

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

**1. Director Qualification Standards**

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 and Governance 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 potential new Directors, the Nominating and Governance Committee may consider, among other factors: an individual's reputation, integrity and independence; skills and business, government or other professional acumen, bearing in mind the 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 the number of other public companies for which the person serves as 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 Board of Directors shall be fixed by the Board, but in no event shall be less than one Director. Directors shall serve on the Board for a term of three years and shall, upon the termination of a three year term, be eligible for nomination for an additional term of three years. There is no limitation on the number of terms for which a Director may serve on the Board. As an alternative to term limits, the Nominating and Governance Committee will oversee an annual assessment of the performance of each Director. Additionally, the Nominating and Governance Committee is responsible for annually reviewing the advisability or need for any change in the number and composition of the Board.

**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 meet as frequently as necessary to properly discharge their responsibilities. Attendance at Board and committee meetings shall be considered by the Nominating and Governance 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 make a determination regarding this issue each time it elects a new Chief Executive Officer.

The independent Directors 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 his/her duties as set forth in committee charters.

### **3. Board Committees**

The Board has an Audit Committee, a Compensation Committee and a Nominating and Governance 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 nonemployee Director compensation in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of nonemployee Director compensation.

### **6. Chief 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, evaluate the performance of the Chief Executive Officer in light of those goals and objectives and approve the compensation of the Chief Executive Officer based on this evaluation. The Nominating and Governance 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**

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

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

All new Directors must participate in an orientation program ("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 auditors.

The Company is also 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 to any committee of the Board by writing them at:

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

Any correspondence addressed to the Board, to any Board committee, to the presiding Director of the executive sessions or to any one of the Directors care of the Company's offices will be forwarded to the addressee. Comments or complaints relating to the company's accounting, internal accounting controls or auditing matters should be referred to members of the Audit Committee. The Board has authorized the Secretary to organize and sort all communications of the nature described under this Paragraph 9 received by the Company.