

TETRA TECHNOLOGIES, INC.
BOARD OF DIRECTORS
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

This Charter documents the composition, duties and responsibilities of the Nominating and Corporate Governance 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 non-employee Directors who are independent (as defined by the listing standards of the New York Stock Exchange). The Chairman of the Committee shall be appointed by the Board. Members of the Committee may be removed by the Board at any time.

PRIMARY RESPONSIBILITIES AND DUTIES

The Primary functions of the Committee are:

1. To establish criteria for Board membership, subject to approval of the full Board.
2. To identify individuals qualified to become Directors, consistent with criteria approved by the Board, and recommend to the Board nominees to be proposed by the Board for election as Directors at the next annual meeting of shareholders, and any Director nominees to be elected by the Board itself.
3. To recommend to the Board each year Directors for membership on the various Board committees. In preparing these recommendations, the Chairman of the Committee will consult with the Chairman of the Board and the President and Chief Executive Officer.
4. To take a leadership role in shaping matters of corporate governance.
5. To conduct an annual performance self-evaluation of the Committee.

The Committee’s corporate governance related matters include:

1. Making recommendations to the Board regarding the responsibilities, organization, membership and operations of all Board committees.
2. Developing and recommending to the full Board corporate governance principles and guidelines and required codes of ethics and business conduct.
3. Overseeing the evaluation of the Board and management.

The Committee shall keep the full Board informed of the results of its periodic reviews, as appropriate.

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.