

TETRA TECHNOLOGIES, INC.
BOARD OF DIRECTORS
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

This Charter documents the composition, duties and responsibilities of the Nominating and Corporate Governance 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 RESPONSIBILITIES AND DUTIES

The primary function of the Committee is to provide assistance to the Board in fulfilling the Board’s responsibilities for corporate governance, director nominations and appointments and such other duties and responsibilities as set forth in this Charter or as may be directed by the Board.

In discharging its responsibilities for director nominations and appointments, the Committee shall:

1. 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. 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. Review periodically the membership of each Board Committee and recommend to the Board each year Directors for membership on the various Board committees. 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. 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.
5. Review 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 approve annually the compensation of the Company's non-employee Directors, provided that any recommendations relating to equity compensation shall be made in consultation with, and subject to final action of, the Management and Compensation Committee of the Board as may be required under the provisions of the Company's equity plans.
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:

1. Make recommendations to the Board regarding the responsibilities, organization, membership and operations of all Board committees.
2. 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. The Committee shall review, and if appropriate, approve any request by a director, executive officer or senior financial officer to waive a provision of the Company's code of ethics and code of business conduct and report any such waiver to the Board at the earliest practicable time.

3. Oversee the annual performance evaluation of the Board and management and conduct an annual performance evaluation of the Committee, the results of which shall be reported to the full Board.
4. Review and, if appropriate, approve or ratify all related-party transactions. The Committee shall develop and recommend to the Board a policy on related-party transactions (including any dealings with directors, officers or employees) and such other transactions that could have the appearance of a potential conflict of interest. The Committee shall have the authority to determine whether a conflict of interest exists between a Director and the Company and then make recommendations to the Board with respect to any such conflict.
5. 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.
6. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.

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.