

TETRA TECHNOLOGIES, INC.
BOARD OF DIRECTORS
NOMINATING, GOVERNANCE and SUSTAINABILITY COMMITTEE

CHARTER

This Charter documents the composition, duties and responsibilities of the Nominating, Governance and Sustainability 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. The Committee may designate a subcommittee consisting of at least one member of the Committee and delegate authority to such subcommittee, as appropriate.

PRIMARY FUNCTIONS

The primary functions of the Committee are to provide assistance to the Board in fulfilling the Board’s responsibilities for director nominations and appointments, corporate governance matters, and oversight with respect to sustainability matters, including environmental and social matters.

In discharging its responsibilities for director nominations and appointments, the Committee shall undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

1. The Committee shall establish criteria for Board membership, subject to approval of the full Board, and review such criteria from time to time and, if appropriate, recommend changes in such criteria to the Board. In establishing such criteria, the Committee shall include standards for determining Director independence consistent with the listing standards of the New York Stock Exchange and, to the extent applicable, the rules and regulations of the Securities and Exchange Commission.
2. The Committee shall 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. The Committee shall review periodically the membership of each Board Committee and recommend to the Board each year Directors for

membership on the various Board committees. If a vacancy on the Board and/or any Board committee occurs, the Committee shall identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board. In preparing these recommendations, the Chairman of the Committee will consult with the Chairman of the Board and the President and Chief Executive Officer. Subject to actions by the Board, the Committee shall assure that the composition of the Board of Directors, and any committees thereof, complies with the listing standards of the New York Stock Exchange and other applicable laws.

4. The Committee shall provide assistance to the Board in fulfilling its responsibilities to plan for Board member succession. The Committee shall routinely evaluate Board composition and competencies, including gap analyses, to identify specific expertise necessary to position the Board to meet current or future needs.
5. The Committee shall review and assess on an annual basis the independence of each Director as such term is defined by the listing standards of the New York Stock Exchange and, to the extent applicable, the rules and regulations of the Securities and Exchange Commission.
6. The Committee shall have the authority to retain and terminate any search firm to be used to identify Director candidates and shall have authority to approve such firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such search firm, consultant, legal counsel or other advisor retained by the Committee pursuant to this Charter.

In discharging the Committee's responsibilities related to corporate governance matters, the Committee shall undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

1. The Committee shall make recommendations to the Board regarding the responsibilities, organization, membership and operations of all Board committees.
2. The Committee shall develop and recommend to the full Board corporate governance principles and guidelines and required codes of ethics and business conduct. The Committee shall annually review and reassess the adequacy of such corporate governance principles and guidelines and codes of ethics and business conduct and recommend any proposed changes to the full Board.

3. The Committee shall oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework, including its certificate of incorporation and its bylaws.
4. The Committee shall oversee the annual performance evaluation of the Board, its committees, and management and conduct an annual performance evaluation of the Committee, the results of which shall be reported to the full Board.
5. The Committee shall review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's Corporate Governance Guidelines and evaluate and recommend to the Board whether such resignation should be accepted.
6. The Committee shall review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
7. The Committee shall have the authority to take such other actions as necessary or appropriate to assure that other activities prescribed by the corporate governance principles and guidelines are carried out.
8. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.

In discharging the Committee's responsibilities related to sustainability matters, the Committee shall undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

1. The Committee shall, in consultation with the Board and each of its other committees, provide (i) oversight and guidance with respect to material environmental, social and other sustainability matters involving the Company and (ii) receive updates from management regarding the Company's environmental, social and other sustainability activities.

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 three 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.