

TETRA TECHNOLOGIES, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Our Code applies to every director, officer (including our Chief Executive Officer, Chief Financial Officer and other accounting officers), and employee of TETRA Technologies, Inc. The term “employee” includes any individual that is paid on the TETRA payroll.

To further the Company’s fundamental principles of honesty, loyalty, fairness and forthrightness, we have established the TETRA Code of Business Conduct and Ethics. Our Code strives to deter wrongdoing and promote the following six objectives:

- 1. Honest and ethical conduct;*
- 2. Avoidance of conflicts of interest;*
- 3. Full, fair, accurate, timely and transparent disclosure;*
- 4. Compliance with the applicable government and self-regulatory organization laws, rules and regulations;*
- 5. Prompt internal reporting of Code violations; and*
- 6. Accountability for compliance with the Code.*

Accountability for Compliance with the Code

Each of the Company’s directors, officers and employees is expected to:

Understand. TETRA expects **you** to understand the requirements of your position, including Company expectations and governmental rules and regulations that apply to your position.

Comply. TETRA expects **you** to comply with this Code.

Report. TETRA expects **you** to report any violation of this Code of which you become aware.

Be Accountable. TETRA holds **you** accountable for complying with the Code.

TABLE OF CONTENTS

Accounting Policies	3
Amendments and Modifications of this Code.....	3
Anonymous Reporting	3
Anti-boycott and U.S. Sanctions Laws	3
Antitrust and Fair Competition Laws	4
Bribery.....	5
Compliance with Laws, Rules and Regulations	5
Confidential Information Belonging to Others	5
Confidential and Proprietary Information	5
Conflicts of Interest	6
Corporate Opportunities and Use and Protection of Company Assets	7
Discipline for Noncompliance with this Code	8
Disclosure Policies and Controls	8
Environment, Health and Safety	8
Fair Dealing with Others	8
Foreign Corrupt Practices Act.....	9
Insider Trading or Stock Tipping	9
Intellectual Property: Patents, Copyrights and Trademarks.....	10
Investor Relations and Public Affairs	11
Non-Retaliation for Reporting	11
Political Contributions	11
Prohibited Substances	11
Record Retention	12
Reporting of Code Violations	12
Waivers	13

Accounting Policies

TETRA and each of our subsidiaries will make and keep books, records and accounts, which in reasonable detail accurately and fairly present the transactions and disposition of the assets of our Company.

All directors, officers, employees and other persons are prohibited from directly or indirectly falsifying or causing to be false or misleading any financial or accounting book, record or account. You and others are expressly prohibited from directly or indirectly manipulating an audit, and from destroying or tampering with any record, document or tangible object with the intent to obstruct a pending or contemplated audit, review or state or federal investigation.

No director, officer or employee of the Company may directly or indirectly make a materially false or misleading statement, or omit to state any material fact necessary to make statements made not misleading, in connection with (1) the preparation or audit of any financial statements by the Company's independent accountants; (2) the preparation of any required reports, whether by independent or internal accountants; or (3) any document to be filed with the Securities and Exchange Commission ("SEC").

Amendments and Modifications of this Code

There shall be no amendment or modification of this Code except by a vote of the Board of Directors or a designated board committee that will ascertain whether an amendment or modification is appropriate.

Anonymous Reporting

If you wish to report a suspected violation of this Code anonymously, you may call the TETRA Hotline at 1-800-839-0258 (from US locations, toll free) or at 770-582-5261 (from foreign locations, collect, using an international operator) at any time. TETRA will not disclose the identity of any employee who reports a violation of this Code without his or her permission, unless disclosure is unavoidable during an investigation. See Policy ER-7 of the Company's Policies and Procedures (which may be found on the TETRA Intranet) for additional information on reporting of complaints.

Anti-boycott and U.S. Sanctions Laws

We must comply with anti-boycott laws, which prohibit TETRA from participating in, and require us to report to the authorities, any request to participate in a boycott of a country or businesses within a country. If you receive such a request, report it to the Senior Vice President of your division or the General Counsel or by calling the TETRA Hotline at 1-800-839-0258 (from US locations, toll free) or at 770-582-5261 (from foreign locations, collect, using an international operator). We will also not engage in business with any government, entity, organization or individual where doing so is prohibited by applicable laws. For more information on these laws contact the Legal department.

Antitrust and Fair Competition Laws

The purpose of antitrust laws in the United States and most other countries is to provide a level playing field to economic competitors and to promote fair competition. No director, officer or employee may enter into any understanding or agreement, whether formal or informal, written or oral, with an actual or potential competitor, which would illegally restrict in any way either party's actions, including the offers of either party to any third party. This prohibition includes, but is not limited to, any such action relating to prices, products, services, terms or conditions of sale, market share or customer or supplier selection.

It is our policy to comply with all applicable U.S. and foreign antitrust laws. You must understand and comply with those antitrust laws as they may bear upon your activities and decisions. Anti-competitive behavior in violation of antitrust laws can result in criminal penalties, both for the individual involved and for the Company. Accordingly, any question regarding compliance with antitrust laws or your responsibilities under this policy should be directed to the Senior Vice President of your division or the General Counsel.

Below are some scenarios that are prohibited and scenarios that could be prohibited for antitrust reasons. These scenarios are not an exhaustive list. When in doubt about any situation, you should consult with the Legal department.

The following scenarios are prohibited for antitrust or anti-competition reasons:

- Proposals or execution of any agreements or understanding—express or implied, formal or informal, written or oral—with any competitor regarding any aspect of competition between TETRA and the competitor for sales to third parties.
- Proposals or execution of any agreements or understanding with customers which restrict the price or other terms at which the customer may resell or lease any product to a third party.
- Proposals or execution of any agreements or understanding with suppliers which restrict the price or other terms at which TETRA may resell or lease any product or service to a third party.

The following business arrangements could raise anti-competition or antitrust law issues. Before entering into them, you must consult with the Legal department:

- Exclusive arrangements for the purchase or sale of products or services.
- Bundling or tying of goods and services together.

Bribery

You are strictly forbidden from offering, promising or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent or other intermediary (either inside or outside the United States) which is prohibited by law. Those paying a bribe may subject the Company and themselves to civil and criminal penalties. When dealing with government customers or officials, no improper payments will be tolerated. The Company prohibits improper payments in all of its activities, whether these activities are with governments or in the private sector.

Compliance with Laws, Rules and Regulations

TETRA's goal is to comply with all laws, rules and regulations by which we are governed. All illegal activities or illegal conduct are prohibited whether or not they are specifically set forth in this Code. Where law does not govern a situation or where the law is unclear or conflicting, you should discuss the situation with your supervisor or the Legal department.

Confidential Information Belonging to Others

You must respect the confidentiality of information, including, but not limited to, trade secrets and other information given in confidence by others, including but not limited to partners, suppliers, contractors, competitors or customers, just as we protect our own confidential information. However, certain restrictions about the information of others may place an unfair burden on TETRA's future business. For that reason, directors, officers and employees should coordinate with the Legal department to ensure appropriate agreements are in place prior to receiving any confidential third-party information. These agreements must reflect a balance between the value of the information received and the costs and potential liabilities involved in both maintaining confidentiality of the information and also limiting TETRA's business opportunities. In addition, any confidential information that you may possess from an outside source, such as a previous employer, must not, so long as such information remains confidential, be disclosed to or used by TETRA.

Confidential and Proprietary Information

It is TETRA's policy to ensure that all operations, activities and business affairs of the Company and our business associates are kept confidential. Confidential information includes all non-public information that might be of use to competitors, or that might be harmful to the Company or its customers if disclosed. Confidential and proprietary information about TETRA or its business associates belongs to the Company and is not to be disclosed to others. Unless otherwise agreed to in writing, confidential and proprietary information includes any and all methods, inventions, improvements or discoveries, whether or not patentable or copyrightable, and any other information of a similar nature disclosed to the directors, officers or employees of the Company or otherwise made known to us as a consequence of or through employment or association with the Company (including information originated by the director, officer or employee). This can include, but is not limited to, information regarding the Company's business, products, processes, and services. It also can include information relating to research, development, inventions, trade secrets, intellectual property of any type or description, data, business plans, marketing strategies, engineering, contract negotiations, contents of the Company Intranet, and business methods or practices.

The following are examples of information that is **not** considered confidential:

- Information that is in the public domain to the extent such information is readily available;
- Information that becomes generally known to the public other than by disclosure by the Company or a director, officer or employee; or
- Information you receive from a party, which is under no legal obligation of confidentiality with the Company with respect to such information.

We have exclusive property rights to all confidential and proprietary information regarding TETRA or our business associates. The unauthorized disclosure of this information could destroy its value to the Company and give others an unfair advantage. You are responsible for safeguarding Company information and complying with established security controls and procedures. All documents, records, notebooks, notes, memoranda and similar repositories of information containing information of a secret, proprietary, confidential or generally undisclosed nature relating to the Company or our operations and activities made or compiled by the director, officer or employee or made available to you prior to or during the term of your association with the Company, including any copies thereof, unless otherwise agreed to in writing, belong to the Company and shall be held by you in trust solely for the benefit of the Company, and shall be delivered to the Company by you on the termination of your association with us or at any other time we request.

The General Employment Agreement required to be signed by all employees covers these obligations as well.

Conflicts of Interest

Conflicts of interest can arise in virtually every area of our operations. A “conflict of interest” exists whenever an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. We must strive to avoid conflicts of interest. We must each make decisions solely in the best interest of the Company. Any business, financial or other relationship with suppliers, customers or competitors that might impair or appear to impair the exercise of our judgment solely for the benefit of the Company is prohibited.

Here are some examples of conflicts of interest:

Gifts, Entertainment, Loans or Other Favors. Directors, officers and employees shall not seek or accept improper personal gain, directly or indirectly, from anyone soliciting business from, or doing business with the Company, or from any person or entity in competition with us. Examples of such personal gains include gifts, non business-related trips, loans, and guarantees of loans, or excessive entertainment. However, you may accept non-cash gifts of a nominal value. Directors, officers and employees are expected to deal with advisors or suppliers who best serve the needs of the Company as to price, quality and service in making decisions concerning the use or purchase of materials, equipment, property or services. Directors, officers and employees who use TETRA advisors, suppliers or contractors in a personal capacity are expected to pay market value for materials and services provided.

Other than entertainment and other common business courtesies that are clearly in the interest of the Company by virtue of the business contacts established or nurtured, directors, officers, employees and independent contractors must not offer or provide anything to any person or organization for the purpose of influencing the person or organization in their business relationship with us. If you have any question about the propriety of giving or receiving any such gift or other item, you should discuss it with your supervisor, the Senior Vice President of your division or the General Counsel.

Reporting Conflicts of Interest or Potential Conflicts of Interest. You should report any actual or potential conflict of interest involving yourself or others of which you become aware to your supervisor, the Senior Vice President of your division or the General Counsel. Officers should report any actual or potential conflict of interest involving yourself or others of which you become aware to the General Counsel or to the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors. Directors should report any

actual or potential conflict of interest involving yourself or others of which you become aware to the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors.

Corporate Opportunities and Use and Protection of Company Assets

You are prohibited from:

- taking for yourself, personally, opportunities that are discovered through the use of Company property, information or position;
- using Company property, information or position for personal gain; or
- competing with the Company.

You are personally responsible and accountable for the proper expenditure of Company funds, including money spent for travel expenses or for customer entertainment. You are also responsible for the proper use of property over which you have control, including both Company property and funds and property that customers or others have entrusted to your custody. Company assets must be used only for proper purposes.

Company property should not be misused. Company property shall not be sold, loaned or given away regardless of condition or value, without proper authorization. Each director, officer and employee should protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All of our assets should be used only for legitimate business purposes.

Discipline for Noncompliance with this Code

Disciplinary actions for violations of this Code of Business Conduct and Ethics may include, but are not limited to, oral or written reprimands, suspension or termination of employment or a potential civil lawsuit against you. The violation of laws, rules or regulations, which can subject the Company to fines and other penalties, may result in your criminal prosecution.

Disclosure Policies and Controls

The continuing excellence of the Company's reputation is dependent upon our full and complete disclosure of important information about the Company that is used in the securities marketplace. Our financial and non-financial disclosures and filings with the SEC must be transparent, accurate and timely. Proper reporting of reliable, truthful and accurate information is a complex process involving cooperation between many departments and disciplines. We must all work together to ensure that reliable, truthful and accurate information is disclosed to the public.

Environment, Health and Safety

TETRA is committed to managing and operating our worldwide assets in a manner that is protective of human health and safety and the environment. It is our policy to comply, in all material respects, with applicable health, safety and environmental laws and regulations. Each employee is also expected to comply with our policies, programs, standards and procedures. Please see the Company's Safety, Health and Environmental Statement of Values, Environmental Mission Statement and Safety, Health and Environmental Affairs Policy Manual, all of which are posted on the TETRA Intranet.

Fair Dealing with Others

No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Foreign Corrupt Practices Act

The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to obtain, retain or direct business. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by you or an agent acting on our behalf, to a foreign official, foreign political party or official thereof or any candidate for a foreign political office for the purpose of influencing any act or decision of such foreign person or inducing such person to use his influence or in order to assist in obtaining or retaining business for, or directing business to, any person.

You and the Company's agents and other intermediaries are also prohibited from offering or paying anything of value to any foreign person if it is known or there is a reason to know that all or part of such payment will be used for the above-described prohibited actions.

The Foreign Corrupt Practices Act also contains significant internal accounting control and record keeping requirements that apply to the Company's domestic and international operations. For more information on the Foreign Corrupt Practices Act, please contact the Legal department.

Insider Trading or Stock Tipping

"Non public" information is information that has not been publicly disclosed. Directors, officers and employees who are aware of material, non public information about the Company are not permitted, directly or through family members or other persons, to:

- Buy or sell stock or other securities of TETRA, or
- Pass on, tip or disclose such information to others outside the Company, including family members and friends.

Examples of information that is or may be considered material, non public information are:

- annual, quarterly or monthly financial results, a change in earnings or earnings projections, or unexpected or unusual gains or losses in major operations;
- negotiations and agreements regarding mergers, joint ventures, acquisitions, divestitures, or business combinations;
- substantial contract awards or terminations;
- major lawsuits or claims;
- gains or losses of significant customers or suppliers; and
- other information that is considered confidential.

If you are unsure whether you are aware of material, non public information, please contact the Senior Vice President of your division, the President and Chief Executive Officer, or the General Counsel.

For more information, see the Company's Policy on Trading in Company Securities. See also Confidential and Proprietary Information, above.

Intellectual Property: Patents, Copyrights and Trademarks

Except as otherwise agreed to in writing between the Company and an officer or employee, all intellectual property you conceive or develop during the course of your employment shall be the sole property of TETRA. The term intellectual property includes any invention, discovery, concept, idea, or writing whether protectable or not by any United States or foreign copyright, trademark, patent, or common law including, but not limited to designs, materials, compositions of matter, machines, manufactures, processes, improvements, data, computer software, writings, formula, techniques, know-how, methods, as well as improvements thereof or know-how related thereto concerning any past, present or prospective activities of the Company. Officers and employees must promptly disclose in writing to the Company any intellectual property developed or conceived either solely or with others during the course of your employment and must render any and all aid and assistance, at our expense to secure the appropriate patent, copyright, or trademark protection for such intellectual property.

Works of authorship including literary works such as books, articles, and computer programs are protected by United States and foreign copyright law as soon as they are reduced to a tangible medium. A work does NOT have to bear a copyright notice in order to be protected and without the copyright owner's permission, no one may make copies of the work, create derivative works, distribute the work, perform the work publicly, or display the work publicly.

We have agreements in place, which grant employees permission to make use of copyrighted works under certain conditions provided that the limitations of those agreements are followed. You are authorized to make partial photocopies of certain works pursuant to our agreement with the Copyright Clearance Center.

Copyright laws may protect items posted on a website. Unless a website grants permission to download the Internet content you generally only have the legal right to view the content. If you do not have permission to download and distribute specific website content, you should contact the Legal department.

If you are unclear as to the application of this Intellectual Property Policy or if questions arise, please consult with the Legal department.

Investor Relations and Corporate Communications

It is very important that the information disseminated about the Company be both accurate and consistent. For this reason, the Investor Relations department and the Corporate Communications department are responsible for the Company's internal and external communications. The Investor Relations department is responsible for public communications with stockholders, analysts and other interested members of the financial community. The Corporate Communications department is responsible for our marketing and advertising activities. See Policy G-2 of the Company's Policies and Procedures (which may be found on the TETRA Intranet) for additional information on Speaking Engagements, Publications and Media Contact.

Non-Retaliation for Reporting

In no event will we take or threaten any action against you as a reprisal or retaliation for making a complaint or disclosing or reporting information in good faith. However, if a reporting individual was involved in improper activity the individual may be appropriately disciplined even if he or she was the one who disclosed the matter to the Company. In these circumstances, we may consider the conduct of the reporting individual in promptly reporting the information as a mitigating factor in any disciplinary decision.

We will not allow retaliation against an employee for reporting a possible violation of this Code in good faith. Retaliation for reporting a federal offense is illegal under federal law and prohibited under this Code. Retaliation for reporting any violation of a law, rule or regulation or a provision of this Code is prohibited. Retaliation will result in discipline up to and including termination of employment and may also result in criminal prosecution.

See Policy ER-7 of the Company's Policies and Procedures (which may be found on the TETRA Intranet) for additional information on problem solving and reporting of complaints.

Political Contributions

You shall refrain from making any use of Company, personal or other funds or resources on behalf of the Company for political or other purposes which are improper or prohibited by the applicable federal, state, local or foreign laws, rules or regulations. Company contributions or expenditures in connection with election campaigns will be permitted where allowed by federal, state, local or foreign election laws, rules and regulations.

Prohibited Substances

We have policies prohibiting the use of alcohol, illegal drugs or other prohibited items, including legal drugs which affect the ability to perform one's work duties, while on Company premises. We also prohibit the possession or use of alcoholic beverages, firearms, weapons or explosives on our property unless authorized by an Executive Officer of the Company. The Company also prohibits you from reporting to work while under the influence of alcohol or illegal drugs. We also perform pre-employment and random drug testing on certain employees. See Policy H-2 of the Company's Policies and Procedures (which may be found on the TETRA Intranet) for additional information on Substance Abuse.

Record Retention

We have established retention periods for records created or received in the normal course of business. A record is information, regardless of physical format, which has been created or received in the transaction of the Company's business. Each corporate department and division office is responsible for the maintenance, retrieval, transfer, and destruction of its records in accordance with the established procedures. See related information posted on the TETRA Intranet.

The alteration, destruction or falsification of corporate documents or records may constitute a criminal act. Destruction or alteration of documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in large fines and a prison sentence of up to 20 years. Document destruction or falsification in other contexts can result in a violation of the federal securities laws or the obstruction of justice laws.

Before any destruction of any documents or records, you must consult the procedures posted on the TETRA Intranet. You are required to review, follow and abide by the terms of this policy and related procedures. If the policy or procedure is not clear, questions arise, or there is a pending or anticipated official proceeding, then the General Counsel must approve any document destruction.

Reporting of Code Violations

You should be alert and sensitive to situations that could result in actions that might violate federal, state, or local laws or the standards of conduct set forth in this Code. If you believe your own conduct or that of a fellow employee may have violated any such laws or this Code, you have an obligation to report the matter.

Generally, you should raise such matters first with an immediate supervisor. However, if you are not comfortable bringing the matter up with your immediate supervisor, or do not believe the supervisor has dealt with the matter properly, then you should raise the matter with the Senior Vice President in charge of your division or, if a law, rule or regulation is in question, then consult with the General Counsel. See Policy ER-7 of the Company's Policies and Procedures (which may be found on the TETRA Intranet) for general information on problem solving and reporting of complaints.

Waivers

There shall be no waiver of any part of this Code for any director or officer except by a vote of the Board of Directors or a designated board committee that will ascertain whether a waiver is appropriate under all the circumstances. In case a waiver of this Code is granted to a director or officer, the notice of such waiver shall be disclosed as required by applicable law or New York Stock Exchange rule.

A waiver for a specific event or situation arising under the "Conflicts of Interest" section of this Code may be granted to an employee that is not a director or officer on the approval of two of the following officers: the Senior Vice President in charge of the division for which the employee works; the President and Chief Executive Officer; and the General Counsel.

THIS CODE DOES NOT CONTAIN ALL POLICIES AND PROCEDURES THAT MUST BE FOLLOWED BY OFFICERS, DIRECTORS AND EMPLOYEES OF THE COMPANY. OTHER SUCH POLICIES AND PROCEDURES ARE POSTED ON THE COMPANY'S WEBSITE. IF THERE IS A CONFLICT BETWEEN THIS CODE AND ANY OTHER POLICY OR PROCEDURE, YOU SHOULD CONSULT THE GENERAL COUNSEL IN THE LEGAL DEPARTMENT FOR GUIDANCE.