

TETRA TECHNOLOGIES INC
Form DEF 14A
March 24, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. -)

Filed by the registrant [X].

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Check the appropriate box:

[___] Preliminary proxy statement.

[___] Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2)).

[X] Definitive proxy statement.

[___] Definitive additional materials.

[___] Soliciting material under Rule 14a-12.

TETRA TECHNOLOGIES, INC.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (check the appropriate box):

[X] No Fee required.

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(1) Title of each class of securities to which transaction applies:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

TETRA Technologies, Inc.
24955 Interstate 45 North
The Woodlands, Texas 77380

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 6, 2014

To our stockholders:

Where and When. We will hold our 2014 Annual Meeting of Stockholders at our corporate headquarters, 24955 Interstate 45 North, The Woodlands, Texas on Tuesday, May 6, 2014, at 11:00 a.m. local time.

Record Date. Only stockholders of record at the close of business on March 7, 2014 will be entitled to notice of and to vote at the Annual Meeting.

Purpose of the Meeting. We have called the Annual Meeting for the following purposes:

1. To elect nine directors to serve one-year terms ending at the 2015 Annual Meeting of Stockholders, or until their successors have been duly elected or appointed;
2. To ratify and approve the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014; and
3. To conduct an advisory vote on executive compensation.

Additionally, if needed, the stockholders may act upon any other matters that may properly come before the Annual Meeting or any adjournments.

You will find more information on our nominees for directors and the other purposes listed above in the attached proxy statement. You will find more instructions on how to vote starting on page 1 of the proxy statement.

Your vote is important! Please promptly vote your shares by telephone, the internet, or, if the proxy statement was mailed to you, by marking, signing, dating, and returning the enclosed proxy card as soon as possible, regardless of whether you plan to attend the Annual Meeting. You may revoke your proxy at any time before it is voted.

Kimberly M. O'Brien
Corporate Secretary

March 24, 2014
The Woodlands, Texas

PROXY STATEMENT

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This proxy statement, and the accompanying Notice of the 2014 Annual Meeting of Stockholders and proxy card are

first being made available to our stockholders on or about March 24, 2014.

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GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of TETRA Technologies, Inc., to be voted at our Annual Meeting of Stockholders to be held on Tuesday, May 6, 2014 at 11:00 a.m. local time, and at any adjournment(s) thereof. The purposes of the Annual Meeting are set forth in this proxy statement and in the accompanying Notice of Annual Meeting of Stockholders.

The complete mailing address of our principal executive offices is 24955 Interstate 45 North, The Woodlands, Texas 77380, and our telephone number is (281) 367-1983.

Attendance at the Annual Meeting is limited to stockholders as of the record date (or their authorized representatives) with evidence of their share ownership and our guests.

Internet and Electronic Availability of Proxy Materials

As permitted by the rules adopted by the Securities and Exchange Commission (“SEC”), we are making this proxy statement and related proxy materials available on the internet under the “notice and access” delivery model. The “notice and access” model removes the requirement for public companies to send stockholders a printed set of proxy materials and allows companies instead to deliver to their stockholders a “Notice of Internet Availability of Proxy Materials” and to provide access to the documents over the internet. Our Notice of Internet Availability of Proxy Materials (“Notice”) was first mailed to stockholders of record and beneficial owners on or about March 24, 2014. The Notice is not a form for voting, and presents only an overview of the more complex proxy materials. Stockholders are encouraged to access and review the proxy materials before voting.

This proxy statement, the form of proxy, and voting instructions are being made available to stockholders on or about March 24, 2014 at www.envisionreports.com/TTI for registered holders and at www.proxyvote.com for beneficial holders. You may also request a printed copy of this proxy statement and the form of proxy by telephone, over the internet or by email by following the instructions printed on your Notice.

Our Annual Report to Stockholders, including financial statements, for the fiscal year ended December 31, 2013 is being made available at the same time and by the same methods. The Annual Report to Stockholders is not to be considered as a part of the proxy solicitation material or as having been incorporated by reference.

In addition, any stockholder may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. Receiving future proxy materials by email will save the cost of printing and mailing documents to stockholders and will reduce the impact of annual meetings on the environment. A stockholder’s election to receive proxy materials by email will remain in effect unless the stockholder terminates it.

General Voting Instructions

Below are instructions on how to vote as well as information on your rights as a stockholder as they relate to voting. Some of the instructions will differ depending on how your stock is held. It is important to follow the instructions that apply to your situation.

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Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered a stockholder of record and the Notice was sent directly to you by us.

If you are a stockholder of record, you may vote in person at the Annual Meeting. Your Notice will be your evidence of ownership and serve as your authorization to vote in person; we will provide a ballot for you when you arrive at the meeting. If you requested printed copies of the proxy materials, check the appropriate box on the proxy card and bring evidence of your share ownership to the meeting. The proxy card and the evidence of your ownership will serve as your authorization to vote in person.

If you do not wish to vote in person or if you will not be attending the Annual Meeting, you may vote by proxy. You may vote by internet by following the instructions in the Notice or, if you requested printed copies of the proxy materials, you can vote by internet, by telephone, or by delivering your proxy through the mail.

Beneficial Owners. If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in “street name,” and the Notice was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct that organization on how to vote the shares held in your account.

If you are a beneficial owner, in order to vote in person at the Annual Meeting, you must obtain a valid proxy from the organization that holds your shares and bring evidence of your stock ownership from the organization with you to the meeting.

If you do not wish to vote in person or if you will not be attending the Annual Meeting, you may direct the vote of your shares by following the instructions on the Notice delivered to you by the organization holding your account. Many brokerage firms, banks, broker-dealers, or other similar organizations participate in the Broadridge Financial Solutions, Inc., Online and Telephone Program. This program provides eligible stockholders the opportunity to vote via the internet or by telephone. Voting forms will provide instructions for beneficial owners if the organization holding their account participates in the program or other similar programs.

401(k) Plan Participants. If you participate in our 401(k) Retirement Plan (the “401(k) Plan”) and have contributions allocated to the TETRA stock fund, you are entitled to direct the 401(k) Plan trustee to vote the shares of our common stock credited to your account as of the close of business on the record date. You may deliver your voting instructions to the 401(k) Plan trustee by internet or telephone by following the instructions on your proxy card, or by indicating your voting instructions on your proxy card and returning it by mail. All proxy cards that are properly completed, signed, and returned by mail or submitted via the internet or by telephone prior to May 2, 2014 will be voted. If you return your proxy card with no voting instructions marked, or if you do not return a proxy card or submit voting instructions via the internet or by telephone, your shares will be voted by the trustee as directed by our 401(k) Plan Administrator.

How to Revoke Your Proxy. All valid proxies received prior to the Annual Meeting will be voted in accordance with the instructions so indicated. You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting. A proxy may be revoked by a stockholder of record at any time before it is exercised by submitting a written revocation or a later-dated proxy to our Corporate Secretary at the mailing address provided above, by voting again via the internet or telephone, or by attending the Annual Meeting in person and so notifying the Inspector of Elections. If you are a beneficial owner and wish to change your vote, you must contact the organization that holds your shares prior to the Annual Meeting to assist you with this process. If you are a 401(k) Plan participant, you may revoke your voting instructions by submitting a new proxy containing your voting instructions via the internet, by telephone, or by delivering a later dated proxy card by mail prior to May 2, 2014.

VOTING RULES

Stockholders Entitled to Vote – the Record Date. We fixed the close of business on March 7, 2014 as the record date for the determination of stockholders entitled to vote at the Annual Meeting and any adjournment(s) thereof. As of the record date, we had issued and outstanding 78,904,914 shares of common stock and no shares of preferred stock.

Quorum Required. A quorum must be present at the Annual Meeting for us to conduct business at the Annual Meeting. To establish a quorum, we need the presence, either in person or by proxy, of holders of a majority of the shares of our common stock issued, outstanding and entitled to vote. We will count abstentions and broker nonvotes to determine whether a quorum is present. Broker nonvotes occur when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power and the nominee has not received voting instructions from the beneficial owner.

Number of Votes. You are entitled to one vote per share of our common stock that you own as of the record date on each matter that is called to vote at the Annual Meeting.

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Voting to Elect Directors. When voting to elect directors, you have three options:

- vote for all of the nominees;
- vote for one or more of the nominees, but not all; or
- withhold authority to vote for all of the nominees.

If a quorum is present at the Annual Meeting, the nine persons receiving the greatest number of votes will be elected to serve as directors. Therefore, any shares that are not voted and votes that are withheld will not influence the outcome of the election of directors. Brokers who have not received voting instructions from the beneficial owner do not have the discretionary authority to vote on the election of directors. Therefore, broker nonvotes will not be considered in the vote totals and will have no effect on the vote. You may not cumulate your votes for any one of the nominees.

Voting on Other Matters. When voting on all other matters, you have three options:

- vote FOR a given proposal;
- vote AGAINST a given proposal; or
- ABSTAIN from voting on a given proposal.

Each matter other than the election of directors requires the affirmative vote of a majority of the shares having voting power on such matter that are present or represented at the Annual Meeting. For the purpose of determining whether a proposal other than the election of directors has received a majority vote, abstentions will be included in the vote totals with the result that an abstention will have the same effect as a vote against the proposal.

With respect to the advisory vote to approve the compensation of executive officers, because your vote on this proposal is advisory in nature, it will not be binding on or overrule any decisions by our Board of Directors or the Management and Compensation Committee of our Board of Directors. However, the Board of Directors and the Management and Compensation Committee value the opinions of our stockholders and, to the extent that there is any significant vote against the compensation of our executive officers, we will consider our stockholders' concerns, and our Board of Directors will evaluate whether any actions are necessary to address those concerns. Brokers do not have discretionary authority to vote on the advisory vote to approve executive compensation. Consequently, broker nonvotes will not be considered in the vote totals for this proposal and will have no effect on the vote.

With respect to the approval of auditors, brokers who have not received voting instructions from the beneficial owner have the discretionary authority to vote on this matter. Therefore, broker nonvotes will be included in the vote totals and have the same effect as a vote against this proposal.

The proxy confers discretionary authority to the persons named in the proxy authorizing those persons to vote, in their discretion, on any other matters properly presented at the Annual Meeting. Our Board of Directors is not currently aware of any such other matters.

Voting of Proxies with Unmarked Votes. All proxies that are properly completed, signed, and returned or submitted via the internet or by telephone prior to the Annual Meeting will be voted. If you return or submit your proxy with no votes marked, your shares will be voted as follows:

- FOR the election of each of the nominees for director;
- FOR the appointment of Ernst & Young LLP as our independent registered public accounting firm; and
- FOR approval of the compensation of executive officers.

It is possible for a proxy to indicate that some of the shares represented are not being voted as to certain proposals. This occurs, for example, when a broker is not permitted to vote on a proposal without instructions from the beneficial

owner of the stock. In such a case, the nonvoted shares will be considered in the manner described above.

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Who Counts the Votes. Votes will be counted by Computershare Trust Company, N.A.

Information About the Solicitation of Proxies. Our Board of Directors is soliciting the proxy accompanying this statement in connection with the Annual Meeting. In addition to the solicitation of proxies by use of this proxy statement, our directors, officers, and employees may solicit the return of proxies by mail, personal interview, telephone, or email. Our officers and employees will not receive additional compensation for their solicitation efforts, but they will be reimbursed for any out-of-pocket expenses incurred. Brokerage houses and other custodians, nominees, and fiduciaries will be requested, in connection with the stock registered in their names, to forward solicitation materials to the beneficial owners of such stock.

We will pay all costs of preparing, printing, assembling, and delivering the Notice of the Annual Meeting, the Notice, this proxy statement, the enclosed form of proxy card and any additional materials, as well as the cost of forwarding solicitation materials to the beneficial owners of stock and all other costs of solicitation.

PROPOSALS

PROPOSAL NO. 1: Election of Directors

On January 14, 2014, our Board of Directors increased the size of the board to eleven members, and appointed Mark E. Baldwin and John F. Glick to fill the vacancies created by the increase. Tom H. Delimitros and Geoffrey M. Hertel, current members of the Board of Directors, will retire from the board upon expiration of their respective terms at the upcoming Annual Meeting, and therefore have not been nominated for reelection. Immediately following the Annual Meeting, the Board of Directors expects to set the size of the board at nine members.

The Nominating and Corporate Governance Committee of the Board of Directors has recommended, and the Board of Directors has nominated and urges you to vote “FOR” the election of the nine persons listed below who have been nominated to serve one-year terms as directors. Each proxy solicited hereby will be so voted unless you specify otherwise in the proxy. A plurality vote is required for the election of directors in Proposal 1. Accordingly, if a quorum is present at the Annual Meeting, the nine nominees receiving the greatest numbers of votes will be elected to serve as directors. Proxies cannot be voted for more than nine nominees for election to the Board of Directors.

The terms of office of each of the eleven current directors will expire at the time of the Annual Meeting. Each of the nine nominees listed below has been recommended by the Nominating and Corporate Governance Committee and nominated by the Board of Directors to serve a one-year term as a director. Each of the nominees has consented to be named in this proxy statement and to serve as a director, if elected.

It is intended that the proxies solicited hereby will be voted “FOR” the election of such nominees, unless the authority to do so has been withheld. If, at the time of the Annual Meeting, any of the nominees should be unable or decline to serve, the discretionary authority provided in the proxy will enable the proxy holder to vote for a substitute nominee of the Board of Directors. The Board of Directors has no reason to believe that any substitute nominee will be required.

Nominees for Director

The nominees for election as directors are as follows:

Name	Age	Position with Us	Director Since
Mark E. Baldwin	60	Director	2014
Thomas R. Bates, Jr.	64	Director	2011
Stuart M. Brightman	57	Director, President and Chief Executive Officer	2009
Paul D. Coombs	58	Director	1994
Ralph S. Cunningham	73	Director	1999
John F. Glick	61	Director	2014
Kenneth P. Mitchell	74	Director	1997
William D. Sullivan	57	Director	2007
Kenneth E. White, Jr.	67	Director	2002

Biographical summaries of the nominees for director, including the experiences, qualifications, attributes and skills of each director that have been considered by the Nominating and Corporate Governance Committee and the Board of

Directors in determining that these nominees should serve as directors, are set forth below. See “Beneficial Stock Ownership of Certain Stockholders and Management” below for information regarding the number of shares of our common stock owned by each nominee.

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Mark E. Baldwin has served as a member of our Board of Directors since January 2014. Mr. Baldwin served as the executive vice president and chief financial officer of Dresser-Rand Group, Inc., a public company subject to the reporting requirements of the Securities Exchange Act of 1934 (the "Exchange Act"), from August 2007 until his retirement in May 2013. Prior to joining Dresser-Rand, he served as the executive vice president, chief financial officer, and treasurer of Veritas DGC Inc., a public company subject to the reporting requirements of the Exchange Act, from August 2004 through February 2007, and operating partner at First Reserve Corporation from April 2003 through July 2004. Mr. Baldwin served as executive vice president and chief financial officer for NextiraOne from October 2001 through August 2002, and as chairman of the board and chief executive officer for Pentacon Inc. from 1997 through 2001. From 1980 through 1997, Mr. Baldwin served in a variety of finance and operations positions with Keystone International Inc., including treasurer, chief financial officer, and president of the Industrial Valves and Controls Group. Mr. Baldwin currently serves as a director of Nine Energy Service, a private company providing downhole completions services, and previously served as a director of Seahawk Drilling Inc. from August 2009 until February 2011. Mr. Baldwin has a B.S. in Mechanical Engineering from Duke University and an MBA from Tulane University.

Mr. Baldwin, through his experience in executive financial positions with public companies, brings significant knowledge of accounting, capital structures, finance and financial reporting, strategic planning, and forecasting. Mr. Baldwin has extensive knowledge of the energy industry and his financial management and operations experience provides a significant contribution to our Board of Director's mix of backgrounds and skills.

Thomas R. Bates, Jr., Ph.D., has served as a member of our Board of Directors since November 2011. Dr. Bates has served as a member of our Management and Compensation Committee since May 2012. Dr. Bates is a private investor and currently an adjunct professor in the finance department at Texas Christian University where he teaches in the MBA program at the Neeley School of Business. Prior to that, he joined Lime Rock Management LP, an energy-focused private equity firm, as a managing director in 2001 and became a senior advisor of the firm in 2010 before retiring in 2013. Dr. Bates had 25 years of experience in oil service management and operations before joining Lime Rock. He served from 1998 through 2000 as president of the Discovery Group of Baker Hughes and was responsible for the integration of Western Atlas into Baker Hughes. Earlier, he served as president and chief executive officer of Weatherford Enterra. Previously, Dr. Bates spent 15 years with Schlumberger in both domestic and international locations and was responsible for the Anadrill business unit when early MWD and LWD tools were commercialized. Dr. Bates began his career with Shell Oil Company, where he conducted drilling research. Dr. Bates has been a personal investor and/or a corporate investor in more than a dozen oil service technology startups. Based in Fort Worth, Dr. Bates also serves as chairman of the board of directors of Hercules Offshore, Inc., a public company subject to the reporting requirements of the Exchange Act. He previously served on the boards of Natco Group, Inc. from 2003 through 2009, and T-3 Energy Services from 2007 until it was acquired in 2011. Dr. Bates is a graduate of the University of Michigan with a Ph.D. in Mechanical Engineering.

Dr. Bates has nearly forty years of experience in the international oil and gas services industry, both as a director and in management positions with operational responsibilities. Dr. Bates' experience serving as a director of other public companies provides cross-board experience and perspective, and his management of a private equity firm provides valuable entrepreneurial insight.

Stuart M. Brightman has served as our President and Chief Executive Officer since May 2009, at which time Mr. Brightman was also elected as a director. He served as Executive Vice President and Chief Operating Officer from April 2005 through May 2009. Mr. Brightman also serves as a director of our Compressco Partners GP Inc. subsidiary, the general partner of Compressco Partners, L.P., also one of our consolidated subsidiaries and a publicly traded limited partnership subject to the reporting requirements of the Exchange Act. From April 2004 to April 2005, Mr. Brightman was self-employed. Mr. Brightman served as president of the Dresser Flow Control division of Dresser, Inc. from April 2002 until April 2004. Dresser Flow Control, which manufactures and sells valves, actuators,

and other equipment and provides related technology and services for the oil and gas industry, had revenues in excess of \$400 million in 2004. From November 1998 to April 2002, Mr. Brightman was president of the Americas Operation of the Dresser Valve Division of Dresser, Inc. He served in other capacities during the earlier portion of his career with Dresser, from 1993 to 1998. From 1982 to 1993, Mr. Brightman served in several financial and operational positions with Cameron Iron Works and its successor, Cooper Oil Tools. Mr. Brightman received his B.S. degree from the University of Pennsylvania and his Master of Business Administration degree from the Wharton School of Business.

Mr. Brightman has more than thirty years of experience in manufacturing and services businesses related to the oil and gas industry. He has experience in corporate finance and in the management of capital intensive operations. Mr. Brightman's prior service as our Chief Operating Officer and his current position with us as President and Chief Executive Officer also provides our Board of Directors with an in-depth source of knowledge regarding our operations, our executive management team, and the effectiveness of our compensation programs.

Paul D. Coombs has served as a member of our Board of Directors since June 1994. Mr. Coombs has served as a member of our Nominating and Corporate Governance Committee since July 2012. From April 2005 until his retirement in June 2007, Mr. Coombs served as our Executive Vice President of Strategic Initiatives, and from May 2001 to April 2005, as our Executive Vice President and Chief Operating Officer. From January 1994 to May 2001, Mr. Coombs served as our Executive Vice President - Oil & Gas, from 1987 to 1994 he served as Senior Vice President - Oil & Gas, and from 1985 to 1987, as General Manager - Oil & Gas. Mr. Coombs has served in numerous other positions with us since 1982. Mr. Coombs is presently a director and serves on the audit and corporate governance committees of the board of directors of Balchem Corporation, a public company that is subject to the reporting requirements of the Exchange Act.

Mr. Coombs has more than thirty years of experience with us, which, together with his entrepreneurial approach to management, provides the Board of Directors with insight into our capabilities and personnel. Mr. Coombs has substantial experience with the oil and gas services we provide and with oil and gas exploration and production operations in general.

Ralph S. Cunningham, Ph.D., has served as a member of our Board of Directors since 1999, and as Chairman of our Board of Directors since December 2006. Dr. Cunningham currently serves on our Audit Committee and our Nominating and Corporate Governance Committee. Dr. Cunningham has been employed by Enterprise Products Company or its predecessor since 2005. Dr. Cunningham is presently vice chairman of the board of directors of Enterprise Products Holdings LLC, the general partner of Enterprise Products Partners L.P., a publicly traded partnership subject to the reporting requirements of the Exchange Act and a director of Cenovus Energy Inc., a Canadian publicly traded independent integrated oil company that was formerly named EnCana Corporation. From 1996 until May 2013, he served as a director of Agrium, Incorporated, a Canadian publicly traded company involved in the agricultural chemicals business, From August 2007 until November 2010, he served as a director and as president and chief executive officer of EPE Holdings, LLC, the general partner of Enterprise GP Holdings L.P., a publicly traded partnership subject to the reporting requirements of the Exchange Act. Dr. Cunningham also served as a director of LE GP, LLC, the general partner of Energy Transfer Equity, L.P., from December 2009 until November 2010, as a director of Enterprise Products GP, LLC, from February 2006 to May 2010, and as a director of DEP Holdings, LLC from August 2007 to May 2010. Dr. Cunningham served as a director of Enterprise Products GP from 1998 until March 2005 and served as chairman and a director of TEPPCO GP from March 2005 until November 2005. He retired in 1997 from CITGO Petroleum Corporation, where he had served as president and chief executive officer since 1995. Dr. Cunningham served as vice chairman of Huntsman Corporation from April 1994 to April 1995; and from August 1990 to April 1994, he served as president of Texaco Chemical Company. Prior to joining Texaco Chemical Company, Dr. Cunningham held various executive positions with Clark Oil & Refining and Tenneco Inc. He began his career in Exxon's refinery operations. Dr. Cunningham received his B.S. degree in Chemical Engineering from Auburn University and his M.S. and Ph.D. degrees in Chemical Engineering from Ohio State University.

Dr. Cunningham has extensive experience in the international oil and gas industry as well as the chemicals industry, both as a director and in management positions with various operational responsibilities. He has significant board experience, having served as a director of public companies for approximately eighteen years, which provides cross-board experience and perspective.

John F. Glick has served as a member of our Board of Directors since January 2014. From August 2007 until his retirement in July 2013, Mr. Glick served as president and a director of Lufkin Industries, Inc., a public company subject to the reporting requirements of the Exchange Act. Additionally, he was elected chief executive officer of Lufkin in March 2008 and served in such capacity until his retirement in July 2013. During his tenure, Mr. Glick oversaw the growth of Lufkin and ultimately, the sale of the company to General Electric in July 2013. From September 1994 through August 2007, Mr. Glick served as the vice president and general manager of Lufkin's Power Transmission Division. He previously served as vice president and general manager of Lufkin's

Oilfield Division from August 2007 through August 2008. Prior to joining Lufkin, from 1974 through 1994, Mr. Glick held several senior management level positions with Cameron Iron Works, Inc. Mr. Glick received a B.S. in Journalism from the University of Kansas and graduated from the Harvard Graduate School of Business Program for Management Development.

Mr. Glick brings extensive energy industry, management, and oversight experience, having served in executive management positions with various public energy services and manufacturing companies. Mr. Glick's broad experience in manufacturing and servicing a variety of oilfield drilling and completion products, both domestically and internationally, provides valuable insight to the Board of Directors from an operational and strategic planning perspective.

Kenneth P. Mitchell has served as a member of our Board of Directors since 1997. Mr. Mitchell is Chairman of our Nominating and Corporate Governance Committee and also serves on our Audit Committee. Mr. Mitchell served as a member of our Management and Compensation Committee until May 2012. In November 2010, Mr. Mitchell retired from the board of directors of Balchem Corporation, a public company subject to the reporting requirements of the Exchange Act, where he had served as a director since 1993 and as lead director and chairman of the executive committee since October 2005. Mr. Mitchell served as president and chief executive officer of Oakite Products, Inc., a specialty chemicals company, from 1986 until his retirement in 1993. From 1964 to 1986, he held a number of executive positions with Diamond Shamrock Corporation, all of which were related to various commodity and specialty chemicals businesses. Mr. Mitchell received his B.S. degree in Marketing and Finance from Ohio State University, and he completed the Senior Executive Program at M.I.T. in 1979.

Mr. Mitchell has extensive experience in various management roles in the specialty chemicals industry, including manufacturing, sales, and marketing. In addition, Mr. Mitchell has considerable experience in executive compensation matters.

William D. Sullivan has served as a member of our Board of Directors since August 2007. Mr. Sullivan currently serves on our Management and Compensation Committee and our Nominating and Corporate Governance Committee. Mr. Sullivan currently serves as a director of our Compressco Partners GP Inc. subsidiary, the general partner of Compressco Partners, L.P., also one of our consolidated subsidiaries and a publicly traded limited partnership subject to the reporting requirements of the Exchange Act. Mr. Sullivan is the non-executive chairman of the board of directors of SM Energy Company, a publicly traded exploration and production company that is subject to the reporting requirements of the Exchange Act. Mr. Sullivan is also a director and serves on the audit, nominating and corporate governance and conflicts, and compensation committees of Legacy Reserves GP, LLC, the general partner of Legacy Reserves, LP, a publicly traded limited partnership holding oil and gas producing assets, primarily in the Permian Basin and Rocky Mountain areas. Mr. Sullivan is a director and serves on the conflicts and audit committees of Targa Resources Partners GP, LLC, the general partner of Targa Resources Partners LP, a publicly traded limited partnership focused on mid-stream gas gathering, processing, liquids fractionation, and transportation. From 1981 through August 2003, Mr. Sullivan was employed in various capacities by Anadarko Petroleum Corporation, most recently as executive vice president, exploration and production. Mr. Sullivan has been retired since August 2005. Mr. Sullivan received his B.S. degree in Mechanical Engineering from Texas A&M University.

Mr. Sullivan has significant management experience in mid-stream oil and gas operations and in the exploration and production of oil and gas on an international level. Mr. Sullivan also has substantial experience in executive compensation matters and in serving on the boards of publicly held corporations and publicly traded limited partnerships operating in the oil and gas industry.

Kenneth E. White, Jr. has served as a member of our Board of Directors since 2002. Mr. White is Chairman of our Management and Compensation Committee and also serves on our Audit Committee. He served as president and chief

operating officer and a director of Torch Energy Advisors, a private company that owns and operates oil and gas projects on behalf of its investors, until his retirement in January 2001. Prior to his initial employment with Torch in 1989, Mr. White served as executive vice president and general manager of Gruy Engineering, a petroleum consulting firm affiliated with Torch. From 1982 to 1989, Mr. White served in several positions related to Gulf Coast reservoir management and engineering with Tenneco Oil. He received his B.S. degree in Mechanical Engineering from Louisiana State University.

Mr. White has substantial experience in the oil and gas industry, including with regard to the management, operation, and analysis of oil and gas reserves. In addition, Mr. White has significant experience in executive compensation matters.

The Board of Directors recommends that you vote “FOR” the election of each of the above named nominees.

PROPOSAL NO. 2: Appointment of Independent Registered Public Accounting Firm

Proposal 2 requests stockholder approval of the Board of Directors’ appointment of the firm of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2014. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will have an opportunity to make a statement if they desire and to respond to appropriate questions from those attending that meeting. Ernst & Young LLP have served as our independent auditors since 1981.

Our organizational documents do not require our stockholders to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm. We are doing so, as we have done in prior years, because we believe it is a matter of good corporate practice. If our stockholders do not ratify the appointment, the Audit Committee may reconsider its selection of the firm as our independent registered public accounting firm for the year ending December 31, 2014, but the Audit Committee may also elect to retain the firm.

The Board of Directors recommends that you vote “FOR” ratification and approval of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2014 fiscal year, and proxies returned will be so voted unless contrary instructions are indicated thereon.

PROPOSAL NO. 3: Advisory Vote to Approve Executive Compensation

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), enables our stockholders to cast an advisory vote on the compensation of our named executive officers. In May 2013, our stockholders overwhelmingly approved the compensation of our named executive officers as described in our 2013 proxy statement, with approximately 95.5% of stockholder votes cast in favor of our 2013 “say-on-pay” resolution (excluding abstentions and broker non-votes). With respect to the advisory vote on the frequency of conducting future advisory votes to approve executive compensation held in May 2011, more than 79% of our stockholders voted in favor of holding future advisory votes to approve executive compensation on an annual basis (excluding abstentions and broker non-votes). After considering this result, our Board of Directors determined that it would hold future advisory votes to approve executive compensation annually until the next stockholder vote on the frequency of holding future advisory votes on executive compensation. Consequently, our stockholders have an opportunity again this year to cast an advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules.

As discussed in the Compensation Discussion and Analysis (“CD&A”) section of this proxy statement, our compensation philosophy is designed to enable us to recruit and retain the highly qualified and competent executives that are crucial to our long-term success while ensuring that a significant portion of the compensation opportunities available to them is tied to performance; thus aligning their interests with the interests of our stockholders. Following our 2013 Annual Meeting, as we considered the specific compensation practices through which we implement our compensation philosophy, we were mindful of the strong support our stockholders expressed for our 2013 compensation policies and practices.

The following are some of the key topics discussed in greater detail in the CD&A and in other sections of this proxy statement, and stockholders are encouraged to read these other sections.

Every member of our Management and Compensation Committee is independent, as independence is defined in the listing standards of the NYSE (page 13).

Our Management and Compensation Committee has established a thorough process for the review and approval of our compensation programs and practices, and the committee has the authority to retain and direct compensation consultants or other advisors to assist in the discharge of its duties (page 13).

• Our Board of Directors has adopted stock ownership guidelines that apply to our directors and executive officers (page 18).

• We employ our executive officers “at will” under employment agreements similar to those executed by all our employees (page 25).

• Our insider trading policy prohibits transactions involving short sales, the buying and selling of puts, calls, or other derivative instruments, and certain forms of hedging or monetization transactions involving our securities (page 25).

On an annual basis, our Management and Compensation Committee awards performance-based long-term cash incentives to certain of our executive officers to supplement the long-term performance incentive and retention value provided by time-vesting equity awards. Compared to awards granted in 2011 and 2012, in 2013, the Management and Compensation Committee increased the portion of performance-based cash incentives in the executive officers' aggregate long-term incentive compensation awards in order to motivate improved financial performance over the three-year performance periods covered by such awards (page 23).

• We continue to believe that tying a significant portion of our executive officers' compensation directly to our stockholders' returns is an important aspect of our total compensation plan and for the fiscal year 2013, 36.9% of the total target compensation awarded to our Chief Executive Officer, Mr. Brightman, consisted of stock options and shares of restricted stock. The combination of long-term equity incentives and long-term cash incentives weights total prospective target compensation awarded in 2013 to our Chief Executive Officer and other executives significantly toward long-term performance.

• We believe that providing both short- and long-term incentive compensation awards also helps to reduce any risk to us or our stockholders that could arise from excessive focus on short-term performance (page 49).

Our Board of Directors believes that our compensation program is effective in implementing our compensation philosophy and furthering our strategic goals and objectives. Pursuant to SEC rules, we are asking our stockholders to approve the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis (beginning on page 23), the compensation tables (beginning on page 42) and the narrative discussion following the compensation tables. This advisory stockholder vote, commonly known as “say-on-pay,” gives you as a stockholder the opportunity to approve or not approve our executive compensation program and policies through the following resolution:

“RESOLVED, that the stockholders of TETRA Technologies, Inc. approve, on an advisory basis, the compensation of its named executive officers as disclosed in the Company’s 2014 Proxy Statement pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the Compensation Discussion and Analysis, the compensation tables and related narrative disclosure contained in this Proxy Statement.”

Because your vote on this proposal is advisory in nature, it will not be binding on or overrule any decisions by our Board of Directors or the Management and Compensation Committee of our Board of Directors. However, our Board of Directors values the opinions of our stockholders. To the extent that there is any significant vote against the compensation of our executive officers, we will consider our stockholders' concerns, and our Board of Directors will evaluate whether any actions are necessary to address those concerns.

The Board of Directors recommends that you vote “FOR” approval of the named executive officer compensation as disclosed pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission, including in the Compensation Discussion and Analysis, the compensation tables and related narrative discussion as contained in this Proxy Statement. Proxies returned will be so voted unless contrary instructions are indicated thereon.

INFORMATION ABOUT US

CORPORATE GOVERNANCE

The Board of Directors has adopted Corporate Governance Guidelines that give effect to the NYSE corporate governance listing requirements and various other corporate governance matters. The Board of Directors believes the Corporate Governance Guidelines assist in ensuring that the Board of Directors is independent from management, that the Board of Directors adequately performs its function as the overseer of management, and that the interests of management and the Board of Directors align with the interests of our stockholders.

The following governance documents are available in the Corporate Governance section of the Investor Relations area of our website at www.tetratec.com and are also available upon written request addressed to Corporate Secretary, TETRA Technologies, Inc., 24955 Interstate 45 North, The Woodlands, Texas 77380:

• Corporate Governance Guidelines which govern the qualifications and conduct of the Board of Directors.

• Audit Committee Charter.

• Management and Compensation Committee Charter.

• Nominating and Corporate Governance Committee Charter.

• Code of Business Conduct and Ethics for directors, officers, and employees. The key principles of this code are honesty, loyalty, fairness, and forthrightness.

• Code of Ethics for Senior Financial Officers. The key principles of this code include acting legally and ethically, promoting honest business conduct, and providing timely and meaningful public disclosures to our stockholders.

• Stock Ownership Guidelines for Directors and Executive Officers, which are designed to align the interests of our executive officers and directors with the interests of our stockholders.

• Policy and Procedures for Receipt and Treatment of Complaints Related to Accounting and Compliance Matters, which provides for the receipt, retention, and treatment of complaints received by us regarding accounting, internal accounting controls, auditing matters, or possible violations of laws, rules, or regulations applicable to us and the confidential, anonymous submission by our employees of concerns regarding those matters.

If any substantive amendments are made to either the Code of Business Conduct and Ethics for directors, officers, and employees or the Code of Ethics for Senior Financial Officers, the nature of such amendment will be disclosed on our website. In addition, if a waiver from either code is granted to an executive officer, director, or principal accounting officer, the nature of such waiver will be disclosed on our website.

Director Retirements: Tom H. Delimitros and Geoffrey M. Hertel

Messrs. Delimitros and Hertel, each of whom is currently serving as a director, will be retiring from our Board of Directors as of the conclusion of the Annual Meeting and are therefore not standing for re-election. We thank Messrs. Delimitros and Hertel for their service, contributions, and leadership throughout their tenure as directors.

Director Independence

The NYSE listing standards require our Board of Directors to be comprised of at least a majority of independent directors. Our Board of Directors will determine independence in accordance with the listing requirements of the NYSE, taking into consideration such facts and circumstances as the board considers relevant. In order to assist the

Board of Directors in making its determination of whether directors are independent, each director has completed and delivered to us a questionnaire designed to solicit accurate and complete information that may be relevant in making such independence determinations. The Board of Directors, with the assistance of

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the Nominating and Corporate Governance Committee, reviewed such questionnaires and such other information considered relevant with respect to the existence of any relationships between a director and us.

The Board of Directors has affirmatively determined that the following directors are independent: Mark E. Baldwin, Thomas R. Bates, Jr., Paul D. Coombs, Ralph S. Cunningham, Tom H. Delimitros, John F. Glick, Kenneth P. Mitchell, William D. Sullivan, and Kenneth E. White, Jr. Dr. Cunningham is the vice chairman of the board of directors of Enterprise Products Holdings LLC, the general partner of Enterprise Products Partners L.P., and Cenovus Energy Inc. (formerly EnCana Corporation), Mr. Delimitros served a director of Plains Exploration & Production Company until June 2013, and Mr. Sullivan is a director of SM Energy Company, Targa Resources Products GP, LLC and Legacy Reserves GP, LLC. Each of these entities or their affiliates is a customer of ours, although the revenues we receive from them are not considered to be material. In addition, Mr. Sullivan is a director of Compressco Partners GP Inc., the general partner of Compressco Partners, L.P., each of such entities being one of our subsidiaries. We have an ongoing business relationship with Compressco Partners. We have considered the foregoing and have concluded that these transactions and relationships did not automatically disqualify Messrs. Cunningham, Delimitros, and Sullivan from being considered independent under the rules of the NYSE. Our Board of Directors has also determined that none of Messrs. Cunningham, Delimitros, or Sullivan has a material interest in these transactions, and that each of them is independent.

In addition, based upon such standards, the Board of Directors has determined that Messrs. Brightman and Hertel are not independent because of, in Mr. Brightman's case, his ongoing employment with us, and in Mr. Hertel's case, his recent prior employment with us.

Board Leadership, Structure, and Risk Oversight

As set forth in our Corporate Governance Guidelines, our Board of Directors is comprised of a majority of directors who qualify as independent directors in accordance with the listing standards of the NYSE. Since 1992 we have separated the positions of Chairman of the Board and Chief Executive Officer. In 2011, we made it a formal policy of our Board of Directors, as set forth in our Corporate Governance Guidelines, to require the separation of the positions of Chairman of the Board and Chief Executive Officer. Our Board of Directors believes that the separation of these positions strengthens the independence of our board and its ability to carry out its roles and responsibilities on behalf of our stockholders. In addition, we believe that the separation of the offices allows us to have a Chairman of the Board focused on the leadership of the board while allowing our Chief Executive Officer to focus his time and energy on managing our operations.

The Board of Directors' responsibilities include, but are not limited to, appointing our Chief Executive Officer, monitoring our performance relative to our goals, strategies, and the performance of our competitors, reviewing and approving our annual budget, and reviewing and approving investments in and acquisitions and dispositions of assets and businesses. It is our management's responsibility to manage risk and to bring to the Board of Directors' attention any aspects of our business or operations that may give rise to a material level of risk.

Our Chief Executive Officer brings members of management from various business or administrative areas into meetings of the Board of Directors from time to time to make presentations and to provide insight to the board, including insight into areas of potential risk. Such risks include competition risks, industry risks, economic risks, liquidity risks, risks posed by significant litigation and regulatory matters, risks from operations, and risks related to acquisitions and dispositions. The Board of Directors, either directly or through its committees, reviews with our management policies, strategic initiatives, and other actions designed to mitigate various types of risk. Our Audit Committee oversees risks associated with the integrity of our financial statements, our compliance with legal and regulatory requirements, and matters reported to the Audit Committee through our internal auditors, chief compliance officer, and through anonymous reporting procedures. The Audit Committee reviews with management, internal

auditors, and our independent auditors the accounting policies, the system of internal control over financial reporting, and the quality and appropriateness of disclosure content in the financial statements or other external financial communications, and it also periodically reviews with our management and our independent auditors significant financial risk exposures and the processes we have implemented to monitor, control, and report such exposures. Our Audit Committee also performs oversight of our compliance program and monitors the results of our compliance efforts. Our Nominating and Corporate Governance Committee oversees risk primarily associated with our ability to attract, motivate, and retain quality directors, and our corporate governance programs and practices and our compliance therewith. Additionally, the Nominating and Corporate Governance Committee oversees the performance evaluation of the Board of Directors and each of its committees. Our Management and Compensation

Committee oversees risks primarily associated with our ability to attract, motivate, and retain quality talent, particularly executive talent, including risks associated with the design and implementation of our compensation programs, and the disclosure of executive compensation philosophies, strategies, and activities.

Board Meetings and Committees

Meetings and Attendance. During 2013, the Board of Directors held seven meetings, including six regular and one special meeting. During 2013, the standing committees of the Board of Directors consisted of an Audit Committee, a Management and Compensation Committee and a Nominating and Corporate Governance Committee. During 2013, the Audit Committee held five meetings, the Management and Compensation Committee held four meetings, and the Nominating and Corporate Governance Committee held five meetings.

During 2013, each member of the Board of Directors attended 75% or more of the aggregate of the meetings of the Board of Directors held while serving as a member of the board and the meetings of each committee of the Board of Directors of which he was a member that were held during the time he was a member. Our Corporate Governance Guidelines provide that our preference is to have our directors attend the annual meeting of stockholders. All members of our Board of Directors who were serving at the time of the annual meeting attended the Annual Meeting of Stockholders in 2013.

Audit Committee. The Board of Directors has an Audit Committee, which is currently composed of Mr. Delimitros, as Chairman, and Messrs. Cunningham, Mitchell, and White. The Audit Committee's primary purpose is to assist the Board of Directors in its oversight of (i) the integrity of our financial statements, (ii) our compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications, and (iv) the performance of our internal audit function and independent auditors. The Audit Committee has sole authority to appoint and terminate our independent auditors. To promote the independence of the audit, the Audit Committee consults separately and jointly with the independent auditors, the internal auditors, and management. As required by NYSE and SEC rules regarding audit committees, the Board of Directors has reviewed the qualifications of its Audit Committee and has determined that none of the current members of the Audit Committee has a relationship with us that might interfere with the exercise of their independence from us or our management, as independence is defined in the listing standards of the NYSE. Accordingly, our Board of Directors has determined that all current members of our Audit Committee are independent as defined in Section 10A of the Exchange Act and as defined in the listing standards of the NYSE. Further, our board has determined that Mr. Delimitros, the current Audit Committee chairman, is an "audit committee financial expert" within the definition established by the SEC.

Management and Compensation Committee. The Board of Directors has a Management and Compensation Committee, which is currently composed of Mr. White, as Chairman, and Messrs. Bates, Delimitros, and Sullivan. The functions performed by the Management and Compensation Committee include reviewing and establishing overall management compensation, administering our equity compensation plans, and approving salary and bonus awards to our executive officers. Our Board of Directors has determined that each member of the Management and Compensation Committee is independent, as independence is defined in the listing standards of the NYSE. The Management and Compensation Committee may designate a subcommittee and delegate authority to such subcommittee as it deems appropriate.

Compensation decisions for our Chief Executive Officer are made by the Management and Compensation Committee. The Management and Compensation Committee is also responsible for approving the compensation of our other executive officers and in such process, it reviews and gives significant consideration to the recommendations made by the Chief Executive Officer for such other executive officers. As part of its role in reviewing and approving management compensation, the Management and Compensation Committee administers our equity compensation plans and our cash incentive plan under which cash incentives may be awarded to our executive officers and other key

employees based on performance, including the attainment of performance goals. Our Chief Executive Officer, with input from senior management, recommends to the Management and Compensation Committee base salaries, target cash incentive levels, actual cash incentive payouts, and equity awards, as well as company, division, and individual performance measures for our executive officers other than the Chief Executive Officer. The Management and Compensation Committee considers, discusses, and takes action on such proposals as it deems appropriate. The Nominating and Corporate Governance Committee is responsible for reviewing and making decisions with respect to the compensation of our non-employee directors.

The Management and Compensation Committee has the authority to retain, approve fees and other terms for, and terminate any compensation consultant, outside counsel, or other advisors to assist the committee in the discharge of its duties. In February and March of 2013, our Management and Compensation Committee retained the services of Frost HR Consulting (formerly Stone Partners, Inc.), an independent human resources consulting firm, to assist in the review of compensation disclosures included in our 2013 proxy statement. The Management and Compensation Committee did not otherwise utilize the services of Frost HR Consulting during 2013. Frost HR Consulting acted as independent advisor to the Management and Compensation Committee and does not provide any other services to us or earn any compensation from us outside of the services provided as an independent advisor to the Management and Compensation Committee.

Management and Compensation Committee Interlocks and Insider Participation. The members of the Management and Compensation Committee during 2013 were Mr. White, as Chairman, and Messrs. Bates, Delimitros, and Sullivan, none of whom is or had previously been an officer or employee of ours, and none of whom had any relationship required to be disclosed under this section.

Nominating and Corporate Governance Committee. The Board of Directors has a Nominating and Corporate Governance Committee, which is currently composed of Mr. Mitchell, as Chairman, and Messrs. Coombs, Cunningham, and Sullivan. The Nominating and Corporate Governance Committee investigates and makes recommendations to the Board of Directors with respect to qualified candidates to be nominated for election to the board, and reviews and makes recommendations to the board with regard to candidates for directors nominated by stockholders in accordance with our bylaws. The Nominating and Corporate Governance Committee will consider candidates for director who are properly nominated by stockholders. Any stockholder wishing to propose a nominee should submit a recommendation in writing to our Corporate Secretary, indicating the nominee's qualifications and other relevant biographical information, confirmation of the nominee's consent to serve as a director, and all other information required by our bylaws for the nomination of director candidates. The Nominating and Corporate Governance Committee is responsible for reviewing and making decisions with respect to the compensation of non-employee directors provided that any recommendations relating to equity compensation are subject to final action by the Management and Compensation Committee. This committee also investigates and makes recommendations to the Board of Directors with regard to all matters of corporate governance, including the structure, operation, and evaluation of the board and its committees. Our Board of Directors has determined that each current member of the Nominating and Corporate Governance Committee is independent, as independence is defined in the listing standards of the NYSE.

Director Tenure. The Board of Directors does not believe that non-management directors who retire or change the primary employment position they held when they became a member of the board should necessarily leave the board. However, promptly following such event, the director must notify the Nominating and Corporate Governance Committee, which will review the continued appropriateness of the affected director remaining on the board under such circumstances. The affected director is expected to resign if requested to by the Nominating and Corporate Governance Committee following such review. In addition, in connection with a director's resignation or the recommendation of a new director nominee, the Nominating and Corporate Governance Committee will consider the issue of continuing director tenure, and take steps as may be appropriate to ensure that the Board of Directors maintains its majority independence.

Executive Sessions of the Board of Directors. As set forth in our Corporate Governance Guidelines, our non-management directors meet in executive session at least four times per year. In addition, our independent non-management directors meet in executive session at least one time per year. These executive sessions are presided over by Dr. Cunningham or, in his absence, another non-management director. The non-management directors presently consist of all current directors except Mr. Brightman.

Communications with Directors. Our security holders and other interested parties may communicate with one or more of our directors (including the non-management directors as a group) by mail in care of our Corporate Secretary, TETRA Technologies, Inc., 24955 Interstate 45 North, The Woodlands, Texas 77380, or by email at corpsecretary@tetratec.com. Such communications should specify the intended recipient or recipients. All such communications, other than commercial solicitations or communications, will be forwarded to the appropriate director or directors.

Stockholder Nominations. The Nominating and Corporate Governance Committee will consider proposals for nominees for director from our stockholders. In order to nominate a director at the annual meeting, our bylaws require that a stockholder follow the procedures set forth in Article III, Section 3 of our bylaws. (This bylaw provision is available on our website at www.tetratec.com.) In order to recommend a nominee for a director position, a stockholder must be a stockholder of record at the time the stockholder gives notice of the recommendation, and the stockholder must be entitled to vote for the election of directors at the meeting at which such nominee will be considered. Stockholder recommendations must be made pursuant to written notice delivered to our Corporate Secretary at our principal executive offices no later than 80 days prior to the date of the annual or special meeting at which directors are to be elected; provided, that the date of the annual or special meeting is not publicly announced more than 90 days prior to the annual or special meeting, such notice by the stockholder will be considered timely if delivered to the Corporate Secretary no later than the close of business on the tenth day following the day on which such announcement of the date of the meeting was communicated to the stockholders.

The stockholder notice must set forth the following:

1. name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated;
2. a representation that the stockholder is a holder of record of common stock entitled to vote at the meeting and intends to appear in person or by proxy to nominate the person or persons specified;
3. a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons under which the nomination(s) are to be made by the stockholder;
4. for each person the stockholder proposes to nominate for election as a director, all information relating to such person that would be required to be disclosed in solicitations of proxies for the election of such nominees as directors pursuant to Schedule 14A promulgated under the Exchange Act; and
5. for each person nominated, a written consent to serve as a director, if elected.

In addition to complying with the foregoing procedures, any stockholder nominating a director must also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder.

Nominating and Corporate Governance Committee Nominations. The Nominating and Corporate Governance Committee selects each nominee for recommendation to the Board of Directors based on the nominee's skills, achievements, and experience. As set forth in our Corporate Governance Guidelines, the following will be considered, among other things, in selecting candidates for the Board of Directors: independence; knowledge, experience, and skill in areas critical to understanding us and our business; personal characteristics such as integrity and judgment; diversity; and other commitments, including service on the boards of other companies.

When seeking candidates for director, the Nominating and Corporate Governance Committee may solicit suggestions from incumbent directors, management, stockholders, or others. After an initial evaluation of a potential candidate, the committee will interview that candidate if it believes such candidate might be suitable to be a director. The committee may also ask the candidate to meet with management. If the committee believes a candidate would be a valuable addition to the Board of Directors, it will recommend to the full Board of Directors that candidate's nomination. The committee also has authority under its charter to retain a search firm to assist it in identifying directors for this purpose and provide guidance to search firms it retains about the particular qualifications the Board is then seeking. During 2013, the committee retained Russell Reynolds Associates to assist it with identifying potential candidates. Russell Reynolds interviewed our then existing directors, evaluated the Board's current and future makeup and needs, and worked with the committee to develop a list of potential candidates. After conducting a thorough candidate evaluation and interview process, the Committee recommended and the Board concurred in appointing Messrs. Baldwin and Glick to the Board, effective January 14, 2014.

Although we have not adopted a formal policy with regard to the consideration of diversity when evaluating candidates for election to the board, our Corporate Governance Guidelines provide that when assessing candidates, we will consider diversity. The Nominating and Corporate Governance Committee does believe that board membership should reflect diversity in the broadest sense, and so when reviewing candidates for nomination to the Board of Directors, the committee considers each nominee's skills, perspectives, experiences, personal characteristics, and diversity, taking into account our needs and the current composition of the board. We strive to maintain a reasonable diversity of background and experience among the members of the board, so that each

member may contribute a unique viewpoint to the board's deliberations. The Board of Directors' final selection of qualified candidates is based on merit, giving consideration to the candidate's knowledge, experience, skills in areas deemed critical to understanding our business, personal characteristics such as integrity and judgment, and diversity, including gender, ethnicity, and background, and the candidates commitments to boards of other companies.

Certain Transactions

Related Person Transaction Policy. The Board of Directors, upon recommendation of the Nominating and Corporate Governance Committee, has adopted the TETRA Technologies, Inc. Policy and Procedures with respect to Related Person Transactions ("Policy"), for the review and approval of related person transactions. The Policy covers transactions in which (i) we, or any subsidiary of ours, are a participant, (ii) the aggregate amount involved exceeds \$100,000, and (iii) any related party (generally, directors and executive officers, and their immediate family members, and 5% stockholders) has a direct or indirect interest. The Policy generally requires that such transactions be approved in advance by the Nominating and Corporate Governance Committee. Under the Policy, the Nominating and Corporate Governance Committee will consider all relevant facts and circumstances available to the committee and will approve such transactions only if they are in, or are not inconsistent with, our best interests and the best interests of our stockholders. In the event a transaction is not identified as a related person transaction in advance, it will be submitted to the Nominating and Corporate Governance Committee, which will evaluate the transaction, including ratification or rescission of the transaction, and possible disciplinary action.

Transactions with Directors. The Board of Directors has determined that there are no material transactions involving a director that require disclosure.

Equity Compensation Plan Information

The following table provides information as of December 31, 2013, regarding compensation plans (including individual compensation arrangements) under which equity securities are authorized for issuance.

Plan Category	Number of Securities	Weighted Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance under Equity Comp. Plans (Excluding Securities Shown in the First Column)
	to be Issued upon Exercise of Outstanding Options		
Equity compensation plans approved by stockholders ⁽¹⁾			
1990 Employee Incentive	23,701	\$8.5384	0
2006 Equity Incentive	248,764	\$28.9708	0
2007 Long Term Incentive ⁽²⁾	2,048,342	\$11.8036	1,516,844
2011 Long Term Incentive ⁽³⁾	1,514,296	\$9.8073	2,772,063
Total	3,835,103	\$12.1087	4,288,907
Equity compensation plans not approved by stockholders ⁽⁴⁾			
1996 Nonexecutive Plan	138,171	\$18.2101	0
Brightman Plan	240,000	\$9.0767	0
Serrano Plan	79,051	\$6.6000	0
Total	457,222	\$11.4086	0
All Plans ⁽⁵⁾			
Total	4,292,325	\$12.0341	4,288,907

Consists of the 1990 Stock Option Plan, as amended, the Amended and Restated 2006 Equity Incentive

(1) Compensation Plan, the 2007 Long Term Incentive Compensation Plan and the Amended and Restated 2011 Long Term Incentive Compensation Plan.

Under the 2007 Long Term Incentive Compensation Plan, for the purpose of determining the number of shares available for future awards, an award of one stock option or one stock appreciation right with respect to one share of common stock is deemed to be an award of one share on the grant date. Any other awards granted under the (2) 2007 Long Term Incentive Compensation Plan with respect to one share of common stock, including an award of a restricted share, a bonus share, or a performance share, is deemed to be an award of 1.15 shares of common stock on the grant date.

Under the Amended and Restated 2011 Long Term Incentive Compensation Plan, for the purpose of determining the number of shares available for future awards, an award of one stock option or one stock appreciation right with respect to one share of common stock is deemed to be an award of one share on the grant date. Any other awards (3) granted under the Amended and Restated 2011 Long Term Incentive Compensation Plan with respect to one share of common stock, including an award of a restricted share, a bonus share, or a performance share, is deemed to be an award of 1.38 shares of common stock on the grant date.

Consists of the 1996 Stock Option Plan for Nonexecutive Employees and Consultants (the "1996 Nonexecutive (4) Plan"), the award granted to Mr. Brightman in connection with his initial employment, and the award granted to Mr. Serrano in connection with his initial employment. A description of each of these plans follows.

(5) The table above does not include information as of December 31, 2013 regarding (i) 599,532 shares of restricted stock subject to awards outstanding under the 2007 Long Term Incentive Compensation Plan and the Amended and Restated 2011 Long Term Incentive Compensation Plan; (ii) 13,529 shares of restricted stock outstanding under the award granted to Peter J. Pintar on November 15, 2011, as an inducement to his initial employment; and (iii) 31,266 shares of restricted stock outstanding under the award granted to Elijo V. Serrano on August 15, 2012, as an inducement to his initial employment.

Non-Stockholder Approved Plans

1996 Stock Option Plan for Nonexecutive Employees and Consultants

The TETRA Technologies, Inc. 1996 Stock Option Plan for Nonexecutive Employees and Consultants (the “1996 Nonexecutive Plan”) was adopted effective July 25, 1996. As of December 31, 2013, options covering 138,171 shares were outstanding under the 1996 Nonexecutive Plan, and options under the 1996 Nonexecutive Plan covering 62,755 shares were exercised during the year ended December 31, 2013. No grants of awards were permitted to be made under the 1996 Nonexecutive Plan after May 2, 2006.

Brightman Plan

As an inducement to his employment, Mr. Brightman was awarded, effective April 20, 2005, an option to purchase 80,000 shares at an exercise price of \$27.23 per share (as adjusted to reflect the effect of our 3-for-2 stock split effected on August 26, 2005, and our 2-for-1 stock split effected on May 22, 2006, this presently equates

to 240,000 shares at an exercise price of \$9.0767 per share), which grant is evidenced by a Nonqualified Stock Option Agreement dated April 20, 2005. As of December 31, 2013, options covering 240,000 shares were vested and outstanding under the award. The award will expire on April 20, 2015.

Serrano Plan

On August 1, 2012, Elijo V. Serrano was appointed by our Board of Directors to the positions of Senior Vice President and Chief Financial Officer. In connection with Mr. Serrano's appointment, the Board of Directors authorized the grant to Mr. Serrano of an employment inducement award of 79,051 nonqualified stock options and 46,898 shares of restricted stock to be effective as of August 15, 2012. The exercise price of the nonqualified stock options is \$6.60, which is equal to the closing price per share of our common stock on the New York Stock Exchange on August 15, 2012. Subject to Mr. Serrano's continued employment and other terms and conditions set forth in the Employee Equity Award Agreement between us and Mr. Serrano, the nonqualified stock options vested 33.3334% on the first anniversary date of the award, continue to vest an additional 2.7778% each month, and will become fully vested on the third anniversary date of the award. The restricted stock vested 33.3334% on the first anniversary date of the award, continues to vest an additional 16.6667% each six months, and will become fully vested on the third anniversary date of the award.

Insider Stock Sales and Stock Ownership Guidelines

We acknowledge that sales of common stock by our executive officers will occur periodically. In particular, we believe that our executive officers who have a significant portion of their net worth in common stock may desire to diversify their investment portfolios over time and may be required to sell common stock to finance stock option exercises and to pay related taxes. We have established a policy for trading in common stock. This policy is designed to help ensure compliance with federal securities laws and allow the anticipated periodic sales to occur in an orderly fashion. The trading policy also prohibits our directors, officers, and employees from engaging in short sales of our common stock, from buying or selling puts, calls or other derivative instruments involving our common stock, and from engaging in certain forms of hedging or monetization transactions involving our common stock.

Our Board of Directors has adopted stock ownership guidelines for our directors and executive officers. The stock ownership guidelines are intended to align the interests of our directors and executive officers with the interests of our stockholders. Under these guidelines, our executive officers have historically been required to hold shares of our common stock equal to a multiple, based upon position, of their base salary. In addition, ownership of the common units of Compressco Partners, L.P. counts toward fulfillment of the ownership requirement. The policy establishes the following minimum ownership guidelines.

Our executive officers must hold shares of our common stock and/or common units of Compressco Partners equal to a multiple, based upon position, of their base salary. The multiples are as follows:

Chief Executive Officer, three-times base salary;

Chief Financial Officer, two-times base salary; and

Senior Vice Presidents and Vice Presidents, one-time base salary.

Executive officers who held their current positions in February 2008 were required to be in compliance with the guidelines by May 3, 2013. All such executive officers, including Mr. Brightman our Chief Executive Officer, were in compliance on the required date. Executive officers appointed after February 2008 have five years following attainment of executive officer status to be in compliance. Although full compliance is not yet required for them until dates ranging from 2014 through 2017, as of the date of this proxy statement, Messrs. Foster, Goldman, and Serrano are in compliance with the guidelines.

Our non-employee directors, including the Chairman of the Board of Directors, are required to hold shares of our common stock and/or common units of Compressco Partners equal to five-times their annual cash retainer.

Non-employee directors as of February 2008 were required to be in compliance with the guidelines by the date of our

2012 Annual Meeting. On such date, and on the date of our 2013 Annual Meeting, each non-employee director for whom compliance was required was in compliance with the guidelines. Non-employee directors elected after February 2008 have four years from the date of their election or appointment to be in compliance.

AUDIT COMMITTEE REPORT

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors. Our management has the primary responsibility for preparing our financial statements in accordance with generally accepted accounting principles, maintaining effective internal control over financial reporting and assessing the effectiveness of our internal control over financial reporting. Our independent registered public accountants, Ernst & Young, LLP, or E&Y, are responsible for auditing our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States), or PCAOB, and issuing their reports based on that audit. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements for the year ended December 31, 2013 that are included in our Annual Report filed with the SEC with our management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee is governed by a charter, which is available in the Corporate Governance section of the Investor Relations area of our website at www.tetratec.com. The Audit Committee is comprised of four directors who are independent, as independence is defined in the listing standards for the NYSE and the rules of the SEC. There were five meetings of the Audit Committee during the year ended December 31, 2013. The meetings of the Audit Committee are designed to facilitate and encourage communication among the committee, the Company, our internal audit function and E&Y. The Audit Committee discussed with the Company's internal auditors and E&Y the overall scope and plans for their respective audits. The Audit Committee met with the internal auditors and E&Y, with and without management present, to discuss the results of their examinations, their evaluations of our internal control, including internal control over financial reporting, and the overall quality of our financial reporting.

The Audit Committee reviewed with E&Y, which is responsible for expressing an opinion on the conformity of those audited financial statements with US generally accepted accounting principles, E&Y's judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the committee by the applicable requirements of the PCAOB, including PCAOB Auditing Standard No. 16, Communications with Audit Committees, the rules of the SEC, and other applicable regulations. In addition, the Audit Committee has discussed with E&Y their independence from our management and the Company, including the matters contained in the letter from E&Y required by PCAOB Rule 3526, Communication with Audit Committees Concerning Independence, and considered the compatibility of non-audit services performed by E&Y with E&Y's independence.

The Audit Committee also reviewed and discussed together with management and E&Y our audited financial statements for the year ended December 31, 2013, and the results of management's assessment of the effectiveness of our internal control over financial reporting and E&Y's audit of internal control over financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed by the Company with the SEC.

Submitted by the Audit Committee of the Board of Directors,
Tom H. Delimitros, Chairman
Ralph S. Cunningham
Kenneth P. Mitchell
Kenneth E. White, Jr.

This report of the Audit Committee shall not be deemed "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C or to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically

request that the information be treated as soliciting material or specifically incorporate it by reference into a document filed under the Securities Act of 1933 (the "Securities Act") or the Exchange Act. Further, this report will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate this information by reference.

FEES PAID TO PRINCIPAL ACCOUNTING FIRM

The following table sets forth the aggregate fees for professional services rendered to us by our principal accounting firm, Ernst & Young LLP, for the fiscal years ended December 31, 2013, and 2012, respectively:

	2013	2012
Audit fees	\$1,608,213	\$1,922,234
Audit related fees ⁽¹⁾	50,300	37,000
Tax fees ⁽²⁾	35,260	43,727
Total fees ⁽³⁾	\$1,693,773	\$2,002,961

(1) Consists of fees for an employee benefit plan audit in 2012.

(2) Consists primarily of fees for international tax compliance review in 2012.

Ernst & Young LLP also served as the auditor of Compressco Partners. The above table does not include the (3) following fees related to the Compressco Partners audit: \$375,000 in audit fees and \$80,000 in tax fees during 2013; and, \$350,000 in audit fees and \$99,369 in tax fees during 2012.

The Audit Committee preapproved 100% of these fees. Before approving these fees, the Audit Committee considered whether the provision of services by Ernst & Young LLP that are not related to the audit of our financial statements was compatible with maintaining the independence of Ernst & Young LLP, and the Audit Committee concluded that it was.

AUDIT COMMITTEE PREAPPROVAL POLICIES AND PROCEDURES

The Audit Committee's policy provides that our independent registered public accounting firm (the "Audit Firm") may provide only those services preapproved by the Audit Committee. The Audit Committee annually reviews and preapproves the audit, review, attest, and permitted non-audit services to be provided during the next audit cycle by the Audit Firm. To the extent practical, at the same meeting, the Audit Committee also reviews and approves a budget for each of such services. The term of any such preapproval is for the period of the annual audit cycle, unless the Audit Committee specifically provides for a different period.

Services proposed to be provided by the Audit Firm that have not been preapproved during the annual review and the fees for such proposed services must be preapproved by the Audit Committee. Additionally, fees for previously approved services that are expected to exceed the previously approved budget must be preapproved by the Audit Committee. The Audit Committee has delegated the authority to grant specific preapprovals under its policy with respect to these services and fees to its chairman, who reports such preapproval to the full Audit Committee no later than its next scheduled meeting. The Audit Committee may not delegate to management its responsibilities to preapprove services performed by the Audit Firm.

All requests or applications for the Audit Firm to provide services to us must be submitted to the Audit Committee or its chairman by the Audit Firm and the Chief Financial Officer and must include a joint statement as to whether, in their view, the request or application is consistent with applicable laws, rules, and regulations relating to auditor independence. It is our policy that if any of our employees or any representative of the Audit Firm becomes aware that any services are being, or have been, provided by the Audit Firm to us without the requisite preapproval, such individual must immediately notify the Controller or the Chief Financial Officer, who must promptly notify the Chairman of the Audit Committee and appropriate members of senior management so that prompt action may be taken to the extent deemed necessary or advisable.

EXECUTIVE OFFICERS

Our current executive officers and their ages and positions are as follows:

Name	Age	Position
Stuart M. Brightman	57	President and Chief Executive Officer
Elijio V. Serrano	56	Senior Vice President and Chief Financial Officer
Edwin H. Goldman	65	Senior Vice President
Peter J. Pintar	55	Senior Vice President - Corporate Strategy and Development
Bass C. Wallace, Jr.	55	Senior Vice President and General Counsel
Ronald J. Foster	57	President - Compressco Partners GP Inc.
Ben C. Chambers	58	Vice President - Accounting and Controller
Bruce A. Cobb	64	Vice President - Finance and Treasurer
Elisabeth K. Evans	51	Vice President - Human Resources

(Information regarding the business experience of Mr. Brightman is set forth above under “Nominees for Director.”)

Elijio V. Serrano has served as our Senior Vice President and Chief Financial Officer since August 2012. Mr. Serrano served as chief financial officer of UniversalPegasus International, a global project management, engineering and construction management company, from October 2009 through July 2012. Following his resignation from Paradigm BV in February 2009 and until his acceptance of the position with UniversalPegasus International in October 2009, Mr. Serrano was retired. From February 2006 through February 2009, Mr. Serrano served as chief financial officer and executive vice president of Paradigm BV (formerly, Paradigm Geophysical Ltd.), a provider of enterprise software solutions to the oil and gas industry. From October 1999 through February 2006, Mr. Serrano served as chief financial officer of EGL, Inc., a publicly-traded transportation and logistics company subject to the reporting requirements of the Securities Exchange Act of 1934. From 1982 through October 1999, Mr. Serrano was employed in various capacities by Schlumberger Ltd., including as vice president and general manager of the western hemisphere operations of Schlumberger’s Geco-Prakla seismic division (from 1997 to 1999), as group controller for the global operations of the Geco-Prakla seismic division (from 1996 to 1997), and from 1992 to 1996, as controller of various geographical units of the Geco-Prakla seismic division. Mr. Serrano received his B.B.A. degree in Accounting and Finance from the University of Texas at El Paso. Mr. Serrano was a certified public accountant in the State of Texas from 1986 until March 2002, at which time his license became inactive.

Edwin H. Goldman has served as a Senior Vice President since August 2008. From February 2002 through August 2008, he was employed in various executive management positions with Kellogg Brown & Root Inc., ultimately serving as vice president - upstream oil and gas facilities, by which he had direct responsibility for the onshore and offshore production facilities and pipeline business of the oil and gas market segment. From February 1999 through February 2002, Mr. Goldman was employed as manager of business strategy and development and manager of business acquisition, Africa, Middle East and Asia by Heerema Marine Contractors, a marine contracting company based in Leiden, Netherlands. From January 1997 to February 1999, Mr. Goldman served as director and commercial manager Asia-Pacific for Heerema Far East Pte. Ltd. in Singapore. Mr. Goldman served as manager of business strategy and development with Heere Mac Vof, based in Leiden, Netherlands, from 1990 through 1997. From 1980 through 1990, Mr. Goldman held various positions of international responsibility with Heerema Offshore Construction Group, Heerema Engineering US, and Heerema Engineering Service, and from 1977 through 1980, served as legal advisor with Smit International Marine Services and Global Marine Drilling Inc. Mr. Goldman received his Masters Degree at Law from Erasmus University in Rotterdam, Netherlands.

Peter J. Pintar has served as our Senior Vice President, Corporate Strategy and Development since November 2011. From September 2010 through November 2011, Mr. Pintar was self-employed. Mr. Pintar previously served as vice president corporate strategy and development with Smith International, Inc. from August 2005 through September

2010. Prior to its merger with Schlumberger in August 2010, Smith International, Inc. was a public company subject to the reporting requirements of the Exchange Act that was a

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leading global supplier of products and services to the oil and gas industry. Mr. Pintar held various positions with DTE Energy Company, including director, corporate development, managing director, venture capital investments, and director, investor relations from October 1997 through August 2005. From November 1990 through September 1997, Mr. Pintar was a management consultant with McKinsey & Company, where he assisted U.S. and international corporations in strategic planning and business development. Mr. Pintar received his B.A. degree in Economics from the University of Wisconsin, his M.A. degree in International Relations from The Johns Hopkins University and his M.B.A. degree in Finance from The Wharton School.

Bass C. Wallace, Jr. has served as our General Counsel since 1994, as our Corporate Secretary from 1996 until May 2013, and as a Senior Vice President since May 2011. From 1984 to 1994 he was engaged in the private practice of law. Mr. Wallace received his B.A. degree in Economics from the University of Virginia and his J.D. degree from the University of Texas School of Law.

Ronald J. Foster has served as President and a director of our subsidiary, Compressco Partners GP Inc., the general partner of Compressco Partners, since October 2008. He served as President and a director of our Compressco, Inc. subsidiary from October 2008 until October 2012. From August 2002 to September 2008, Mr. Foster served as Senior Vice President of Sales and Marketing with Compressco, Inc. Mr. Foster has over 30 years of energy-related work experience that also includes positions with Wood Group, Halliburton and Dresser. He is an active member of several regional industry trade organizations, including the American Petroleum Institute (API), the Society of Petroleum Engineers (SPE) and the Oklahoma Independent Petroleum Association (OIPA). Mr. Foster received his B.S. degree in Economics from Oklahoma State University.

Ben C. Chambers has served as our Vice President - Accounting and Controller since May 2001. He served as Chief Accounting Officer from May 2000 to May 2001. He was first employed by us in 1993, and served as Controller of our Oil & Gas Services Division from January 1995 to May 2000. From 1979 to 1992, Mr. Chambers held various management positions with Baker Hughes, Inc., ultimately serving as controller for its Tubular Services Division. Mr. Chambers received his B.S. degree in Accounting from the University of Oklahoma, and he is a certified public accountant.

Bruce A. Cobb has served as our Vice President - Finance and Treasurer since May 2001. He served as our Controller and Treasurer from May 2000 to May 2001, and as our Chief Accounting Officer from June 1999 to May 2000. Mr. Cobb served as our Controller from 1991 to May 1999. From 1987 to 1991, he was the chief financial officer of Speeflo Manufacturing Company. From 1979 to 1987, Mr. Cobb served as division controller for Hughes Production Tools, a division of Hughes Tool Company. From 1973 to 1979, he practiced accounting with Ernst & Young. Mr. Cobb received his B.B.A. degree in Accounting from the University of Texas, and he is a certified public accountant.

Elisabeth K. Evans has served as our Vice President - Human Resources since January 2013. Ms. Evans served as senior vice president of human resources and corporate communications of Boardwalk Pipeline Partners, LP, a midstream master limited partnership that provides transportation, storage, gathering, and processing of natural gas and liquids, from February 2009 through September 2012. Following her departure from Boardwalk Pipeline Partners, LP and until her acceptance of the position with us in January 2013, Ms. Evans was engaged in independent consulting on human resources issues. From April 2003 through January 2009, Ms. Evans served as vice president of human resources and administrative services for AGL Resources Inc., and from 1999 through 2001, she served as a global human resources director for Accenture, Ltd. Ms. Evans was employed in various capacities by ARAMARK Corporation, including as human resources director, from 1994 through 1999. From 1988 through 1994, Ms. Evans served in human resources positions with BP. Ms. Evans received her B.A. and M.A. degrees in Economics from Indiana University.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (“CD&A”) is designed to provide our stockholders with an understanding of our compensation philosophy and objectives and insight into the process by which our specific compensation practices are established and specific compensation decisions are made. Although the Management and Compensation Committee of our Board of Directors (the “Committee”) is responsible for the oversight of all of our compensation programs, many of which apply to a broad-base of our employees, much of the discussion within the CD&A focuses on the compensation of our Chief Executive Officer and the officers named in the Summary Compensation Table (collectively, the “Named Executive Officers” or “NEOs”) and other employees designated as our senior officers (together with our NEOs, “Senior Management”).

Executive Summary

We are a geographically diversified oil and gas services company, focused on completion fluids and associated products and services, water management, after-frac flow back, production well testing, offshore rig cooling, compression based production enhancement, and selected offshore services, including well plugging and abandonment, decommissioning, and diving. We are in the process of winding down the operations of our Maritech segment, which now consist primarily of the well abandonment and decommissioning work required to retire Maritech’s remaining asset retirement obligations.

Our compensation practices for fiscal year 2013 were influenced by our financial results and the continuing growth of our core businesses in domestic and foreign markets. Led by the unprecedented strength of our Fluids Division, our 2013 consolidated revenues increased compared to the prior year despite significant challenges and uncertainties in several of our key markets. The growth of our water management business, increased sales of manufactured products, and strong demand for clear brine fluids in the U.S. Gulf of Mexico resulted in record revenues for our Fluids Division in 2013. Our Compressco segment also reported record revenues in 2013, as the reduction in activity by its principal customer in Mexico was more than offset by the growth of its U.S. unconventional compression services applications and growth in other international markets. As a result of continuing cost reduction efforts, our Offshore Services segment generated increased profitability in 2013 compared to the prior year, despite decreased revenues. The decreased revenues and profitability of our Production Testing segment reflect a reduction in activity in Mexico, suspension of activity by a significant U.S. customer, and increased competitive pressure in several key North American markets.

The following are some of the key factors to consider in evaluating our executive compensation program: **Compensation Linked to Long-Term Performance.** We seek to structure a balance between achieving positive short-term annual results and ensuring long-term viability and success by providing both annual and long-term incentive opportunities.

On an annual basis, the Committee awards performance-based long-term cash incentives to members of Senior Management to supplement the long-term performance incentive and retention value provided by time-vesting equity awards. Compared to awards granted in 2012, in 2013, the Committee increased the portion of performance-based cash incentives in our Senior Management’s aggregate long-term incentive compensation awards in order to motivate improved financial performance over the three-year performance periods covered by such awards.

We continue to believe that tying a significant portion of our Senior Management’s compensation directly to our stockholders’ returns is an important aspect of our total compensation plan and for the fiscal year 2013, 36.9% of the total target compensation awarded to our Chief Executive Officer, Mr. Brightman, consisted of stock options and shares of restricted stock, and an average 32.1% of the target compensation awarded to our other NEOs consisted of stock options and shares of restricted stock granted under the TETRA equity plans, or equity awards based on Compressco’s common units granted under the Compressco equity plan. The combination of long-term equity incentives and long-term cash incentives weights total prospective target compensation awarded to our NEOs in 2013

significantly toward long-term performance.

2013 Target Compensation. The following pie charts show the target allocation of the base salary, annual performance incentive, and long-term performance incentive elements of our Chief Executive Officer's and other NEOs' compensation for fiscal year 2013:

* All Other Compensation includes the company paid portion of life, health, and disability insurance benefits, and matching contributions under our 401(k) Retirement Plan.

2013 Actual Compensation. For fiscal year 2013, cash compensation paid to our Chief Executive Officer, Mr. Brightman, was \$764,059, consisting of \$602,000 in base salary, \$132,741 as his annual award under the Cash Incentive Compensation Plan for 2013 performance, and \$29,318 as his earned portion of the long-term cash incentive award granted in 2011 for the three-year performance period ended December 31, 2013. Mr. Brightman was awarded long-term equity incentive awards during 2013 consisting of stock options and restricted stock with an aggregate grant date fair value of \$1,099,831. In addition, Mr. Brightman received \$17,190 in other compensation during 2013. Mr. Brightman and certain of our other NEOs were also granted long-term cash incentive awards during 2013 that are not reflected in the Summary Compensation Table or in the following pie charts because amounts payable under those awards are determined at the end of a three-year performance period.

The following pie charts show the allocation of the elements of Mr. Brightman's actual compensation and the allocation of the elements of our other NEOs' average actual compensation for fiscal year 2013, as set forth in the Summary Compensation Table:

* All Other Compensation includes the company paid portion of life, health, and disability insurance benefits, and matching contributions under our 401(k) Retirement Plan.

** Long-Term Incentives include, as applicable, the grant date fair value of TETRA and Compressco equity awards granted in 2013, and the earned portion of long-term cash incentive awards granted in 2011 for the three-year performance period ended December 31, 2013.

Continuing Improvements in Compensation Practices. In addition to the actions and programs described above, we have implemented and continue to maintain existing compensation practices that we believe contribute to good governance.

- We employ our NEOs and Senior Management “at will” under employment agreements similar to those executed by all our employees.
- Our compensation consultant is retained directly by the Committee and does not provide any services to management.
- Every member of the Committee is independent, as such term is defined in the listing standards of the NYSE.
- Our insider trading policy prohibits transactions involving short sales, the buying or selling of puts, calls, or other derivative instruments, and transactions involving certain forms of hedging or monetization.

In summary, our compensation philosophies and programs are subject to a thorough process that includes Committee review and approval, the advice of an independent, third-party consultant engaged by the Committee from time to time, and existing guidelines concerning the timing and pricing of our equity awards.

Consideration of Prior Year’s Advisory Vote

In May 2013, our stockholders overwhelmingly approved the compensation of our named executive officers as described in our 2013 proxy statement, with approximately 95.5% of stockholder votes cast in favor of our 2013 “say-on-pay” resolution (excluding abstentions and broker non-votes). Following our 2013 Annual Meeting, as we considered the specific compensation practices through which we implement our compensation philosophy, we were mindful of the strong support our stockholders expressed for our 2013 executive compensation policies and practices. We made no significant changes to our compensation practices as a result of the 2013 say-on-pay vote.

Oversight of Executive Compensation Program

The Committee is responsible for discharging the responsibilities of our Board of Directors relating to the compensation of our executive officers and advising our board on our compensation philosophy, programs, and objectives. The Committee oversees our compensation programs, which include components that are designed specifically for our NEOs, other members of our Senior Management, and a broad-base of our employees. Additionally, the Committee is charged with the review and approval of all compensation decisions relating to the CEO and with the review and oversight of all compensation decisions relating to Senior Management.

Consistent with the requirements of the NYSE, the Committee is composed entirely of independent, non-management members of our Board of Directors. With the exception of awards received under our 2007 Long Term Incentive Compensation Plan, no Committee member participates in any of our employee compensation programs. Each year, we review any and all relationships that each director has with us, and the Board of Directors subsequently reviews our findings. The Board of Directors has determined that none of the Committee members has a material business relationship with us.

The responsibilities of the Committee include the following:

- establishing a compensation philosophy to support our overall business strategy and objectives and a compensation strategy designed to attract and retain executive talent, motivate executive officers to improve their performance and the financial performance of the company, and otherwise implement the compensation philosophy;
- annually reviewing and establishing annual and long-term performance goals and objectives for our Senior Management that are intended to implement our compensation philosophy and strategy;
- annually evaluating the performance of our CEO and other NEOs against established performance goals and objectives;
-

annually reviewing and approving the compensation of the CEO and other NEOs, including annual salary, performance-based cash incentive awards, and other cash incentive opportunities including long-term incentive opportunities against each NEO's individual performance evaluation, and any other matter relating to the compensation of the CEO and other NEOs that the Committee considers appropriate;

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- reviewing at least annually all equity-based compensation plans and arrangements, including the amount of equity remaining available for issuance under those plans, and making recommendations to our Board of Directors regarding the need to amend existing plans or to adopt new plans for the purposes of implementing the Committee's goals regarding long-term and equity-based compensation;
- granting awards under and otherwise administering all of our equity-based compensation plans, taking into consideration the results of the most recent "say-on-pay" vote;
- reviewing at least annually all components of compensation paid to or available to the CEO and other NEOs, which may include salary, cash incentives (both performance-based and otherwise), long-term incentive compensation, perquisites, and other personal benefits, to determine the appropriateness of each component in light of our compensation philosophy and strategy, and the results of the most recent "say-on-pay" vote;
- reviewing and approving all employment, severance, change of control, or other compensation agreements or arrangements to be entered into or otherwise established with our CEO and other NEOs;
- reviewing and discussing with management our annual CD&A for inclusion in our annual proxy statement or Form 10-K;
- producing an annual Committee report for inclusion in our proxy statement or Annual Report on Form 10-K in accordance with the rules and regulations of the SEC;
- reviewing with the CEO matters relating to management succession, including compensation related issues; and
- evaluating whether any compensation consultant retained by the Committee has any conflict of interest in accordance with applicable regulatory requirements.

Overview of Compensation Philosophy and Objectives

In order to recruit and retain highly qualified and competent individuals as Senior Management, we strive to maintain a compensation program that is competitive in the labor markets in which we operate. Our guiding philosophy is to maintain an executive compensation program that will attract, retain, motivate, and reward highly qualified and talented individuals to enable us to perform better than our competitors. The following are our key objectives in setting the compensation programs for our Senior Management:

- design competitive total compensation programs that enhance our ability to attract and retain knowledgeable and experienced Senior Management;
- motivate our Senior Management to deliver outstanding financial performance and meet or exceed general and specific business, operational, and individual performance objectives;
- establish salary and annual cash incentive compensation levels that reflect competitive market practices in relevant markets and are generally within the median range for the relevant peer group;
- provide equity incentive compensation and long-term cash incentive compensation opportunities that are consistent with our overall compensation philosophy;
- provide a significant percentage of total compensation that is "at risk," or "variable," based on predetermined performance measures and objectives; and
- ensure that a significant portion of the total compensation package is determined by increases in stockholder value, thus assuring an alignment of Senior Management and our stockholders' interests.

Implementation and Management of Compensation Programs

Role of Committee. The Committee determines our overall compensation philosophy and sets the compensation of our CEO and other members of Senior Management. In making compensation decisions, the Committee considers our financial results and relative stockholder returns over the relevant period; strategic accomplishments; compensation paid by companies in our peer group; compensation data from available surveys of the oilfield services industry for executive officers with similar positions and with roles and responsibilities similar to our Senior Management; market data, analysis, and recommendations provided by any compensation consultant engaged by the Committee; overall compensation paid to our CEO and members of Senior Management in previous years, including the value of

equity-based compensation; and recommendations from our CEO with respect to specific compensation matters, including changes in compensation for our Senior Management. The Committee has the authority to retain compensation consultants, outside counsel, or other advisors to assist the committee in the discharge of its duties. In any given year, the Committee bases its decision on whether to retain a

compensation consultant on factors including prevailing market conditions, regulatory changes governing executive compensation, and the quality of any other relevant data that may be available. If a compensation consultant is engaged, the Chairman of the Committee maintains a direct line of communication with the consultant and arranges meetings with the consultant that may include other members of the committee and/or the CEO and certain members of Senior Management. Through this communication with the Chairman of the Committee, the consultant reports to, and acts at the direction of, the Committee. Although our CEO and certain members of Senior Management may receive the consultant's report and data, the Committee retains and exercises control and authority over the compensation consultant.

Role of Compensation Consultant. The Committee first retained the services of Frost HR Consulting (formerly Stone Partners, Inc.), an independent human resources consulting firm, in September 2009. Since that time, the Committee has utilized Frost HR Consulting at various times to provide advice and guidance with respect to specific compensation policies, our implementation of certain compensation programs, and the potential impact of evolving compensation trends and regulatory initiatives on our compensation programs. In addition, since September 2009 the Committee has engaged Frost HR Consulting on specific projects, including, in October 2010, an assessment of any discernible risks in our compensation programs, and in September 2012, and analysis of our 2012 compensation to assist the Committee in its consideration of our 2013 program, including appropriate peer comparisons.

Frost HR Consulting does not provide other services to us, has procedures in place to prevent conflicts of interest, and does not have a business or personal relationship with any of our executive officers or any member of the Committee. The individual consultants involved in the engagement do not own our stock. The Committee discussed these considerations and concluded that there were no conflicts of interest with respect to the consulting services provided by Frost HR Consulting.

In December 2012, our Committee met to review and discuss the Frost HR Consulting analysis and management's year-end compensation report, and to consider prospective changes to 2013 compensation for our NEOs and other Senior Management. A representative of Frost HR Consulting was in attendance at the Committee's December 2012 meeting to review the analysis and respond to the committee's questions both with, and without our CEO and other members of Senior Management present. In its analysis, Frost HR Consulting utilized the same peer group initially selected in 2009 with the exceptions of Global Industries, Ltd. and Complete Production Services, Inc., each of which had been acquired and therefore ceased to be a reporting company under the Exchange Act. The Frost HR Consulting analysis also utilized the Frost HR Consulting Oilfield Services and Manufacturing Industry Executive Compensation Survey 2012, the Mercer Energy and Executive Compensation Surveys 2012, and the Towers Watson Top Management Compensation Survey 2012 to compare base salary, total cash, total direct compensation, annual cash incentives, and long-term incentives paid or available to members of our Senior Management to the 25th, 50th, and 75th percentiles of the averaged peer group and survey data, employing scope factors or regression analysis to predict compensation levels for some positions, and aging the averaged results 3.5% to approximate compensation levels as of January 1, 2013. The thirteen company peer group utilized by Frost HR Consulting in its review of our 2012 compensation program included:

CARBO Ceramics	Lufkin Industries, Inc.	Exterran Holdings, Inc.
Core Laboratories N.V.	RPC, Inc.	Oceaneering International, Inc.
Cal Dive International, Inc.	Newpark Resources, Inc.	Helix Energy Solutions Group, Inc.
Basic Energy Services, Inc.	Superior Energy Services, Inc.	Oil States International, Inc.
Key Energy Services, Inc.		

In February and March of 2013, the Committee retained the services of Frost HR Consulting to assist in the review of our compensation disclosures. The Committee did not otherwise utilize the services of Frost HR Consulting during 2013.

Role of CEO. Our CEO makes recommendations to the Committee with regard to salary adjustments and the annual and long-term incentives available to our Senior Management, excluding himself. Based upon his judgment and experience, taking into consideration available industry-based compensation surveys, peer group compensation data, and other data and analysis, including data provided by the Committee's consultant, if one is retained for that year, our CEO annually reviews with the Committee specific compensation recommendations for Senior Management. In preparation for these evaluations, management prepares a compensation report that includes industry-based and peer group compensation data, data generated by any compensation consultant

engaged by the Committee, and our CEO's personal evaluation of the performance of each member of Senior Management. The compensation report presents current and historical annual base salaries, annual incentive targets, annual incentives earned, and the values of outstanding equity-based and other long-term compensation in a tally sheet format, to provide the Committee with a detailed picture of how the various components of total compensation paid or to be paid to each member of Senior Management, including our CEO, aggregate in the current year and over a multi-year period.

In its review of the compensation report and its consideration of whether changes in compensation recommended by the CEO are in line with our overall compensation philosophy, current competitive market conditions, and current economic conditions, the Committee considers the CEO's evaluations of and recommendations for each member of Senior Management as well as its own evaluations of Senior Management and, if a compensation consultant is retained for that year, the report and analysis of the compensation consultant. The Committee reviews the compensation report among themselves and with our CEO and approves any prospective changes in compensation for Senior Management other than our CEO. The Committee, in executive session, establishes the compensation for our CEO. If changes in base salary for members of Senior Management are approved, the Committee generally gives our CEO certain discretion to determine when the prospective changes are made effective during the following year.

Timing of Compensation Decisions. Our CEO typically distributes the compensation report to the Committee, as well as the entire Board of Directors, prior to our December board and committee meetings. The Committee reviews the compensation report, information and recommendations provided by its compensation consultant, if any for that year, and such other information as it considers relevant, and typically approves prospective changes in base salary for Senior Management that may be implemented in the following year. Also at its December meeting, the Committee typically reviews a preliminary estimate of the aggregate amount of annual cash incentive compensation that may be awarded based on current year performance. Based upon the completed audit of our full year financial results, the actual aggregate amount of annual cash incentive compensation to be paid is finalized and approved and the specific amounts to be paid to the CEO and other NEOs are reviewed and approved by the Committee prior to payment at a meeting typically held in February of the following year. Finally, at its December meeting, the Committee reviews succession plans for our CEO and other members of Senior Management, as well as company-wide headcount and aggregate compensation expense.

Compensation Elements

We strongly believe that Senior Management should be compensated with a package that includes, at a minimum, the following three elements: salary, performance-based cash incentive compensation, and equity incentive compensation. A significant portion of the total prospective compensation paid to each member of Senior Management should be tied to measurable financial and operational objectives. These objectives, whether on a divisional or company-wide basis, may include absolute performance and performance relative to a peer group. During periods when performance meets or exceeds established objectives, Senior Management should be paid at or above the levels targeted for such objectives. When performance objectives are not met, incentive award payments, if any, should be less than the levels targeted for such objectives. The Committee seeks to structure a balance between achieving strong short-term annual results and ensuring long-term viability and success. To reinforce the importance of this balance, we provide each member of Senior Management with both annual and long-term incentives. Currently, short-term incentive opportunities for Senior Management are in the form of annual cash incentives that are based on both objective performance criteria and subjective criteria. Long-term incentives generally include equity awards that typically vest over multiple years and performance-based cash awards that vest at the end of a three-year period based on the level of attainment of established performance objectives. For members of Senior Management within our Compressco segment, long-term incentives include phantom unit awards that vest ratably over three years based on continued employment, and performance phantom unit awards that may be earned at the end of a performance period based on the level of attainment of established performance objectives. While the mix of salary, annual cash incentives, and

long-term incentives earned by Senior Management can vary from year-to-year depending on individual performance and on our overall performance, the Committee believes that long-term incentives, the potential future value of which is heavily contingent on our long-term success, should constitute a significant portion of total compensation in any one year.

Salary. The Committee reviews relevant survey data and information and analysis provided by its compensation consultant, if one is retained for that year, to ensure that our salary program is competitive. We believe that a competitive salary program is an important factor in our ability to attract and retain Senior

Management, and we generally compare base salaries paid to our Senior Management to the median base salaries reflected in the survey data. In this respect, the Committee uses the survey data and compensation offered by peer companies as a market check on the salaries and other elements of compensation it establishes. The Committee reviews the salaries of all members of Senior Management at least annually. Salaries may be adjusted for performance, which may include individual, business unit, and/or company-wide performance, expansion of duties and responsibilities, and changes in market salary levels. In considering salary adjustments, the Committee gives weight to the foregoing factors, with particular emphasis on corporate performance goals, our CEO's analysis of the individual's performance, and our CEO's specific compensation recommendations (except with regard to his own salary). However, the Committee does not rely on formulas and considers all of the above factors when evaluating salary adjustments.

In its December 2012 review of the Frost HR Consulting analysis of our Senior Management compensation, the Committee noted that our NEOs' 2012 base salaries were comparable to market median base salary levels. With regard to members of Senior Management other than our CEO, the Committee also took into account our CEO's evaluation of each individual's performance during 2012. In particular, the Committee considered the increased responsibilities of Mr. Longorio given the significant expansion in the scope of operations under his oversight following our 2012 acquisitions of Optima, ERS and Greywolf. Based on its consideration of the Frost HR Consulting analysis and our CEO's recommendations (except with regard to his own salary), the Committee approved an increase in base salary of 10.1% for Mr. Longorio and average increases in base salary of 4.3% for our CEO and other NEOs. The following table sets forth the 2013 base salaries for our NEOs:

Name	Title	Base Salary
Stuart M. Brightman	President & Chief Executive Officer	\$602,000
Elijio V. Serrano	Sr. Vice President & Chief Financial Officer	\$392,000
Ronald J. Foster	President - Compressco Partners GP Inc.	\$286,000
Edwin H. Goldman	Sr. Vice President	\$370,000
Philip N. Longorio	Sr. Vice President	\$392,000

Performance-Based Cash Incentives. The Committee has adopted a Cash Incentive Compensation Plan that provides both annual and long-term cash incentive opportunities to our NEOs and other Senior Management, and key employees and consultants. Under the Cash Incentive Compensation Plan, the Committee may award short-term and long-term incentive opportunities that are based on both objective and subjective criteria, and are intended to encourage greater focus on our strategic business objectives, further our compensation philosophy, emphasize pay-for-performance, and provide competitive compensation opportunities.

Annual Performance-Based Cash Incentives. While the amount of each award paid to members of Senior Management under the Cash Incentive Compensation Plan is subject to the discretion of the Committee, the plan provides for annual cash award opportunities, calculated as a percentage of base salary, based on financial and non-financial performance measures. For each award opportunity, a threshold, target, and stretch performance objective is established for each applicable performance measure and the amount of the award payment that may be received is based on the level of achievement of such objectives, subject to the discretion of the Committee. In addition, recipients of annual incentive awards have the opportunity to participate in an additional cash award pool that may be established under the Cash Incentive Compensation Plan for achievement in excess of designated stretch performance objectives.

As part of its December 2012 review of Senior Management compensation, the Committee reviewed a preliminary estimate of the aggregate amount of annual cash incentive compensation to be awarded based on 2012 performance under our Cash Incentive Compensation Plan, and discussed the overall effectiveness of the plan in furthering our compensation philosophy. In its consideration of changes for the 2013 plan year, the Committee did not specifically benchmark Cash Incentive Compensation Plan award opportunities relative to any survey or peer group data. The

Committee elected not to change the percentages of base salary that determine the threshold, target, and stretch amounts of cash award opportunities available for Senior Management for the 2013 plan year from the percentages of base salary used in 2012.

The following table sets forth the 2013 annual incentive award opportunities established by the Committee as a percentage of base salary for our CEO and other NEOs under the Cash Incentive Compensation Plan:

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	Threshold		Target		Stretch	
Stuart M. Brightman	18	%	90	%	144	%
Elijio V. Serrano	12	%	60	%	96	%
Ronald J. Foster	9	%	45	%	72	%
Edwin H. Goldman	12	%	60	%	96	%
Philip N. Longorio	12	%	60	%	96	%

Under the Cash Incentive Compensation Plan, financial and non-financial performance measures may be based on performance criteria described in the plan or on such other measures as determined by the Committee. During 2013, we continued the ongoing process of winding-down Maritech's operations, which consist primarily of the well abandonment and decommissioning work required to retire Maritech's remaining asset retirement obligations. Recognizing that Maritech's remaining operations are not strategic to our consolidated results going forward, the Committee elected to designate consolidated diluted net income per common share excluding results attributable to Maritech as a performance measure for the 2013 fiscal year. Other performance measures for 2013 annual incentive awards included: (i) health, safety, and environmental metrics; (ii) divisional profit before taxes; (iii) profit before taxes for specified business and geographical units; (iv) profit before taxes for Compressco Partners; (v) Compressco Partners' distributable cash flow; (vi) the net number of compressor units placed into service by Compressco Partners; and, (vii) personal objectives. The Committee assigned relative weightings to each 2013 performance measure that varied based on each participant's assigned responsibilities. For Messrs. Brightman and Serrano, the Committee assigned weightings of 70% on consolidated diluted net income per common share excluding Maritech, 10% on health, safety, and environmental metrics, and 20% on personal objectives. For Mr. Foster, the Committee assigned weightings of 15% on Compressco Partners' profit before taxes, 35% on Compressco Partners' distributable cash flow, 20% on the number of compressor units placed into service during 2013, 20% on health, safety, and environmental metrics applicable to Compressco Partners, and 10% on personal objectives. For Messrs. Goldman and Longorio, the Committee assigned weightings of 50% on profit before taxes from their respective business operations, 20% on health, safety, and environmental metrics applicable to their respective business operations, 20% on consolidated diluted net income per common share excluding Maritech, and 10% on personal objectives.

Under the Cash Incentive Compensation Plan, actual results must reach the threshold level of 70% of established target performance objectives for any payments to be earned. The following table sets forth the specific target performance objectives, and the relative weight of each performance measure established by the Committee for the 2013 annual cash incentive awards to our CEO and other NEOs:

2013 Plan Year Performance Measures

	Consolidated		Divisional	Compressco	Compressco	Health, Safety, & Personal		
	Diluted Net	Income/Share	Profit Before	Distributable	Net Sets	Environmental ⁽²⁾	Objectives	
	Excluding	Maritech	Taxes ⁽¹⁾	Cash Flow				
Stuart M. Brightman								
target objective	\$0.90		n/a	n/a	n/a			
weight	70	%				10	% 20	%
Elijio V. Serrano								
target objective	\$0.90		n/a	n/a	n/a			
weight	70	%				10	% 20	%
Ronald J. Foster								
target objective	n/a		\$26.9 million	\$36.5 million	340 units			
weight			15	% 35	% 20	% 20	% 10	%
Edwin H. Goldman								
target objective	\$0.90		\$35.6 million	n/a	n/a			
weight	20	%	50	%		20	% 10	%
Philip N. Longorio								
target objective	\$0.90		\$141.7 million	n/a	n/a			
weight	20	%	50	%		20	% 10	%

Divisional profit before taxes as reported for the following business units: for Mr. Foster, profit before taxes for Compressco Partners; for Mr. Goldman, profit before taxes for our Offshore Services segment; and for Mr. Longorio, combined profit before taxes for our Fluids Division, Production Testing segment, and the Latin American operations of Compressco Partners.

(2) Health, safety, and environmental objectives for the NEOs' respective operating areas represented, in most cases, a minimum 10% improvement versus prior year results.

In its review of the above performance objectives compared to our actual results for the 2013 performance period, the Committee determined that certain unusual charges incurred during the course of the year should be excluded from consolidated diluted net income per common share excluding results attributable to Maritech, including: (i) severance costs associated with headcount reductions undertaken in administrative and operating areas in support of our company-wide cost control initiative; (ii) the impairment of the DB-1 heavy lift barge, a non-core asset that was sold for scrap value in January 2014; and (iii) certain legal costs associated with our acquisition of the remaining 50% ownership interest in our Saudi Arabian joint venture. In addition, the Committee added back to our consolidated diluted net income per common share an adjustment that reduced the contingent purchase price consideration associated with one of our 2012 acquisitions. Having made such adjustments, the Committee determined that our adjusted consolidated diluted net income per share excluding results attributable to Maritech for the 2013 fiscal year was \$0.62, or 68.5% of the performance objective, which is below the threshold level of performance. Consequently, the Committee did not approve payment of any portion of our NEOs' or other participants' award opportunities attributable to such performance measure.

Compressco Partners' financial and operational performance during 2013 was characterized by decreased activity levels in Mexico, compared to the prior year, and increased demand for compression services in the U.S., Argentina, and Canada. Despite this increased demand, which more than offset decreased activity levels in Mexico, Compressco Partners did not reach the threshold level of performance required to earn payment under the net sets performance measure. Compressco Partners' financial results in 2013 continued to benefit from cost reduction efforts implemented in 2012 and maintained throughout 2013. Due, in large part, to this focus on controlling costs, its profit before taxes for 2013 was \$19.8 million, or 73.6% of the target performance objective established by the Committee, and its 2013 distributable cash flow was \$32.5 million, or 89.0% of the target performance objective established by the Committee.

Despite a decrease in revenues, challenging market conditions, and weather delays during a portion of the year, our Offshore Services segment's profitability increased during 2013, primarily due to cost reduction efforts made during late 2012 and in the second quarter of 2013. The segment's strong performance in 2013 is reflected in

its attainment of \$32.2 million of profit before taxes, which is 90.3% of the target performance objective established by the Committee.

Unprecedented strength in our Fluids Division during 2013 was offset by decreased profitability in our Production Testing segment and Compressco's Latin American operations, all of which were among Mr. Longorio's combined business areas during 2013. Profit before taxes for these combined business areas did not reach the threshold 2013 performance level established by the Committee, and no portion of Mr. Longorio's award attributable to such performance measure was approved for payment.

For the 2013 plan year, each of our operating segments and our eligible corporate personnel did earn some, or all, of the health, safety, and environmental award opportunity.

In its consideration of the level of achievement of the personal objectives component of our NEOs' 2013 performance measures, the Committee weighed each individual's contribution to our annual performance and our longer-term strategic goals, and other subjective factors. Although our consolidated financial performance did not reach the target performance objective established by the Committee, the Committee determined that the success of our Offshore Services segment in increasing profitability despite challenging conditions, combined with the very strong financial performance of our Fluids Division, did merit payment of a portion of personal objective award opportunities for certain participants. Specifically, the Committee determined that Messrs. Brightman and Serrano each made significant contributions in driving the company-wide cost reduction efforts that significantly benefited profitability during 2013. In addition, the Committee determined that Mr. Foster's and Mr. Goldman's contributions to the successes of Compressco Partners and the Offshore Services segment during 2013, respectively, merited recognition.

The following table sets forth the percentage of each target performance objective deemed by the Committee to have been attained and the amounts earned by our NEOs for each applicable performance measure for the 2013 plan year:

		2013 Plan Year Performance Measures						
	Consolidated Diluted Net Income/Share Excluding Maritech	Divisional Profit Before Taxes	Compressco Distributable Cash Flow	Compressco Net Sets	Health, Safety, & Environmental	Personal Objectives	Total Earned Award	
Stuart M. Brightman								
% of objective attained	*	n/a	n/a	n/a	122.5	% 50.0	%	
amount earned	\$—				\$78,561	\$54,180	\$132,741	
Elijio V. Serrano								
% of objective attained	*	n/a	n/a	n/a	122.5	% 140.0	%	
amount earned	\$—				\$34,104	\$65,896	\$100,000	
Ronald J. Foster								
% of objective attained	*	73.6	% 89.0	% *	82.5	% 85.0	%	
amount earned	\$—	\$5,710	\$31,789	\$—	\$23,166	\$10,940	\$71,605	

Edwin H.
Goldman

% of objective attained	*	90.3	% n/a	n/a	118.8	% 100.0	%
amount earned	\$—	\$82,384			\$61,050	\$22,200	\$165,634

Philip N. Longorio

% of objective attained	*	*	n/a	n/a	37.5	% —	%
amount earned	\$—	\$—			\$17,640	\$—	\$17,640

* Results were below the threshold level of performance and no amounts were earned.

Discretionary Non-Plan Bonus. In addition to the annual cash incentive earned for 2013 performance under our Cash Incentive Compensation Plan, the Compressco Partners Board of Directors approved the payment of a discretionary non-plan bonus of \$3,513 to Mr. Foster, in acknowledgment of achievement of actual 2013

distributable cash flow per outstanding unit slightly in excess of the estimated 2013 result used to determine payout of the one-year performance phantom unit awards granted in May 2013 under Compressco's equity incentive plan, discussed below.

Long-Term Performance-Based Cash Incentives. Our long-term, performance-based cash incentive program works in conjunction with annual grants of long-term equity-based awards to provide us with increased retention value and reward participants for both improved financial results and improved relative stock price performance. Mr. Foster, whose annual long-term awards are granted under the Compressco equity plan (as discussed below), has not historically received long-term performance-based cash awards. In 2010 and 2011, grants of long-term incentive awards to our NEOs (other than Mr. Foster) and other Senior Management generally consisted of approximately 80% equity-based incentives and approximately 20% long-term performance-based cash incentives under our Cash Incentive Compensation Plan. For awards granted in 2012 and 2013, consistent with our philosophy of providing a significant percentage of total compensation that is "at-risk," based on predetermined performance measures and objectives, the Committee elected to give increased weight to the performance-based cash incentive portion of the long-term awards granted to our participating NEOs and other Senior Management. In 2012, the performance-based cash incentive portion of such awards was increased to approximately 33%, and in 2013, the performance-based cash incentive portion of the awards was increased to approximately 40%. As a result of this change, a larger portion of our NEOs long-term incentive compensation is directly tied to improved financial performance over the three-year performance period.

In May 2013, the Committee established performance measures and performance objectives applicable to long-term incentive awards granted to our NEOs (other than Mr. Foster) under the Cash Incentive Compensation Plan for the performance period ending on December 31, 2015. The performance measures for these long-term incentive awards are:

- total stockholder return relative to a peer group for the three-year period ending December 31, 2015; and
- our consolidated diluted earnings per share from continuing operations for the year ending December 31, 2015.

Each such performance measure determines 50% of the long-term incentive award opportunity available to participants. For each performance measure, a threshold, target, stretch, and over achievement performance objective has been established by the Committee. The amount of an award that may be earned by a participant at the end of the three-year performance period will be based on our attainment of such performance objectives, subject to the discretion of the Committee.

In establishing the target amounts of the long-term performance-based cash incentive opportunities, the Committee considered peer group compensation practices, but it did not specifically benchmark the value of the awards relative to any survey or peer group data. Although it did not rely on formulas, the Committee determined that the performance-based cash incentive awards granted in 2013 would comprise approximately 40% of the total value of long-term awards granted to participating NEOs during 2013. The following table sets forth the long-term incentive award opportunity that may be earned by each of our participating NEOs under the Cash Incentive Compensation Plan for the three-year performance period ending on December 31, 2015:

	Threshold	Target	Stretch	Over Achievement
Stuart M. Brightman	\$144,480	\$722,400	\$1,155,840	\$1,444,800
Elijio V. Serrano	47,040	235,200	376,320	470,400
Ronald J. Foster	n/a	n/a	n/a	n/a
Edwin H. Goldman	37,000	185,000	296,000	370,000
Philip N. Longorio	47,040	235,200	376,320	470,400

Payment of Long-Term Performance-Based Cash Incentives Granted in 2011. In May 2011, the Committee established performance measures and performance objectives applicable to long-term incentive awards granted to

certain of our NEOs under the Cash Incentive Compensation Plan for the three-year performance period ending on December 31, 2013. The performance measures for these long-term incentive awards were total stockholder return relative to a peer group, and our average return on net capital employed, each of which determined 50% of the

long-term incentive award opportunity available to participants. For each performance measure, a threshold, target, stretch, and over achievement performance objective was established by the Committee.

For the January 1, 2011 through December 31, 2013 performance period, the target performance objective established by the Committee for the total stockholder return relative to a peer group performance measure was total stockholder returns at the 50th percentile of the peer group. For results below the 40th percentile of the peer group, no awards would be earned. The target performance objective established by the Committee for the average return on net capital employed performance measure was 14%, and no awards would be earned for results below 8.4%. Based on analysis of our actual results for the performance period ended December 31, 2013, the Committee has determined that our total stockholder return relative to the peer group did not meet the threshold level of performance required for payment under the awards. However, the Committee also determined that our average return on net capital employed for the three-year performance period was 8.93%, slightly above the required threshold level of performance. Accordingly, the Committee has approved payment of the following earned portions of the 2011 long-term performance-based cash awards:

	Target Value of 2011 Long-Term Performance-Based Award	Amount Earned as of December 31, 2013
Stuart M. Brightman	\$214,000	\$29,318
Elijio V. Serrano ⁽¹⁾	n/a	n/a
Ronald J. Foster ⁽¹⁾	n/a	n/a
Edwin H. Goldman	62,000	8,494
Philip N. Longorio	68,000	9,316

⁽¹⁾ Mr. Serrano was first employed by us in August 2012 and was therefore ineligible to receive the awards granted on May 20, 2011. Mr. Foster has not historically received awards under this program.

Equity Incentive Awards. Equity incentives, predominantly awards of TETRA stock options and restricted stock, have historically comprised a significant portion of our Senior Management's total compensation package. Following Compressco Partners' June 2011, initial public offering, Mr. Foster and other employees of Compressco Partners have received awards of restricted units, phantom units, and performance phantom units that are based on Compressco Partners' publicly traded common units and issued under the Compressco equity plan.

Awards Granted under the TETRA Equity Plans. Our NEOs, other than Mr. Foster, and members of Senior Management other than those who are employees of Compressco Partners generally receive an annual equity award under the TETRA equity plans. The Committee seeks to strike a balance between achieving short-term annual results and ensuring strong long-term success through its use of stock options and restricted stock, both of which are geared toward longer-term performance as they generally, though not always, vest ratably over a three-year period, and their values are materially affected by stock price appreciation. We believe that tying a portion of our Senior Managements' compensation directly to our stockholders' returns is an important aspect of our total compensation plan.

In general, equity incentives have been awarded on the same date to each member of Senior Management. In an effort to formalize this practice, the Committee adopted Procedures for Grants of Awards Under the TETRA Technologies, Inc. Equity Compensation Plans (the "Grant Procedures") for annual and other awards to be made under the plans. With respect to annual awards to employees, under the Grant Procedures, the Committee determines the aggregate number of shares available for awards after consultation with our CEO. Our CEO then makes a recommendation to the Committee as to the number and type of awards for each member of Senior Management. The Committee considers such recommendations and, after considering such other factors and information as it deems appropriate, the committee makes any adjustments it feels appropriate. The Grant Procedures generally provide that the annual equity awards will be approved at a meeting of the Committee held in conjunction with our annual meeting of stockholders. To avoid timing of equity-based awards ahead of the release of our quarterly earnings, the annual awards to our Senior

Management under the Grant Procedures generally have a grant date of May 20th. With respect to newly hired employees, the Grant Procedures provide that award recommendations will be reviewed and approved by the Committee on a monthly basis as necessary. The Grant Procedures provide that the Committee may refrain from or delay regularly scheduled awards if it or Senior Management are aware of any material non-public information concerning the Company.

While the Committee does consider peer group compensation practices in establishing equity incentive opportunities, it does not specifically benchmark the value of equity awards relative to any survey or peer group data. Our Committee has observed that market price volatility resulting from changes in commodity prices, weather events in the Gulf of Mexico and elsewhere, and other industry-specific and broader, macro-economic cycles and trends creates significant year-to-year variances in the value of our equity awards. As these variances are difficult to predict and may not impact all peer group companies on an equal basis, the accuracy and usefulness of peer group data in establishing specific equity award benchmarks is extremely limited. The Committee does, however, annually review peer group equity compensation practices in order to gain a general impression of the proportionate share of equity award value in the total compensation packages offered by peer group companies.

The Committee determined that 2013 long-term incentive awards to our Senior Management should consist of a mix of stock options, restricted stock, and, for certain NEOs and other members of Senior Management, long-term performance-based cash incentive awards. Although it did not rely on formulas, the Committee determined that the equity-based portion of the 2013 long-term incentive awards would be divided more-or-less equally between stock options and restricted stock and that, for NEOs and members of Senior Management also receiving long-term performance-based cash incentive awards, the equity-based awards would comprise approximately 60% of the total value of long-term awards granted to them during 2013. The Committee approved awards of stock options and restricted stock to each of our NEOs (other than Mr. Foster) on May 20, 2013. The stock options, granted with an exercise price equal to 100% of the market price on the effective grant date, together with the shares of restricted stock, vest ratably over a period of three years following the grant date.

The following table sets forth the number of shares underlying stock options and shares of restricted stock awarded during 2013, and the aggregate grant date fair value of such awards as determined in accordance with FASB ASC Topic 718:

	Number of Shares Underlying Options	Number of Shares of Stock	Aggregate Grant Date Fair Value of Equity Awards
Stuart M. Brightman	91,055	54,180	\$ 1,099,831
Elijio V. Serrano	29,646	17,640	358,086
Edwin H. Goldman	23,319	13,875	281,661
Philip N. Longorio	29,646	17,640	358,086

Awards Granted under the Compressco Plan. In June 2011, Compressco Partners' Board of Directors adopted the Compressco Partners, L.P. 2011 Long Term Incentive Plan (the "Compressco Plan"). The purpose of the Compressco Plan is to promote our interests by enabling Compressco Partners to grant incentive compensation awards based on its common units to its employees, officers, consultants and directors. The Compressco Plan is also intended to enhance our ability to attract and retain the services of individuals who are essential to Compressco Partners' growth and profitability, and to encourage those individuals to devote their best efforts to advancing Compressco's business. The Compressco Plan seeks to achieve these purposes by providing for grants of restricted units, phantom units, unit awards, and other unit-based awards.

Compressco Partners' Board of Directors has appointed the Committee to administer the Compressco Plan and grant awards under the plan as it relates to individuals who, with respect to the Compressco Partners, are not subject to Section 16 of the Exchange Act and the rules and regulations promulgated thereunder. Compressco Partners' Board has retained the authority to grant awards to individuals who, with respect to Compressco Partners, are subject to Section 16 of the Exchange Act, including Mr. Foster ("Section 16 Reporting Persons"), and to administer the Compressco Plan and awards thereunder as they relate to Mr. Foster and other such individuals.

Compressco Partners' Board and our Committee have each adopted the Procedures for Grants of Awards Under the Compressco Partners, L.P. Incentive Compensation Plan (the "Compressco Grant Procedures") to assist in the administration of the Compressco Plan. Similar to TETRA's Grant Procedures, the Compressco Grant Procedures provide guidelines under which Compressco Partners' Board and the Committee may make annual and other awards to Compressco's eligible employees, non-employee directors, and consultants. With respect to the annual awards, it is presently contemplated that a grant of awards will be made to eligible Compressco employees and non-employee directors each year with a grant date of May 27th. Based on the Committee's determination of the aggregate number of awards that may be granted under the Compressco Plan in a given year, the Committee or

Compressco Partners' Board, as applicable, will review and consider individual grants proposed by Mr. Foster and make any adjustments they consider appropriate. The Committee will approve all final individual awards, except those awards proposed to be granted to Section 16 Reporting Persons, at a meeting of the committee or by unanimous consent in lieu of a meeting. The Committee will recommend to Compressco Partners' Board the approval of the proposed awards to Section 16 Reporting Persons, including Mr. Foster. Compressco Partners' Board will review and consider the individual grants to Section 16 Reporting Persons recommended by the Committee, make any adjustments it considers appropriate, and approve all final individual awards to Section 16 Reporting Persons, including Mr. Foster, at a meeting of Compressco Partners' Board or by a unanimous consent in lieu of a meeting.

On May 27, 2013, following its review of the Committee's recommendations, Compressco Partners' Board approved an award of phantom units that will vest ratably over the three-year period following the date of grant to Mr. Foster. Each phantom unit was granted in tandem with a distribution equivalent right ("DER") that entitles Mr. Foster to receive an additional number of units equal in value to any distributions paid on Compressco's common units during the period the award is outstanding, times the number of units subject to the award. In addition, consistent with our philosophy of basing a significant portion of our Senior Management's compensation on performance, also on May 27, 2013, Compressco Partners' Board granted two separate awards of performance phantom units with tandem DERs to Mr. Foster. The first of the two performance-based awards (the "1-year performance phantom units") covered the performance period of January 1, 2013 through December 31, 2013, and under such award, up to 200% of the "Target" number of phantom units granted under the award would be earned based on Compressco Partners' actual distributable cash flow ("DCF") per outstanding unit for the performance period relative to the following performance objectives established by Compressco Partners' Board:

DCF per Outstanding Unit for the Year Ending Dec. 31, 2013	Percentage of Phantom Units Earned
Less than \$2.00	0%
\$2.15	50%
\$2.30 (Target)	100%
\$2.45	150%
>\$2.60 (Maximum)	200%

For DCF per outstanding unit amounts that fall between any of the performance objectives set forth above, straight line interpolation is used to determine the specific percentage of phantom units earned. On January 17, 2014, Compressco Partners' Board estimated that DCF per outstanding unit for the 2013 performance period was approximately \$2.03 and accordingly determined that 12.5% of the 1-year performance phantom units had been earned.

The second of the two performance-based awards granted by Compressco Partners' Board on May 27, 2013 (the "3-year performance phantom units"), covers the performance period of January 1, 2013 through December 31, 2015. Under such award, up to 200% of the "Target" number of phantom units granted may be earned based on actual DCF per outstanding unit for the year ending December 31, 2015, relative to performance objectives established by Compressco Partners' Board.

The following table sets forth the number of phantom units, 1-year performance phantom units, and 3-year performance phantom units awarded to Mr. Foster during 2013 and the aggregate grant date fair value of such awards as determined in accordance with FASB ASC Topic 718:

	Number of Phantom Units	Number of 1-year Performance Phantom Units	Number of 3-year Performance Phantom Units	Aggregate Grant Date Fair Value Of Unit Awards
Ronald J. Foster	7,397	2,466	7,397	\$ 350,033

Tax and Accounting Implications of Executive Compensation

Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), places a limit of \$1,000,000 on the amount of compensation that may be deducted by the Company in a year with respect to the CEO and other NEOs, unless the compensation is performance-based compensation (as described in Section 162

(m) and the restated regulations), as well as pursuant to a plan approved by the our stockholders. We have qualified certain equity compensation paid to Senior Management for deductibility under Section 162(m). We may from time to time pay compensation to our Senior Management that may not be deductible, including payments made under our Cash Incentive Compensation Plan, discretionary bonuses, and other types of compensation outside of our plans. Although the Committee has generally attempted to structure executive compensation so as to preserve deductibility, it also believes that there are circumstances where our interests are best served by maintaining flexibility in the way compensation is provided, even if it might result in the non-deductibility of certain compensation under the Code.

Retirement, Health, and Welfare Benefits

We offer a variety of health and welfare benefits to all eligible employees. Members of Senior Management are generally eligible for the same benefit programs on the same basis as the broad-base of our employees. Our health and welfare programs are intended to protect employees against catastrophic loss and to encourage a healthy lifestyle. These health and welfare programs include medical, wellness, pharmacy, dental, life insurance, short-term and long-term disability insurance, and insurance against accidental death and disability.

401(k) Plan. We offer a 401(k) program that is intended to supplement a participant's personal savings and social security. Under our 401(k) Retirement Plan (the "401(k) Plan"), eligible employees may contribute on a pretax basis up to 70% of their compensation, subject to an annual maximum dollar amount established under the Code. We make a matching contribution under the 401(k) Plan equal to 50% of the first 6% of annual compensation the participant contributes to the 401(k) Plan. As of December 31, 2013, approximately 93% of all eligible employees were participating in the 401(k) Plan. All employees (other than nonresident aliens) who have reached the age of eighteen and have completed six months of service with us are eligible to participate in the 401(k) Plan.

Nonqualified Deferred Compensation Plan. We provide our Senior Management, directors, and certain other key employees with the opportunity to participate in the Executive Nonqualified Excess Plan, an unfunded, deferred compensation program. There were thirty participants in the program at December 31, 2013. Under the program, participants may defer a specified portion of their annual total cash compensation, including salary and performance-based cash incentive, subject to certain established minimums. The amounts deferred may increase or decrease depending on the deemed investment elections selected by the participant from among various hypothetical investment election options. Deferral contributions and earnings credited to such contributions are 100% vested and may be distributed in cash at a time selected by the participant and irrevocably designated on the participant's deferral form. In-service distributions may not be withdrawn until two years following the participant's initial enrollment. Notwithstanding the participant's deferral election, the participant will receive distribution of his deferral account if the participant becomes disabled or dies, or upon a change in control.

Perquisites

Perquisites ("perks") are not a material component of our executive compensation. In general, NEOs are not compensated for and do not receive reimbursements for the private use of country clubs, automobile expenses, meals, airline and travel costs other than those costs allowed for all employees, or for tickets to sporting events or entertainment events, unless such tickets are used for business purposes. Further, our NEOs do not receive compensation or reimbursements for hunting and fishing camp costs or home security expenses. During 2013, no NEO received any compensation for or reimbursement of any of the foregoing costs or expenses incurred for non-business purposes.

Severance Plan and Termination Payments

With the exception of the Change of Control Agreements described below, we do not have a defined severance plan for, or any agreement with, any Named Executive Officer that would require us to make any termination payments.

Employment Agreements

We have previously entered into employment agreements with each of the Named Executive Officers that are substantially identical to the form of agreement executed by all of our employees. Each agreement evidences the at-will nature of employment and does not guarantee the term of employment, which is entirely at the discretion

of the Board of Directors, or otherwise set forth the salary and other compensation of the NEOs, which is established in accordance with the procedures described above.

Change of Control Agreements

On May 30, 2013, we entered into change of control agreements ("COC Agreements") with each of our NEOs and other members of our Senior Management. The COC Agreements have an initial two-year term, with an automatic one-year extension on the second anniversary of the effective date (or any anniversary date thereafter) unless a cancellation notice is given at least 90 days prior to the expiration of the then applicable term. Under the COC Agreements, we have an obligation to provide certain benefits to each NEO upon a qualifying termination event that occurs in connection with or within two years following a "change of control" of TETRA. With respect to the COC Agreement with Mr. Foster, such benefits may be paid upon a qualifying termination event that occurs in connection with or within two years following a "change of control" of Compressco or TETRA. A qualifying termination event under the COC Agreements includes termination of the NEO's employment by us other than for Cause (as that term is defined in the COC Agreements) or termination by the NEO for Good Reason (as that term is defined in the COC Agreements). For an overview of the specific terms and conditions of the NEOs' COC Agreements, please read the section titled "Potential Payments upon a Change of Control or Termination" below.

Indemnification Agreements

Each of our current directors and our NEOs has executed an indemnification agreement which provides that we will indemnify these directors and officers to the fullest extent permitted by our Restated Certificate of Incorporation, Amended and Restated Bylaws and applicable law. The indemnification agreement also provides that our directors and officers will be entitled to the advancement of fees as permitted by applicable law, and sets out the procedures required for determining entitlement to and obtaining indemnification and expense advancement. In addition, our charter documents provide that each of our directors and officers and any person serving at our request as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise is indemnified to the fullest extent permitted by law in connection with any threatened, pending, or completed action, suit, or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of or in connection with his or her services to us or to another corporation, partnership, joint venture, trust, or other enterprise, at our request. We purchase and maintain insurance on behalf of any person who is a director or officer of the aforementioned corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as an officer or director. In addition, Messrs. Brightman, Foster, Hertel and Sullivan, in their capacities as directors and/or executive officers of Compressco Partners, have executed indemnification agreements with Compressco Partners that are substantially similar to the indemnification agreements executed by each of them in connection with their services to us.

Stock Ownership Guidelines

Our Board of Directors has adopted stock ownership guidelines for our directors and executive officers. The stock ownership guidelines are intended to align the interests of our directors and executive officers with the interests of our stockholders. Under these guidelines, our executive officers must hold shares of our common stock equal to a multiple, based upon position, of their base salary. In addition, ownership of the common units of Compressco Partners, L.P. counts toward fulfillment of the ownership requirement. The multiples are as follows: Chief Executive Officer, three-times base salary; Chief Financial Officer, two-times base salary; and, Senior Vice Presidents and Vice Presidents, one-time base salary.

Executive officers who held their current positions in February 2008 were required to be in compliance with the guidelines by May 3, 2013. All such executive officers, including Mr. Brightman, were in compliance on the required

date. In addition, although full compliance is not yet required for them until dates ranging from 2014 through 2017, as of the date of this proxy statement, Messrs. Foster, Goldman and Serrano are in compliance with the guidelines.

Changes for Fiscal Year 2014

In its November 2012 executive compensation review, Frost HR Consulting noted that certain companies included in our peer group, which had been established in October of 2009, had grown significantly through large acquisitions, or had been acquired and were no longer publicly traded. By November 2013, our initial peer group, which consisted of fifteen publicly traded companies in October 2009, had been reduced to twelve companies. In light of this reduction in the number of companies included in our peer group, in October 2013, the Committee requested that management undertake a reevaluation of the size and scope of our remaining peer group, and recommend appropriate adjustments to the Committee.

To begin this reevaluation process, management compiled financial and operational data on a group of thirty-four companies that included all of the remaining companies in our initial peer group, all of the companies included in the peer group constructed by Institutional Shareholder Services (ISS) for its analysis of our 2013 proxy statement, and several additional oil and gas service companies. Next, the expanded set was reduced to a group of fifteen companies based on the following criteria:

- similarity of size, as measured by 2011 and 2012 consolidated revenues and market capitalization as of October, 2013 ; and
- compatibility of operations, including the products and services offered by each company, the markets they serve, and the geographic regions in which they operate.

In November 2013, management delivered its recommendations to the Committee. Following a review of these recommendations and discussions with our CEO and other members of Senior Management, the Committee adopted the following peer group to be used for the purpose of making appropriate peer comparisons for the Committee's evaluation of our 2013 compensation programs:

Tidewater Inc.	Parker Drilling Co.	Exterran Holdings, Inc.
Forum Energy Technologies, Inc.	Flotek Industries Inc.	Nuverra Environmental Solutions, Inc.
Pioneer Energy Services Corp.	Newpark Resources, Inc.	Helix Energy Solutions Group, Inc.
Basic Energy Services, Inc.	Hornbeck Offshore Services, Inc.	CARBO Ceramics Inc.
Key Energy Services, Inc.	Tesco Corp.	Cal Dive International Inc.

This 2013 peer group consists of fifteen companies, and includes seven companies carried over from our initial peer group. The following five companies included in our initial peer group were eliminated from our 2013 peer group: Core Laboratories N.V., RPC, Inc., Superior Energy Services, Inc., Oil States International, Inc., and Oceaneering International, Inc.

In December 2013, the Committee met to review our compensation report and consider prospective changes to 2014 compensation for our NEOs and other members of Senior Management. Materials contained in the compensation report and reviewed by the Committee included 2013 peer group compensation data obtained from proxy filings and other public disclosures as well as compensation data included in the Frost HR Consulting Oilfield Services and Manufacturing Industry Executive Compensation Survey 2013, the Towers Watson Oilfield Services Compensation Survey 2013, and the Aon Hewitt Management and Professional Compensation Survey 2013. While it does not rely on formulas or specifically benchmark any element of NEO or Senior Management compensation, the Committee utilized this information to compare base salary, total cash, total direct compensation, annual cash incentives, and long-term incentives paid or available to members of our Senior Management to the 25th, 50th, and 75th percentiles of the averaged peer group and survey data, employing scope factors or regression analysis to predict compensation levels for some positions. Although the Committee did retain the services of Frost HR Consulting in February and March of 2013 to assist in the review of our compensation disclosures, the Committee did not otherwise utilize the services of Frost HR Consulting during 2013.

Salary. As discussed under “Compensation Elements” above, in its December 2012 compensation review, our Committee approved an increase in base salary of 10.1% for Mr. Longorio and average increases in base salary of 4.3% for our CEO and other NEOs. In April of 2013, our CEO implemented a 90-day deferral of annual base salary merit increases that would otherwise have been granted to a significant majority of our non-Senior Management employees. Following this decision, and with input from the Committee, our CEO implemented a similar 90-day deferral of his own annual base salary merit increase and base salary merit increases for Senior Management that otherwise would have been made effective on or shortly after January 1, 2014. In its December

2013 review of our Senior Management compensation, the Committee noted that our NEOs' 2013 base salaries were generally in-line with the 50th percentile of the averaged peer group and survey data reflected in the compensation report. With regard to members of Senior Management other than our CEO, the Committee also took into account our CEO's evaluation of each individual's performance during 2013. Having considered these factors, the Committee approved average increases in base salary of 4.2% for our CEO and Messrs. Serrano, Foster and Goldman, subject to the 90-day deferral discussed above. Mr. Longorio, whose employment with us ended on February 14, 2014, will not receive a base salary adjustment for 2014. The following table sets forth the 2014 base salaries, which are expected to be made effective on or about April 1, 2014, for our continuing NEOs:

	2014 Base Salary
Stuart M. Brightman	\$625,000
Elijio V. Serrano	411,600
Ronald J. Foster	297,440
Edwin H. Goldman	384,800

Cash Incentive Compensation Plan. As part of its December 2013 review of Senior Management compensation, our Committee reviewed a preliminary estimate of the aggregate amount of annual cash incentive compensation to be awarded under our Cash Incentive Compensation Plan based on 2013 performance, and discussed the overall effectiveness of the plan in furthering our compensation philosophy. In its consideration of changes for the 2014 plan year, the Committee did not specifically benchmark Cash Incentive Compensation Plan award opportunities relative to any survey or peer group data. The Committee elected not to change the percentages of base salary that determine the threshold, target, and stretch amounts of cash award opportunities available for the 2014 plan year from the percentages of base salary used in 2013.

The following table sets forth the 2014 annual incentive award opportunities established by the Committee as a percentage of base salary for our CEO and other NEOs under the Cash Incentive Compensation Plan:

	Threshold		Target		Stretch	
Stuart M. Brightman	18	%	90	%	144	%
Elijio V. Serrano	12	%	60	%	96	%
Ronald J. Foster	9	%	45	%	72	%
Edwin H. Goldman	12	%	60	%	96	%

Under the Cash Incentive Compensation Plan, financial and non-financial performance measures may be based on performance criteria described in the plan or on such other measures as determined by the Committee. As we approach completion of the remaining well abandonment and decommissioning work required to retire Maritech's asset retirement obligations associated with operated properties, we are directing a portion of our strategic focus toward maximizing cash generated by our operating activities. As part of our 2014 financial guidance, we announced a specific goal of generating at least \$80 million of free cash flow, excluding the impact of Maritech's operations, in 2014. To support this goal, we are also urging our employees to redouble their efforts to control administrative costs, company-wide. In light of these strategies, the Committee elected to designate consolidated free cash flow as a performance measure, and general and administrative cost reduction as an individual performance goal applicable to all participants under the Cash Incentive Compensation Plan for the 2014 fiscal year. Other performance measures for 2014 annual incentive awards include: (i) consolidated diluted net income per common share excluding results attributable to Maritech; (ii) health, safety, and environmental metrics; (iii) divisional profit before taxes; (iv) profit before taxes for specified business and geographical units; (v) profit before taxes for Compressco Partners; (vi) Compressco Partners' distributable cash flow; (vii) the net number of compressor units placed into service by Compressco Partners; and, (viii) personal objectives. The Committee assigned relative weightings to each 2014 performance measure that vary based on each participant's assigned responsibilities. For Messrs. Brightman and Serrano, the Committee has assigned weightings of 50% on consolidated diluted net income per common share excluding Maritech, 20% on consolidated free cash flow excluding Maritech, 10% on health, safety, and

environmental metrics, and 20% on personal objectives. For Messrs. Brightman and Serrano, and other members of Senior Management serving in corporate administrative functions, the general and administrative cost reduction individual performance goal will comprise a minimum 25% of the weighted portion of each participant's personal objectives.

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For employees in our operating segments, including Messrs. Foster and Goldman, the Committee has elected to decrease the weight of the health, safety, and environmental performance measure from 20% in 2013 to 15% in 2014, and increase the weight of the personal objectives performance measure to 15% from 10% in 2013. The Committee has chosen to implement this change in order to bring the portion of our operational employees' annual bonus that is based on safety metrics into closer alignment with annual bonuses provided by peer group companies, as reflected in the peer group data included our compensation report. The specific weightings assigned to Mr. Foster by the Committee for his 2014 annual incentive award are: 15% on profit before taxes for Compressco Partners; 35% on Compressco Partners' distributable cash flow; 20% on the net number of compressor units placed into service during 2014; 15% on health, safety, and environmental metrics applicable to Compressco Partners; and, 15% on personal objectives. The specific weightings assigned to Mr. Goldman by the Committee for his 2014 annual incentive award are: 50% on profit before taxes from the Offshore Services segment; 10% on consolidated diluted net income per common share excluding Maritech; 10% on consolidated free cash flow excluding Maritech; 15% on health, safety, and environmental metrics applicable to the Offshore Services segment; and, 15% on personal objectives. For Messrs. Foster and Goldman, and other members of Senior Management in our operating segments, the general and administrative cost reduction individual performance goal will comprise a minimum 25% of the weighted portion of each participant's personal objectives.

The performance measures for long-term performance-based cash awards to be granted in 2014 for the three-year performance period ending on December 31, 2016, and the specific threshold, target, stretch, and over achievement performance objectives applicable to such performance measures are expected to be established by the Committee prior to May 31, 2014, as required by the Cash Incentive Compensation Plan. The amount of an award that may be earned by a participant at the end of the three-year performance period will be based on our level of attainment of threshold, target, stretch, and over achievement performance objectives for each performance measure, subject to the discretion of the Committee.

Equity Incentive Awards. The Committee has determined that a mix of stock options, restricted stock and long-term performance-based cash awards should be made to certain of our Senior Management again in 2014. We anticipate that the stock options and restricted stock awards, once approved by the Committee, will be granted under our 2011 Long Term Incentive Compensation Plan. It is anticipated that future awards of phantom units and performance phantom units will be made to Mr. Foster under Compressco's equity plan.

MANAGEMENT AND COMPENSATION COMMITTEE REPORT

The Management and Compensation Committee met four times during the year ended December 31, 2013. The Management and Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based upon the review and discussions described above, the Management and Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement to be delivered to stockholders.

Submitted by the Management and Compensation Committee
of the Board of Directors,
Kenneth E. White, Jr., Chairman
Thomas R. Bates, Jr.
Tom H. Delimitros
William D. Sullivan

This report of the Management and Compensation Committee shall not be deemed "soliciting material" or be "filed" with the SEC subject to Regulation 14A or 14C or to the liabilities of Section 18 of the Exchange Act, except to the extent

that we specifically request that the information be treated as soliciting material or specifically incorporate it by reference into a document filed under the Securities Act or the Exchange Act. Further, this report will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate this information by reference.

COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation

The following table sets forth the compensation earned by (i) our Chief Executive Officer (“Principal Executive Officer”), (ii) our Chief Financial Officer (“Principal Financial Officer”), and (iii) each of our three most highly compensated executive officers (each a “Named Executive Officer”), for the fiscal year ended December 31, 2013.

Summary Compensation Table

Name and Principal Position	Year	Salary ⁽¹⁾	Bonus	Stock Awards ⁽²⁾	Option Awards ⁽²⁾	Non-Equity Incentive Plan Comp. ⁽³⁾	All Other Comp. ⁽⁴⁾	Total
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Stuart M. Brightman ⁽⁵⁾ President & CEO	2013	\$602,000	\$—	\$558,054	\$541,777	\$162,059	\$17,190	\$1,881,080
	2012	568,000	8,458	312,654	317,059	241,542	16,976	1,464,689
	2011	535,000	—	427,999	417,584	250,000	16,856	1,647,439
Elijio V. Serrano ⁽⁶⁾ Sr. Vice President & CFO	2013	\$392,000	\$—	\$181,692	\$176,394	\$100,000	\$12,870	\$862,956
	2012	157,846	190,000 ⁽⁷⁾	309,527	307,508	—	9,476	974,357
Ronald J. Foster President - Compressco	2013	\$286,000	\$3,513	\$350,033	\$—	\$71,605	\$30,451	\$741,602
	2012	275,000	—	175,293	—	146,273	18,208	614,774
	2011	250,000	6,146	548,168	—	53,854	13,119	871,287
Edwin H. Goldman Sr. Vice President	2013	\$370,000	\$—	\$142,913	\$138,748	\$174,128	\$17,341	\$843,130
	2012	356,000	—	90,791	92,072	65,148	16,852	620,863
	2011	342,000	—	124,007	120,984	65,779	15,385	668,155
Philip N. Longorio Sr. Vice President	2013	\$392,000	\$—	\$181,692	\$176,394	\$26,956	\$14,529	\$791,571
	2012	356,000	66,073	99,303	100,701	133,927	16,834	772,838
	2011	342,000	—	136,006	132,688	174,557		