

TETRA TECHNOLOGIES, INC.

Bylaw Provision Regarding Stockholder Nomination Process for Directors

Article III

Directors

Section 3. Procedures for Nominating Directors.

(a) Notwithstanding anything in these Bylaws to the contrary, only persons who are nominated in accordance with the procedures hereinafter set forth in this Section 3 shall be eligible for election as Directors of the Corporation. Subject to the rights of holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, nominations for the election of Directors may be made by (1) the Board of Directors or a committee appointed by the Board of Directors or (2) any stockholder who (A) is a stockholder of record at the time of giving of notice provided for in this Section 3 and at the time of the meeting, (B) is entitled to vote in the election of Directors at such meeting and (C) complies with the procedures set forth in this Section 3. Any stockholder entitled to vote in the election of Directors generally may nominate one or more persons for election as Directors at a meeting only if written notice of such stockholder's intent to make such nomination or nominations is timely received at the principal executive offices of the Corporation by the Secretary of the Corporation. To be timely, such stockholder's notice of nomination or nominations at an annual meeting must be received not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting and not earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after the anniversary date of the preceding year's annual meeting, notice by the stockholders to be timely must be received not earlier than the close of business on the 120th day prior to the annual meeting and not later than the close of business on the later of (x) the 90th day prior to the annual meeting and (y) the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation. Such stockholder's notice of nomination or nominations at a special meeting must be received not later than the close of business on the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation.

(b) Each such notice shall set forth as to the stockholder giving the notice and each beneficial owner, if any, on whose behalf the notice is sent: (1) the name and address of such person; (2) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting, will continue to be a holder of record of stock of the Corporation entitled to vote at such meeting through the date of such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (3) a representation as to whether or not the stockholder (and each beneficial owner, if any) intends to solicit proxies in support of Director nominees other than the Corporation's nominees in accordance with Rule 14a-19 promulgated under the Exchange Act, and if so, set forth the names of the participants of

the solicitation; (4) a description of all arrangements or understandings between the stockholder (and each beneficial owner, if any) and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder (and each beneficial owner, if any); (5) a list of all of the derivative securities (as defined under Rule 16a-1 under the Exchange Act) and other derivatives or similar agreements or arrangements with an exercise or conversion privilege or a periodic or settlement payment or payments or mechanism at a price or in an amount or amounts related to any security of the Corporation or with a value derived or calculated in whole or in part from the value of the Corporation or any security of the Corporation, in each case, directly or indirectly held of record or beneficially owned by the stockholder (and each beneficial owner, if any) and each other direct or indirect opportunity of the stockholder (and each beneficial owner, if any) to profit or share in any profit derived from any increase or decrease in the value of any security of the Corporation, in each case, regardless of whether (x) such interest conveys any voting rights in such security to the stockholder (and each beneficial owner, if any), (y) such interest is required to be, or is capable of being, settled through delivery of such security or (z) such person may have entered into other transactions that hedge the economic effect of such interest; (6) the name of each person with whom the stockholder (and each beneficial owner, if any) has any agreement, arrangement or understanding (whether written or oral) (w) for the purposes of acquiring, holding, voting (except pursuant to a revocable proxy given to such person in response to a public proxy or consent solicitation made generally by such person to all holders of shares of the Corporation) or disposing of any shares of capital stock of the Corporation, (x) to cooperate in obtaining, changing or influencing the control of the Corporation (except independent financial, legal and other advisors acting in the ordinary course of their respective businesses), (y) with the effect or intent of increasing or decreasing the voting power of, or that contemplates any person voting together with, any such stockholder with respect to any shares of the capital stock of the Corporation or any business proposed by the stockholder (and each beneficial owner, if any) or (z) otherwise in connection with any business proposed by a stockholder and a description of each such agreement, arrangement or understanding; and (7) any other information regarding the stockholder (and each beneficial owner, if any) that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors in a contested election, whether or not there is a contested election, pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder, including but not limited to Regulation 14A.

(c) As to each person to be nominated: (1) such other information regarding each nominee that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors in a contested election, whether or not there is a contested election, pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder, including but not limited to Regulation 14A; (2) any other information relating to the proposed nomination that is required to be disclosed under applicable law; (3) such person's written consent to being named in a proxy statement as a nominee; (4) the written consent of each nominee to serve as a Director of the Corporation for a full term if so elected; (5) a written representation and agreement executed by the nominee that the

nominee has read and agrees, if elected, to comply with all of the Corporation's corporate governance, conflict of interest, confidentiality, and stock ownership and trading policies and guidelines, and any other policies and guidelines of the Corporation applicable to Directors; (6) a written representation and agreement that such person (x) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a Director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (ii) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a Director of the Corporation, with such person's fiduciary duties under applicable law and (y) is not and will not become a party to any agreement, arrangement or reimbursement or indemnification in connection with service or action as a Director that has not been disclosed therein; and (7) a written questionnaire (in the form provided by the Secretary upon written request of the stockholder giving such notice by registered mail at least ten (10) days prior to the submission of such stockholder's notice) with respect to the background and qualification of each such person whom such stockholder proposes to nominate for election or re-election as a Director and the background of any other person or entity on whose behalf the nomination is being made.

(d) Notwithstanding the foregoing provisions of this Section 3, a stockholder shall also comply with all applicable requirements of the Exchange Act, with respect to the matters set forth in this Section 3.

(e) If the chair of the meeting for the election of Directors determines that a nomination of any candidate for election as a Director at such meeting was not made in accordance with the applicable provisions of these Bylaws, such nomination shall be disregarded.

(f) The nominee for election or re-election as a Director of the Corporation shall also provide to the Corporation such additional information as the Corporation may reasonably request. The Corporation may request such additional information (that may be in the form of an interview with a nominee at the request of the Board of Directors) necessary to determine the character, fitness and eligibility of such person to serve as a Director of the Corporation, including information (1) relevant to a determination of whether such person can be considered an independent Director or audit committee financial expert under applicable law, securities exchange rule or regulation or any publicly disclosed corporate governance guideline or committee charter of the Corporation and (2) that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee. The nominee will provide facts, statements and other information in all communications with the Corporation and its stockholders that are or will be true and correct in all material respects and have not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

(g) Notwithstanding the foregoing provisions of this Section 3, unless otherwise required by law, (1) no stockholder shall solicit proxies in support of Director nominees other than the Corporation's nominees unless such stockholder has complied

with Rule 14a-19 promulgated under the Exchange Act in connection with the solicitation of such proxies, including, without limitation, the provision to the Corporation of notices required thereunder in a timely manner and (2) if any stockholder (A) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act and (B) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3) promulgated under the Exchange Act, including, without limitation, the provision to the Corporation of notices required thereunder in a timely manner, then (x) such stockholder must promptly notify the Corporation of such non-compliance and (y) the Corporation shall disregard any proxies or votes solicited for the stockholder's candidates. Upon request by the Corporation, if any stockholder provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, such stockholder shall deliver to the Corporation, no later than five (5) business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act.

(h) Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors.