

Risk Factors Comparison 2025-03-19 to 2024-03-07 Form: 10-K

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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. Such risks, uncertainties and other important factors include, among others, risks related to: • our ability to generate sufficient cash from operations, access our ~~2022 ABL Credit Facility~~ **credit facilities Facility** (defined below) or amounts available under our ~~Delayed Draw Term Loan~~ **term loans Loan** (defined below) to support our operations, or maintain our compliance with covenants under our debt arrangements ~~including our 2022 ABL Credit Agreement and A & R Term Loan Credit Agreement~~ (defined below); • our ability to manage inflationary pressures in our operating costs; • negative market conditions, including domestic and global inflationary pressures, **impact of tariffs**, future economic uncertainties, and impacts from epidemics and pandemics, particularly in industries in which we are heavily dependent; • delays in the commencement of major projects; • seasonal and other variations, such as severe weather conditions (including conditions influenced by climate change) and the nature of our ~~clients~~ **customers** industry; • our ability to expand into new markets (including low carbon energy transition) and attract ~~clients~~ **customers** in new industries may be limited due to our competition's breadth of service offerings and intellectual property; • our significant debt and high leverage which could have a negative impact on our financing options, liquidity position and ability to manage increases in interest rates; • our ability to access capital and liquidity provided by the financial and capital markets; • the timing of new ~~client~~ **customer** contracts and termination of existing contracts may result in unpredictable fluctuations in our cash flows and financial results; • risk of non- payment and / or delays in payment of receivables from our ~~clients~~ **customers**; • our ability to ~~continue to meet~~ **maintain compliance with** the New York Stock Exchange's ("NYSE") continued listing requirements and rules, and the risk that the NYSE may delist our common stock, which could negatively affect our company, the price of our common stock and our shareholders' ability to sell our common stock in the event we are unable to list our common stock on another exchange; • our financial forecasts being based upon estimates and assumptions that may materially differ from actual results; • our incurrence of liabilities and suffering of negative financial or reputational impacts relating to occupational health and safety matters; • our ability to continue as a going concern; • changes in laws or regulations in the local jurisdictions that we conduct our business; • the inherently uncertain outcome of current and future litigation; and • acts of terrorism, war or political or civil unrest in the United States or elsewhere, changes in laws and regulations, or the imposition of economic or trade sanctions affecting international commercial transactions.

ITEM 1. BUSINESS General Development of Business Introduction. Unless otherwise indicated, the terms "Team," "**the Company,**" "we," "our" and "us" are used in this report to refer to either Team, Inc., to one or more of our consolidated subsidiaries, or to all of them taken as a whole. Our stock is traded on the NYSE under the symbol "TISI". We are a global, leading provider of specialty industrial services offering ~~clients~~ **customers** access to a full suite of conventional, specialized, and proprietary mechanical, heat- treating, and inspection services. We deploy conventional to highly specialized inspection, condition assessment, maintenance and repair services that result in greater safety, reliability and operational efficiency for our ~~clients~~ **customers**' most critical assets. We conduct operations in two segments: Inspection and Heat Treating ("IHT") and Mechanical Services ("MS"). Through the capabilities and resources in these two segments, we believe that we are uniquely qualified to provide integrated solutions involving: 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~~ **customer**'s election. In addition, we are capable of escalating with the ~~client~~ **customer**'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 we are unique in our ability to provide these services in three distinct ~~client~~ **customer** demand profiles: (i) turnaround or project services, (ii) call- out services, and (iii) nested or run- and- maintain services. IHT provides conventional and advanced non- destructive testing services primarily for the process, pipeline and power sectors, pipeline integrity management services, and field heat treating services, as well as associated engineering and condition assessment services. These services can be offered while facilities are running (~~on- stream~~ **onstream**), during facility turnarounds or during new construction or expansion activities. In addition, IHT provides comprehensive non- destructive testing services and metallurgical and chemical processing services to the aerospace ~~and other industry~~ **industries**, covering a range of components including finished machined and in- service components. IHT also provides advanced digital imaging including remote digital video imaging. MS provides solutions designed to serve ~~clients~~ **customers**' unique needs during both the operational (onstream) and off- line states of their assets. Our onstream services include our range of standard to custom- engineered leak repair and composite solutions; emissions control and compliance; hot tapping and line stopping; and ~~on- line~~ **online** valve insertion solutions, which are delivered while assets are in an operational condition, which maximizes ~~client~~ **customer** production time. Asset shutdowns can be planned, such as a turnaround maintenance event, or unplanned, such as those due to component failure or equipment breakdowns. Our specialty maintenance, turnaround and outage services are designed to minimize ~~client~~ **customer** downtime and are primarily delivered while assets are off- line ~~and~~, often through the use of cross- certified technicians, whose multi- craft capabilities deliver the production needed to achieve tight time schedules. These critical services include on- site field machining; bolted- joint integrity; vapor barrier plug testing; and valve management solutions. We market our services to companies in a diverse array of heavy industries which include: • Energy (refining, power, renewables, nuclear, offshore oil and gas, and liquefied natural gas); • Manufacturing and Process (chemical, petrochemical, pulp and paper industries, automotive and mining); • Midstream (valves, terminals and storage, and pipeline); • ~~Public~~ Infrastructure (construction and building, roads,

dams, amusement parks, bridges, ports, and railways); and • Aerospace and Defense. Description of Business Inspection and Heat Treating Segment: IHT offers standard to specialty inspection services as well as heat treating services and digital imaging services. Heat treating services are generally associated with turnaround, project and new construction activities. **These core Core** IHT services are as follows: • Non- Destructive Evaluation and Testing Services. • Radiographic Testing. • Ultrasonic Testing. • Magnetic Particle Inspection. • Liquid Penetrant Inspection. • Positive Material Identification. • Electromagnetic Testing. • Alternating Current Field Measurement. • Eddy Current Testing. • Long- Range Guided Ultrasonics. • Phased Array Ultrasonic Testing. • Terminals and Storage Inspection and Management Programs. • Rope Access. • Mechanical Integrity Services. • Pipeline Integrity Services. • Heat Treating Services. Mechanical Services Segment: MS provides onstream services engineered to keep **client-customer** assets on- line and producing, and specialty maintenance, turnaround and outage services, which are performed while assets are off- line, and are designed to reduce **client-customer** downtime. **These core Core** MS services listed below are delivered in on- call, project- managed, and full- time nested capacities. • Leak Repair Services. • Engineered Composite Repair. • Emissions Control / Compliance Services. • Hot Tapping Services. • Valve Insertion Services. • Field Machining Services. • Bolted Joint Integrity Services. • Vapor Barrier Plug and Weld Testing Services. • Valve Management Solutions. Marketing, **Clients-Customers** and Competition Our industrial services are marketed principally by personnel based at our service locations. We believe that these service locations are situated to facilitate timely responses to **client-customer** needs with on- call expertise, which is an important feature of selling and providing our services. The capacity and capability scope of our discrete and integrated services also allows us to benefit from the procurement trends of many of our **clients-customers** who are seeking to reduce the number of contractors and vendors in their facilities, as well as to outsource more of such services. No single **client-customer** accounted for 10 % or more of consolidated revenues during the years ended December 31, **2024 and 2023 and 2022**, respectively. Generally, **clients-customers** are billed on a time and materials basis, although some work may be performed pursuant to a fixed- price bid. Services are usually performed pursuant to purchase orders issued under written **client-customer** agreements. While most purchase orders provide for the performance of a single job, some provide for services to be performed on a run- and- maintain basis. Substantially all our agreements and contracts may be terminated by either party on short notice. The agreements generally specify the range of services to be performed and the hourly rates for labor and equipment. While many contracts cover specific plants or locations, we also enter into multiple- site regional or national contracts which cover multiple plants or locations. In general, competition stems from a large number of other outside service contractors. More than 100 different competitors are currently active in our markets. We believe we have a competitive advantage over most service contractors due to the quality, training and experience of our technicians, our rigorous safety training and procedures, our North America and international service capability, the breadth and depth of our services, our ability to provide such services on an integrated, more turnkey basis, and our technical engineered support coupled with our manufacturing capabilities supporting the service network. Seasonality We experience some seasonal fluctuations. Historically, the refining industry has scheduled plant shutdowns (commonly referred to as “ turnarounds ”) for the fall and spring seasons. The power industry follows a similar seasonal schedule for their plant maintenance. The timing of large turnarounds or outages can significantly impact our revenues. The pipeline industry follows and depends in part on weather conditions where the ability to access pipeline infrastructure for or after inspections may be impeded by more severe cold weather conditions. Compliance with Government Regulations A significant portion of our business activities are subject to foreign, federal, state and local laws and regulations. These regulations are administered by various foreign, federal, state and local health and safety and environmental agencies and authorities, including Occupational Safety and Health Administration (“ OSHA ”) of the U. S. Department of Labor and the U. S. Environmental Protection Agency (the “ EPA ”). Failure to comply with these laws and regulations may involve civil and criminal liability. From time to time, we are also subject to a wide range of reporting requirements, certifications and compliance as prescribed by various federal and state governmental agencies that include, but are not limited to, the EPA, the Nuclear Regulatory Commission, OSHA, the Department of Transportation and the Federal Aviation Administration. Also, many states where we operate regulate health, safety and environmental activities, such as California OSHA and **the** Texas Commission on Environmental Quality. Expenditures relating to such regulations are made in the normal course of our business and are neither material nor place us at any competitive disadvantage. We do not currently expect that compliance with such laws and regulations will require us to make material expenditures. From time to time, during the operation of our environmental consulting and engineering services, the assets of which were sold in 1996, we handled small quantities of certain hazardous wastes or other substances generated by our **clients-customers**. Under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (the “ Superfund Act ”), the EPA is authorized to take administrative and judicial action to either cause parties who are responsible under the Superfund Act for cleaning up any unauthorized release of hazardous substances to do so, or to clean up such hazardous substances and to seek reimbursement of the costs thereof from the responsible parties, who are jointly and severally liable for such costs under the Superfund Act. The EPA may also bring suit for treble damages from responsible parties who unreasonably refuse to voluntarily participate in such a clean- up or funding thereof. Similarly, private parties who bear the costs of cleanup may seek to recover all or part of their costs from responsible parties in cost recovery or contribution actions. Responsible parties include anyone who owns or operates the facility where the release occurred (either currently and / or at the time such hazardous substances were disposed of), or who by contract arranges for disposal, treatment, transportation for disposal or treatment of a hazardous substance, or who accepts hazardous substances for transport to disposal or treatment facilities selected by such person from which there is a release. We believe that our risk of liability is minimal since our environmental consulting and engineering services consisted solely of maintaining and storing small samples of materials for laboratory analysis that are classified as hazardous. Due to its prohibitive costs, we accordingly do not currently carry insurance to cover any potential liabilities under the Superfund Act or similar environmental statutes. Human Capital Due to the seasonal nature of our business, our employee headcount varies during the year. During **2023-2024**, we averaged approximately 5, 400 employees, with approximately 4, **050-100** employed in the United

States and 1, **350-300** internationally. Human capital management, combined with our core values and talent management initiatives, is a key driver of our employee retention program. We invest in our talent by providing our employees with targeted training, mentoring and career development opportunities, all of which enable us to hire and retain skilled, high-performing employees. We work to prioritize our safety- first culture and our diversity and inclusion initiatives, and we seek to retain employees through our employee engagement efforts and our competitive compensation and benefits packages. Business ethics and core values Our core values anchor every aspect of our business in a set of commonly held beliefs and commitments. They represent what we stand for, the values our employees embody, what our **clients-customers** can expect in the delivery of our services and what our services and products contribute to the market. These statements are deeply ingrained in our culture, guiding employee behavior and our decisions and actions. • Safety First / Quality Always – In everything we do; • Integrity – Uncompromising standards of integrity and ethical conduct; • Service Leadership – Leading service quality, professionalism and responsiveness; • Innovation – Supporting continuous growth and improvement; • Pride and Respect – For our **clients-customers**, for each other and for all of our stakeholders; and • Teamwork – Global teamwork and collaboration. Diversity and inclusion We believe that a diverse, **inclusive** and engaged workforce is critical to our success, and we work hard to create an environment where our employees feel valued, engaged and inspired to do their best work. We are proud that a diverse group of people from a variety of backgrounds, religions, nationalities, gender identity, sexual orientations and races make up our team. It continues to be our goal to **knock down barriers-create an inclusive environment** and eliminate bias wherever it exists through strategic employee- engaged initiatives. We are an Equal Employment Opportunity employer and it is our policy to provide equal employment opportunities to all qualified persons. We seek to attract and retain a diverse workforce, in particular for our technician population, which comprises more than 77 % of our overall global workforce. Corporate Leadership General & Administrative Global Workforce 1 Female 13 % 56 % 11 % Male 87 % 44 % 89 % _____ 1 Global workforce includes technicians. **We As part of our university recruiting efforts, we** have developed diversity focused strategies through **internal initiatives and** collaboration with the career centers at the universities where we recruit. We **seek to recruit diverse the most qualified candidate candidates** populations through targeted outreach efforts and collaborations with the Society of Women Engineers (“SWE”), **including by** Society of Hispanic Engineering’s (“SHPE”) and National Society of Black Engineers (“NSBE”) programs, as well as recruiting at Historically Black Colleges and Universities **from a broad range of places**. Health, safety and training We have “ 12 Life Saving Rules ” across our organization to further enhance our safety focused culture. The 12 Life Saving Rules **(the “LSRs”)** are clear and simple rules designed to address those activities that **put our potentially place Team** employees at the greatest risk. The rules **LSRs** include **six both encouraged** behaviors as well as **discouraged-that are always enforced and six** behaviors **that are never allowed**. All our **Team** employees **receive complete** online training **on covering all of the rules-LSRs and expectations** and must acknowledge that they have read them. The rules are posted internally, communicated throughout our organization through our safety bulletins, and are printed in multiple languages. In 2022 **Team** we enhanced our 12 Life Saving Rules by **establishing established** our 5-Hand Safety Rules. These **The intent of the Hand Safety rules Rules are-is to define the** specific to those high hazard tasks where the **opportunity potential** for hand **injury injuries** is most prevalent **common**. These **The Hand Safety rules Rules** remind our work force about **focus on types of hand hazards**, hand placement, **proper equipment** guarding, and when to **get assistance-stop the job and reassess potential hazards**. We have several online training and distance learning classes as part of our curriculum to help meet the needs of a rapidly changing workplace environment. These are administered and tracked globally through our Learning Management System. **In addition** We also offer STAMP, Team’s “Stress and Anxiety Management Program (**“ STAMP ”** that includes) **provides** several tools and resources to help employees effectively manage stress and prevent depression and other mental illnesses. **STAMP provides informative live** This program serves as Team’s Mental Health and Wellness Program where we offer monthly sessions covering various mental health topics such as mindfulness, **Post-post - Traumatic traumatic Stress-stress Disorder-disorder (PTSD)** and resiliency. We coordinate this program with our Employee Assistance Program that offers mental health and depression benefits for our employees and their families. **STAMP** This program has received much praise and support from our employees, their families and our **clients-customers**. We recognize the importance of providing training to continually support career growth and development. Our talent management programs are designed to empower and inspire our team members to personalize their career journeys by building critical job skills, gaining hands- on experience, providing ongoing access to world class training, assigning relevant career mentors and paving the way toward career paths that provide long- term advancement within our organization. We have incorporated more flexibility in our work environment by offering eligible employees the ability to work remotely or on- site, and by offering flexible working schedules. We expect to continue offering such flexibility to eligible employees moving forward. Employee engagement Periodically, our employees participate in engagement surveys, which provide us with valuable insight as we seek to improve our overall employee engagement and satisfaction. Acting upon employee feedback generated from our surveys, we review our regional health benefits, communication strategy and training efforts on an ongoing basis. We believe the significant response rates to our surveys are indicative of the intensity of our employee’s connection to our organization, marked by a committed effort to achieve goals in environments that support productivity and maintain personal well- being. In 2023, we celebrated Team’s 50th anniversary. We held employee celebrations across the globe, commemorated the milestone with a signature gift for all employees and presented a 50th anniversary video showcasing our employees and highlighting some of Team’s most significant accomplishments over the years. Additionally in **2023-2024**, we continued our focus on regular communications with our employees **-We hosted-, which included** global town hall meetings **throughout the year** and **introduced** the monthly CEO Connection **newsletter-newsletters**. Wages and benefits Across the globe, we strive to provide our employees with competitive wages, salaries and benefits based upon employee skills, experience and job levels. Additionally, we provide employees with a comprehensive set of benefits, including health and welfare benefits, wellness benefits, employee assistance plans, defined contribution and defined benefit retirement benefits **(United Kingdom employees only)**, paid time off, educational support and

a variety of other ancillary employee benefits. Environmental, social and governance General ESG approach We strive to promote and support business practices that are environmentally sustainable, socially conscious, and aligned with strong corporate governance practices. ~~Our highest value is the health and safety of our employees, clients, community and other contractors.~~ We are committed to conducting our business in a manner that protects the environment and the health and safety of our employees, our **clients-customers**, our suppliers and contractors and the general public. We provide training to support career growth opportunities for our diverse team of employees and actively contribute to the local communities in which we operate. We strive to be an industry leader in the fields of health, safety and environmental management and work with government organizations and industry organizations in support of laws, regulations, standards and other programs that safeguard the workplace and our environment. To meet this commitment, we maintain management systems designed to ensure compliance with all applicable laws, regulations and internal requirements, as well as to facilitate the continuous improvement of our processes, products, and personnel. Many of our services, including our inspection, emissions monitoring and leak repair services, are crucial in assisting our **clients-customers** to identify, assess and reduce their carbon and greenhouse gas emissions. We provide inspection, condition assessment, maintenance and repair services and support our **clients-customers'** diversification efforts into sources of renewable energy. We work closely with our **clients-customers** across the world to assist them in meeting their environmental sustainability goals. We sponsor and support numerous charitable organizations and encourage our employees to donate their time and financial support to serving the needs of their communities. These contributions help to support the work of nonprofit organizations of all sizes, working in areas such as disability services and support, disaster response, and hunger prevention around the globe. Our **Company management is responsible for the day-to-day operation of ESG matters. Our General Counsel & Secretary, who reports directly to our CEO, has general oversight responsibility with respect to matters of sustainability and social responsibility and is the executive sponsor of our ESG Council. Under its charter, the ESG Council, which is a management committee formed to assist our General Counsel & Secretary in oversight responsibilities, is responsible for recommending our ESG objectives, monitoring the implementation and performance of our ESG objectives, overseeing the progress made against our social and environmental goals and reporting on our ESG performance. At the Board level, our** Corporate Governance and Nominating Committee has responsibility for maintaining oversight over **Team's** the development of appropriate **environmental, social and corporate governance principles, policies and practices for Team corporate social responsibility and sustainability matters**, including our public reporting on corporate responsibility and sustainability. Our Company management is responsible for the day-to-day operation of ESG matters. Our Executive Vice President, Administration, Chief Legal Officer & Secretary, who reports directly to our CEO, has general oversight responsibility with respect to matters of sustainability and social responsibility and **sustainability** is the executive sponsor of our ESG Council. Under its charter, the ESG Council, which is a management committee formed to assist our Executive Vice President, Administration, Chief Legal Officer & Secretary in oversight responsibilities, is responsible for recommending our ESG objectives, monitoring the implementation and performance of our ESG objectives, overseeing the progress made against our social and environmental goals and reporting on our ESG performance. The Corporate Governance and Nominating Committee receives regular **reports updates** from our Executive Vice President, Administration, Chief Legal Officer & Secretary and ESG Council regarding the considerations and actions taken by us with respect to ESG. APSC Board Rights On November 1, 2022, we entered into the Board Rights Agreement (the "APSC Board Rights Agreement") with Atlantic Park Strategic Capital Fund, L. P. ("APSC"), pursuant to which APSC, acting as investor representative on behalf of itself and its affiliates **that beneficially own our common stock (such affiliates, together with APSC, the "APSC Investors") that beneficially own our common stock (inclusive of the APSC Warrants)**, may, subject to common stock ownership thresholds and other terms provided in the APSC Board Rights Agreement, designate an individual to serve as a non-voting observer at all meetings of our Board of Directors (the "Board") and nominate an individual designated by APSC to serve on the Board (the "APSC Investor Director"). The right to nominate the APSC Investor Director is subject to certain qualification requirements and the discretion of our Corporate Governance and Nominating Committee under limited circumstances. The APSC Investors' rights under the APSC Board Rights Agreement are a continuation of existing rights under **that certain a prior** term loan credit agreement dated December 18, 2020 (the "Term Loan Credit Agreement") and **that certain a prior** commitment letter **dated as of November 9, 2021** (the "2021 Commitment Letter") **dated as of November 9, 2021**, by and among us, **APSC and** Corre Partners Management, LLC ("Corre") and APSC in the event obligations under the Term Loan Credit Agreement cease to be outstanding. The APSC Investors are not permitted to designate, in the aggregate, more than one non-voting board observer and more than one APSC Investor Director under the APSC Board Rights Agreement, the Term Loan Credit Agreement and the Commitment Letter, provided that the APSC Board Rights Agreement does not otherwise limit or impair any rights under the Commitment Letter and the Term Loan Credit Agreement. In the event of the resignation, death or removal (for cause or otherwise) of the APSC Investor Director from the Board, APSC, acting on behalf of the APSC Investors, will have the right, but not the obligation, to designate a successor APSC Investor Director to the Board to fill the resulting vacancy on the Board (and any applicable committee thereof), subject to certain qualification requirements specified in the APSC Board Rights Agreement. Corre Board Rights **Corre was previously granted certain board nomination and observer rights pursuant to the 2021 Commitment Letter and a prior credit agreement dated November 9, 2021.** On June 16, 2023, in connection with, and effective upon, the consummation of the transactions contemplated by the A & R Term Loan Credit Agreement and ABL Amendment No. 3 (as defined below), we, Corre and the other parties thereto, entered into **the a new** Board Rights Agreement (the "Corre Board Rights Agreement"), pursuant to which Corre, acting on behalf of itself and its affiliates **that beneficially own our common stock (such affiliates, together with Corre, the "Corre Investors") that beneficially own our common stock (inclusive of the Corre Warrants)**, may, subject to common stock ownership thresholds and / or indebtedness and commitment thresholds and other terms provided in the Corre Board Rights Agreement, designate an individual to serve as a non-voting observer at all

meetings of the Board, nominate one individual to serve as Chairman of the Board (the “ Chairperson ”), and nominate two additional individuals to serve on the Board (such individuals, together with the Chairperson, the “ Corre Investor Directors ”). The right to nominate the Corre Investor Directors is subject to certain qualification requirements and the discretion of our Corporate Governance and Nominating Committee under limited circumstances. In the event of the resignation, death or removal (for cause or otherwise) of the Corre Investor Directors from the Board, Corre, acting on behalf of the Corre Investors, will have the right, but not the obligation, to designate a successor Corre Investor Director, as applicable, to the Board to fill the resulting vacancy on the Board (and any applicable committee thereof), subject to certain qualification requirements specified in the Corre Board Rights Agreement. Available Information Our internet website address is www.teaminc.com. Our annual reports on Form 10- K, quarterly reports on Form 10- Q and current reports on Form 8- K, as well as any amendments and exhibits to these reports, filed or furnished pursuant to Section 13 (a) or 15 (d) of the Exchange Act, are available on our website, free of charge, as soon as reasonably practicable after such reports are filed with, or furnished to, the SEC. Alternatively, you may access these reports at the SEC’ s website at <http://www.sec.gov>. We post our code of ethical conduct, our governance principles, our social responsibility policy and the charters of our Board committees on our website. Our governance documents are available in print to any shareholder that submits a written request to Team, Inc., Attn: Corporate Secretary, 13131 Dairy Ashford, Suite 600, Sugar Land, Texas 77478. Information contained on our website is not part of this Annual Report on Form 10- K.

ITEM 1A. RISK FACTORS Our business, financial condition, results of operations, cash flows and / or stock price could be materially adversely affected by any of the risks and uncertainties described below, individually or in combination. Such risk factors and uncertainties could also affect whether any forward- looking statements in this Annual Report on Form 10- K ultimately prove to be accurate.

Risks Related to Financing Our Business We Market Conditions Demand for our services is sensitive to oil and gas prices, global oil supply and other factors which impact our client’ s current and future spending levels. Global oil and gas supply and demand are impacted by several factors **subject to risks associated with indebtedness under our credit facilities**, including global economic conditions, geopolitical events,..... performed. Such disruptions, should they - **the risk** occur, could materially impact our results of operations, **failure to maintain compliance with financial position covenants** , **the risk** credit capacity or cash flows. Extended periods of **being unable** low prices for crude oil can have a material adverse impact on our results of operations, financial condition, and liquidity. While we continue our efforts to expand our market -- **make interest** presence in the areas of aerospace and **principal payments when** defense, construction, chemical processing, manufacturing, power generation, and public infrastructure, among other industries, economic downturns within the oil and gas industry including falling crude oil prices, have resulted in, and could in the future, result in reduced demand for our services. Our revenues are heavily dependent on certain industries. Sales of our services are dependent on clients in certain industries, particularly the refining and petrochemical industries. As we have experienced in the past, and as we expect to occur in the future, downturns characterized by diminished demand for services in these industries as well as potential changes due to consolidation **and the risk of rising interest rates. Additionally, or our significant debt and high leverage** changes in client businesses or governmental regulations, could have a material **negative** impact on our results **financing options and liquidity position. We have a significant amount of debt as discussed below, and our overall leverage and the terms of our financing arrangements could:**

- limit our ability to obtain additional financing in the future for working capital, capital expenditures, to fund growth or for general corporate purposes;
- make it more difficult for us to satisfy the terms of our debt obligations;
- make it more difficult for us to manage increases in interest rates;
- limit our ability to refinance our existing debt on terms acceptable to us, or at all;
- require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt , thereby limiting the availability of our cash flow to fund future investments, capital expenditures, working capital, business activities and other general corporate requirements; and
- create a competitive disadvantage by reducing our flexibility in responding to increased competition from competitors who hold a lower level on indebtedness.

Our ability to meet expenses and debt service obligations will depend on our future performance, which will be affected by financial position , business, economic and other factors. If we do not generate enough cash to pay **or our debt service obligations, we may be required to refinance all or part of our debt, sell assets, borrow more money or raise additional equity capital.** Disclosure of our debt instruments appears under Note 11 – Debt of the consolidated financial statements. Our ability to maintain compliance with the financial covenants pursuant to the debt instruments we are party to is dependent upon our future operating performance and future financial condition, both of which are subject to various risks and uncertainties. Additionally, these risks and uncertainties 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** clients have employees represented by unions and could be subject to temporary work stoppages which could **borrow under our credit agreements. In addition to our current sources of funding our business, the effects of such events may impact our activity level liquidity or our need to revise our allocation or sources of capital, implement further cost reduction measures and / or change our business strategy.** We **rely primarily on cash flows** sell our services in highly competitive markets, which can limit our ability to increase prices and maintain or increase the market share of our services. Our competition generally stems from **our operations to** other outside service contractors, many of whom offer a similar range of services. Future economic uncertainty could generally reduce demand for industrial services and thus create a more competitive bidding environment for new and existing work. No assurances can be made **make that required interest and principal payments on our debt. If** we will continue to maintain our pricing model or increase our market share -- **are unable** or profitability. Our ongoing investments in new client markets involve significant risks, could disrupt our current operations and may not produce the long- term benefits that we expect. Our ability to compete successfully in new client markets depends on our ability to continue to deliver innovative, relevant and useful services to our clients in a timely manner. As a result, we have invested, and expect to continue to invest, resources in developing products and services to market to new clients. Such

investments may not prioritize short-term financial results and may involve significant risks and uncertainties, including encountering new, well-established competitors. We may fail to generate sufficient revenue, cash flows from our operating operations margin or other value to justify our investments in such new client markets, we thereby harming our ability to generate revenue. We may not be able unable to meet pay interest and principal obligations on our debt when they become due. Failure to comply with NYSE's continued listing requirements and rules, and these obligations NYSE may delist our or common stock failure to comply with the financial covenants discussed above could result in an event of default, which could would permit negatively affect our company, the price of our common stock and our shareholders' ability to sell our common stock. The NYSE has several listing requirements set forth in the NYSE Listed Company Manual. For example, Section 802.01C of the NYSE Listed Company Manual requires that our common stock trade at a minimum average closing price of \$ 1.00 per share over a consecutive 30 trading day period. Section 802.01B of the NYSE Listed Company Manual requires that either our average global market capitalization (inclusive of common and preferred equity) or our our total shareholders' equity exceed \$ 50 lenders to accelerate the repayment of the debt, 0 million. If our lenders accelerate the repayment of debt, there there is no assurance that we will remain in compliance with Section 802.01C could refinance such debt on terms favorable to us or at all. 01B-Our largest shareholder (Corre and certain Section 802.01C of the NYSE Listed Company Manual its affiliates) owns a meaningful percentage of or our outstanding equity securities, which could limit the ability of other shareholders to influence corporate matters NYSE continued listing standards in the future. As A delisting of March 17, 2025, Corre and certain of its affiliates beneficially owned approximately 41.2 % of the total voting power held by shareholders of our outstanding common stock (including from the NYSE could negatively impact us by, among other things, reducing the liquidity and market price of our common stock issued pursuant ; reducing the number of investors willing to the hold or acquire our common stock subscription agreement with certain Corre holders and shares issuable upon exercise, which subject to beneficial ownership limitation, of certain Warrants, as defined below, held by our largest shareholder in each case). As a result, this shareholder may be able to exert influence over our management, business plans and policies, as well as matters submitted to our stockholders for approval, such as the selection of directors and amendments of our organizational documents. This concentrated ownership could limit the negatively impact our ability to raise equity financing; limiting our ability to issue additional securities or obtain additional financing in the future; decreasing the amount of news the remaining shareholders to influence corporate matters, and analyst coverage the interests of the large shareholder may not coincide us; and causing us reputational harm with investors, our interests our or the interests of the remaining shareholders employees, and parties conducting business with us. Risks Related to Our Operations If we are not able to implement commercially competitive services in a timely manner in response to changes in the market, client-customer requirements, competitive pressures and technology trends, our business and results of operations could be materially and adversely affected. Competition can place downward pressure on our prices and profitability. Our share of the market for our services is characterized by continual technological developments to provide better and more cost-effective services. If we are not able to implement commercially competitive services and products in a timely manner in response to changes in the market, client-customer requirements, competitive pressures, inflationary pressures and technology trends, our business and results of operations could be materially and adversely affected. Likewise, if our proprietary technologies, equipment, facilities, or work processes become obsolete, we may no longer be competitive, and our business and results of operations could be materially and adversely affected. No assurances can be made that we will be successful in hiring or retaining members of a skilled technical workforce. We have a skilled technical workforce and an industry recognized technician training program for each of our service lines that prepares new employees as well as further trains our existing employees. The competition for these individuals is intense. The failure to retain these individuals, or failure to attract new employees, could adversely affect our ability to perform our obligations on our clients-customers' projects or maintenance and consequently could negatively impact our ability to meet the demand for our products and services. Unsatisfactory quality of service execution, including safety performance, can affect client-customer relationships, eliminate or reduce revenue streams from our largest clients-customers, result in higher operating costs and negatively impact our ability to hire and retain a skilled technical workforce. The services we provide could incur quality of execution issues that may be caused by our workforce personnel and / or components we manufacture or purchase from other manufacturers or suppliers. If the quality of our services does not meet our clients-customers' expectations or satisfaction, then our sales and operating earnings, and, ultimately, our reputation, could be negatively impacted. Additionally, our workers are subject to the normal hazards associated with providing services at industrial facilities. Even with proper safety precautions, these hazards can lead to personal injury, loss of life, destruction of property, plant and equipment, lower employee morale and environmental damage. While we are intensely focused on maintaining a strong safety environment and minimizing the risk of accidents, there can be no assurance that these efforts will be effective. Poor safety performance may limit or eliminate potential revenue streams, including from many of our largest clients-customers, and may materially increase our operating costs, including increasing our required insurance deductibles, self-insured retention and insurance premium costs. Our business depends upon the maintenance of our proprietary technologies and information. We depend on our proprietary technologies and information, many of which are no longer subject to patent protection. We regularly enter into confidentiality agreements with our key employees, clients-customers, potential clients-customers and other third parties and limit access to and distribution of our trade secrets and other proprietary information. However, these measures may not be adequate to prevent misappropriation of our technologies or to assure-ensure that our competitors will not independently develop technologies that are substantially equivalent or superior to our technologies. In addition, because we operate worldwide, the laws of other countries in which we operate may not protect our proprietary rights to the same extent as the laws of the United States. We are also subject to the risk of adverse claims and litigation alleging infringement of intellectual property rights. No assurances can be made that we will be successful in maintaining or renewing our contracts with our clients-customers. A significant portion of our contracts and agreements with

clients **customers** may be terminated by either party on short notice. Although we actively pursue the renewal of our contracts, we cannot assure that we will be able to renew these contracts or that the terms of the renewed contracts will be as favorable as the existing contracts. If we are unable to renew or replace these contracts, or if we renew on less favorable terms, we may suffer a material reduction in revenue and earnings. The loss or unavailability of any of our executive officers or other key personnel could have a material adverse effect on our business. We depend greatly on the efforts of our executive officers and other key employees to manage and exercise leadership over our operations. The loss or unavailability of any of our executive officers or other key employees could have a material adverse effect on our business operations. Additional impairments of our intangible and other long-lived assets, and changes in the estimated useful lives of intangible assets could have a material adverse impact on our results of operations and financial condition. Our long-lived assets, including our finite-lived intangible assets, are tested for impairment when circumstances indicate that the carrying amount may not be recoverable. A decrease in our market capitalization or profitability or unfavorable changes in market, economic and industry conditions would increase the risk of impairment. GAAP requires that we evaluate the useful lives of our intangible assets subject to amortization each reporting period. If the estimate of an intangible asset's remaining useful life is changed, the remaining carrying amount of the intangible asset is amortized prospectively over that revised remaining useful life. To the extent the revised useful life of an intangible asset is less than originally estimated, our future amortization expense will increase, which could have a material impact on our results of operations and financial condition. Improvements in operating results from expected savings in operating costs from workforce reductions and other cost saving and business improvement initiatives may not be realized, may take longer to be realized, or could be realized only for a limited period. Since January 2021, we have implemented a new strategic organizational structure and reduced our operating costs through headcount reductions and other steps to better position ourselves **for the recovery after the COVID-19 pandemic to deliver improved margins and cash flow from operations** and to continue service diversification and enhance **client-customer** value. These organizational changes resulted in restructuring charges and other cost-saving opportunities. However, to implement this or any other future cost savings or business improvement initiatives, we expect to incur additional expenses, which could adversely impact our financial results prior to the realization of the expected benefits associated with the initiatives. Due to numerous factors or future developments, we may not achieve cost reductions or other business improvements consistent with our expectations or the benefits may be delayed. These factors or future developments could include (i) the incurrence of higher than expected costs or delays in reassigning and retraining remaining employees or outsourcing or eliminating duties and functions of eliminated employees, (ii) unanticipated delays in discharging employees in eliminated positions as a result of regulatory or legal limitations on employee terminations in certain jurisdictions, (iii) actual savings differing from anticipated cost savings, (iv) anticipated benefits from business improvement initiatives not materializing and (v) disruptions to normal operations or other unintended adverse impacts resulting from the initiatives, including negatively impacting our ability to grow our business. We may also decide to reduce, suspend or terminate our cost-saving and business improvement initiatives at any time before achieving the estimated benefits or after a limited period of time. The elimination of current employees can also result in increased future costs in hiring, training and mobilizing new employees or rehires in the event of a future increase in demand for our services, resulting in a slower recovery of results from operations. Our initiatives may negatively affect our ability to retain and attract qualified personnel, who may experience uncertainty about their future roles with us. Economic, political and other risks associated with international operations could adversely affect our business. A portion of our operations are conducted and located outside the U. S., and accordingly, our business is subject to risks associated with doing business internationally, including changes in foreign currency exchange rates, instability in political or economic conditions, difficulty in repatriating cash proceeds, differing employee relations, differing regulatory environments, trade protection measures, and difficulty in administering and enforcing corporate policies which may be different than the normal business practices of local cultures. Further, the presence of our offices and operations throughout the world creates greater financial and operational risks due to the nature of our operations being conducted at various locations. Our international business operations may include projects in countries where corruption is prevalent. Although we have implemented and continue to enforce policies and procedures designed to ensure compliance with the U. S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act, as well as internal controls, policies and procedures, and employee training and compliance programs to deter prohibited practices more generally, there can be no assurance that all of our employees, contractors or agents, including those representing us in countries where practices which violate such anti-corruption laws may be customary, will not take actions in violation of, or circumventing, our policies and procedures. Any violation of foreign or U. S. laws by our employees, contractors or agents, even if such violation is prohibited by our policies and procedures, could have a material adverse effect on our results of operations, financial position or cash flows. Business acquisitions and divestitures entail risk for investors. From time to time, we seek growth through strategic acquisitions while also evaluating our portfolio for potential divestitures in specialty maintenance and specialty industrial services, including inspection, engineering assessment and mechanical services to complement, diversify or rationalize our existing business. We may also acquire other businesses that enhance our services or geographic scope and / or divest certain businesses or service offerings to rationalize our operations and take advantage of strategic opportunities. We may not be able to expand our market presence through acquisitions, and acquisitions may present unforeseen integration difficulties or costs. No assurances can be made that we will realize the cost savings, synergies or revenue enhancements that we may anticipate from any acquisition or divestiture, or that we will realize such benefits within the time frame that we expect. If we are not able to address the challenges associated with acquisitions and successfully integrate acquired businesses, or if our integrated product and service offerings fail to achieve market acceptance, or if we are not able to successfully separate divested operations, our business could be adversely affected. The transactions may also affect our share price or future financial results depending on the structure of such considerations. To the extent we issue stock or other rights to purchase stock, including options or other rights, existing shareholders may be diluted and earnings per share may decrease. In addition, acquisitions may result in the

incurrence of additional debt of the acquired businesses, or we may incur additional debt to finance such acquisitions. The price of our outstanding securities may be volatile. It is possible that in some future quarter (or quarters) our revenues, operating results or other measures of financial performance will not meet the expectations of investors, which could cause the price of our outstanding securities to decline or be volatile. Historically, our quarterly and annual sales and operating results have fluctuated. We expect fluctuations to continue in the future. In addition to general economic and political conditions, and in addition to the other factors identified under this Item 1A “ Risk Factors ”, the following factors may affect our sales and operating results: the timing of significant ~~client~~ **customer** orders, the timing of planned maintenance projects at ~~client~~ **customer** facilities, changes in competitive pricing, wide variations in profitability by product line, variations in operating expenses, rapid increases in raw material and labor costs, the timing of announcements or introductions of new products or services by us, our competitors or our respective ~~clients~~ **customers**, the acceptance of those services, our ability to adequately meet staffing requirements with qualified personnel, relative variations in manufacturing efficiencies and costs, and the relative strength or weakness of international markets. Since our quarterly and annual revenues and operating results vary, we believe that period- to- period comparisons are not necessarily meaningful and should not be relied upon as indicators of our future performance. Our business may be adversely impacted by work stoppages, staffing shortages and other labor matters. Although we believe that our relations with our employees are good and we have had no strikes or work stoppages, no assurances can be made that we will not experience these and other types of conflicts with labor unions, works councils, other groups representing employees, or our employees in general, or that any future negotiations with our labor unions will not result in significant increases in the cost of labor. We extend credit to ~~clients~~ **customers** for purchases of our services which subjects us to potential credit risk that could, if realized, adversely affect our financial condition, results of operations and cash flows. If we are unable to collect amounts owed to us, or retain amounts paid to us, our cash flows would be reduced and we could experience losses. We would also recognize losses with respect to any receivables that are impaired as a result of our ~~clients~~ **customers**’ financial difficulties or bankruptcies. The risk of loss may increase for capital projects where we provide services over a longer period of time. Credit losses could materially and adversely affect our financial condition, results of operations and cash flows. We may experience inflationary pressures in our operating costs and cost overruns on our projects. A small portion of our ~~clients~~ **customers** are serviced under fixed price contracts or contracts including a combination of fixed and variable elements, where we bear a portion of the risk for cost overruns. Under such contracts, prices are established in part on cost and scheduling estimates, which are based on a number of assumptions, including assumptions about future economic conditions, prices and availability of subcontractors, materials and other exigencies of our services. Our profitability for these contracts depends heavily on our ability to make accurate estimates. Inaccurate estimates, or changes in other circumstances, such as unanticipated technical problems, difficulties obtaining permits or approvals, changes in local laws or labor conditions, weather delays, cost of raw materials, trade disputes and tariffs, currency fluctuations, inflation pressures or our suppliers’ or subcontractors’ inability to perform could result in substantial losses, as such changes adversely affect the revenues and profitability recognized on each project. Current and future inflationary volatility driven by, among other things, supply chain disruptions and governmental stimulus or fiscal policies as well as geopolitical conflicts such as the ongoing military conflict between Russia and Ukraine **and in the Middle East**, and other geopolitical issues impacting global trade could further impact our ability to make accurate estimates, which could have an adverse impact on our business, cash flows and profitability. Increasing scrutiny and changing expectations from investors, customers and other market participants with respect to sustainability or environmental, social and governance (“ ESG ”) matters may impose additional costs on us or expose us to reputational or other risks. Companies across all industries and around the globe are facing increasing scrutiny relating to their ESG policies, initiatives and activities by investors, lenders, regulators, customers and other market participants. While we have policies and initiatives in place related to our ESG practices, the recent increased focus on ESG matters may impact our access to capital, as investors and lenders may reconsider their capital investment allocation as a result of their assessment of our ESG practices. Our ESG initiatives, intentions and expectations are subject to change and there can be no assurance that our ESG policies and procedures will continue. Further, regulatory requirements related to ESG continue to evolve and may increase our costs of compliance. If we do not adapt to or comply with investor or other stakeholder expectations and standards on ESG matters as they continue to evolve or if we are perceived to have not responded appropriately to the growing concern for ESG issues, regardless of whether there is a regulatory or legal requirement to do so, we may **be exposed to the risk of investigation, inquiry, or legal challenges or** suffer reputational damage. While we may create and publish voluntary disclosures regarding ESG matters from time to time, we could be criticized for the accuracy, adequacy or completeness of the disclosure related to our ESG- related practices and initiatives, commitments and goals, and progress ~~against~~ **toward** those goals. Certain statements in those voluntary disclosures are based on hypothetical expectations and assumptions that may not be representative of current or actual risks or events or forecasts of expected risks or events, including the costs associated therewith. Such expectations and assumptions are necessarily uncertain and may be prone to error or subject to misinterpretation given the long timelines involved and lack of an established, single approach to identifying, measuring and reporting on many ESG issues. If our ESG- related data, processes or reporting are incomplete or inaccurate, or if we fail to achieve progress with respect to our **ESG- related** goals ~~within the scope of ESG~~ on a timely basis, or at all, our reputation could be adversely affected. In addition, organizations that provide rating information to investors on ESG matters may assign unfavorable ratings to Team or our industries, which may lead to negative investor sentiment and the diversion of investment to other companies or industries, which could have a negative impact on our stock price and our costs of capital. To the extent ESG matters negatively impact our reputation, we may not be able to compete as effectively to recruit or retain employees, which may adversely affect our operations. Such ESG matters may also impact our customers, which may result in reduced demand for certain of our products and services. Risks Related to ~~Financing~~ global economic conditions, geopolitical events, widespread public health crises, epidemics and pandemics, and domestic and global inflationary pressures which may reduce the availability of liquidity and credit and, in many cases, reduce demand for our

customers-**clients**' products. Disruptions or volatility in these markets could also adversely affect our customers-**clients**' decisions to fund ongoing maintenance and new capital projects, resulting in contract cancellations or suspensions, capital project delays, repurposing of infrastructure, and infrastructure closures. These factors may also adversely affect our ability to collect payment for work we have previously performed. Such disruptions, should they occur, could have a material impact on our results of operations, financial position or cash flows. Our **revenues are heavily dependent on certain industries. Sales of our services are dependent on customers in certain industries, particularly the refining and petrochemical industries. As we have experienced in the past, and as we expect to occur in the future, downturns characterized by diminished demand for services in these industries as well as potential changes due to consolidation or changes in customer Business businesses or governmental regulations, could have a material impact on our results of operations, financial position or cash flows. Certain industries and customers have employees represented by unions and could be subject to temporary work stoppages which could impact our activity level. We sell our services in highly competitive markets, which can limit our ability to increase prices and maintain or increase the market are share subject of our services. Our competition generally stems from other outside service contractors, many of whom offer similar services. Future economic uncertainty could generally reduce demand for industrial services and thus create a more competitive bidding environment for new and existing work. No assurances can be made that we will continue to maintain our pricing model or increase our market share or profitability. Our ongoing investments in new customer markets involve significant risks, could disrupt associated with indebtedness under our credit facilities-current operations and may not produce the long-term benefits that we expect. Our ability to compete successfully in new customer markets depends on our ability to continue to deliver innovative, relevant and useful services to our customers in a timely manner. As a result, we have invested, and expect to continue to invest, resources in developing products and services to market to new customers. Such investments may not prioritize short-term financial results and may involve significant risks and uncertainties, including encountering new, well-established competitors. We may fail to generate sufficient revenue, operating margin or the other risk of failure value to justify our investments in such new customer markets, thereby harming our ability to generate revenue. We may not be able to maintain compliance with financial covenants, the NYSE's continued risk of being unable to make interest and principal payments when due and the risk of rising listing requirements interest rates. Additionally, our significant debt and high leverage rules, and the NYSE may delist our common stock, which could have negatively affect the Company, the price of our common stock and our shareholders' ability to sell our common stock. The NYSE has several listing requirements set forth in the NYSE Listed Company Manual. Section 802.01B of the NYSE Listed Company Manual requires that either our average global market capitalization (inclusive of common and preferred equity) or our total shareholders' equity exceed \$ 50.0 million. On March 14, 2024, the Company received a negative written notice (the "Written Notice") from the NYSE that the Company was not in compliance with the continued listing standards set forth in Rule 802.01B of the NYSE Listed Company Manual because its average global market capitalization over a consecutive 30 trading-day period was less than \$ 50.0 million and, at the same time, its last reported shareholders' equity was less than \$ 50.0 million. As required by the NYSE, the Company timely notified the NYSE of its intent to cure the deficiency and restore its compliance with the NYSE continued listing standards. On April 29, 2024, in accordance with applicable NYSE procedures, the Company submitted a plan (the "Plan") advising the NYSE of the definitive actions the Company has taken, and is taking, that would bring it into compliance with the minimum global market capitalization listing standard within 12 months of receipt of the Written Notice. The NYSE accepted the Plan, and the Company's common stock continued to be listed and traded on the NYSE during the 12-month period beginning March 14, 2024, subject to the Company's compliance with other NYSE continued listing standards and continued periodic review by the NYSE of the Company's progress with respect to the Plan. The Written Notice had no immediate impact on our financing options-the listing of the Company's common stock, which continued to trade on the NYSE during the applicable cure period and did not result in liquidity position. We have a significant amount of default under the Company's material debt as discussed below, and our overall leverage and the other agreements. On March 14, 2025 terms of our financing arrangements could: • limit our ability to obtain additional financing in the future for working capital- 2025 capital expenditures-, we received notice to fund growth or for general corporate purposes; • make it more difficult for us to satisfy the terms of our debt obligations; • make it more difficult for us to manage increases in interest rates; • limit our ability to refinance our existing debt on terms acceptable to us, or at all; • require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt, thereby limiting the availability of our cash flow to fund future investments, capital expenditures, working capital, business activities and other-- the NYSE general corporate requirements; and • subject us to higher levels of indebtedness than that our competitors, which may cause a competitive disadvantage and may reduce our flexibility in responding to increased competition. Our ability to meet expenses and debt service obligations will depend on our future performance, which will be affected by financial, business, economic and other factors. If we had regained do not generate enough cash to pay our debt service obligations, we may be required to refinance all or part of our debt, sell assets, borrow more money or raise additional equity capital. Disclosure of our debt appears under Item 7—Liquidity and Capital Resources, Note 1—Summary of Significant Accounting Policies and Practice, and Note 11—Debt. Our ability to maintain compliance with the NYSE listing standards financial covenants pursuant to the debt instruments we are party to is dependent upon our future operating performance and future financial condition, both of which are subject to various risks and uncertainties. Additionally, these risks and uncertainties 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 2022 ABL Credit 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. We rely primarily on cash flows from our operations to make required interest and principal payments on our debt. If we are unable to generate sufficient**

cash flows from our operations, we may be unable to pay interest and principal obligations on our debt when they become due. Failure to comply with these obligations or failure to comply with the financial covenants discussed above could result in an event of default, which would permit our lenders to accelerate the repayment of the debt. If our lenders accelerate the repayment of debt, there **There** is no assurance that we **will remain in compliance with Section 802. 01B or other NYSE continued listing standards in the future. If we are unable to list our common stock on an alternate exchange, a delisting of our common stock from the NYSE could negatively impact** refinance such debt on terms favorable to us **by, among other things, reducing the liquidity and market price of or our common stock; reducing the number** at all. Our largest shareholder (Corre and certain of **investors willing to hold** its affiliates) owns a meaningful percentage of our **or** outstanding equity securities **acquire our common stock**, which could **limit the negatively impact our** ability of other shareholders to **raise equity financing; limiting** influence corporate matters. Our largest shareholder beneficially owned approximately 39.8% of the total voting power held by shareholders of our **ability to** outstanding common stock as of March 5, 2024 (including common stock issued **issue pursuant to additional securities or obtain additional financing in** the common stock subscription agreement **future; decreasing the amount of news and analyst coverage of us; and causing us reputational harm** with **investors** certain Corre holders and shares issuable upon exercise, subject to beneficial ownership limitation, of certain Warrants, as defined below, held by our **employees** largest shareholder in each case). As a result, this shareholder may be able to exert influence over our affairs and **parties conducting business** policies. This concentrated ownership could limit the ability of the remaining shareholders to influence corporate matters, and the interests of the large shareholder may not coincide with **us** our interests or the interests of the remaining shareholders. The concentration of ownership may also have the effect of delaying, preventing or deterring a change of control.

Risks Related to Information Systems Our business and operations could suffer in the event of computer system failures, cyber- attacks or deficiencies in our cyber- security or those of third- party providers. In the ordinary course of our business, we continue to increase dependencies on digital technologies to conduct our business. Sensitive data is also transmitted on our networks and systems, including our intellectual property and proprietary information that is confidential to the business, to our customers and our business partners. We have also outsourced significant elements of our information technology infrastructure and, as a result, third parties may or could have access to our confidential information. The secure maintenance of this information is critical to our business and reputation. Despite the implementation of security measures, our internal computer systems, and those of third parties on which we rely, are vulnerable to damage from computer viruses, malware, ransomware, cyber fraud, natural disasters, terrorism, war, telecommunication and electrical failures, cyber-attacks or cyber- intrusions over the Internet, attachments to emails, persons inside our organization, or persons with access to systems inside our organization. The risk of a security breach or disruption, particularly through cyber- attacks or cyber intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, encrypted, lost or stolen. Any such access, inappropriate disclosure of confidential or proprietary information or other loss of information, including our data being breached at third- party providers, could result in legal claims or proceedings, liability or financial loss under laws that protect the privacy of personal information, disruption of our operations with increases in costs and decline in revenues, damage to intellectual property or our product development programs and damage to our reputation, which could adversely affect our business. Furthermore, we and our third- party providers rely on electronic communications and information systems to conduct our operations. We and our third- party providers have been, and may continue to be, targeted by parties using fraudulent e-mails and other communications in attempts to misappropriate bank account information, passwords, or other personal information or to introduce viruses or other malware to our information systems. Interruptions in the proper functioning of our information systems could disrupt operations and cause increases in costs and / or decreases in revenues. The proper functioning of our information systems is critical to the successful operation of our business. Although our information systems are protected through physical and software safeguards, our information systems are still vulnerable to natural disasters, power losses, telecommunication failures and other problems. If critical information systems fail or are otherwise unavailable, our business operations could be adversely affected.

Risks Related to Regulations Unanticipated fluctuations in our effective tax rate and our tax obligations, changes in legislation or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our financial results. We are subject to taxes in the U. S. and in various foreign jurisdictions. Significant judgment is required in determining our worldwide income tax provision, which includes assessing the restrictions on tax credits, offset gains or repatriation of cash proceeds, tax assets and accruals for other taxes. There are many transactions and calculations where the ultimate tax determination is uncertain. Our future effective income tax rates could be subject to volatility or adversely affected by our profit levels, changes in our business, reorganization of our business and operating structure, changes in the mix of earnings in countries with differing statutory tax rates, changes in the elections we make or changes in the valuation allowance for deferred tax assets, as well as other factors. The Organization for Economic Co-operation and Development (the “ OECD ”), an international association comprised of 38 countries, including the United States, has issued proposals that change long- standing tax principles including on a global minimum tax initiative. On December 12, 2022, the European Union member states agreed to implement the OECD’ s Base Erosion and Profit Shifting (BEPS) 2. 0 Pillar Two global corporate minimum tax rate of 15 % on companies with revenues over a specific threshold, which **would was scheduled to** go into effect in 2024. To date, various jurisdictions have enacted, or are in the process of enacting, legislation on these rules, and the OECD continues to release additional guidance. While it is uncertain whether the U. S. will enact legislation to adopt the minimum tax directive, certain countries in which we operate have adopted legislation, and other countries are in the process of introducing legislation to implement the minimum tax directive. Further, the OECD issued administrative guidance providing transition and safe harbor rules that could delay the impact of the minimum tax directive. We will continue to monitor the implementation of these rules by the countries in which we operate. Our future effective tax rates could also be

adversely affected by changes in tax laws, both domestically and internationally, or the interpretation of application thereof. From time to time, the U. S. Congress and foreign, state and local governments consider legislation that could increase our effective tax rate. We cannot determine whether, or in what form, other future tax legislation will ultimately be enacted or what impact any such legislation could have on our profitability. We are also currently subject to audit in various jurisdictions, and these jurisdictions may assess additional income or other tax liabilities against us. Developments in an audit, litigation, or relevant laws, regulations, administrative practices, principles, and interpretations could have a material effect on our operating results or cash flows in the period or periods for which that development occurs, as well as for prior and subsequent periods. Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited. ~~On February 2, 2022, we entered into a Section 382 Rights Agreement (the “Section 382 Rights Agreement”) with Computershare Trust Company, N.A., as rights agent, to facilitate our ability to preserve our net operating losses and certain other tax attributes.~~ Our ability to use our net operating losses and other tax attributes would be substantially limited if we experience an “ownership change,” as such term is defined in Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”). A company generally experiences an ownership change if the percentage of the value of its stock owned by certain “5- percent shareholders,” as such term is defined in Section 382 of the Code, increases by more than 50 percentage points over a rolling three- year period. Similar rules may apply under state tax laws. Our ability to use net operating losses to reduce future taxable income and liabilities may also be subject to annual limitations as a result of prior ownership changes and ownership changes that may occur in the future. ~~The Section 382 Rights Agreement is intended to reduce the likelihood of an ownership change under Section 382 of the Code by deterring any Person (as such term is defined in the Section 382 Rights Agreement) or group of affiliated or associated Persons from acquiring beneficial ownership of 4.9% or more of our outstanding common shares.~~ Notwithstanding the foregoing, ~~even if the Section 382 Rights Agreement deters an ownership change,~~ it is possible that we will not generate taxable income in time to use such net operating losses before their expiration, or at all. Our operations and properties are subject to extensive environmental, health and safety regulations. We are subject to a variety of U. S. federal, state, local and international laws and regulations relating to the environment and worker health and safety, among other things. These laws and regulations are complex, change frequently, are becoming increasingly stringent, and can impose substantial sanctions for violations or require operational changes that may limit our services. We must conform our operations to comply with applicable regulatory requirements and adapt to changes in such requirements in all locations in which we operate. These requirements can be expected to increase the overall costs of providing our services over time. Some of our services involve handling or monitoring highly regulated materials, including volatile organic compounds or hazardous wastes. Environmental laws and regulations generally impose limitations and standards for the characterization, handling, disposal, discharge or emission of regulated materials and require us to obtain permits and comply with various other requirements. The improper characterization, handling, or disposal of regulated materials or any other failure by us to comply with increasingly complex and strictly- enforced federal, state, local, and international environmental, health and safety laws and regulations or associated permits could subject us to the assessment of administrative, civil and / or criminal penalties, the imposition of investigatory or remedial obligations or capital expenditure requirements, or the issuance of injunctions that could restrict or prevent our ability to operate our business and complete contracted services. A defect in our services or faulty workmanship could result in an environmental liability if, as a result of the defect or faulty workmanship, a contaminant is released into the environment. In addition, the modification or interpretation of existing environmental, health and safety laws or regulations, the more vigorous enforcement of existing laws or regulations, or the adoption of new laws or regulations may also negatively impact industries in which our **clients customers** operate, which in turn could have a negative impact on us. Our business is subject to risks arising from climate change, including climate change legislation or regulations restricting emissions of “greenhouse gases,” changes in consumer preferences and technology and physical impacts of climate change, all of which could have a negative impact on our business and results of operations. There has been an increased focus ~~in the last several years~~ on climate change in response to findings that emissions of carbon dioxide, methane and other greenhouse gases present an endangerment to public health and the environment. As a result, there have been a variety of regulatory developments, proposals or requirements and legislative initiatives that have been introduced in the U. S. and other parts of the world that are focused on restricting the emission of greenhouse gases and enhancing greenhouse gas emissions disclosure requirements, including ~~the SEC’s proposed rule on climate change disclosure,~~ increased fuel efficiency standards, carbon taxes or cap and trade systems, restrictive permitting and incentives for renewable energy. ~~The current Presidential administration is actively pursuing its policy goals of addressing global climate change through significant economy- wide reductions in greenhouse gases and transitioning from carbon- based energy sources.~~ The adoption of new or more stringent legislation or regulatory programs limiting greenhouse gas emissions from **clients customers**, particularly those in refining and petrochemical industries, for whom we provide inspection, repair and maintenance services, or reducing the demand for those **clients customers**’ products, could in turn affect demand for our products and services. Similarly, changing consumer preferences for goods or services relating to alternative sources of energy or emissions reductions and technological advances in fuel economy and energy generation devices or other technological advances could materially affect our **clients customers**, which in turn could negatively impact demand for our services and adversely affect our results of operations, financial condition, and liquidity. Additionally, some of our **clients customers** are modifying their plants and facilities and may adopt new technology in efforts to ~~better~~ align their operations and products with **the** energy transition ~~issues~~, but there is no assurance that such modified facilities or technological advancements will require the same level of services and products that we currently provide. In addition, our manufacturing centers use electricity generated by burning fossil fuels, which releases carbon dioxide. Increased energy or compliance costs and expenses as a result of any increased legal or regulatory requirements to limit and / or track greenhouse gas emissions may cause disruptions in, or an increase in the costs associated with, the manufacturing and distribution of our products. Scientists have concluded that increasing greenhouse gas concentrations in the atmosphere may produce physical effects of climate change, such as increased

severity and frequency of storms, droughts, floods and other climate events. Such climate events have the potential to adversely affect our operations or those of our ~~clients~~ **customers** or suppliers, including by damaging our manufacturing facilities, disrupting our supply chain and causing our suppliers to incur significant costs in responding to such impacts, which in turn could have a negative effect on us, including by adversely impacting our results of operations, financial condition and cash flows. Such events, if increasing in their severity and frequency, may also adversely affect our ability to insure against the risks associated with such events, thus leading to greater financial risk for us in the conduct of our operations against the backdrop of such events. We are subject to privacy and data security / protection laws in the jurisdictions in which we operate and may be exposed to substantial costs and liabilities associated with such laws and regulations. The regulatory environment surrounding information security and privacy is increasingly demanding, with frequent imposition of new and changing requirements. Compliance with changes in privacy and information security laws and standards may result in significant expense due to increased investment in technology and the development of new operational processes, which could have a material adverse effect on our financial condition and results of operations. In addition, the payment of potentially significant fines or penalties in the event of a breach or other privacy and information security laws, as well as the negative publicity associated with such a breach, could damage our reputation and adversely impact demand for our services and ~~client~~ **customer** relationships. Risks Related to Legal Liability Our insurance coverage will not fully indemnify us against certain claims or losses. Further, our insurance has limits and exclusions and not all losses or claims are insured. We perform services in hazardous environments on or around high- pressure, high temperature systems and our employees are exposed to a number of hazards, including exposure to hazardous materials, explosion hazards and fire hazards. Incidents that occur at these large industrial facilities or systems, regardless of fault, may be catastrophic and adversely impact our employees and third parties by causing serious personal injury, loss of life, damage to property or the environment, and interruption of operations. We maintain limited insurance coverage against these and other risks associated with our business. Our contracts typically require us to name a ~~client~~ **customer** as an additional insured under our insurance policies and indemnify our ~~clients~~ **customers** for injury, damage or loss arising out of our presence at our ~~clients~~ **customers**' location, regardless of fault, or the performance of our services and provide for warranties for materials and workmanship. We maintain a \$ 6 . 0 million retention for indemnity coverage. This insurance may not protect us against liability for certain events, including events involving pollution, product or professional liability, losses resulting from business interruption or acts of terrorism or damages from our breach of contract. We cannot assure you that our insurance will be adequate in risk coverage or policy limits to cover all losses or liabilities that we may incur. Moreover, in the future, due to evolving market conditions, our higher risk profile due to the nature of our operations and claims history, and expected impact on pricing, we cannot assure that we will be able to maintain insurance at levels of risk coverage or policy limits that we deem adequate. Any future damages caused by our products or services that are not covered by insurance or are in excess of policy limits could have a material adverse effect on our results of operations, financial position or cash flows. We are involved and are likely to continue to be involved in legal proceedings or governmental or regulatory inquiries, which will increase our costs and, if adversely determined, could have a material effect on our results of operations, financial position or cash flows. We are currently a defendant in legal proceedings arising from the operation of our business and it is reasonable to expect that we will be named in future actions. Most of the legal proceedings against us arise out of the normal course of performing services at ~~client~~ **customer** facilities, and include claims for workers' compensation, personal injury and property damage . ~~We have also received notices from certain foreign government appointed administrative authorities stating noncompliance with the requirements of pandemic- related funding assistance programs we participated in related to the payment of a portion of employee wages, which may be required to be repaid.~~ Legal proceedings can be expensive to defend and can divert the attention of management and other personnel for significant periods of time, regardless of the ultimate outcome. An unsuccessful defense of a liability claim could have an adverse effect on our business, results of operations, financial position or cash flows.