

**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.

**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. This includes the following responsibilities and duties.

1. Establishing annual and long-term performance goals and objectives for the Company’s chief executive officer and other elected officers. In determining the long-term incentive 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; and (iii) the awards given to such officers in previous years.
2. Evaluating the performance of the Company’s chief executive officer and other elected officers in light of the approved performance goals and objectives. 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.
3. Setting the compensation level of the chief executive officer and other elected officers based on their performance evaluations. The Committee may employ a consultant to assist in the evaluation of such compensation

levels, and has sole authority to approve the fees and other terms of retention with respect to such consultant.

4. Making recommendations to the Board with respect to incentive based compensation plans and equity based plans.
5. Granting awards under and otherwise administering all the Company's stock option and other equity based plans.
6. Reviewing any employment, severance or other compensation agreements to be entered into between the Company and the chief executive officer or any other elected officer.
7. Producing an annual report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission, the NYSE and any other applicable rules and regulations.
8. Periodically assess the adequacy of this Charter and recommend any proposed changes to the Board.
9. Conducting an annual performance self-evaluation of the Committee.
10. Making regular reports to the Board, as often as the Committee deems appropriate in executing its responsibilities under this Charter.
11. Periodically reviewing and discussing the level and form of compensation to the Company's director and making recommendations with regard thereto to the Board.
12. 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.