

**TETRA TECHNOLOGIES, INC.**  
**BOARD OF DIRECTORS**  
**MANAGEMENT AND COMPENSATION COMMITTEE**

**CHARTER**

This Charter documents the composition, duties and responsibilities of the Management and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”). This Charter has been adopted by the Board.

**COMPOSITION**

The Committee shall be appointed by the Board and shall be comprised of not fewer than three Directors, each of whom (1) is a “non-employee director” for purposes of Rule 16b-3 of the Securities and Exchange Act of 1934, as amended, (2) satisfies the requirements of an “outside director” for purposes of Rule 162(m) of the Internal Revenue Code, and (3) is “independent” as defined by the listing standards of the New York Stock Exchange (the “NYSE”). The Chairman of the Committee shall be appointed by the Board. Members of the Committee may be removed by the Board at any time. The Committee may designate a subcommittee consisting of at least one member of the Committee and delegate authority to such subcommittee, as appropriate.

**RESPONSIBILITIES AND DUTIES**

The primary function of the Committee is to discharge the responsibilities of the Board relating to compensation of the Company’s chief executive officer and other elected officers and advise the Board on the Company’s compensation philosophy, programs and objectives. The Committee may establish policies and procedures governing the Committee’s exercise of its authority and performance of its duties and responsibilities. The Committee’s primary function includes the following responsibilities and duties.

1. Establishing a compensation philosophy designed to support the Company’s overall business strategy and objectives. The Committee shall establish a compensation strategy designed to attract and retain executive talent, motivate executive officers to improve their performance and the financial performance of the Company, and otherwise implement the Company’s compensation philosophy. The Committee shall have the authority to determine the forms and amount of compensation appropriate to achieve the strategic objectives of the Company’s compensation philosophy including, salary, bonus, incentive or performance-based compensation, and equity awards. The Committee shall review the Company’s compensation philosophy and the Committee’s strategies at least annually to determine that each support the Company’s objectives and stockholders’ interests.

2. Reviewing and annually establishing annual and long-term performance goals and objectives for the Company's chief executive officer and other elected officers intended to support the Company's compensation philosophy and the Committee's compensation strategies. In determining such goals and objectives and the performance-based component of the compensation of the chief executive officer and other elected officers, the Committee may consider (i) the Company's performance and relative shareholder return; (ii) the value of similar incentive awards to such officers at comparable companies; (iii) the awards given to such officers in previous years; and (iv) such officer's overall compensation and such other factors as the Committee may determine appropriate.
3. Evaluating annually the performance of the Company's chief executive officer and other elected officers in light of the approved performance goals and objectives relevant to each officer's compensation and the compensation strategies established by the Committee. The review will include a continuing evaluation of his/her understanding of the Company business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.
4. Reviewing and approving annually the compensation of the chief executive officer and other elected officers based on their performance evaluations. The Committee shall make and annually review decisions regarding (i) the chief executive officer's salary and the salary paid to the other elected officers; (ii) the extent to which any performance-based bonus awards were earned; (iii) the bonus opportunities, including long-term incentive opportunities, for the chief executive officer and other elected officers for the next fiscal year and future periods; and (iv) any other matter relating to the compensation of the chief executive officer or other elected officers that the Committee considers appropriate.
5. The Committee shall review at least annually all equity-based compensation plans and arrangements, and the number of shares remaining available for issuance under those plans and arrangements, and make recommendations to the Board regarding the need to amend existing plans or adopt new plans for the purposes of implementing the Committee's strategy regarding long-term and equity-based compensation. The Committee shall have all of the authority of the Board of Directors to administer the Company's equity compensation plans.
6. Reviewing at least annually all components of compensation paid to or available to the chief executive officer and elected officers which shall include, without limitation, salary, bonuses (both performance-based and otherwise), long-term incentive compensation, perquisites and other personal benefits, and retirement plans and benefits to determine the appropriateness of each component in light of the Company's

compensation philosophy and the Committee's compensation strategies and to ensure that the Committee's compensation strategy supports the Company's objectives.

7. Granting awards under and otherwise administering all the Company's stock option and other equity compensation plans. The Committee shall have the authority to approve the forms of agreements evidencing such grants and to interpret and amend such agreements within the terms of the plans.
8. Reviewing and approving all employment, severance, change of control or other compensation agreements or arrangements to be entered into or otherwise established between the Company and the chief executive officer or any other elected officer and any proposed amendments or renewals thereof. The Committee shall review any such existing agreements and arrangements with the chief executive officer and elected officers at least annually and recommend to the Board any amendments thereto that the Committee deems appropriate.
9. Reviewing and discussing with management the Company's annual Compensation Disclosure and Analysis for inclusion in the Company's annual proxy statement or Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission. Based upon such review and discussion of the Compensation Disclosure and Analysis, the Committee shall make a recommendation to the Board as to whether the Compensation Disclosure and Analysis should be included in the Company's annual proxy statement or Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission.
10. Producing the Committee's annual compensation committee report for inclusion in the Company's annual proxy statement or Form 10-K that complies with the rules and regulations of the Securities and Exchange Commission, the NYSE and any other applicable rules and regulations.
11. Annually assessing the adequacy of this Charter and recommending any proposed changes to the Board.
12. Conducting an annual performance self-evaluation of the Committee and presenting the results of such self-evaluation to the Board.
13. Making regular reports to the Board, as often as the Committee deems appropriate, in executing its responsibilities under this Charter.
14. Retaining, in the Committee's discretion, the services of a compensation consultant to advise and assist the Committee in the performance of its functions. Any compensation consultant retained by the Committee or

that provides advice or information to the Committee shall be independent of management and shall perform no other services for the Company unless such services are approved and overseen by the Committee. The Committee shall have sole authority to determine the consultant's fees and the other terms of retention, and to terminate its services. The Committee also may, in its discretion, retain the services of legal counsel and other advisors of its choosing to assist the Committee in the performance of its functions. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultant, legal counsel or other advisor retained by the Committee pursuant to this Charter.

15. Any other duties assigned to the Committee by the Board from time to time, including any duties set forth in the Company's Corporate Governance Guidelines.

### **MEETINGS AND PROCEDURES**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities and duties, which shall be not less than two times per year. Except as otherwise provided in this Charter, the Company's Corporate Governance Guidelines, the Company's certificate of incorporation or bylaws, or applicable law, the Committee shall determine its own rules of procedure.