

**TENNECO INC.**  
**DISCLOSURE CONTROLS AND PROCEDURES**

This manual details the “disclosure controls and procedures” (the “Disclosure Controls”) maintained by Tenneco Inc. for purposes of Rule 13a-15 under the Securities Exchange Act of 1934. The Disclosure Controls were designed to assist the principal executive and financial officers in the discharge of their responsibilities in making the SEC certifications that must accompany each Form 10-K and 10-Q, as well as to discharge their responsibilities in providing accurate and complete information to security holders. They are intended to ensure that Tenneco maintains adequate procedures for gathering, analyzing and disclosing all information that is required to be disclosed in Exchange Act reports.

This manual begins with an overview that summarizes each component of the Disclosure Controls, indicating the individual(s) within Tenneco with primary responsibility for that particular Disclosure Control. Successive sections of this manual provide additional information regarding the various Disclosure Controls, including in certain cases supporting materials relevant to those Disclosure Controls.

## OVERVIEW

### 1. Disclosure Committee

#### **Primary Responsibility – General Counsel**

Tenneco maintains a Disclosure Committee. The membership, responsibilities and activities of the Disclosure Committee are described in Section 1.

### 2. Disclosure Coordinators

#### **Primary Responsibility – Head of Financial Accounting and Consolidations (Financial Information/MD&A)**

#### **Primary Responsibility – Head of Global Communications (Press Releases/Analyst Calls, etc.)**

#### **Primary Responsibility – General Counsel (Other Disclosures)**

Tenneco maintains Disclosure Coordinators, who are generally responsible for coordinating the company's public reporting and Disclosure Controls. See Section 2 for details regarding the Disclosure Coordinators.

### 3. Detailed Time Schedules and Assignment of Responsibilities

#### **Primary Responsibility – Disclosure Coordinators**

For each Form 10-K, Form 10-Q, Annual Report and proxy statement filed by the company, the Disclosure Coordinators prepare and circulate, as far in advance of the applicable filing deadline as possible, a detailed time and responsibility schedule. Guidelines regarding the contents and distribution of this time schedule, as well an example of a time schedule, are included in Section 3(a).

The company requires specified groups of employees to be aware of the nature and scope of, and affirmatively assist the company in discharging, its public reporting obligations. For this purpose, the company has appointed disclosure "point persons," with whom persons within the Tenneco organization may raise possible disclosure issues. In addition, the company has assigned to various individuals specific responsibility for preparing on an initial basis, or reviewing, all or specified portions of the company's regular public disclosures. Section 3(b) describes these responsibilities and the process for making them known within Tenneco.

#### **4. Disclosure Guidelines**

##### **Primary Responsibility – General Counsel**

The company maintains written Disclosure Guidelines. See [Section 4](#) for information regarding the preparation and use of Disclosure Guidelines.

#### **5. Internal Accounting Controls**

##### **Primary Responsibility – Corporate Controller; Audit Director**

The company maintains a policy regarding the implementation and maintenance of internal accounting controls. A copy of that policy is attached as [Exhibit 5](#).

#### **6. Internal Disclosure Certifications**

##### **Primary Responsibility – Corporate Controller**

The Corporate Controller requires financial certifications from specified persons within Tenneco in connection with the filing of each SEC report that includes financial statements. See [Section 6](#) for more information.

#### **7. Outside Advisor Review**

##### **Primary Responsibility – General Counsel (Legal)**

##### **Primary Responsibility – Corporate Controller (Finance)**

Before filing each Form 10-K, Form 10-Q and proxy statement, the document is reviewed by the company's independent auditors and primary outside securities counsel, and representatives of the company have the opportunity to specifically discuss with these advisors any significant matters affecting the company's periodic reports. Guidelines regarding the outside advisor review process are included in [Section 7](#).

#### **8. Management Team Review of Disclosure Issues**

##### **Primary Responsibility – General Counsel; CFO**

At least once per quarter (and, if possible, prior to the public release of earnings for the prior quarter), the CEO's global conference call of all strategic business unit GMs and SBU Controllers, and all direct reports of the CEO, specifically addresses the company's SEC reporting obligations and invites discussion regarding any potential disclosure issues.

## **9. Quarterly Review of Disclosure Controls**

### **Primary Responsibility – CEO; CFO**

In order to complete the quarterly certifications to be made in connection with the company's SEC reports, the CEO and CFO, assisted by those under their supervision as determined by them to be necessary or appropriate, will engage in a quarterly review of the Disclosure Controls. Guidelines regarding the review process are included in Section 9.

## **10. Interplay with Code of Conduct**

### **Primary Responsibility – General Counsel**

The company's Code of Conduct will highlight the importance of accurate and timely disclosure in the company's SEC reports. The Code of Conduct will provide that employees may be called upon to provide information necessary to assure that the company's public reports are complete, fair and understandable and that the company expects all employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the company's public disclosure requirements. In addition, as described in Section 3, specified employees must report possible disclosure issues to the individual designated in these Disclosure Controls as responsible for the gathering, assessment and possible reporting of the information at issue.