

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

**CHARTER**

This Charter documents the composition, duties and responsibilities of the 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 (the "Exchange Act"), (2) satisfies the requirements of an "outside director" for purposes of Rule 162(m) of the Internal Revenue Code, and (3) is "independent," in accordance with the provisions of Rule 10C-1(b)(1) under the Exchange Act and 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. In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities and authority to a subcommittee of the Committee, including to a subcommittee comprised solely of one member of the Committee. The Committee may also delegate its authority to a committee comprised of one or more directors (whether or not such directors serve on the Committee) as the Committee deems appropriate; provided, however, the Committee may not delegate any power or authority required by law, regulation or listing standard to be exercised by the Committee.

**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 executive 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 executive 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 executive officers, the Committee may consider (i) the Company's performance and relative stockholder 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 executive 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 executive 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 executive 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 executive 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 executive officers that the Committee considers appropriate. In evaluating and determining compensation of the chief executive officer and other executive officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
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 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, other executive officers, and other employees 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. The Committee shall approve, interpret and administer the Company's Retirement Guidelines.
7. Granting awards under or, when appropriate, recommending awards to the Board for its approval under the Company's equity compensation plans; provided that the authority to issue such awards to officers, employees and consultants who are not subject to Section 162(m) of the Internal Revenue Code of 1986, as amended, or Section 16 of the Exchange Act may, to the extent permitted by applicable law, the terms of such plan and the limitations set forth in the delegation of authority, be delegated to a committee comprised of one or more directors as provided above. 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. In reviewing and making recommendations regarding equity-based incentive compensation plans, the Committee shall consider the results of the most recent Say on Pay Vote required by Section 14A of the Exchange Act.
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 executive officer and any proposed amendments or renewals thereof. The Committee shall review any such existing agreements and arrangements with the chief executive officer and other executive officers at least annually and recommend to the Board any amendments thereto that the Committee deems appropriate.

9. Reviewing at least annually the components of compensation paid to or available to the non-employee Directors including, without limitation, annual retainer and meeting fees and equity compensation, and making recommendations to the Board for approval the compensation for the non-employee Directors, including any changes therein.
10. 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.
11. Producing the Committee's annual compensation committee report and preparing the disclosure as required by Item 407(e)(5) of Regulation S-K 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.
12. Annually assessing the adequacy of this Charter and recommending any proposed changes to the Board.
13. Conducting an annual performance self-evaluation of the Committee and presenting the results of such self-evaluation to the Board.
14. Making regular reports to the Board, as often as the Committee deems appropriate, in executing its responsibilities under this Charter.
15. Retaining and obtaining, in the Committee's discretion, the advice and services of compensation consultants, legal counsel and other advisors to advise and assist the Committee in the performance of its functions, but only after taking into consideration all factors relevant to such advisor's independence from management, including those specified by the rules of the NYSE and Rule 10C-1 of the Exchange Act. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such advisors. The Committee shall have sole authority to determine the advisors' fees and other compensation and the other terms of retention, and to terminate its services. The Company shall provide for appropriate funding, as determined by the Committee, for payment of such fees and other compensation to any consultant, legal counsel or other advisor retained by the Committee pursuant to this Charter.
16. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
17. 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.