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. Each term of service in the Presiding Independent Director position is 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 NCG, 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.[1] 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**. 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.

E. **Director Orientation and Continuing Education**. Upon appointment, the Company's Secretary shall provide new board members with director orientation materials, including

[1] 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.

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 COMMITTEES

A. **Committees**. The current four standing committees of the Board are: Audit Committee; Compensation Committee; Nominating and Corporate Governance Committee; and Strategic Planning and Enterprise Risk 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.tetratech.com, and a brief description of committee functions is available in the Company's most recent annual proxy statement.

IV. 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 the lesser of at least five times the non-employee director's annual base cash retainer or a fixed number of shares, 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. "Gain shares" means the total number of shares of common stock that are being exercised, excluding 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 but unexercised stock options, vested shares of restricted stock or restricted stock units (RSUs), and unvested performance share units (PSUs), 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.tetratech.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 the lesser of six times the CEO's base salary or a fixed number of shares; for the President and each Executive Vice President to own shares having a value equal to the lesser of three times base salary or a fixed number of shares; and for each Senior Vice President to own shares having a value equal to the lesser of two times the executive officer's base salary or a fixed number of shares. 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 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 but unexercised stock options, vested shares of restricted stock or RSUs, and unvested PSUs, 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.tetratech.com.

V. MANAGEMENT RESPONSIBILITIES

A. **Management Succession Planning**. The Board, under the guidance of the NCG, plans for succession to the position of CEO as well as certain other senior management positions. The CEO annually will review with the Board succession and development plans for senior executive officers.

B. **Financial Reporting, Legal Compliance and Ethical Conduct**. 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. 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.

C. **Corporate Communications**. The Board believes that executive management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications.