

CSI COMPRESSCO LP

CSI COMPRESSCO GP INC. CORPORATE GOVERNANCE GUIDELINES (Adopted as of February 15, 2016)

The Board of Directors (the “*Board*”) of CSI Compressco GP Inc. (the “*General Partner*”), the general partner of CSI Compressco LP (the “*Partnership*” and, together with its subsidiaries and the General Partner, the “*Partnership Group*”), has adopted the following Corporate Governance Guidelines (these “*Guidelines*”) to emphasize the Board’s strong commitment to good governance practices.

Because the Partnership is a limited partnership, it is governed by a limited partnership agreement under Delaware state law. The First Amended and Restated Agreement of Limited Partnership of the Partnership (as may be amended from time to time, the “*Partnership Agreement*”), to which all limited partners (“*unitholders*”) are parties, sets forth the rights of the unitholders. Under the Partnership Agreement, the unitholders do not participate in the management of the Partnership, nor in the selection or election of the Board of the General Partner. The General Partner shall conduct, direct and manage all activities of the Partnership and all management powers over the business and affairs of the Partnership shall be exclusively vested in the General Partner. The basic charter documents for the General Partner are its Certificate of Incorporation and Second Amended and Restated Bylaws (the “*Bylaws*”) (as may be amended from time to time, the “*Charter Documents*”). Pursuant to these documents and the Partnership Agreement, the corporate governance of the General Partner is, in effect, the corporate governance of the Partnership.

The NASDAQ Stock Market LLC (“*NASDAQ*”) has recognized the distinctive characteristics of limited partnerships in the application of its listing standards regarding corporate governance. For example, the Partnership is excluded from the requirements of the NASDAQ Listing Rules that there be a majority of independent directors on the Board and that the Board have nominating/corporate governance and compensation committees.

In light of the foregoing, the Board has adopted these Guidelines, which, along with the Partnership Agreement, the Bylaws, the charters of the Board’s committees and other written governance policies of the Partnership Group are designed to provide a framework for the functioning of the Board and its committees. To the extent these Guidelines conflict with the Partnership Agreement or the Charter Documents, the provisions contained in such other documents shall govern.

I. The Board of Directors

A. *Size of Board*

The number of directors that constitutes the Board shall be fixed from time to time pursuant to the Charter Documents.

B. Qualification Standards

While the Board recognizes that directors who do not meet applicable independence standards also make valuable contributions to the Board and the Partnership Group by reason of their experience and wisdom, the Board will have at least three (3) directors who are “Independent Directors” as defined by the listing requirements of the NASDAQ. Each year, the Board will review the relationships between the Partnership Group and each director and will then determine which directors satisfy the applicable independence standards.

In accordance with the Bylaws, (i) the sole stockholder of the General Partner is responsible for electing the Board of the General Partner annually, taking into account input from the Board and (ii) the Board is responsible for filling vacancies on the Board that may occur. Invitations to new members to join the Board should be extended by the Board itself or by the Chairman of the Board. In the event that a vacancy on the Board arises, the Board shall seek and identify qualified director candidates, considering such factors that it deems relevant in identifying and recommending candidates, including:

- Relevant skills and experience;
- Independence under applicable standards;
- Business judgment;
- Service on boards of directors of other companies;
- Personal and professional integrity, including commitment to the Partnership’s core values;
- Openness and ability to work as part of a team;
- Willingness to commit the required time to serve as a director; and
- Familiarity with the Partnership and its industry.

C. Director Responsibilities

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Partnership and its unitholders. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the General Partner’s senior executives and the outside advisors and auditors for the Partnership Group.

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. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors

should review these materials in advance of the meeting. Attendance at Board and committee meetings shall be considered by the Board in assessing each director's performance.

D. Service on Other Boards

In advance of accepting an invitation to serve on another public company board, directors should advise the Chairman of the Board to allow an assessment to be made of, among other things, the potential impact of such service on the director's time and availability, potential conflict of interest issues and the director's status as an independent director.

E. Change in Responsibilities

The Board does not believe that an individual director who changes the position of professional responsibility or primary corporate affiliation that the director held when he or she was elected to the Board should necessarily resign from the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership by that director under the circumstances. A director who changes position of professional responsibility or primary corporate affiliation will be expected to act in accordance with the Board's recommendation.

F. Tenure Limitations

The Board does not believe that it is appropriate to impose arbitrary term limits on directors' service or a mandatory retirement age. Directors who have served on the Board for an extended period of time provide valuable insight based on their experience with and understanding of the Partnership Group's mission, strategies and objectives. At the same time, the Board does not believe that directors should expect to be re-nominated annually. The Board believes that its annual self-evaluation process should serve as an effective means for determining the appropriateness of the continuation of service by individual directors.

Unless the Board affirmatively determines otherwise, any member of the General Partner's management who is a director will retire from the Board at the same time he or she ceases employment for any reason.

G. Chairman of the Board

The Board has no policy with respect to the separation of the offices of Chairman and president. The Board believes that this issue is part of the succession planning process and that a determination regarding this issue should be made each time the Board elects a new president or at such other times as when consideration of the matter is warranted under the circumstances.

H. Meetings of the Board

The Chairman of the Board will establish the agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

I. Meetings of Independent Directors

The independent directors will have regularly scheduled meetings in executive session that will be held immediately following each regularly scheduled Board meeting. The director who presides at these meetings is the chairman of the Audit Committee. . . .

J. Board Interaction with External Constituencies

The Board believes that the management speaks for the Partnership Group. As such, individual directors will not meet or otherwise directly communicate with unitholders, research analysts, vendors, the press or other external constituencies on behalf of the Partnership Group unless the communication is (1) requested or authorized by the Chairman of the Board or the full Board or (2) required to discharge his or her duties as set forth in committee charters.

K. Director Compensation

The Board will conduct periodic reviews of director compensation regarding the form and amount of director compensation, taking into account recommendations from the TETRA Technologies, Inc. (“TETRA”) compensation committee. The Board will consider that a director’s independence may be jeopardized if (1) director compensation and perquisites exceed customary levels, (2) the Partnership Group makes substantial charitable contributions to organizations with which a director is affiliated or (3) the Partnership Group enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. Directors who are officers or employees of the Partnership Group and/or TETRA shall not receive any additional compensation for their service on the Board.

L. Annual Performance Evaluation of the Board

Each year, the Board will conduct its annual performance review. As part of this process, the Board or a committee thereof will receive comments from all directors and report to the full Board with an assessment of the Board’s performance following the end of each fiscal year.

M. Director Orientation and Continuing Education

The Board will take such measures as it deems appropriate to ensure that its members may act on a fully informed basis, including making available to all members of the Board the opportunity to, from time-to-time, attend continuing educational courses on the duties, responsibilities and liabilities of serving on the board of a public company. Each new director shall be provided with information regarding, and the opportunity to fully review, the Partnership Group's business, personnel and operations in conjunction with accepting a seat on the Board. In addition, the officers of the General Partner, as well as the Board, shall take steps to ensure that each director remains fully informed as to the operations of the Partnership Group and receives other information needed to fulfill his or her duties and responsibilities as a member of the Board. Additional steps with respect to director orientation and continuing education shall be taken as necessary to comply with securities laws and the listing requirements of the NASDAQ.

N. Communications with Directors

The Board welcomes communications from the Partnership's unitholders and other interested parties. Unitholders and any other interested parties may send communications to the Board, any committee of the Board, or the Chairman of the Board to:

CSI Compressco GP Inc.
Attention: General Counsel
24955 Interstate 45 North
The Woodlands, TX 77380

Unitholders and any other interested parties should mark the envelope containing each communication as "Unitholder Communication with Directors" and clearly identify the intended recipient(s) of the communication. The General Partner's General Counsel will review each communication received from unitholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the General Partner, then the General Partner's General Counsel may forward the communication to the executive officer or chairman of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

II. Committees of the Board of Directors

A. Committees

The Board will have at all times an Audit Committee and a Conflicts Committee. However, the Board may, from time to time, establish and maintain additional committees as necessary or appropriate. Committee members will be appointed by the Board, with consideration given to the desires of individual directors.

All of the members of the Audit Committee and Conflicts Committee must satisfy the independence and experience requirements detailed in their respective committee charters, the Charter Documents or the Partnership Agreement. Each year, the Board will determine whether or not each director satisfies the standards applicable to the committees on which such director is serving or may serve.

B. Committee Charters

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

C. Committee Meetings

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. Committee members are free to suggest the inclusion of items on the agenda. Committee members are free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

D. Annual Performance Evaluation of the Committees

Each year, the Board will conduct the annual performance review of the Board's committees. As part of this process, the Chairman of each committee will report to the full Board about the committee's annual evaluation of its performance and evaluation of its charter following the end of each fiscal year.

III. Director Access to Independent Advisors and Management

The Board and each committee has the power to hire independent legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the General Partner in advance.

Directors have full and free access to officers and employees of the General Partner and officers and employees of affiliates providing services to the Partnership Group. Any

meetings or contacts that a director wishes to initiate may be arranged through the General Partner's Chairman of the Board, president, or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Partnership.

The Board welcomes regular attendance at each Board meeting of the General Partner's executive officers.

IV. Management Evaluation and Succession Planning

Each year, the Board will conduct the annual performance review of the General Partner's management, including its president.

The Board will meet annually on succession planning. The General Partner's president should, at all times, make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

V. Compensation of Senior Management

The compensation committee and chief executive officer of TETRA shall annually review and approve corporate goals and objectives relevant to the compensation of the General Partner's executive officers, evaluate the performance of General Partner's executive officers in light of those goals and objectives, and approve the General Partner's executive officers' compensation level based on this evaluation.

TETRA's compensation committee shall determine the overall compensation philosophy and set the final compensation of the president of the General Partner and consider the recommendations of the Board, TETRA's chief executive officer and the compensation consultant engaged by the TETRA's compensation committee, if any for that year, when making decisions with respect to specific compensation matters. TETRA's compensation committee shall retain the final decision-making authority as to compensation decisions, however, in order to ensure such recommendations are consistent with the overall good of the Partnership and its controlling equity holder, TETRA.

The General Partner's president shall make recommendations concerning the compensation packages of the remaining General Partner's "Named Executive Officers" to TETRA's chief executive officer, but not to the full TETRA compensation committee. After receiving these recommendations, TETRA's chief executive officer shall then make final decisions concerning the compensation packages for the remaining Named Executive Officers.

VI. Review of Governance Policies

At least annually, the Board will review and reassess the adequacy of these Guidelines and adopt any changes it deems desirable. In addition, the Board will consider any other corporate governance issues that arise from time to time and will take such actions as appropriate to address these issues. The Board's governance review will include

management's monitoring of the Partnership Group's compliance programs and Code of Conduct, including a report of violations and waivers of the Code of Conduct.

VII. Posting Requirement

The officers of the General Partner shall post these Guidelines, the charters of each Board committee and the Code of Conduct on its website as required by applicable rules and regulations. In addition, the Partnership shall disclose in its Annual Report on Form 10-K that a copy of each document is available on the its website and provide the website address.