



TETRA Technologies, Inc.  
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## Letter from Brady Murphy

Dear Fellow Employees,

TETRA expects all of its personnel to conduct business in accordance with the highest standards of ethical behavior and transparency. TETRA's existing Code of Business Conduct covers a number of areas and it is important that you be familiar with all of them. The purpose of the attached Anti-Corruption Policy (the "Policy") is to provide additional, targeted guidance in the very important areas of anti-corruption and anti-bribery compliance.

All Company personnel are expected to read the attached Policy and strictly comply with it. In addition, the Company has issued an Anti-Corruption Manual (the "Manual") detailing specific procedures to be followed in each employee's day-to-day activities in order to ensure complete compliance with this Policy. The Manual also provides procedures for obtaining guidance in situations where questions arise regarding the proper course of action or where the applicability of the Policy to particular circumstances may require further explanation.

Those who fail to comply with the requirements of the attached Policy will be the subject of disciplinary action, up to and including termination. Anyone who observes or becomes aware of any conduct that he or she believes is (or may be) a violation of the Policy must report such conduct immediately using the procedures specified in the Company's Anti-Corruption Manual. The Company takes a zero-tolerance approach to any retaliatory actions taken against those who raise concerns in good faith.

I trust that you appreciate that the conduct required by the attached Policy is critical to our individual livelihoods and careers as well as to the success and integrity of the Company. Your faithful attention to the requirements of the attached Policy is very much appreciated by the Board of Directors and by me personally.

Sincerely,

Brady M. Murphy  
Chief Executive Officer

**TETRA TECHNOLOGIES, INC.**  
**ANTI-CORRUPTION POLICY**

I. Statement of Policy. It is the policy of TETRA Technologies, Inc. and all of its subsidiaries, branches and the branches of its subsidiaries, ventures, and any unconsolidated subsidiaries (which we collectively may refer to as “TETRA” or the “Company”) to comply fully with all provisions of the U.S. Foreign Corrupt Practices Act of 1977 (the “FCPA”), as amended; the U.K. Bribery Act of 2010 (the “UKBA”); the principles set out in the Organization for Economic Cooperation and Development Convention Combating Bribery of Foreign Public Officials in International Business Transactions (the “OECD Convention”); the United Nations Convention Against Corruption (the “UNCAC”); and all other anti-corruption and/or anti-bribery legislation applicable to TETRA (whether by virtue of its jurisdiction of incorporation or the conduct of its business operations) (together, “Applicable Anti-Corruption Laws”).

II. Scope and Applicability. All Company employees, including all officers, directors, employees, in-house contractors, temporary agency personnel, and secondees (collectively, “Personnel”) are expected to be familiar with this Anti-Corruption Policy (this “Policy”) and to apply it in the daily performance of their work-related responsibilities.

The Company also expects all “Third-Party Representatives” to abide by the principles in this Policy. The term “Third-Party Representative” is defined as any entity or individual (that/who is neither a Company employee nor an independent contractor that/who serves in a functionally equivalent position) representing the Company and authorized by the Company to interface with Foreign Officials (defined below) or government-owned, -controlled, or -operated entities in connection with their work for the Company (*e.g.*, immigration services or tax consultancy services), whether acting as an agent, intermediary, consultant, broker, or other representative. This term includes, but is not limited to, commercial agents, sales and marketing agents, customs-clearance agents, freight-forwarding agents, and corporate services providers. As determined by the Chief Compliance Officer, this term may not apply to firms representing or acting on behalf of the Company that, while providing such services, are subject to rules of professional conduct or responsibility that include enforcement and disciplinary provisions (*e.g.*, attorneys at law).

III. Anti-Corruption Manual. The Company's management has also prepared and will maintain an Anti-Corruption Manual (the “Manual”) in order to provide additional guidance and set out specific procedures and requirements that must be followed when engaging in certain business practices that can carry risks under Applicable Anti-Corruption Laws. A complete copy of this Manual is attached as ANNEX A to this Policy and is also available on the TETRA intranet (“iConnect”).

IV. Administration of the Policy. The Policy will be administered by the Company’s Board of Directors, Audit Committee of the Board of Directors, General Counsel, Chief Compliance Officer, Legal Department, and TETRA’s Internal Auditor. If you have any questions concerning this Policy, you are directed to contact Carlos J. Longoria, Chief Compliance Officer, at +1-281-364-5341 or [clongoria@tetratec.com](mailto:clongoria@tetratec.com).

V. Applicability of the FCPA. Securities of the Company are registered on the New York Stock Exchange in the United States. Accordingly, the Company is subject to all of the requirements of the FCPA, not only in respect of its own activities, but also (i) those of the U.S. and non-U.S. entities that it controls; (ii) those of its officers, directors, and employees; (iii) those of the officers,

directors, and employees of entities that it controls; and (iv) those undertaken on the Company's behalf by other persons or entities that act on behalf of the Company or entities that it controls. It should be assumed that the FCPA applies to all of the Company's operations in all locations around the world and all Company Personnel and Third-Party Representatives, regardless of their residence.

- VI. Applicability of the UKBA. The UKBA governs the conduct of (i) entities incorporated or formed in the U.K., (ii) persons in the U.K, and (iii) persons outside the U.K. when the person committing the offense has a close connection with the U.K. by virtue of being a U.K. citizen or resident. In addition, both (i) companies incorporated or formed in the U.K., irrespective of where the company carries on a business, and (ii) companies that carry on a business or part of a business in the U.K., irrespective of the actual place of incorporation or formation, can also be held liable under the UKBA for failing to prevent bribery by persons working on their behalf (e.g., employees, intermediaries, agents, contractors subsidiaries, and others working on their behalf) even if the person/entity that committed the underlying offense was not a U.K. citizen, resident, or entity incorporated or formed in the U.K. It should be assumed, therefore, that the UKBA applies to acts and/or omissions that take place in the U.K., all citizens or residents of the U.K., all Company entities incorporated or formed in the U.K. (regardless of where the entity carries on its business), and all Company entities that carry out a business or part of a business in the U.K. (regardless of the place of incorporation or formation).
- VII. Penalties for Non-Compliance with this Policy. Violations of Applicable Anti-Corruption Laws can result in serious consequences, including civil or criminal penalties against the Company, the Company's Third-Party Representatives, and Company Personnel individually. Under the FCPA, both U.S. citizens and non-U.S. citizens can be held liable for unlawful actions that take place anywhere in the world. Therefore, compliance with the Anti-Corruption Policy and Manual is mandatory; non-compliance will result in disciplinary action, up to and including termination.
- VIII. Compliance Certifications. The Company requires certain Company Personnel and Third-Party Representatives to periodically certify their compliance with the Anti-Corruption Policy and Applicable Anti-Corruption Laws. A copy of the compliance certification form pertaining to Company Personnel is attached to the Manual.
- IX. Education and Monitoring. The Chief Compliance Officer will implement and maintain (i) a risk-based program to provide anti-corruption-related education and training to Company Personnel and Third-Party Representatives and (ii) a program to actively monitor compliance with this Policy by all Company entities, Personnel, and Third-Party Representatives. Additional details regarding those programs are contained in the Manual.
- X. Reporting Violations and Seeking Advice. Any knowledge, awareness, or suspicion of conduct that is (or may be) a violation of the Company's Anti-Corruption Policy and Manual or Applicable Anti-Corruption Laws should be immediately reported to the Chief Compliance Officer. The Manual also lists a number of alternate methods that can be used to make reports, anonymously or otherwise.

It is Company policy that no employee will be subject to retaliation or disciplinary action for reports made in good faith and in reasonable belief.

Questions pertaining to the Company's Anti-Corruption Policy and Manual or Applicable Anti-Corruption Laws should be directed to the Chief Compliance Officer. If you are in doubt about a particular course of conduct, seek guidance from your direct supervisor, corporate-level executive management, the General Counsel, the Company's Chief Compliance Officer, or the Company's reporting hotline. ASK FIRST—ACT LATER.

XI. The Requirements of the FCPA. The FCPA has two basic requirements that can be summarized as follows:

- Prohibited Payments to Foreign Officials. Persons and entities covered by the FCPA shall not offer, promise, authorize the payment of, pay, or give cash payments or Anything of Value (either directly or indirectly) to any Foreign (non-U.S.) Official for the purpose of improperly influencing any act or decision of the Foreign Official in his or her official capacity or securing any other improper advantage in order to obtain or retain business or direct business to any other person or entity. The terms "Foreign Official" and "Anything of Value" are defined in greater detail below.
- Books and Records and Accounting Requirements. Entities whose securities are publicly traded on U.S. exchange, such as the Company, are required to do the following:
  - make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect the transactions and disposition of company assets and
  - devise and maintain an adequate system of internal accounting controls sufficient to provide reasonable assurances that:
    - transactions are executed in accordance with management's general or specific authorization;
    - transactions are recorded as necessary (i) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements and (ii) to maintain accountability for assets;
    - access to assets is permitted only in accordance with management's general or specific authorization; and
    - the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any difference.

These requirements prohibit the mischaracterization, omission, or lack of sufficient detail of any Company transaction, or failing to comply with the Company's procedures for preventing and/or detecting improper payments.

XII. The Requirements of the UKBA. The basic requirements of the UKBA can be summarized as follows:

- Prohibited Payments to Public Officials. Similar to the FCPA, the UKBA prohibits offering, promising, or giving of an advantage (either directly or indirectly) to a foreign (non-U.K.) Public Official with the intent to influence the Public Official in the performance of any official duty in order to gain, retain, or advantage business. The intent to influence the Public Official can be related to influencing the Public Official to (i) either omit to exercise a function or (ii) to use his or her authority or official position either within or outside the scope of his or her

official capacity. The UKBA defines the term “Public Official” in a manner similar to the FCPA’s definition of “Foreign Official” (see definition below).

- Prohibition on Commercial Bribery. The UKBA, as well as commercial bribery laws in the U.S. and other countries, also prohibit offering, promising, or giving (either directly or indirectly) a financial or other advantage **to any person** either
  - intending to induce or reward Improper Performance (as defined in greater detail below) of a function or activity or
  - while knowing or believing that acceptance itself constitutes the Improper Performance of a function or activity.

In addition to imposing liability on the payer of a bribe, the UKBA also imposes liability on the recipient of a bribe and on the company for its failure to prevent bribery by anyone providing services for, or on behalf of, the company, unless the company can demonstrate that it had adequate procedures in place to prevent such people from committing bribery.

- XIII. TETRA’s Policy Regarding Anti-Bribery Requirements. As stated above, the FCPA focuses on the bribery of Foreign Officials. The UKBA, as well as commercial bribery laws in the U.S. and other countries, however, also prohibit bribing private citizens (not just Foreign Officials). Consequently, TETRA’s Anti-Corruption Policy and Manual apply to the bribery of Foreign Officials as well as the bribery of other Covered Recipients (as both terms are defined below).

**It is your responsibility to understand whether those with whom you interact are Foreign Officials or other Covered Recipients. When in doubt, contact the Chief Compliance Officer.**

- A. Prohibited Payments to Foreign Officials. **No person or entity subject to this Policy shall:**

- offer, promise, authorize the payment of, pay, or give cash payments or Anything of Value to any Foreign (non-U.S.) Official
- for the purpose of (*i.e.*, in exchange for):
  - influencing any act or decision of a Foreign Official in his/her official capacity,
  - causing a Foreign Official to act or fail to act in violation of his/her duties,
  - securing any improper advantage, or
  - inducing a Foreign Official to use his/her influence to affect or influence any act or decision of such government or instrumentality
- in order to obtain or retain business for or with, or directing business to, any person or entity.

In addition, no person or entity subject to this Policy shall offer, promise, authorize the payment of, pay, or give Anything of Value to any third party while knowing or having a reason to suspect that the third party is or may be offering, promising, paying, or giving all or a portion of the thing of value, directly or indirectly, to a Foreign Official.

i. Who is a “Foreign Official?” Anti-Corruption laws apply to payments to any “Foreign Official,” regardless of rank; position; level of government (*e.g.*, national, regional, state, or local); branch of government (*e.g.*, executive, legislative, administrative, or judicial); or whether appointed or elected, paid or unpaid, full- or part-time. The term is broadly defined to cover the following:

- any officer or employee of any foreign government or public international organization (*e.g.*, United Nations, World Bank, or the World Health Organization) or any agency, department, or instrumentality thereof;
- any foreign political party;
- any official of a foreign political party;
- any candidate for foreign political office; or
- any officer, employee, or agent of a commercial enterprise owned (even partially), controlled, or operated by a foreign government, such as a national oil company or national airline (*e.g.*, Saudi Aramco, Petrobras, or Pemex).

The term “Foreign Official” includes, without limitation, (i) tax, customs, and immigration authorities; (ii) health, safety, and environmental inspectors; (iii) judicial and legislative branch personnel; (iv) government ministers and other executive branch officials and their staff; (v) police and military personnel; and (vi) even low-ranking government employees or agents at local ports, immigration offices, tax offices, or other local government offices.

The term “Foreign Official” also includes, without limitation, (i) persons or entities acting in an official capacity for or on behalf of a foreign government; public international organization; or any department, agency, or instrumentality thereof (*e.g.*, an entity hired to review and accept bids for a government agency) and (ii) members of a royal family or honorary officials whose duties are merely ceremonial, if such persons have actual influence in the award of business.

Family members of Foreign Officials can also be viewed as substitutes for Foreign Officials.

ii. What is “Anything of Value?” Some people mistakenly assume that the FCPA prohibits only “bribes” in the form of cash payments, or items of value over a de minimus amount. However, the term “Anything of Value” is broadly construed by regulatory authorities and can include, but is not limited to, the following:

- cash and cash equivalents in any amount;
- gifts;
- payment or reimbursement of meals, travel or lodging, entertainment, or other hospitality;
- training;
- in-kind services;

- business, employment, or investment opportunities for a Foreign Official or a relative of a Foreign Official;
- property;
- contractual rights or interests;
- discounts or credits on products or services;
- commissions, brokerages, kickbacks, rebates, loans, or other compensation;
- payment or reimbursement of other expenses;
- political donations;
- charitable contributions;
- assumption or forgiveness of debt; and
- any other thing of value.

B. Prohibited Payments to Persons Who Are **Not** Foreign Officials. Pursuant to the UKBA, as well as commercial bribery laws in the U.S. and other countries, **no person or entity subject to this Policy shall:**

- offer, promise, authorize the payment of, pay, or give Anything of Value to any private person (hereinafter, a “Covered Recipient”) while either:
  - intending to (or appearing to intend to) induce or reward the Improper Performance of any function or activity or
  - while knowing or believing that acceptance itself constitutes the Improper Performance of a function or activity.
- i. Covered Recipient. The term “Covered Recipient” includes, without limitation, both current and potential customers and suppliers of the Company.
- ii. What is “Improper Performance?” Improper Performance is the performance or non-performance of an act or the making of a decision in breach of an expectation or duty of good faith, impartiality, and/or trust. The test for whether there has been Improper Performance is an objective one that asks what a reasonable person would expect in relation to the performance of the type of function or activity concerned. The function or activity may be within the private or public sector.

C. Prohibited Payments to Company Personnel and Third-Party Representatives: **No person or entity subject to this Policy shall:**

- request, agree to receive, accept, or authorize an immediate family member to accept any bribe or improper payment from any person. Outside of the compensation that the Company provides, Company Personnel and Third-Party Representatives are prohibited from requesting, agreeing to receive, accepting, or authorizing an immediate family member to accept Anything of Value from any person or entity either

(i) for performing their duties to the Company or (ii) as an inducement or reward for the Improper Performance of any activity or duty.

XIV. Activities Requiring Special Compliance Attention. Summarized below are some activities that raise particular anti-corruption compliance risks. These activities, as well as others, are subject to specific policies and procedures that are detailed in the Manual.

A. Facilitating Payments. A “Facilitating Payment” (sometimes called a “grease payment”) is a low-value payment to a Foreign Official to expedite or secure performance of a non-discretionary, routine governmental action that (i) the Foreign Official ordinarily performs and (ii) the Company is entitled to under the laws of that country. The FCPA contains a very narrow exception for small Facilitating Payments; however, these payments are illegal in most countries around the world. For example, the UKBA contains no exception for Facilitating Payments.

i. **TETRA prohibits Facilitating Payments: Company Personnel and Third-Party Representatives are prohibited from offering, promising, authorizing, or paying a Facilitating Payment.**

ii. If you are confronted with a request or demand for a Facilitating Payment from a Government Official, you must refuse such request or demand and promptly report it to your supervisor and the Chief Compliance Officer.

B. Reasonable and Bona Fide Promotional Expenses (e.g., Meals, Gifts, Entertainment, and Travel and Lodging). In certain limited circumstances, the payment of certain promotional or marketing expenses (hereinafter, “Promotional Expenses”) incurred for, or on behalf of, Foreign Officials or Covered Recipients (e.g., meals, entertainment, and/or travel and lodging expenses or the giving of promotional gifts) is permissible.

i. **It is TETRA’s policy that such a Promotional Expense may not be offered, promised, authorized, or paid to a Foreign Official or Covered Recipient unless the Promotional Expense:**

- is reasonable, not lavish;
- is bona fide and necessary to achieve the promotional purpose; and
- has a legitimate business purpose in that it is related directly to either
  - the demonstration, promotion, or explanation of the Company’s goods, services, facilities, plans, or assets or
  - the execution or performance of a contractual obligation involving the Company’s goods or services.



**In addition, written pre-approval must be sought and obtained in accordance with the Manual and the Promotional Expense must:**

- not exceed the value/amount and frequency set forth in this Manual;
- not be provided for the purpose of influencing the Foreign Official or Covered Recipient in a manner that would provide an improper or competitive advantage;
- not create the appearance of being an improper payment under the circumstances and not place the recipient under any obligation;
- be accurately recorded in the Company's books and records and all supporting documentation must be maintained in the Company's records in accordance with the Company's record retention policies;
- be lawful under U.S. or U.K. law, as applicable, and local laws and regulations;
- not be prohibited by the recipient's employer;
- not be inconsistent with any relevant contractual language; and
- be transparent (given openly and not secretly).

**In the case a gift to a Foreign Official or Covered Recipient, in general, such gift should:**

- be something other than cash or cash equivalents;
- be made as a courtesy or token of regard or esteem, expression of gratitude, or in return for hospitality in accordance with customs of the country where given;
- be of a type and value that is reasonable and unequivocally customary and be in line with local customs;
- bear the Company's name or logo and/or be of nominal value; and
- have a ceremonial value that exceeds the gift's intrinsic value.

- ii. The Manual provides additional specific, detailed guidance concerning meals, gifts, travel and lodging, and entertainment expenses involving Foreign Officials and Covered Recipients, including copies of the written pre-approval forms that must be completed prior to making certain of these payments.

- C. Lawful Payments Under the Written Law of the Country Involved. Under certain other exceptional circumstances, a payment to a Foreign Official may also be permitted under the FCPA (but not the UKBA) when it is lawful under the written laws and regulations of the Foreign Official's country. Such payments, however, are rarely, if ever, permitted under local laws of the foreign country. You are directed to contact the Chief Compliance

Officer before offering, promising, authorizing or paying any such payment or if you have any question in this regard.

- D. Health and Safety Payments. When Company Personnel or Third-Party Representatives reasonably believe that not paying a request or demand for Anything of Value from a Foreign Official or other person (including a quasi-Foreign Official or person claiming to exercise official authority) would result in an imminent threat to their health or safety or to the health or safety of their co-worker(s) or family member(s), then the payment (the “Health and Safety Payment”) may be made. This exception applies only to physical health and safety, however; threats to commercial or financial interests will never justify the payment of such requests.

The Manual provides additional specific, detailed guidance concerning Health and Safety Payments.

- E. Dealing with Third-Party Representatives, Joint Venture Partners, and Distributors. Under Applicable Anti-Corruption Laws, the Company and individuals may be liable for making or authorizing payments or transfers of Anything of Value to third parties (including without limitation sales agents, customs and immigration agents, or freight forwarders) if such payments are made with (i) knowledge, (ii) belief, or (iii) an awareness of facts that indicate a high probability that all or part of the payments will be used to make an improper payment to a Foreign Official or Covered Recipient. Any payment that is prohibited by Applicable Anti-Corruption Laws to Foreign Officials or other Covered Recipients must not be made indirectly through third parties, including without limitation Third-Party Representatives, joint venture partners, and distributors.

- i. What is Knowledge? Knowledge includes more than *actual* knowledge. Knowledge can be inferred from “willful blindness” to, or a “conscious disregard” of, facts and circumstances.
- ii. Due Diligence. The Company, under the direction of the Chief Compliance Officer, shall conduct the appropriate level of due diligence on any proposed Third-Party Representative that may act on the Company’s behalf in dealings with Foreign Officials in order to evaluate potential compliance risks to ensure that the Company only enters business relationships with reputable, qualified individuals and firms.

Unless the Chief Compliance Officer concludes otherwise, such due diligence shall also be conducted on prospective joint venture partners and distributors whenever the Company elects to pursue work outside of the United States through a joint venture or distributorship relationship.

- iii. Compliance Monitoring. The Senior Vice President of the applicable business unit, working with the Chief Compliance Officer, shall monitor the compliance with the Company’s Anti-Corruption Policy and Manual by such Third-Party Representatives, joint venture partners, and distributors.

- iv. Specific due diligence and compliance monitoring procedures and requirements that must be followed with respect to Third-Party Representatives, joint venture partners, and distributors are described in detail in the Manual.

XV. TETRA's Policy Regarding Financial Recordkeeping Requirements and Internal Controls.

- A. TETRA requires that all of the books, records, and accounts of the Company accurately and fairly, and in reasonable detail, reflect all transactions (however large or small) and the disposition of company assets. No false or misleading entries of any type shall be made in the Company's books and records for any reason, and no undisclosed or unrecorded funds of the Company (such as "off-the-books" accounts) shall be established for any purpose.
  - i. These requirements apply not just to general ledgers, but also to all original documents, including invoices, forms required for processing payments, documents supporting payment requests (such as third-party invoices and receipts), contracts, purchase orders, expense reports, emails, and authorizations and classification of payments by accounting code, among other books and records. In addition, these requirements not only apply to expenses incurred or transactions undertaken by Company Personnel, but also transactions involving, and expenses incurred by, third parties for which reimbursement from the Company is requested.
  - ii. What is "Reasonable Detail?" This requirement is defined as a degree of detail that "would satisfy prudent businessmen in the conduct of their own affairs."
- B. The Company also requires Company Personnel to follow all internal controls established and maintained by the Company to ensure that all transactions are properly authorized and executed consistent with management's direction. These internal controls include the pre-approval requirements contained in the Manual, but also policies and procedures instituted by Finance, HR, Internal Audit, and Procurement, among others. Actions designed to circumvent or subvert these internal controls will not be tolerated.

XVI. Periodic Updates. The Anti-Corruption Policy and Manual will continue to be periodically reviewed by the Board and appropriate amendments will be issued as often as necessary to ensure full compliance with all Applicable Anti-Corruption Laws and the principles established herein. Copies of the Anti-Corruption Policy and Manual are available on iConnect. Please review them periodically and as needed to stay abreast of any changes.