

SECTION 1: DISCLOSURE COMMITTEE

Membership

The Disclosure Committee consists of:

- the General Counsel,
- the attorneys within the Law Department with primary responsibility for corporate, securities, environmental and general litigation matters,
- the Corporate Controller,
- the accountant(s) within the Corporate Finance group with responsibility for coordinating public reporting and disclosure,
- the head of the Internal Audit group,
- the head of the Investor Relations group,
- the head of the Global Communications group, and
- one representative of the company's primary outside securities counsel.

The composition of the Disclosure Committee may be changed from time to time as the CEO, CFO or General Counsel determines is necessary or desirable.

Responsibilities

The Disclosure Committee (or selected members thereof) is responsible for:

- reviewing in advance the company's quarterly earnings press release and related materials (such as analyst conference call scripts) to determine the adequacy and accuracy of the disclosures included therein,
- reviewing in advance each Form 10-K, Form 10-Q and proxy statement filed by the company with the SEC, and each Annual Report to stockholders, to determine the adequacy and accuracy of the disclosures, and
- otherwise considering and determining, on a periodic basis, the materiality of information to, and the scope of disclosure obligations for, Tenneco.

Process

Meetings. In connection with the preparation and review of the company's earnings press release and related materials, selected members of the Disclosure Committee will review, discuss and comment on drafts of such materials (which may take the form of participation in general earnings release preparatory meetings, where non-Disclosure Committee members also participate). Those reviewing members will be selected by the Head of Global Communications and should include, at a minimum, one representative of the Financial Accounting and Law Departments. The Disclosure Committee shall also meet at least once in connection with the preparation and review of each of the company's Forms 10-K, Forms 10-Q, Annual Reports and proxy statements (such meetings may be combined). Any member of the

Disclosure Committee may call a meeting of its members at any time as such person determines is necessary or appropriate. Examples of circumstances that might warrant a supplemental Disclosure Committee meeting include the filing of new, material litigation against the company or the occurrence of an usual or significant event that could require the filing of a Form 8-K report by the company.

Press Release Review/Form 8-K Review. All company press releases (other than earnings releases; see above) and Form 8-K's will be reviewed by at least two members of the Disclosure Committee, at least one of whom shall be either the General Counsel or in his absence his designee, as it may not be practicable to have full Disclosure Committee review for each routine business-related release.

Reporting to CEO/CFO. Before each Form 10-K, Form 10-Q, Annual Report and proxy statement is finalized, a representative of the Disclosure Committee will report to the CEO and CFO regarding the Committee's deliberations, activities and disclosure recommendations sufficiently prior to the filing or distribution of the final document for the CEO and CFO to satisfy themselves as to the adequacy of the process and to provide their own input on disclosure.