

STOCK OWNERSHIP GUIDELINES FOR DIRECTORS AND EXECUTIVE OFFICERS

The Board of Directors (the "Board") of TETRA Technologies, Inc. (the "Company") believes that share ownership by the Company's Directors and executive officers is very important for the Company. Share ownership demonstrates to our shareholders, the investing public and the rest of the Company's employees senior managements' commitment to the Company and directly aligns senior managements' interest with our shareholders. Therefore, the Board has adopted the following Stock Ownership Guidelines for Directors and Executive Officers effective as of February 21, 2008.

Stock Ownership Guidelines for Directors

Each non-employee Director other than the Chairman of the Board is required to own shares of the Company's common stock valued at five times his annual cash retainer, and that the Chairman of the Board is required to own shares of the Company's common stock valued at one and one-half times his annual cash retainer. Existing Directors will have four years from the date of the adoption of these stock ownership guidelines to attain such level of ownership. Directors elected after the date of the adoption of these stock ownership guidelines will have four years from the date of their election to the Board to attain such level of ownership. The minimum number of shares to be held by Directors will be calculated on the date of the Annual Meeting of Stockholders each year based on the closing price of the Company common stock on the New York Stock Exchange ("NYSE") on the day before such meeting. Any subsequent change in the value of the shares will not affect the amount of stock Directors should hold during that year. In the event the annual cash retainer is increased, the non-employee Directors will have four years from the time of increase to acquire any additional shares needed to meet the stock ownership guidelines.

Stock Ownership guidelines for Executive Officers

Stock ownership guidelines for the Company's executive officers are determined as a multiple of the executive's base salary as follows:

<u>Level</u>	<u>Multiple of Base Salary</u>
Chief Executive Officer	3x
Chief Financial Officer	2x
Chief Operating Officer	2x
Senior Vice President	1x
Vice President	1x

Existing executive officers will have five years from the date of the adoption of these stock ownership guidelines to attain such level of ownership. Executive officers appointed after the date of the adoption of these stock ownership guidelines will have five years from the date of such appointment to attain such level of ownership. The

minimum number of shares to be held by executive officers will be calculated on the date of the Annual Meeting of Stockholders each year based on the closing price of the Company common stock on the New York Stock Exchange (“NYSE”) on the day before such meeting. Any subsequent change in the value of the shares will not affect the amount of stock executive officers should hold during that year. In the event an executive officer’s base salary is increased, the executive officer will have five years from the time of increase to acquire any additional shares needed to meet the stock ownership guidelines. Officers who are subsequently promoted to a higher office level will have five years from the date of promotion to acquire any additional shares needed to meet these stock ownership guidelines.

Stock Ownership

The following may be used in determining stock ownership for purposes of these guidelines:

- shares owned separately by the executive officer or Director or owned either jointly with, or separately by, his immediate family members residing in the same household;
- shares held in trust for the benefit of the executive officer or Director or his immediate family members;
- shares purchased on the open market;
- shares held through the Company’s 401(k) plan;
- shares obtained through stock option exercise (and not thereafter sold); and
- vested shares of restricted stock awards.

Stock ownership does not include unexercised stock options, stock appreciation rights, or the nonvested portion of any restricted stock awards.

Exceptions

There may be rare instances where the stock ownership guidelines would place a severe hardship on a Director or executive officer. The Board may, at its discretion, waive the stock ownership guidelines if compliance would create a severe hardship or prevent an executive officer or Director from complying with a court order, as in the case of a divorce settlement. In such instances, the Board will make the final decision as to developing an alternative stock ownership guideline for such executive officer or Director that reflects the intention of these stock ownership guidelines and his or her personal circumstances.