

**CORE LABORATORIES INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**1. Director Qualification Standards; Retirement; Resignation**

The Board of Directors (the “**Board**”) of Core Laboratories Inc. (the “**Company**”) will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (the “**NYSE**”). The Nominating Committee is responsible for identifying and attracting individuals qualified to become directors, recommending to the Board candidates for election or appointment to the Board and establishing and recommending to the Board criteria for selecting new directors. When identifying candidates to join the Board, the Nominating Committee may consider, among other factors: (i) an individual's reputation, integrity and independence; (ii) skills and business, government or other professional acumen, bearing in mind the overall composition of the Board and the current state of the Company and the industry generally at the time of determination and experience in the context of the needs of the Board; and (iv) the number of other public companies for which the person serves as a director and the availability of the person’s time and commitment to the Company.

The Board is divided into three classes. The number of directors that constitutes the full Board of Directors shall be fixed by the Board, but in no event shall it be less than one. Directors shall serve on the Board for a term of three years and shall, upon the expiration of a three-year term, be eligible for nomination for successive three-year terms. The Company does not impose term limits on a director’s service. The only restriction on tenure is a mandatory retirement policy, which applies uniformly to all directors. Subject to waivers or extensions that may be granted by the Board in exceptional circumstances, a director must retire from the Board prior to the next annual meeting following his or her 77<sup>th</sup> birthday. This approach ensures that experienced directors may continue to contribute their knowledge and insight to the Company, while also allowing the Board flexibility to balance continuity with renewal.

As an alternative to term limits, the Nominating Committee oversees an annual assessment of the performance of the Board and each committee of the Board. Additionally, the Nominating Committee is responsible for reviewing the advisability or need for any change in the number and composition of directors on the Board no less than annually.

The Board has a mandatory resignation policy for directors in uncontested elections. Each director nominee who is running unopposed must submit to the Board an irrevocable resignation letter as a condition to being nominated. That letter is deemed tendered as of the date of the certification of the election results for each director who fails to achieve a greater number of votes “for” his or her election than votes “withheld” from such election. Such resignation shall only be effective upon acceptance by the Board. The Nominating Committee will review the circumstances surrounding the election and recommend to the Board whether to accept or reject the resignation or take other appropriate action. The Board will act on the Nominating Committee’s recommendation, considering all factors that the Board believes to be relevant, and will publicly disclose its decision and the rationale behind it within ninety (90) days from the date of certification of the election results. The resignation, if accepted by the Board, will be effective at the time of the Board’s determination to accept the resignation.

## **2. Director Responsibilities**

The duty of each director is to exercise supervision over the management's conduct of affairs and over the general course of business in the Company and the business enterprise connected with it. In discharging their duties, each director shall have regard for the interests of the Company and the business enterprise connected with it.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and to meet as frequently as necessary to properly discharge their fiduciary duties and responsibilities. Attendance at Board and committee meetings shall be considered by the Nominating Committee in assessing each director's performance.

The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to consider this issue each time it appoints a new Chief Executive Officer.

The independent directors of the Board will meet in executive session at each regularly scheduled Board meeting. The presiding director will be the Chair of the Audit Committee.

The Board believes that the management speaks for the Company. As such, it is not expected that individual directors will meet or otherwise communicate with shareholders, research analysts, vendors, the press or other external constituencies on behalf of the Company, unless such communication (i) is requested by the Chairman of the Board, the Chief Executive Officer or the full Board or (ii) is required to discharge the director's duties as set forth in committee charters.

## **3. Board Committees**

The Board has an Audit Committee, a Compensation Committee and a Nominating Committee. All of the members of these committees are independent directors under the criteria established by the NYSE and applicable U.S. laws. Committee members will be appointed by the Board in accordance with criteria as may be established by the NYSE and applicable U.S. laws from time to time, with consideration given to the desires of individual directors.

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as committee structure and operations. The charters will also provide that each committee will annually evaluate its performance.

The Board may, from time to time, establish or maintain additional committees as it sees fit.

## **4. Director Access to Independent Advisors**

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of Company management in advance.

## **5. Director Compensation**

The Compensation Committee will make a recommendation to the Board regarding the form and amount of non-employee director compensation in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of non-employee director compensation.

## **6. Chief Executive Officer and Other Named Executive Officer Evaluation and Management Succession**

The Compensation Committee will annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and the other Named Executive Officers of the Company, evaluate the performance of the Chief Executive Officer and the other Named Executive Officers in light of those goals and objectives, and approve the compensation of the Chief Executive Officer and other Named Executive Officers based on this evaluation. The Nominating Committee will supervise the Company's policy regarding selection criteria and appointment procedures for the Chief Executive Officer.

## **7. Annual Performance Evaluation of the Board and Committees of the Board**

The Nominating Committee will oversee an annual assessment of the performance of the Board and each committee of the Board.

## **8. Director Orientation and Continuing Education**

All new directors must participate in an orientation program, which should be conducted within two months of the annual meeting at which new directors are elected. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers, and its internal and independent external auditors.

The Company is committed to continuing director education and will periodically allocate Board meeting time to receive information and updates on corporate governance issues, and legal and regulatory changes.

## **9. Communications with Directors**

Shareholders and interested parties may contact any director or any committee of the Board by writing them at:

Mark D. Tattoli, Senior Vice President, Secretary and General Counsel  
6316 Windfern Road  
Houston, Texas 77040

Correspondence addressed to the Board, any committee of the Board, or any individual member of the Board and sent in care of the Company's offices will be forwarded to the addressee. Comments or complaints relating to the Company's accounting, internal controls or audit matters should be referred to members of the Audit Committee. The Board has authorized the General Counsel of the

Company, acting in his capacity as corporate secretary, to organize and sort all communications of the nature described under this Paragraph 9 received by the Company.