

STOCK OWNERSHIP GUIDELINES FOR DIRECTORS AND EXECUTIVE OFFICERS

The Board of Directors (the “Board”) of TETRA Technologies, Inc. (the “Company”) believes that equity ownership by the Company’s Directors and executive officers is very important for the Company. Ownership of Qualifying Securities, as defined below, 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’ interests with our shareholders’ interests. Therefore, the Board has adopted these Stock Ownership Guidelines for Directors and Executive Officers (the “Guidelines”).

Ownership of Qualifying Securities

The following are Qualifying Securities for purposes of these Guidelines:

- shares of the Company’s common stock (“Common Stock”) 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 of Common Stock held in trust for the benefit of the executive officer or Director or his or her immediate family members;
- shares of Common Stock purchased on the open market;
- shares of Common Stock held in the Company’s 401(k) plan;
- shares of Common Stock obtained through a stock option exercise (and not thereafter sold);
- unvested restricted Common Stock awards under any Company equity incentive compensation plan;
- unvested Restricted Stock Units awarded under any Company equity incentive compensation plan; however, to the extent that any such awards are settled in cash, the related Restricted Stock Units will not be considered Qualifying Securities; and
- vested performance Common Stock awards under any Company equity incentive compensation plan.

Qualifying Securities does not include unexercised options or stock appreciation rights related to Common Stock or the nonvested portion of any performance based equity award under any equity incentive compensation plan of the Company.

Stock Ownership Guidelines for Non-Employee Directors

Each non-employee Director, including the Chairman of the Board, is required to own Qualifying Securities valued at five times his or her annual cash retainer. Directors have four years from the date of their first election to the Board to attain such levels of ownership. Compliance with the Guidelines will be calculated on the date of the Company's Annual Meeting of Stockholders each year.

For purposes of these Guidelines, (i) the Qualifying Securities owned on such date shall be deemed to have a value equal to the greater of (a) the closing price of the Common Stock on the New York Stock Exchange ("NYSE") as of the date the applicable share of Common Stock or unvested share of Common Stock underlying an award of restricted Common Stock or restricted stock units was acquired or (b) the closing price of the Common Stock on the NYSE on the day before such Annual Meeting of Stockholders. For the purpose of the preceding sentence, Common Stock shall be considered "acquired" on, (a) in the case of Common Stock purchased on the open market, the actual date of purchase, (b) in the case of Common Stock acquired through the exercise of a stock option award, the date of exercise of the award, (c) in the case of shares of restricted Common Stock or common shares underlying an award of restricted stock units, the grant date of the award, , and (d) in the case of Common Stock acquired through the vesting of a performance based award, the date of vesting.

In the event the annual cash retainer is increased or the multiple of the annual retainer is increased, the non-employee Directors will have four years from the time of increase to acquire any additional Qualifying Securities needed to meet the Guidelines based on the amount of such increase. Directors who are also executive officers shall comply with the following Guidelines.

Stock Ownership Guidelines for Executive Officers

Ownership requirements for the Company's executive officers are determined as a multiple of the executive's base salary as follows:

Office	Multiple of Base Salary
Chief Executive Officer	5x
President	2x
Chief Operating Officer	2x
Chief Financial Officer	2x
Executive Vice President	2x
Senior Vice President	1x
Vice President	1x
General Counsel	1x

Persons who become executive officers have five years from the date of such appointment to attain such level of ownership. If a person holds more than one office, the higher multiple shall apply. The minimum number of Qualifying Securities to be held by executive officers will be calculated on the date of the Annual Meeting of

Stockholders each year. For purposes of this guideline, the Qualifying Securities shall be valued as set forth above with regard to directors. In the event an executive officer's base salary is increased or the multiple of the executive's base salary is increased, the executive officer will have five years from the time of such increase to acquire any additional Qualifying Securities needed to meet the Guidelines based on the amount of such increase. Officers who are subsequently promoted to a higher office level will have five years from the date of promotion to acquire any additional Qualifying Securities needed to meet these Guidelines based on their higher office level.

Exceptions

There may be rare instances where compliance with these Guidelines would place a severe hardship on a Director or executive officer. The Board may, at its discretion, waive the Guideline requirements 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 guideline for such executive officer or Director that reflects the intention of these Guidelines and his or her personal circumstances.