

TETRA TECH, INC.

CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Tetra Tech, Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

The Committee will fulfill these responsibilities by carrying out the activities enumerated in Section 3 of this Charter.

2. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of not less than three directors. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market. At least two members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

3. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. At least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers. With respect to the Chief Financial Officer, the review and approval shall be done jointly with the Audit Committee. The review shall include an evaluation of the performance of the Executive Officers in light of the Company’s performance goals and objectives. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.

2. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental

compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including the perquisites provided to them during and after employment.

3. Review and discuss the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the “SEC”) with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

4. Review and discuss the annual Compensation Committee Report for inclusion in the Company’s proxy statement relating to the Company’s annual meeting of stockholders in compliance with the rules and regulations promulgated by the SEC.

5. Review and discuss comments provided by stockholders and proxy advisory firms regarding the Company’s executive compensation. Based on these comments, consider whether or not any changes need to be made to the compensation plan to address the comments.

6. Monitor the Company’s compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

7. Oversee the Company’s compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirements under the NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans.

8. Review director and executive officer stock ownership in accordance with the Company’s Stock Ownership Guidelines.

9. Review and discuss with management incentives and rewards in accordance with the Company’s Enterprise Risk Management (ERM) responsibility matrix.

10. Make recommendations to the Board with respect to incentive-based compensation plans, equity-based plans and executive benefits.

11. Review and approve all grants of equity awards under the Company’s equity-based plans.

12. Make regular reports to the Board.

13. Have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser’s independence from management specified in NASDAQ Listing Rule 5606(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser’s fees and the other terms and conditions of

the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

14. Form and delegate authority to subcommittees, as the Committee deems appropriate.

15. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate, including but not limited to the Company's legal and regulatory compliance.

4. COMMITTEE MEETINGS

The Committee will meet on a regular basis at least four times each year, and will hold special meetings as circumstances require. The timing of the meetings to be scheduled for an upcoming fiscal year shall be determined by the Committee prior to the beginning of such fiscal year.

At all Committee meetings, a majority of the total number of members shall constitute a quorum. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members shall designate one of its members as the acting chair of such meeting. All meetings shall be held subject to and in accordance with the applicable sections of the General Corporation Law of the State of Delaware. Minutes shall be kept of each meeting of the Committee.