

**TETRA TECH, INC.**  
**CORPORATE GOVERNANCE POLICIES**

**I. BOARD COMPOSITION**

A. **Size of the Board.** The Company's Bylaws currently provide that the Board will be not less than five (5) nor more than ten (10) directors. The Board will periodically review the appropriate size of the Board.

B. **Majority of Independent Directors.** It is the policy of the Board that a majority of the directors will not be current employees of the Company and will otherwise meet appropriate standards of independence. In determining independence, the Board will consider the definition of "independent director" in the listing standards of The Nasdaq Stock Market ("Nasdaq") as well as other factors that will contribute to effective oversight and decision-making by the Board.

C. **Management Directors.** The Board anticipates that the Company's Chief Executive Officer ("CEO") will be nominated annually to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company would be expected to help the Board fulfill its responsibilities.

D. **Chair; Presiding Director.** The Board will annually appoint a chairperson ("Chair"). Both independent and management directors, including the CEO, are eligible for appointment as the Chair. The Board determines whether the positions of Chair and CEO will be held by one individual or be separated and held by two individuals. The Chair, or if the Chair is not an independent director, one of the independent directors, shall be designated by the independent directors to be the "Presiding Director." The Presiding Director will be elected by and from the independent directors on an annual basis. Each term of service in the Presiding Independent Director position is limited to four years. The Presiding Director shall have the following roles and responsibilities: scheduling meetings of the independent directors; chairing the separate, executive session meetings of the independent directors to be held after each Board meeting; serving as principal liaison between the independent directors and the CEO; communicating from time to time with the CEO, and disseminating information to the rest of the Board as appropriate; providing leadership to the Board if circumstances arise in which the role of the Chair may be, or may be perceived to be, in conflict; being available, as appropriate, for consultation and direct communication with major stockholders; overseeing, with the Chair of the Nominating and Corporate Governance Committee ("NCG"), the annual self-evaluation of the Board; and performing various other duties.

E. **Selection of Board Nominees.** The Board will be responsible for the selection of nominees for election or appointment to the Board. The NCG shall recommend candidates for election to the Board. The NCG considers nominees recommended by directors, officers, stockholders and others using the same criteria to evaluate all candidates. The NCG reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as

appropriate. Upon selection of a qualified candidate, the NCG will recommend the candidate for consideration by the full Board. The NCG may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the NCG's consideration, the candidate's name and qualifications must be submitted to the Company's Secretary in writing to the following address: Tetra Tech, Inc., Attn: Secretary, 3475 E. Foothill Blvd., Pasadena, CA 91107. When submitting candidates for nomination to be elected at the Company's annual meeting of stockholders, stockholders must follow the notice procedures and provide the information required by the Company's Bylaws.

F. **Board Membership Criteria**. Nominees for the Board should be committed to enhancing long-term stockholder value. The NCG works with the Board to determine the appropriate characteristics, skills and experiences for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience and inclusive of individuals from underrepresented communities. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board. In evaluating the suitability of individual Board members, the NCG will take into account many factors, including general understanding of business development and strategy, risk management, finance, financial reporting and other disciplines relevant to the success of a publicly-traded company in the then-current business environment; understanding of the Company's business and the issues affecting that business; education and professional background; personal accomplishment; and diversity. Board members are expected to prepare for, attend and participate in meetings of the Board and committees on which they serve, and are strongly encouraged to attend the Company's annual meetings of stockholders.

G. **Majority Voting in Board Elections**. If, in an uncontested election, an incumbent director fails to receive at least the affirmative vote of a majority of the shares represented and voting at a duly held meeting (which shares voting affirmatively also constitute at least a majority of the required quorum), the Company's Bylaws provide that such incumbent director shall promptly tender his or her resignation to the Board, which shall be irrevocable until either accepted or rejected by the Board. The NCG shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the NCG's recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results.

H. **Board Compensation**. The Board, through the Compensation Committee, will review, with the assistance of management or outside consultants if desired, appropriate compensation policies for the directors serving on the Board and its committees. This review may consider board compensation practices of other public companies, contributions to Board functions, service as committee chairs, and other appropriate factors.

I. **Directors Who Change Job Responsibility; Term Limits; Age Limits**. The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director shall offer to tender their resignation to the Chairperson of the NCG, so that there is an opportunity for the Board, through the NCG, to review the continued appropriateness of Board membership under the

new circumstances. In the event the director who retires or changes their principal occupation or business association is the Chairperson of the NCG, such director shall offer to tender their resignation to the Chair of the Board and the Presiding Director. The maximum tenure of a non-employee director shall be twelve (12) years.<sup>1</sup> The Board has fixed the retirement age for directors at 75 (determined as of the Annual Meeting following the director's birthday). However, upon recommendation by the NCG, the Board may waive the mandatory tenure and retirement requirements for a director due to special circumstances for a period of no more than (1) year.

J. **Other Board Memberships.** Without specific approval from the Board, no director may serve on more than three other public company boards. Directors should advise the Chair if they are contemplating, and seek approval before accepting, an invitation to serve on another board so that any potential conflicts of interest or legal issues first may be assessed.

K. **Board Evaluations.** Working with the NCG, the Board shall conduct a self-evaluation annually.

## II. **BOARD MEETINGS AND MATERIALS**

A. **Scheduling of Full Board Meetings.** Board meetings will be scheduled in advance, ordinarily once each quarter at the Company's principal executive office or at such other location or through such other telephonic or virtual medium as the Board deems appropriate.

B. **Agenda and Materials.** The Chair will have primary responsibility for preparing the agenda for each meeting and sending it in advance of the meeting to the directors, along with appropriate written materials, so that Board discussion time may be focused on questions that the Board has about the materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The Board reserves authority to meet in executive sessions to discuss sensitive matters without distribution of written materials. The Chair will consult with the Presiding Director on agendas for Board meetings and other matters pertinent to the Company and the Board.

C. **Independent Directors Discussions.** It is the policy of the Board that the independent members of the Board meet separately without management directors at the conclusion of each regular Board meeting to discuss such matters as the independent directors consider appropriate. The Presiding Director will chair such meetings of the independent directors. The Company's independent auditors, finance staff and other employees may be invited to attend these meetings.

D. **Board Presentations and Access to Information.** The Board encourages the presentation at meetings by managers who can provide additional insight into matters being discussed or who should be given exposure to the Board based on their leadership potential. The Board encourages management to arrange presentations at Board meetings by the Company's managers and provide other reports that will enhance the flow of meaningful financial and business information to the Board.

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<sup>1</sup> To facilitate the transfer of institutional knowledge and provide for productive board refreshment upon adoption of the tenure requirement, the maximum tenure shall be fifteen (15) years for directors whose service began prior to 2014.

E. **Director Orientation and Continuing Education.** Upon appointment, the Company's Secretary shall provide new board members with director orientation materials, including presentations from senior executives and Company policies. The Secretary shall work with the Chair of the NCG as necessary to periodically provide materials that would assist directors with the identification and understanding of best practices and new trends. All appropriate and approved continuing education expenses will be reimbursed by the Company.

### III. BOARD RESPONSIBILITIES

A. **Company Strategy.** Oversee the Company's strategic planning process and work with management to plan, schedule and discuss the components of the annual Strategic Plan. Review certain strategic decisions regarding exit from existing lines of business and entry into new lines of business, acquisitions, joint ventures, investments or dispositions of businesses and assets, and the financing of related transactions, and review and approval of management's capital allocation strategy.

B. **Company Performance and Planning.** Review and oversight of Company performance including annual operating plans, mid-year forecasts, and quarterly results.

C. **Human Capital and Management Succession Planning.** The Board, with support from the Nominating and Governance Committee and Compensation Committee, will provide oversight of human capital programs and metrics, and takes an active role in ensuring that the Company is developing management talent and that plans for both emergency and long-term succession to the position of CEO as well as certain other senior management positions, are in place. The CEO annually will review with the Board succession and development plans for senior executive officers.

D. **Ethical Conduct, Financial Reporting, and Legal Compliance.** Board will provide oversight and executive management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business. The Board will review and recommend relevant revisions to the Company's Code of Business Ethics and Conduct on an annual basis or more frequently. The Board's governance and oversight functions do not relieve the Company's executive management of the primary responsibility for preparing financial statements which accurately and fairly present the Company's financial results and condition.

E. **Enterprise Risk Management.** Review and oversight of the Company's enterprise risk management policy and strategy.

### IV. BOARD COMMITTEES

A. **Committees.** The current three standing committees of the Board are: Audit Committee; Compensation Committee; and Nominating and Corporate Governance Committee. From time to time the Board may establish a new committee or disband a current committee depending upon the circumstances. Each committee shall conduct a self-evaluation at least annually.

B. **Committee Member Selection.** Upon the recommendation of the NCG, the Board will designate the members and Chair of each committee, endeavoring to match the committee's

function and needs for expertise with individual skills and experience of the appointees to the committee. The membership of the Audit, Compensation and Nominating and Corporate Governance Committees shall consist solely of independent directors, which directors shall meet the applicable criteria for independence under Nasdaq, Securities and Exchange Commission, and/or tax rules applicable to such committees.

C. **Committee Functions.** The number and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to the committee, the committee's charter, and applicable regulations or principles. The Company will provide to each committee access to employees and other resources to enable committee members to carry out their responsibilities. The full authority and responsibilities of each committee is fixed by resolution of the full Board and the committee's charter. Committee charters are available on the Company's website at [www.tetrattech.com](http://www.tetrattech.com), and a brief description of committee functions is available in the Company's most recent annual proxy statement.

## V. STOCK OWNERSHIP GUIDELINES

A. **Director Stock Ownership.** To further align the interests of non-employee directors and stockholders, each non-employee director is required to own shares of the Company's common stock having a value equal to at least five times the non-employee director's annual base cash retainer, with a five-year period to attain that ownership level. Until a director's stock ownership requirement is met, the director must retain at least 75% of "gain shares" resulting from the exercise of a stock option or vesting of a restricted stock or performance share award. With respect to stock options, "gain shares" means the total number of shares of common stock that are being exercised. With respect to restricted stock awards, "gain shares" means the total number of shares of common stock subject to any such equity award that vest. "Gain shares" exclude shares that would have been used to satisfy minimum tax withholding obligations had the director been employed as a common law employee. In addition to shares of common stock, , vested shares of restricted stock or restricted stock units (RSUs), and unvested restricted stock and RSUs count in determining stock ownership for purposes of the guidelines. The failure to comply with the stock ownership guidelines will result in the director being required to use one-third of any net annual retainer to purchase shares of the Company's common stock. The Company's stock ownership guidelines are available on its website at [www.tetrattech.com](http://www.tetrattech.com).

B. **Executive Stock Ownership.** To further align the interests of executive officers and stockholders, the CEO is required to own shares of the Company's common stock having a value equal to at least six times the CEO's base salary; for the President and each Executive Vice President to own shares having a value equal to at least three times base salary; and for each Senior Vice President to own shares having a value equal to at least two times the base salary. Until an executive officer's stock ownership requirement is met, the executive officer must retain at least 75% of "gain shares" resulting from the exercise of a stock option or vesting of a restricted stock or performance share award. With respect to stock options, "gain shares" means the total number of shares of common stock that are being exercised less the number of shares, if any, used in the case of a cashless exercise to pay for the exercise price. With respect to restricted stock awards, "gain shares" means the total number of shares of common stock subject to any such equity award that vest. Gain shares do not include shares of common stock that are used to satisfy tax

withholding obligations. Each executive officer has five years from the later of the date of such officer's appointment or the date of adoption of the guidelines to attain the required ownership level. In addition to shares of common stock, vested shares of restricted stock or RSUs, and unvested restricted stock and RSUs count in determining stock ownership for purposes of the guidelines. An executive officer who fails to comply with the stock ownership guidelines will be required to use one-third of any net annual cash bonus to purchase shares of the Company's common stock. The Company's stock ownership guidelines are available on its website at [www.tetrattech.com](http://www.tetrattech.com).