors and others rely on our accurate books and records. Accurate information is essential within the company so that we can make informed business decisions. Keeping accurate records is critical to maintaining investors' trust, making good business decisions and meeting our regulatory obligations as a public company.

Employees with finance or accounting jobs have special responsibilities in this area, but all of us contribute to the process of recording business results and maintaining records. Each of us has a responsibility to ensure that the information we record is complete, accurate, timely and understandable.

Your Responsibilities

- To meet our obligations to cooperate with audits, investigations and legal document requests, you must preserve records according to our policies, respond fully with all information requested and refrain from dishonestly editing, modifying or deleting requested information.
- Cost center managers must immediately notify the CFO of any known misstatements of financial information reported for their profit or cost center to ensure that all transactions under their authority are properly recorded in the books and records of the company.

DO

- + Record all financial transactions and ensure that all company accounting and financial records meet generally accepted accounting principles and all other applicable regulatory or industry standards.
- + Check that our financial records are clear, complete and supported by documents that explain the nature of the entries.

DON'T

- + Record false sales or record sales early.
- + Understate or overstate known liabilities and assets. Never defer recording items that should be expensed.
- + Establish any accounts of unrecorded company funds or assets or any other types of "off the books" accounts.
- + Pressure, manipulate or mislead anyone who is involved in auditing or reviewing our financial statements or internal controls.
- + Execute financial transactions without appropriate authorizations.

Who to Contact

If you have questions about the timing or appropriateness of posting a sales invoice, expense voucher or any other accounting entry, contact the Finance and Accounting Department as provided in the Additional Resources at the end of this Code.



Accurate Recordkeeping and Financial Reporting continued

Records Management and “Litigation Hold Orders”

Business records must be retained as long as needed for business purposes, or longer if required by law. Documents should only be destroyed in accordance with our records retention policy and never in response to or in anticipation of an investigation, lawsuit or audit.

If you receive a “Litigation Hold Order” you must not alter or discard any relevant information. Contact the Legal Department if there is any doubt about the appropriateness of record destruction.

Making Ethical Decisions

My supervisor asked me to record an entry which I believe will result in a possible misstatement of the value of an asset on our books. Should I do what she asks?

No. You may not ever knowingly misstate the value of an asset. Doing so would be a misrepresentation. It could also be fraud. You need to discuss your concern with your supervisor but, if you are not comfortable doing so, seek immediate help using any of the other resources listed in this Code.

Fraud

Our policies and procedures help us to detect and prevent fraud.

Our Commitment

Fraud is an intentional act of deception, misrepresentation or concealment done in order to gain something of value. At TEAM, we manage the risk of fraud through our business processes, internal controls, the standards in this Code and our policies.

Your Responsibilities

- Management is responsible for the detection and prevention of fraud. Each member of the management team must be familiar with the types of improprieties that might occur within their area of responsibility and be alert for any indication of irregularity.
- We all have a duty to follow established procedures and report suspected fraud, misconduct or dishonesty.

If You Suspect Fraud – Speak Up

If something seems suspicious, do not ignore it – follow up and have it investigated.

Report the matter to either a manager or corporate officer or use our Ethics Hotline. Concerns may also be made directly to the Vice President of Audit Services or the Chief Legal Officer who will coordinate investigations or review the matter with others as needed.

If you discover or suspect fraud, do not attempt to conduct an investigation or interview yourself. Report the matter, and it will be handled appropriately.



Confidential Information and Intellectual Property

Our confidential and proprietary information and intellectual property are critical assets of our business and should be protected to preserve their value to TEAM.

Our Commitment

It is important that we protect confidential company information and intellectual property. TEAM invests significant resources in the development of its technologies. We must keep our confidential information and intellectual property secure and protect them from loss, misuse or inappropriate access or disclosure.

Your Responsibilities

- Share confidential information only with those who are authorized and need it to do their jobs or provide the services we have requested.
- Ensure we have contractual commitments of confidentiality from any outside parties to whom we disclose our confidential information.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Never discuss confidential information when unauthorized persons might be able to overhear what is being said. For example, never have such conversations on elevators, in visitor or common areas, or when using mobile phones in non-private spaces.
- Immediately report any theft, loss or unauthorized disclosure of confidential information.
- Remember that the confidential information of our clients, vendors, suppliers and business partners that has been entrusted to us is to be protected as if it is our own confidential information.

Confidential Business Information

Confidential means any information that is proprietary, not publicly known or is subject to restrictions on how it can be shared. Confidential business information includes information such as:

- Systems access information
- Client information and employees' personal information
- Pricing and cost information
- Supplier names, supplier lists and agreement terms
- Intellectual property, including trade secrets and inventions
- Data developed or purchased by TEAM or entrusted to us by third parties
- Marketing data and business and/or strategic plans

Making Ethical Decisions

We recently hired a new employee who previously worked for one of our suppliers. She says she has confidential information about pricing from her previous job that can be useful to us. Is it OK for me to look at the information and use it to TEAM's advantage?

No, it is not. We need to respect the confidential information of our business partners, third parties and suppliers just as we expect them to respect our confidential information. Explain to the new employee that we cannot use the information since it is against our policy and may be against the law.



Protecting Inside Information

Using inside information is not only illegal, it is also contrary to *Our Core Values*.

Our Commitment

In the course of our work, we may become aware of “inside information” about TEAM or other publicly traded companies. Using this information for personal gain or sharing it is not only unfair to other investors, it is illegal.

What constitutes “inside information” can be a complicated question. If you have any questions about what “inside information” is, or about whether information is “material” or “nonpublic,” please contact the Legal Department.

Your Responsibilities

- Never buy or sell any stocks, bonds, options or other securities of any public company including TEAM, based on “inside information.”
- Do not “tip” others, such as friends and family, so that they can take advantage of the information. This, too, is illegal.

Definitions

Inside information is information that a reasonable investor would find useful in determining whether to buy, sell or hold a stock or other security and that has not been released to the public. Inside information may be information that could be perceived as either positive or negative.

Information is **“material”** if there is a substantial likelihood that a reasonable person would consider the information important in making a decision to buy or sell securities.

All information is **“nonpublic”** until two full business days after its specific broad dissemination to the public through a press release and/or a report made to the SEC.



Use of Company Assets

Protect TEAM's resources as if they were your own.

Our Commitment

Each of us is entrusted with the care of company assets. We all must do our part to protect these assets from loss, damage, theft, waste and improper use.

Your Responsibilities

- Use company assets only for business purposes.
- Seek value whenever purchasing supplies and other company assets.
- Secure your office, workstation and equipment by locking items or completely shutting down systems.
- Report any equipment that is damaged, unsafe or in need of repair.
- Follow all company policies and practices, and stay up to date on all required training that is designed to protect our networks, computers, programs and data from attack, damage or unauthorized access.
- TEAM email, information systems and internet access are the property of TEAM, as is all correspondence and material contained on these systems.
- Limited personal use of phones, the internet, email and instant messaging is permitted as long as it does not interfere with your job, has only a negligible cost to the company and is permitted and consistent with TEAM and client policies.

TEAM Assets Include:

Physical – Facilities, vehicles, furniture, equipment, inventory, materials and supplies

Information – Data, databases, reports, files, plans, records, lists, reports, manuals, digital information and intellectual property, including trademarks and logos

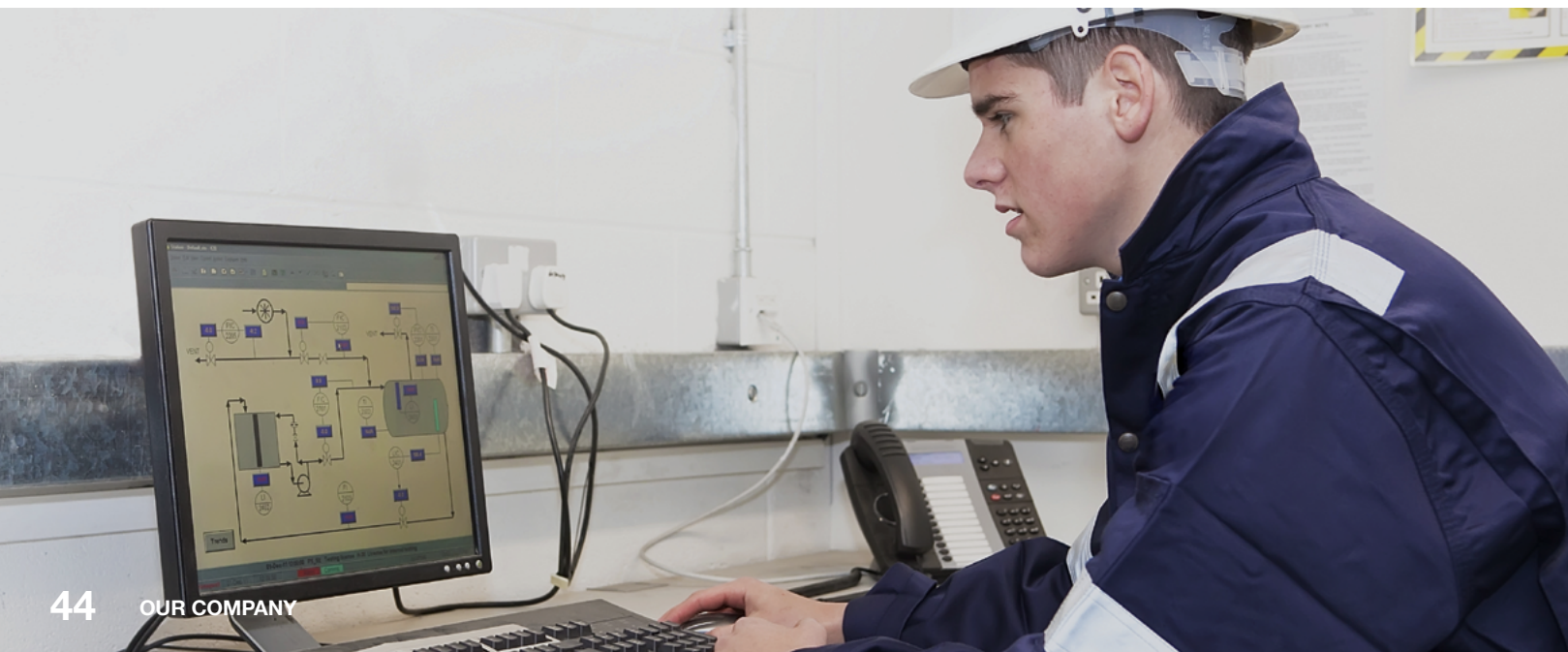
Financial – Company funds including checks, credit cards, invoices and other records that serve a monetary value

Electronic – Computers, tablets, electronic storage devices, telephones, information systems, internet/intranet access, personal digital assistants, and other similar devices, systems and technology

Making Ethical Decisions

I have an online business that I operate from home usually on the weekends. On days when I finish lunch early, can I use my TEAM computer to process orders from the previous day?

No. Our policies prohibit you from doing personal business on our information systems. You must run your home business only at home, using your own computer and systems.



Speaking on Behalf of the Company

Consider your communications carefully, especially when representing TEAM.

Our Commitment

TEAM is committed to delivering accurate and reliable information to the media, financial analysts, investors, brokers and other members of the public. It is important that TEAM speaks with one clear and consistent voice when providing information to the public, regulators and the media. For this reason, only certain employees may speak publicly on behalf of TEAM.

Your Responsibilities

- Unless you are authorized to do so, never give the impression that you are speaking on behalf of TEAM in any communication that may become public.
- If you receive an outside media, investor or regulatory inquiry about the company, you should decline to comment, provide no information and immediately notify the CEO, CFO or Chief Legal Officer.
- If you are contacted by a regulatory agency or regulator regarding TEAM-related business, immediately notify the Legal Department.

Using Social Media

Social media is a great way to connect with people and potential clients, but always be careful when writing anything that might be published online when communicating as a representative of TEAM. Practice common sense and keep your electronic communications professional and consistent with *Our Core Values* and policies. Always assume the whole world can read your posts.

- Do not post proprietary or confidential information about TEAM products, services or general financial information about TEAM.
- Do not post information or images about our clients' projects or facilities without written consent from the client's legal or public relations departments. Images of our employees, services or products can be posted if they do not show identifying landmarks or identifying characteristics of client facilities.
- Be careful when listing TEAM as your employer on any social media site, with the understanding that your social media activity may have an impact on TEAM.
- Take responsibility for what you post and never engage in activity online that would be unacceptable in person.
- Remember that TEAM policies and procedures and laws and regulations apply to your interactions using social media, so make sure you familiarize yourself with TEAM policies and procedures.

Making Ethical Decisions

Someone posted a claim on an online social network about TEAM that I know is false. I think it's important that we correct the misinformation. Is it acceptable if I go ahead and post a response?

No. While it may be tempting to correct the information and engage with the source of the misinformation, you should instead contact TEAM's Marketing Director and let the marketing department take the necessary steps.

OUR WORLD

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We can never be satisfied with who we are today...
We can, and will, be even better tomorrow.



Serving Our Communities

When individuals commit to a cause, they have more power than they know to make a positive difference in the lives of others.

Our Commitment

Employees are encouraged to take an active role in their communities and to participate in company-sponsored activities. Your participation in company-sponsored community activities is voluntary, and you should never feel pressured or required to participate, either by financial contributions or your efforts or presence.

Your Responsibilities

- Do not make any direct or indirect contribution on behalf of TEAM unless you are specifically authorized to do so.
- If you volunteer to help charitable organizations, unless it is a company-sponsored activity and approved by your supervisor, be sure that your participation does not interfere with your work responsibilities and, when you are representing TEAM, that you demonstrate an ethical and professional demeanor.
- You are prohibited from soliciting business partners or other employees to support your personal charities or causes without approval of the Human Resources or Legal Departments.

Human Rights

Human rights are fundamental and protecting them is everyone's responsibility.

Our Commitment

We are committed to respecting the human rights and dignity of everyone.

We comply with all applicable laws pertaining to fair employment practices as well as laws prohibiting forced and compulsory labor, child labor, employment discrimination and human trafficking. We will not tolerate abuse of human rights in our operations or in our supply chain.

Your Responsibilities

- If you have any suspicion or evidence of human rights abuses in our operations or in the operations of our business partners, immediately report your concerns to your supervisor and use any of the reporting channels in this Code.
- Remember that respect for human dignity begins with our daily interactions with one another and with our business partners. It also includes promoting diversity and inclusion, accommodating disabilities and doing our part to protect the rights and dignity of everyone with whom we do business.



Fair Competition

We compete fairly and always within the law.

Our Commitment

We believe in a competitive marketplace.

Competition or antitrust laws are intended to ensure that competition is open and fair and in the best interest of the public. These laws are complex, and compliance requirements can vary depending on the circumstance, so consult TEAM’s Legal Department for guidance.

Your Responsibilities

- Avoid collaborating, or even the appearance of collaboration, with competitors. If your role at TEAM involves discussing, negotiating or finalizing agreements or contracts, you have a greater responsibility to be sure you understand the relevant laws and rules governing fair competition.
- Use extreme caution in any communications with competitors. Unless you have Legal Department approval, never develop any written, verbal or indirect agreement or understanding with a competitor or discuss marketing or other competition practices with them.
- Never share pricing information of potential vendors or suppliers with their competitors.
- When collecting competitive intelligence, always live up to our standards of integrity – never engage in fraud, misrepresentation or deception to obtain information.

Antitrust “Red Flags”

The following activities are examples of “red flags” and should be avoided and reported to the Legal Department:

- Fixing or setting prices with other organizations at an agreed-upon level.
- Allocating markets, geographies or customers among competitors.
- Rigging bids with another organization, such as agreeing which party should win a bid or exchanging bid prices.
- Reciprocal dealing with clients or suppliers.
- Forced bundling or “tying” of products or services without Legal Department approval.
- Setting product terms or agreements with competitors.

If you have any questions, you should discuss the matter in advance with the Legal Department.



Making Ethical Decisions

I will be attending a trade association meeting, and I’m worried that my discussions may violate antitrust laws. I’m not sure what I can and cannot discuss. What should I do?

You are right to be concerned, but the situation can be managed. Trade association meetings are an excellent way to stay informed and connected, but since they bring together competitors, they can lead to situations that create the environment for antitrust violations. Before the meeting, discuss your concerns with the Legal Department. You can review the agenda and discuss who might be there and what topics may come up. When you are at the meeting if a discussion begins that may involve inappropriate topics, stop the conversation, break away and promptly inform the Legal Department.

Anti-Bribery, Anti-Corruption

Bribery and corruption are completely contrary to our Core Value of Integrity.

Our Commitment

TEAM will always earn and perform its business honestly and with integrity. We never offer or accept a bribe or kickbacks from anyone – and remember, we are not only responsible for our actions, but also for the actions of any third party who represents TEAM.

Key Definitions

A bribe is anything of value that is given to influence the behavior of someone in government or the private sector in order to obtain business, financial or commercial advantage.

A **bribe** can be something other than cash. A gift, a favor, even an offer of a loan or a job could be considered a bribe.

Facilitation payments are typically small payments to a low-level government official that are intended to encourage the official to perform his responsibilities.

A **government official** includes anyone who works for or is an agent of a government-owned or government-controlled entity. This includes elected and appointed officials of national, municipal or local governments. It also includes officials of political parties and candidates for political offices, as well as employees of a government or a state-controlled company.

Your Responsibilities

- Complete all required compliance training and maintain full compliance with our policies and procedures at all times.
- Do not offer, give or accept bribes or kickbacks, or accept or provide any other kind of improper benefit.
- Do not pay facilitation payments. If a facilitation payment is requested, report the request to the Legal Department.
- Keep accurate books and records so that payments can be honestly described and documented.
- Watch out for anyone doing business on our behalf that has a reputation for questionable business practices. Be vigilant and monitor their behavior.
- Any questions about compliance with anti-bribery and anti-corruption laws should be referred immediately to our Chief Legal Officer. Any questions related to internal controls or recordkeeping requirements should be referred to our Chief Financial Officer.



International Trade

We respect the laws that govern global business.

Our Commitment

Many laws govern the conduct of trade across borders and in foreign countries. Such laws prohibit companies from cooperating with unsanctioned boycotts, conducting business with sanctioned parties or in sanctioned countries, and participating in or facilitating money laundering activities and other laws regulate imports and exports. We are committed to complying with all such laws.

Money Laundering

Money laundering is an attempt to hide the proceeds of criminal activity by making those proceeds look legitimate. It is important that we know and comply with all laws and regulations intended to prevent money laundering. This means we must make and receive payments for goods and services only via approved and documented payment practices, and we must be vigilant and exercise good judgment when dealing with unusual client transactions.

Your Responsibilities

- If you are involved in international operations or the import or export of our products, it is especially important that you know and comply with the requirements associated with the countries in which you do business, the laws applicable to TEAM and company policies related to international transactions.
- If you are asked to conduct business in a jurisdiction with which you are not familiar, seek the advice of the Legal Department.
- Maintain required import, export and customs records at each TEAM business location that conducts such transactions.
- If you receive a request to participate in a boycott or are asked about our position on a boycott, contact the Legal Department immediately.
- If you have any questions or concerns about trade laws or possible violations, contact the Legal Department.

Making Ethical Decisions

A supplier has asked that we send payments to a new address outside the country of business. I am suspicious that there might be something illegal or inappropriate going on.

You are right to be suspicious. This may be an effort to launder money or to otherwise avoid legal requirements. You should contact the Legal Department without delay and, in the meantime, do not change the address until the Legal Department has told you otherwise. If possible, do not have any further discussions with the supplier about the request.



Political Activity and Contributions

Understand and follow the laws and regulations that govern our political activities.

Our Commitment

We believe in the rights of our employees to participate in the political process, but if you choose to be politically active, do so as an individual citizen on your own time and at your own expense.

Laws and regulations place numerous restrictions on the company’s role in political activities and funding. Any political contributions or participation in political activities by or on behalf of TEAM must be approved by the Chief Legal Officer and the CEO. In addition, in accordance with applicable laws, we exercise our right and responsibility to make our position known on relevant policy issues to government leaders, when appropriate.

Your Responsibilities

- Your political statements must be identified as yours and not TEAM’s.
- Make sure that any political work you do is done on your own time and without the use of company assets or funds. You may not use TEAM email to promote a political candidate or issue.
- Never pressure others to contribute to, support or oppose any cause, political candidate or party and do not solicit contributions or distribute political literature during work hours.
- Never make political campaign contributions on behalf of TEAM, and do not engage in any political advocacy or “lobbying” activities without specific approval from the Legal Department.
- If you decide to run for political office, notify the Legal Department so that appropriate efforts may be taken by TEAM to not violate any laws related to participation in political activities.

Environmental Protection and Sustainability

Do your part to minimize the environmental impact of our operations.

Our Commitment

We are committed to complying with all relevant environmental laws and regulations, and we work to continuously be good stewards of our environment and improve our conservation efforts.

Your Responsibilities

- Comply with all regulations, policies and procedures related to labeling, storage, treatment and disposal of waste.
- Maintain all applicable environmental licenses and permits and related records.
- Be proactive and look for ways to reduce waste and use energy and natural resources more efficiently.
- Recycle when you can and conserve paper by limiting printing.
- Speak up if you have any suggestions about reducing our environmental impact.



Additional Resources

If you have a question, or if you know or suspect that there has been a violation of our Code, our policies or applicable law, you have an obligation to speak up. You have several options. In most cases, your immediate supervisor should be your first point of contact. He or she is likely to be in the best position to understand your concern or question and take the appropriate action.

If you are uncomfortable speaking with your supervisor, or your supervisor is unable to answer your question, or if you have already shared a concern and believe it is not being appropriately addressed or the specific violation requires immediate reporting, you have additional options:

RESOURCE:	FOR HELP WITH:	CONTACT:
Human Resources Department	Questions or reporting concerns related to employee matters or employment practices	Email Human Resources 1-833TEAMRPT (U.S. Employees)
Legal Department	Questions or reporting concerns related to compliance with this Code, applicable laws or company policies	Email Legal 1-833TEAMRPT (U.S. Employees)
Finance Department	Questions or reporting concerns related to financial reporting, books or records or controls	Email Finance
Internal Audit Department	Questions or reporting concerns related to compliance with this Code or financial controls or fraud	Email Internal Audit
Safety Department	Questions or reporting concerns related to safety, health or environmental matters	Email Safety 1-833TEAMRPT (U.S. Employees)
Ethics Hotline	Questions or reporting concerns of any kind	1-866-908-7238 (for calls originating outside the U.S., click the link below for toll-free access codes) TeamInc.ethicspoint.com

Nothing in this Code or in any of our policies is intended to limit or interfere with the right to engage in activities protected under Section 7 of the U.S. National Labor Relations Act, such as discussions related to wages, hours, working conditions, health hazards and safety issues.

Waivers

Waivers of or exceptions to the Code require specific prior written approval of the Chief Executive Officer, the company’s Board of Directors or a board committee prior to undertaking any action or activity that would otherwise be deemed a Code violation. Any waivers granted will be publicly disclosed as required.

