

## **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 the Company’s common stock and the limited partner units of CSI Compressco LP (together, the “Qualifying Securities”), demonstrates to our shareholders, the investing public and the rest of the Company’s employees senior managements’ commitment to the Company (including its CSI Compressco LP subsidiary (“CSI”)) and directly aligns senior managements’ interest with our shareholders’ interests. Therefore, the Board adopted these Stock Ownership Guidelines for Directors and Executive Officers (the “Guidelines”) effective as of February 21, 2008. The Guidelines were subsequently amended in November of 2012 to include ownership of the limited partner units of CSI Compressco LP in the Qualifying Securities.

### **Stock Ownership Guidelines for Directors**

Each non-employee Director, including the Chairman of the Board, is required to own Qualifying Securities valued at five times his annual cash retainer. Directors elected as of February 2008 are required to have attained such level of ownership as of May 7, 2012. Directors elected after February 2008 have four years from the date of their election to the Board to attain such levels of ownership. Compliance with the Guidelines will be calculated on the date of the Annual Meeting of Stockholders each year. For purposes of this guideline, (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 Company’s common stock on the New York Stock Exchange (“NYSE”) and the closing price of the CSI common units on the NASDAQ Stock Market LLC (NASDAQ) as of the date the applicable share/common unit was acquired or (b) the closing price of the Company’s common stock on the NYSE and the closing price of the CSI common units on the NASDAQ on the day before such Annual Meeting of Stockholders. For the purpose of the preceding sentence, shares/common units shall be considered “acquired” on, (a) in the case of shares/common units purchased on the open market, the actual date of acquisition, or (b) in the case of shares/common units acquired through the exercise of a stock option or vesting of a restricted share/common unit award or performance share/common unit award, the date of exercise of stock options or vesting/settlement of share/unit awards shall be the date of acquisition. No subsequent change in the value of the Qualifying Securities will affect the number of such securities Directors should hold during the period of time prior to the following Annual Meeting of Stockholders. 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.

## 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:

<u>Level</u>	<u>Multiple of Base Salary</u>
Chief Executive Officer	5x
Chief Financial Officer	2x
Chief Operating Officer	2x
Senior Vice President	1x
Vice President	1x

Executive officers as of February 2008 are required to have attained such level of ownership as of May 3, 2013. Persons who become executive officers after February 2008 have five years from the date of such appointment to attain such level of ownership. 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 based. For purposes of this guideline, (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 Company's common stock on the New York Stock Exchange ("NYSE") and the closing price of the CSI common units on the NASDAQ Stock Market LLC (NASDAQ) as of the date the applicable share/common unit was acquired (as acquisition is defined in the preceding section) or (b) the closing price of the Company's common stock on the NYSE and the closing price of the CSI common units on the NASDAQ on the day before such Annual Meeting of Stockholders. No subsequent change in the value of the Qualifying Securities will affect the number of such securities executive officers should hold during the period of time prior to the following Annual Meeting of Stockholders. 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.

### Ownership of Qualifying Securities

The following may be used in determining ownership of Qualifying Securities for purposes of these Guidelines:

- shares of the Company's common stock and limited partner units of CSI 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 the Company's common stock and limited partner units of CSI held in trust for the benefit of the executive officer or Director or his immediate family members;
- shares of the Company's common stock and limited partner units of CSI purchased on the open market;
- shares of the Company's common stock held through the Company's 401(k) plan;
- shares of the Company's common stock obtained through stock option exercise (and not thereafter sold); and
- vested shares of restricted stock awards under any Company equity incentive compensation plan, and vested restricted unit awards, phantom unit awards and performance phantom unit awards under any CSI equity incentive compensation plan.

Ownership of Qualifying Securities does not include unexercised stock options or stock appreciation rights, or the nonvested portion of any restricted stock, restricted unit, phantom unit or performance phantom unit award under any equity incentive compensation plan of the Company or CSI.

### **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.