

**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 “NYSE”). The Chair 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.

Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

**PURPOSE**

The purpose of the Committee is to provide assistance to the Board in fulfilling the Board’s responsibilities for:

- i. director nominations and appointments,
- ii. corporate governance matters, and
- iii. oversight with respect to sustainability matters, including health and safety, environmental and social matters.

**RESPONSIBILITIES AND DUTIES**

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 NYSE and, to the extent applicable, the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).

2. Review director commitments on other public company boards for compliance with the Company’s corporate governance principles and guidelines (the “Guidelines”);
3. 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.
4. 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 Chair of the Committee will consult with the Chair of the Board and the President and Chief Executive Officer and will consider any recommendations that have been received from stockholders as discussed below. Subject to actions by the Board, the Committee shall assure that the composition of the Board, and any committees thereof, complies with the listing standards of the NYSE and other applicable laws.
5. The Committee will treat recommendations for directors that are received from the Company’s stockholders equally with recommendations received from any other source; *provided, however*, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company’s proxy statement for its annual meeting of stockholders.
6. At least annually, the Committee shall review the criteria for the nomination of director candidates and approve changes to the criteria, as appropriate.
7. 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.
8. 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 NYSE and, to the extent applicable, the rules and regulations of the SEC.

9. 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.

10. The Committee shall make recommendations to the Board regarding the responsibilities, organization, membership and operations of all Board committees.
11. The Committee shall develop and recommend to the full Board for adoption the Guidelines and required codes of ethics and business conduct (the "Codes"). The Committee shall consider corporate governance issues and trends that arise from time to time and annually review and reassess the adequacy of such Guidelines and Codes and recommend any proposed changes to the full Board.
12. 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.
13. 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. The Committee shall have the authority to engage a third-party evaluator to assist with such evaluation process from time to time.
14. The Committee shall review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Guidelines and evaluate and recommend to the Board whether such resignation should be accepted.
15. The Committee shall review and make recommendations to the Board regarding proposals submitted by Company stockholders for inclusion in the Company's proxy materials and stay apprised by management of and share with the Board any significant feedback from the Company's stockholders.

16. The Committee shall have the authority to take such other actions as necessary or appropriate to assure that other activities prescribed by the Guidelines are carried out.

17. 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.

18. The Committee shall, in consultation with the Board and each of its other committees, provide (i) oversight and guidance with respect to material health and safety, 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.

19. The Committee shall advise the Board on identifying, monitoring and evaluating significant stakeholder concerns relating to health and safety, environmental, social and other sustainability matters.

## **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 Guidelines, the Company's certificate of incorporation or bylaws, or applicable law, the Committee shall determine its own rules of procedure.